

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

**June 29, 2023**

At the Board meeting called to order by President Fimmel at 9:00am on June 29, 2023 at Sundial Auditorium, the following took place:

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

**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; Theresa Cirino, Director of Events & Entertainment; Allen Kleinhans, Carla Young and Doreen Rafferty, Audio/Video Engineers; 45 RCSC Cardholders and 1 member(s) of the press

**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.

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

**Minutes:** With no questions noted, the Minutes of the May 25, 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.

**Recreation Center Update Report:** Kevin McCurdy, Director of Finance delivered the Center Update Report to the Members.

**Committee Recommendations:**

1. **Insurance Committee – Director Rough** - I move, based on the Insurance Committee's and RCSC's recommendations to approve the 2023/2024 insurance renewal proposal for the Recreation Centers of Sun City, Inc. With the exception of Flood coverage, the renewal proposal includes the same insurance coverages, carriers, and terms/conditions per RCSC's expiring coverage with an increase of 24.2%. Flood insurance is no longer included in the RCSC's Property policy and must be purchased separately.

Flood coverage is currently being quoted by RCSC's insurance broker, and RCSC will bind this coverage by the end of June, 2023. No second is needed on a committee recommendation. After the vote, the motion passes unanimously.

A motion was made by Director Collins to waive the second reading. Seconded by Director Rough, motion to waive passes unanimously.

2. **Insurance Committee – Director Rough** - I move based on the Insurance Committee's and RCSC's Insurance Broker's recommendation, that RCSC decline Terrorism Risk Insurance. The terrorism related coverage is optional for commercial property and casualty coverages except Workers Compensation. Terrorism Risk Insurance Act (TRIA) was initially created by the federal government after the 9/11/2001 attack on American soil. The act allows the federal government to share monetary losses with insurers on commercial property and casualty losses due to a terrorist attack sponsored by foreign interests. For TRIA coverage to apply, a terrorist event would have to be declared by the Secretary of State which has not happened in the United States since this Act was passed by Congress in 2002. RCSC has rejected TRIA on applicable coverages during the past several years. No second is needed on a committee recommendation. After the vote, the motion passes unanimously.

A motion was made by Treasurer Fast to waive the second reading. Seconded by Director Rough, motion to waive passes unanimously.

### **Unfinished Business:**

1. **Director Rough** – I move to bring the motion to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum that was tabled at the May meeting back from the table. Seconded by Director Darbut, the motion passes unanimously.

**Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum as follows: Seconded by Director Collins, the motion passes 8 to 1 with Director Nichols opposed.

### 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. **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** 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.

## New Business:

1. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 4 titled Membership Meeting Rules and Regulations as follows:

### 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 to amend, modify, revise, or revoke the Bylaws, per Articles of Incorporation Article VIII, Section 4, approved by the Membership are the final say on those proposals.

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.

Seconded by Director Darbut and prior to vote, a motion was made by Director Rough to amend the motion by striking the inserted language below;

Proposals to amend, modify, revise, or revoke the Bylaws, per Articles of Incorporation Article VIII, Section 4, approved by the Membership are the final say on those proposals.

And inserting language from the Articles of Incorporation, Article VIII paragraph 4 as follows:

The bylaws may be amended, modified, revised or revoked by the directors or by the members. In the event of conflict concerning the bylaws as amended, modified, revised or revoked by the directors, the action of the Members shall prevail.

Amendment was seconded by Director Darbut, after the vote the amendment passes unanimously. Vote was taken on the amended motion which passes 8 to 1 with Director Nowakowski opposed.

## Announcements:

Vice President McAdam announced that the Elections Committee is looking for candidates to run for the board for 2024. There will be 4 seats open for the term which will start on January 1, 2024. Candidate packets are available at the Corporate offices for any member in good standing and are due back at the Corporate offices with the required 100 signatures by noon on October 6, 2023.

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We had an information session in June which can be viewed on YouTube if anyone is interested.

The Elections Committee is tasked with voting at the Annual Membership Meeting and discussed how to handle voting. There is a document on the back table which includes general information and a schedule for the mechanics of bringing business to this meeting. I have been informed the document has an error on it, the meeting is actually on Wednesday November 29<sup>th</sup> not the 19<sup>th</sup>.

Vice President McAdam also informed the Members of a pilot program in Sun City called May Mobility. It is sponsored by AARP which provides free transportation and will drop you off at one of 8 locations. This is actually how I got here today. There is an app you put on your phone. It could be a benefit to our community in the future.

Treasurer Fast announced that the Strategic Alternatives Committee (SAC) will be meeting at the Sonoran room at the Grand Center tomorrow and next Friday. We had a place in Oakmont bldg. B where Members could drop off ideas. If anyone has any ideas you can give them to any one of the co-chairs of the committee. We will be having meetings starting next Friday to discuss specific alternatives.

The Finance and Budget Committee will meet with management starting July 5 to get more involved with the budget process. We will be meeting in the Lakeview Board Room every other week. We feel the committee should be more involved in this process.

Secretary Totten announced that she attended the SCHOA monthly Board Meeting, and the new resident orientation will be held on October 6 from 10am - 11:30am at Palmbrook Country Club. They currently have 4,710 Members and if you want to be a member it is \$25 a year.

Up until now, the Sac Committee has been mostly run by the 3 Co-chairs. However, at the next few meetings, the committee itself will be making presentations. You are welcome to attend but there is a limited amount of space. If you have any ideas there is still room on the schedule for input.

Director Nowakowski informed the Members that July 4<sup>th</sup> is the Ring the Bell Ceremony at the Bell center at 9:00am. This event has been going on for several years. Secretary Totten and Vice President McAdam will be reading at the ceremony.

**Next Meeting:** President Fimmel reported that the next meeting will be The Exchange on Monday, September 11, 2023 at 9:00am in the Sundial Auditorium. She also noted that the next Regular Board Meeting is Thursday September 28, 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 10:35am.

Respectfully submitted,

Jean Totten, Secretary  
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