

**RECREATION CENTERS OF SUN CITY, INC.
ANNUAL MEMBER MEETING**

**November 1, 2022 – 9:00am
Sundial Auditorium**

MEETING AGENDA

Call to Order

President Lehrer

Membership Quorum Verification

Secretary Lenefsky

Approval of Minutes: December 13, 2021

Motions: None

Adjournment

RECREATION CENTERS OF SUN CITY, INC. ANNUAL MEMBERSHIP MEETING MINUTES

At the Annual Membership Meeting, called to order by President Wilson at 9:00am on December 13, 2021, at Sundial Auditorium the following took place:

PLEDGE OF ALLEGIANCE:

PRESENT: Sue Wilson, President; Mike Ege, Vice President; Sheila Rooney, Treasurer; Dale Lehrer, Secretary and Directors Dan Schroeder, Rich Hoffer, Darla Akins, Steve Collins; Rae Chornenky, Parliamentarian

ALSO PRESENT: Bill Cook, General Manager; Kevin McCurdy, Director of Finance; Michael Wiprud, Director of Buildings & Infrastructure; Chris Herring, Director of Operations; Brian Duthu, Director of Golf & Grounds; Mike Dirmyer, Director of Bowling; Theresa Cirino, Director of Events & Entertainment; Barry Masloff, Custodian Manager; Myrna DeBruyne, Chartered Clubs Supervisor; Angie Bird, Facilities Attendant Supervisor; Stephanie Haholy, Support & Services Administrator; Bob Britton, Human Resources Manager; Holly Fields, Cardholder Services Supervisor; Angie Nelson, Controller; Chris Linam, Pro Shop Manager; Ray Davis, Facilities Maintenance Supervisor; Joelyn Higgins, Communication & RCSC Marketing Coordinator; Polly Corsino, Sun City Visitor Center & Marketing Manager; Marcia Johnson, Corporate Executive Coordinator; Allen Kleinhans & Mike Crawford Audio/Video Engineers; Jim Hienton, RCSC Legal Counsel; 1486 RCSC Cardholders in attendance including verified proxies and 1 member(s) of the press

ABSENT: Director Gene Westemeier

Presentation of the 2022 Budget: Director of Finance Kevin McCurdy presented the 2022 Budget and Comparable Sun City Communities Fees

Membership Quorum: Secretary Lehrer verified that a Membership Quorum was present with 1486 members in attendance including verified proxies. Total proxies were 690 and Members in attendance was 796.

Minutes: With no corrections noted, the Minutes from the November 19, 2009 Membership Meeting were approved.

President Wilson read a statement from the Bylaws, Article IV, Section 4, prior to hearing the Agenda Items:

Proposals or matters relating to the conduct of the business affairs of the Corporation, if brought before a Membership meeting shall be referred to the Board for study. Such matters, being solely within the powers delegated to the Board in accordance with the laws of the State of Arizona, the Restated Articles of Incorporation, and these Corporate Bylaws will be considered only as a recommendation to the Board.

If the disposition of these proposals or matters is determined by the Board not to be in the best interest of the Corporation, the Board shall announce its decision and such proposal or matter shall not be considered further. The Members may, by petition signed by at least ten percent (10%) of the total membership of the Corporation as of the first day of the preceding July, bring the proposal or matter before the Membership for a majority vote of the Members present at a duly called and noticed Annual or Special Membership meeting.

Agenda Items: President Wilson called the names of the Members who submitted agenda items to speak.

1. Patrick Gannon - Amend Bylaws Article IX, Section 2, Points B and B.1:

Delete: B. ~~Petitions will not be:~~

~~1. Circulated within or at RCSC~~

Add: **Petitions regarding RCSC matters may be circulated within or at RCSC facilities/properties.**

2. Patrick Gannon – Amend Bylaws Article IX, Section 1, Point B.2:

~~Receive from~~ **The** Secretary of the Corporation **shall provide:**

- ~~Written notice of approval or disapproval~~ **receipt** of petition as submitted.
- ~~If approved, official~~ **Official** petition with control number for use by all circulators **within 15 business days.**
- ~~If approved, petition~~ **Petition** regulations.
- ~~If approved, your petition~~ **Petition** start and completion dates.

3. William Pearson – Amend Bylaws Article IV, Section 3:

A quorum for any Membership meeting shall consist of not less ~~(one thousand two hundred fifty/1250)~~ **five hundred (500) Members in good standing.**

4. Ben Roloff – The 2022 RCSC Board of Directors be tasked with revising the Articles of Incorporation by expanding the language referred to in “performing his or her share of the duties and responsibilities” referred to in Article IX. A. by adding “due process” language for the Directors of the Board duplicating protections prescribed for cardholders as outlined in the Article II Section 8 of the Bylaws titled Cardholder Hearings, Procedures and Suspensions.
5. Jean Totten – Amend Bylaws Article IV, Section 4, Membership Meeting Rules and Regulations:

Robert's Rules of Order shall govern procedure at all meetings of the Corporation provided they are consistent with the laws of the State of Arizona and the Corporate Documents. A Parliamentarian may be present at the discretion of the President.

~~Proposals or matters relating to the conduct of the business affairs of the Corporation, if brought before a Membership meeting, shall be referred to the Board for study. Such matters, being solely within the powers delegated to the Board in accordance with the laws of the State of Arizona and Corporate Documents, will be considered only as a recommendation to the Board.~~

~~If the disposition of these proposals or matters is determined by the Board not to be in the best interest of the Corporation, the Board shall announce its decision and such proposal~~

~~or matter shall not be considered further. The Members may, by petition signed by at least ten percent (10%) of the total Membership of the Corporation as of the first day of the preceding July, bring the proposal or matter before the Membership for a majority vote of the Members present at a duly called and noticed Annual or Special Membership meeting.~~

President Wilson thanked them for their recommendation and stated that the Board will take into consideration your requests and respond when a decision is reached.

Member Comments: A large number of members spoke of their disappointment that the agenda items brought before the Board were not going to be voted on at this meeting. Saying that they thought if a quorum was reached the items on the agenda would be voted on by the membership.

Jim Hinton, RCSC Legal Counsel, addressed the crowd specifically related to the Bylaw quote read by President Wilson at the beginning of the meeting. Mr. Hinton reiterated the purpose of this Bylaw section was to ensure the Board of Directors had the capability to ensure that any proposed change was in the best interests of the RCSC Corporation.

A couple of members raised questions on the Mt. View Project.

Members talked about the process they went through to get Proxies signed so we could reach a quorum to have an Annual Meeting not knowing they would not be able to vote.

Members spoke about changing the quorum and voting at a membership meeting. It was pointed out that the RCSC is a private corporation and is governed by its Bylaws.

A suggestion was made that in the next year a total examination of the current Bylaws and Articles be done with recommendations from the members for changes.

Next Meeting: Tuesday, November 1, 2022 @ 9:00am in the Sundial Auditorium

Adjournment: Meeting was adjourned at 11:33am.

Respectfully submitted,

Dale Lehrer, Secretary