

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

**May 25, 2023**

At the Board meeting called to order by President Fimmel at 9:00AM on May 25, 2023 at Sundial Auditorium, the following took place:

**PRESENT:** Kat Fimmel, President; John Fast, Treasurer; Jean Totten, Secretary and Directors John Nowakowski, Jim Rough, Jeff Darbut, Steve Collins, Denny Nichols

**ALSO PRESENT:** Brian Duthu, Director of Golf and Grounds; Michael Wiprud, Director of Buildings & Infrastructure; Kevin McCurdy, Director of Finance; Beth Lucas, SCVC & Marketing Manager; Joelyn Higgins Communications & RCSC Marketing Coordinator; Mike Dirmyer, Director of Bowling; Marcia Johnson, Corporate Executive Coordinator; Allen Kleinhaus, Carla Young and Doreen Rafferty Audio/Video Engineers; 39 RCSC Cardholders and 0 member(s) of the press

**ABSENT:** Bill Cook, General Manager; Karen McAdam, Vice President; Theresa Cirino, Director of Events & Entertainment

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

**President Comments:** President Fimmel explained the process for a Board meeting and how the Board conducts business. She introduced the Board and staff members present. She also informed the Members that General Manager Bill Cook and the Board of Directors had come to a mutual separation and Mr. Cook is no longer employed with RCSC.

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

**Minutes:** With no questions noted, the Minutes of the April 27, 2023 Board Meeting were approved as presented.

**Treasurers Report:** With questions answered on the Treasurers Report, the Treasurers Report was filed for audit.

**Management Report:** With questions answered on the Management Report, the Management Report has been accepted as presented.

**Motions Second Reading:**

1. **Director Nowakowski** – I move to amend the Bylaws by deleting the sections currently replicated in the reinstated Board Policies, listed below, with the exception of Board Policy 33 titled Investments. With respect to Board Policy 33 titled Investments, I move that the reinstated Policy be deleted and retained only in the Bylaws. No second required, motion passes unanimously.

BP#1-Conflict of Interest – Article V, Section 2 delete paragraphs 2, 3, 4 & 5

BP#2-Senior Management – Article V, Section 6 Board Authority/Duties, Commissions & Senior Management, Item #C

BP#3-Corporate Records – Article I, Section 2 entire section

BP#6-Corporate Privacy Policy – Article I, Section 3 entire section

BP#8-Privilege Card Holders – Article II, Section 5 entire section

BP#9-Guests & Host Punch Cards – Article II, Section 6 entire section

BP#16-Budget & Financial Reporting – Article XII, Sections 2, 3, 4, 5, 6 & 7

BP#20-Sun City Foundation, Article XIV the entire Article

BP#21-Membership Documentation Requirements – Article II, Section 2 entire section

BP#24-Preservation & Improvement Fee and Fund – Article III, Subparagraph 1-A, B, C, D, F, G & H, Sections 3, 4, & 5

BP#27-Committees – Article X the entire Article

BP#31-Risk Management – Article XI, paragraphs 2 & 3

### **Consent Calendar Items:**

1. Request to approve the charter of the Racquetball Club of Sun City.

Motion was made by Director Nowakowski to approve the charter of the Racquetball Club of Sun City. The vote was taken, and the motion passes unanimously.

### **New Business:**

1. **Director Rough**– I move to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum as follows:

#### ARTICLE IV – MEMBERSHIP MEETINGS

##### SECTION 3: MEMBERSHIP QUORUM

A quorum for any Membership meeting shall consist of not less than ~~one thousand two hundred fifty (1,250)~~ **five hundred (500)** Members in good standing. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote at such meeting shall have the power to adjourn the meeting without notice other than announcement at the meeting.

Motion was seconded by Director Collins, prior to the vote Secretary Totten moved to amend the motion by adding the following two sentences after the first sentence:

Quorum is achieved by in person or by proxy vote.  
Once a quorum has been established for any meeting, the quorum must be maintained to conduct business.

Motion was seconded by Treasurer Fast, amendment to the motion passes 5 to 3 with Director Darbut, Director Nichols and President Fimmel opposed.

Prior to voting on the amended motion, Director Rough moved to table the amended motion until the June Board meeting. Seconded by Treasurer Fast, the motion to table passes 6 to 2 with Director Nowakowski and Director Collins opposed.

2. **Director Rough** – I move to amend Bylaws Article IX titled Initiative, Referendum and Recall Petitions, Section 1 titled Steps to take before circulating a petition, Letter B, Item #2 as follows:

ARTICLE IX – INITIATIVE, REFERENDUM AND RECALL PETITIONS

SECTION 1: STEPS TO TAKE BEFORE CIRCULATING A PETITION

B. File request to circulate your petition with the Secretary of the Corporation.

1. ~~Receive from t~~ The Secretary of the Corporation shall provide:
  - a. Written notice of ~~approval or disapproval~~ receipt of petition as submitted.
  - b. ~~If approved, o~~ Official petition with control number for use by all Circulators within fifteen business days.
  - c. ~~If approved, p~~ Petition regulations.
  - d. ~~If approved, your p~~ Petition start and completion dates.

Prior to vote, Treasurer Fast moved to amend the motion by adding “shall be within fifteen business days” at the end of letter a. Seconded by Director Collins, amendment passes unanimously.

- a. Written notice of ~~approval or disapproval~~ receipt of petition as submitted shall be withing fifteen business days.

Prior to voting on the amended motion, Director Nichols moved to amend the amended motion by replacing “The Secretary of the Corporation” with “The RCSC Management” for item #1. No second was received so the motion to amend fails.

Vote was taken on the amended motion, and it passes unanimously.

A motion was made by Director Collins to waive the second reading. Seconded by Director Darbut, motion to waive passes 6 to 2 with Director Rough and Secretary Totten opposed.

3. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 5 titled Voting Procedures at Membership Meetings as follows:

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 5: VOTING PROCEDURES AT MEMBERSHIP MEETINGS

- A. Voting shall be by ~~ballot~~ of Members in good standing present at any meeting of the Members. The following procedures shall apply for ~~ballot~~ voting:
1. Voting shall proceed under supervision of the Election Committee **in accordance with Roberts Rules of Order.**
  2. At least two (2) members of the Election Committee shall be in attendance at all times during voting and they, along with their assigns, shall **count votes** ~~issue all official ballots~~, and witness the **process** ~~casting of the ballots~~.
  3. ~~Ballot boxes shall remain sealed until all votes are cast. Votes shall be tabulated in the presence of at least three (3) members of the Election Committee. Any Member may be present as an observer at the tabulation of the votes. Upon completion of the tabulation of ballots, the results shall be certified by the Election Committee Chair to the Board and posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) and/or in RCSC Facilities.~~
- B. **Proxy votes shall be recognized and counted according to the following procedures:**
1. **RCSC staff shall develop a form that includes the holder of the proxy's name, address, member number and signature with that same information for the proxy grantor.**
  2. **All proxies must be delivered to the RCSC Corporate Office at least ten (10) working days prior to the scheduled Members Meeting in order to be validated and documented for each proxy holder.**
  3. **Following Roberts Rules of Order when counting voice votes, raised hands or other counting of votes. Holders of proxies must sit in a designated area in order to properly account for their own and proxy votes held.**

Motion was seconded by Director Collins and after the vote, motion fails 4 to 3 to 1 with Director Nichols, Treasurer Fast and Secretary Totten opposed, and Director Nowakowski abstained.

**Announcements:**

Director Rough, as Chair of the Bowling Committee, asked Director of Bowling Mike Dirmyer to give a short presentation on Bowling.

Director Nichols announced that Board Candidate Packets will be available for pick up starting June 5<sup>th</sup> at the Corporate office and that two information sessions will be held on June 8<sup>th</sup> for anyone interested in asking questions of current and past Board Members.

Treasurer Fast announces that the Strategic Alternatives Committee (SAC) continues to meet every Friday but will not meet on Friday the 26<sup>th</sup> due to the Memorial Day Holiday.

Director Collins, Chair of the Club Organization Committee (COC) announced that the committee has been working hard to deal with problems within clubs. The Duffeeland Dog Park Club is still a chartered club, and the Vintage Vehicle Club of SC (VVCSC) received approval to continue with their cabinet project. If any club is having issues, please contact the COC Committee to assist with resolution.

Secretary Totten, Co-Chair of the COC Committee announced that the Racquetball Club of Sun City is being rechartered and an email blast went out with summer hours beginning on Memorial Day.

**Next Meeting:** President Fimmel reported that the next meeting will be The Exchange on Monday, June 12, 2023 at 9:00am in the Sundial Auditorium. She also noted that the next Regular Board Meeting is Thursday June 29, 2023 at 9:00am in the Sundial Auditorium and the Annual Membership Meeting is Wednesday, November 29, 2023 at 6:00pm in the Sundial Auditorium.

**Adjournment:** President Fimmel stated that with no further business, the meeting will be adjourned. The meeting was adjourned at 10:32am.

Respectfully submitted,

Jean Totten, Secretary