

**RECREATION CENTERS OF SUN CITY, INC.
BOARD MEETING MINUTES**

January 26, 2023

At the Board meeting called to order by President Nowakowski at 9:00am on January 26, 2023 at Sundial Auditorium the following took place:

PRESENT: John Nowakowski, President; Steve Collins, Vice President; John Fast, Treasurer; Jean Totten, Secretary and Directors Kat Fimmel, Karen McAdam, Dale Lehrer, Denny Nichols, Allen Lenefsky

ALSO PRESENT: Bill Cook, General Manager; Brian Duthu, Director of Golf and Grounds; Michael Wiprud, Director of Buildings & Infrastructure; Kevin McCurdy, Controller; Polly Corsino, SCVC & Marketing Manager; Joelyn Higgins, Communication & RCSC Marketing Coordinator; Marcia Johnson, Corporate Executive Coordinator; Theresa Cirino, Director of Events & Entertainment; Allen Kleinhans & Carla Young Audio/Video Engineers; Tracy Bussabarger, Timekeeper; 78 RCSC Cardholders and 1 member(s) of the press

Pledge of Allegiance: Everyone stood for the Pledge of Allegiance.

President Comments: President Nowakowski explained the process for a Board meeting and how the Board conducts business. He introduced the Board and staff members present.

Board Quorum: Secretary Totten verified that a Board quorum was present.

Installation of 2023 Board Appointee: President Nowakowski installed Denny Nichols who was appointed to fill the open position on the Board and will serve a one (1) year term starting January 26, 2023 with his term ending December 31, 2023.

Agenda: With no corrections noted, the Agenda was approved as written.

Minutes: The Minutes of the December 15, 2022 Board Meeting are approved as amended.

Treasurers Report: With questions answered, the Treasurers Report is filed for audit.

Management Report: General Manager Bill Cook presented the Management Report. With questions answered, the Management Report has been accepted as presented.

Committee Reports: None

Consent Calendar Items:

1. Request to approve the decharter of the Sheepshead Club upon the request of the club.
2. Request to approve the decharter of the Choraliers Club upon the request of the club.

Motion was made by Director Lenefsky to accept the Consent Calendar Items and seconded by Treasurer Fast. Prior to the vote Director McAdam asked Management if the Board could see a graphical representation of the total number of registered clubs over the past 10 years. Vote was taken and the motion to accept the Consent Calendar Items was unanimous.

• New Business:

1. **Director Lenefsky** – I move to amend Bylaws, Article IX titled Initiative, Referendum and Recall Petitions, Section 2, Letter B as follows:
SECTION 2: ACCEPTABLE PRACTICES DURING THE PETITION'S CIRCULATION

~~C. Petitions will not be:~~

~~1. Circulated within or at RCSC Facilities except those for RCSC Board Candidates.~~

B. Petitions regarding RCSC matters may be circulated within or at all RCSC facilities/properties while not disrupting or interfering with RCSC Member activities or blocking ingress or egress at any facility.

Seconded by Vice President Collins, motion passes 8 to 1 with Director Lehrer abstained. Motion was made by Vice President Collins to waive the second reading. Seconded by Director Fimmel, motion to waive passes unanimously.

2. **Director Lehrer** – I move to amend Bylaws Article V titled Board of Directors; Section 5 titled Meetings of the Board as follows:

SECTION 5: MEETINGS OF THE BOARD

Meetings of the Board shall be held on the days and times as designated by the Board. The oath of office shall be administered to newly elected or appointed Directors at the first Board Meeting following election or appointment. The President, Vice-President or his/her appointee shall preside at all meetings. Six (6) Board of Directors shall constitute a quorum. 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 Board meetings at the discretion of the President.

All meetings of the Board and ~~Member/Board~~ the Exchanges, excluding Executive Sessions and Informational Meetings, shall be open and video recorded. Member comments at Board Meetings will be limited to posted motions.

At least seven (7) days prior to all Board meetings, excluding Executive Sessions, Special Sessions, Informational Meetings and Member/Board the Exchanges, an agenda, subject to amendment, shall be posted in RCSC Facilities and/or on the RCSC website (www.suncityaz.org). Motions made in Board meetings, excluding Executive Sessions, Special Sessions and Member/Board the Exchanges, shall be read and passed a minimum of two times before finalized and acted upon unless readings are waived by two-thirds (2/3) majority of the Board (6). As soon as practicable, a brief summary of the preceding Board meeting shall be posted on the RCSC website (www.suncityaz.org). After approved by the Board, minutes of Board meetings, excluding Executive Sessions and Member/Board the Exchanges will be available on the RCSC website (www.suncityaz.org) or to Members in good standing at no cost upon request at the Corporate Office.

Member/Board The Exchange will generally be held on the second Monday of the month at 9am in the Sundial Auditorium. Board meetings will generally be held on the last Thursday of the month at 9am in the Sundial Auditorium, except the months of July and August when no Board meetings or Member/Board the Exchanges are held.

Board meetings and Member/Board the Exchanges may occur earlier in the month during November and December due to the holidays. Board meeting and Member/Board the Exchange schedules will be posted in RCSC Facilities and/or published in the newsletter (*SunViews*) and/or on the RCSC website (www.suncityaz.org

Informal Informational Meetings of the Board are held after the Exchange to identify and resolve issues brought forth at the Exchange by the Membership. Only Directors and RCSC Management will attend except when additional information is needed from other individuals.

Seconded by Director Lenefsky, after discussion and prior to vote, a motion was made by Treasurer Fast to make an amendment to insert the word “The” in front of Exchange throughout the entire motion. Seconded by Director Lehrer, amendment passes unanimously.

Prior to vote on the amended motion, Director McAdam wanted to separate the motion into two different motions by removing the portion that discusses informal informational meetings. After discussion by the Directors, Director McAdam stated to move forward with no amendment from her to the amended motion. Vote was taken on the amended motion and passes 7 to 2 with Director McAdam and Secretary Totten opposed.

A motion was made by Director Lenefsky to waive the second reading. Seconded by Director Fimmel, motion to waive passes 7 to 2 with Director McAdam and Secretary Totten opposed.

3. *Vice President Collins* – I move to amend Bylaws Article X titled Committees, Sections 3 & 5 as follows:

SECTION 3: COMMITTEE CHAIR AND ~~CO~~ Vice-CHAIR

All committees shall have a Board of Director as Chair and ~~CO~~ Vice-Chair who shall be approved by the Board in January each year. If a Chair or ~~CO~~ Vice-Chair is unwilling or incapable of satisfactorily performing the responsibilities, they may be removed from his/her position as Chair or ~~CO~~ Vice-Chair by a ballot vote of a majority vote of the Board (5). The Committee Chair and ~~CO~~ Vice-Chair shall conduct committee meetings unless

unavailable, then another Board of Director may do so. The Committee Chair, or ~~CO~~ Vice-Chair in the absence of the Chair, shall be responsible for presenting committee recommendations to the Board.

SECTION 5: MEMBERS OF COMMITTEES RESPONSIBILITIES

Committee members are expected to attend all committee meetings, review materials in advance of the meetings, participate in meetings, and meet as frequently as necessary to discharge properly the committee's responsibilities.

All Standing Committees will select a Secretary annually who will prepare a summary of the committee meeting and submit it to the Corporate Office within three (3) days after the committee meeting. If the Secretary is not present, the Chair or ~~CO~~ Vice-Chair will appoint a Secretary for the meeting.

Seconded by Director Lenefsky, prior to vote, a motion was made by Director Lenefsky to amend the motion to include the same changes to Bylaws Article V Section 6 & 8 and Board Policy #27 that had been missed. The motion to amend was seconded by Vice President Collins, Prior to vote General Manager Cook responded to the motion and noted that every time we make a change to the Bylaws and Board Policies, staff has to make those changes and it can take hours of time to do so. I am not shirking responsibility, if Bylaws need to be changed fine but I googled Vice vs Chair and it states that they are interchangeable without affecting the functionality of either position. So, I ask that we not vote in favor of this motion.

After further discussion, , the motion to amend passes 5 in favor, 3 against and 1 abstained. With Vice President Collins, Director Fimmel and Secretary Totten opposed and Director McAdam abstained. Prior to vote of the amended motion, Vice President Collins withdrew the motion which was seconded by Treasurer Fast and passes unanimously.

Announcements:

Director Fimmel read an end of year report for the Technology Committee.

Secretary Totten, Liaison of the Friends of the Library reported that the Book store is open 9:30 to 3:30 Monday through Saturday with all procedures from their sales going to help support the libraries at Bell and Fairway.

President Nowakowski announced that several committees are looking for volunteers and if you have any interest please contact the Corporate office.

Vice President Collins talked about communication on club events and the Boards ability to help advertise those events.

Next Meeting: President Nowakowski reported that the next meeting will be The Exchange on Monday, February 13, 2023 at 9:00am in the Sundial Auditorium. He also noted that the next Regular Board Meeting is Thursday February 23, 2023 at 9:00am in the Sundial Auditorium.

Adjournment: President Nowakowski stated that with no further business the meeting will be adjourned. The meeting was adjourned at 10:38am.

Respectfully submitted,

Jean Totten, Secretary