

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

**September 28, 2023**

At the Board meeting called to order by President Fimmel at 9:00am on September 28, 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, Jeff Darbut, Steve Collins, Denny Nichols, Jim Rough (electronically)

**ALSO PRESENT:** Brian Duthu, Director of Golf and Grounds; Michael Wiprud, Director of Buildings & Infrastructure; Kevin McCurdy, Director of Finance; Chris Herring, Director of Operations; 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 and Doreen Rafferty, Audio/Video Engineers; 242 RCSC Cardholders and 0 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.

Prior to Approval of the Minutes, President Fimmel made an announcement that she wanted to make two changes to the Agenda. The first change was to move Secretary Totten's motion in front of the four golf motions and secondly was that Director of Golf Brian Duthu was going to give a presentation on golf prior to the four golf motions in lieu of the Recreation Center Update Report. The Board unanimously agreed to the changes.

**Minutes:** With no questions noted, the Minutes of the June 29, 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.

**Committee Recommendations:**

1. **Bowling Committee – Director Rough** – On behalf of the Bowling Committee, I move to amend Board Policy #18 titled Bowling, sections titled Use of Bowling Centers, Instruction Classes, and Bowling Tournaments. Prior to vote, a motion was made by Director Nowakowski to amend the motion by striking the sentence in paragraph #2

stating: “and may only bowl if no Cardholders are waiting to bowl.” Seconded by Director Rough, the motion to amend passed unanimously. Vote was taken on the amended motion which passed unanimously.

### **Motions Second Reading:**

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. **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.

Prior to the vote, Treasurer Fast moved to amend the motion by striking the sentence “Quorum is achieved by in person or by proxy vote” and replacing the sentence with “represented at the meeting in person or by proxy.” Seconded by Director Rough, motion to amend passed 8 to 1 with Director Nichols opposed.

Vote was taken on the amended motion and passed 8 to 1 with Director Nichols opposed.

#### ARTICLE IV – MEMBERSHIP MEETINGS

##### SECTION 3: MEMBERSHIP QUORUM

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2. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 4 titled Membership Meeting Rules and Regulations as follows-Vote was taken, and the motion passed unanimously.

##### 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.

**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.**

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.

### Consent Agenda Item:

Request to approve the charter of the Fun City Card Club. Secretary Totten moved to approve the Consent Agenda Item, seconded by Treasurer Fast, motion to approve passed unanimously.

### New Business:

1. **Director Rough** – I move to amend Bylaws section titled Definition for Bylaws by adding the following definition for “Affairs of the Corporation.”

A. “Affairs of the Corporation” refers to all activities and operations – it encompasses everything the Corporation is doing under: The Arizona Nonprofit Corporation Act, section 10-3801(B) & (C). Meaning, unless something is specifically carved out in the Articles of Incorporation, or other documents, for the Members to manage, then it should be managed by the Board of Directors.

Prior to vote, Treasurer Fast moved to amend the motion as follows:

I move to amend Bylaws Definition Section by adding the following definition for “Business Affairs of the Corporation.”

A. “Business Affairs of the Corporation” is defined as ~~refers to all activities and operations – it encompasses everything the Corporation is doing under:~~ all matters conducted by the Corporation, excluding amendment of the Bylaws, that are not in violation of its Corporate Documents or The Arizona Nonprofit Corporation Act in effect at the time the matter is conducted. ~~section 10-3801(B) & (C). Meaning, unless something is specifically carved out in the Articles of Incorporation, or other documents, for the Members to manage, then it should be managed by the Board of Directors.~~

The vote was taken on the amendment and the amendment passed unanimously. Prior to the vote on the amended motion, Director Nichols moved to table this motion for further discussion. No second was made so the motion to table fails. Vote was taken on the amended motion which passed 8 to 1 with Director Nichols opposed.

2. **Director Collins** – I move to amend Board Policy#12, Section 17 titled Club Member Discipline as follows. Seconded by Director Nowakowski.

1. CLUB MEMBER DISCIPLINE

Club members should comply with RCSC and club rules and regulations and conduct themselves in a manner so as not to jeopardize the rights and privileges of other club members. If a club member fails to comply or conduct themselves in an appropriate manner, it may be reported on a Club Member Conduct Report (FORM BP:12-14) which will follow the process as outlined in the club's rules and regulations or as determined by the club's Executive Board if no club rules and regulations have been established for such. All Club Member Conduct Reports (FORM BP:12-14) must be completed and submitted within thirty (30) days of the infraction/incident.

Any club member disciplined by the club's Executive Board may submit a written request for an appeal to the Board which will follow the appeal hearing process in the Bylaws.

If a Board Member is the accused party in a Conduct Report, the Clubs Executive Board must not address the issue. The report should be forwarded to the club's COC for action. If a Board Member is the accused party, further actions by the Board are not applicable and the COC shall ensure due process including any right to appeal.

Prior to the vote, Director Rough moved to amend the motion by spelling out what COC means. After discussion, it was decided that throughout the Board Policy COC is already spelled out and there was no need for an amendment. Vote was taken on the motion and the motion passed 8 to 1 with Director Rough opposed.

Director Collins moved to waive the second reading on this motion. Seconded by Director Nowakowski, the motion to waive fails 2 to 7 with Director Nowakowski and Director Collins in favor.

3. **Secretary Totten** – Using the 5 Cs of communication (clear, correct, complete, concise, and compassionate), I move to recommend that the Outreach & Communications Committee be re-established through an amendment to BP#27 titled Standing Committees, with the committee's purpose listed as follows:

Outreach & Communications Committee:

The purpose of the Outreach and Communication Committee is to ensure that we increase our visibility, help re-establish a sense of community, identify key messages, connect with our Members, Board of Directors and our RCSC Staff; while recommending avenues for an exchange of information, encouraging active participation, and serving as a link with our community partners to promote quality messages as we all serve the same people.

Seconded by Director Collins, after the vote, the motion passed 5 to 4 with Director Darbut, Director Nichols, Director Rough and Treasurer Fast opposed.

Director Collins moved to waive the second reading, no second was made and the motion to waive fails. Discussion continued and Director Collins called the question.

Vice President McAdam explained to the Members that with the four motions we had 55 Members signed up to speak on the motions and this would extend our meeting till late this afternoon. She asked the members if they would like to continue with the program or since there were amendments made to three of the motions, Director Nowakowski could read the motion and the amendments for all the motions. Director of Golf and Grounds Brian Duthu will do his presentation and then we will address the motions. The Members by a show of hands agreed to have the Board read all four motions with the amendments and see Director of Golf Brian Duthu's presentation prior to Member comments.

4. **Director Nowakowski** – I move to have all Non-Resident Annual Golf Passes removed from the RCSC Golf Pricing Structure. Active passes will be honored until their expiration and will not be renewed. Motion was seconded by Director Collins.

Prior to the vote, Director Collins moved to amend the motion to read: I move Non-Resident Annual Golf Passes be included in the RCSC Golf Pricing Structure at the Annual Price of \$3,750, golf carts are not included, and non-resident reservations will be allowed 5 days in advance of play. The amendment was seconded by Director Nowakowski.

Prior to the vote on the amendment, Treasurer Fast moved to table the amendment. Seconded by Director Nichols, motion to table the amendment passed 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins, Secretary Totten opposed.

Treasurer Fast then moved to table the original motion. Seconded by Director Nichols, motion to table the original motion passed 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins, Secretary Totten opposed.

5. **Director Nowakowski** – I move that the Resident Annual Pass be set at \$1,875.00, the Annual Pass with Surcharge be set at \$1,000 and the Surcharge per round be set at \$8 October through April and \$6 May through September. The Daily Fee Categories of Resident, Guest and Non-Resident will be increased by \$4 a round. Motion was seconded by Director Collins.

Director Nowakowski moved to amend the motion to read: I move that the Annual Resident Pass be set at \$1,800 and the Annual Resident Pass with Surcharge be set at \$925 and the Surcharge per round be set at \$7 October through April and \$6 May through September. The Daily Fee Categories of Resident walk on will increase by \$3, the Guest will increase by \$6, and the Non-Resident walk on will be increased by \$7 a round. The amendment was seconded by Director Collins.

Prior to the vote, Treasurer Fast moved to table the motion which was seconded by Director Darbut. After additional discussion, the vote was taken and the motion to table passed 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins and Secretary Totten opposed.

6. **Director Nowakowski** – I move that the Director of Golf and Grounds establish a policy and fee for Tee Time Reservations made and not used, a no-show charge. Seconded by Secretary Totten, after member comments vote was taken and the motion fails 4 to 5 with Director Darbut, Director Nichols, Director Rough, Treasurer Fast, and Secretary Totten opposed.
7. **Director Nowakowski** – I move to amend Board Policy #17 titled Golf, section titled Small Group Bookings as follows.

**Small Group Bookings**

Only approved golf groups will be allowed to prebook RCSC golf facilities ahead of the draw. The following criteria for approval will be used:

1. Requests will be accepted according to a schedule determined by the Director of Golf.
2. Requests must be accompanied by the number of participants, desired golf course(s) and desired tee times.
3. Small Group Bookings must pay a booking fee per player and play date to block tee times. This fee will be paid at the time of the booking request.
4. The minimum number of players participating in a small group event must be thirty (30). Requests for small groups of fewer than thirty (30) players will be rejected.
5. No requests will be accepted for Tuesday (Ladies Day) or Wednesday (Men's Day) or on other days that interfere with other scheduled events.
6. Small Group Bookings are not considered tournament play.
7. Approved Small Group Bookings must provide a list of pairings including RCSC Cardholder numbers and Guest Names to the appropriate pro shop six (6) days prior to each scheduled play date. Failure to provide this list may cause cancellation of the play date.
8. **Small Groups shall rotate to all courses November 1 through April 30.**
9. **Tee Time Reservations will not be allowed between 8:30am and 11:00am Monday through Friday November 1 through April 30.**

Motion was seconded by Vice President McAdam.

Director Nowakowski moved to amend the motion as follows:

8. **Small Groups shall rotate to all regulation courses November 1 through April 30.**
9. **Tee Time Reservations for small group bookings will not be allowed between 8:30am and 11:00am Monday through Friday November 1 through April 30.**

The amendment was seconded by Director Collins. After member comments Prior to the vote Treasurer Fast moved to table this motion. Seconded by Director Darbut, motion to table passed 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins and Secretary Totten opposed.

Secretary Totten admitted that she made a mistake on her vote for Motion #5 and would like a unanimous consent by the Board to change her vote. It is the motion regarding establishing a policy and fee for no show reservations. She wanted to vote in favor but voted against it in error. Treasurer Fast asked if she was looking for unanimous consent and he informed her she did not have unanimous consent, so the vote stands.

### **Announcements:**

Director Collins announced that we need members to run for the Board of Directors. Packets are available at the Corporate office. Also, for any clubs that need assistance writing their rules and regulations, I have formed a template to assist you in doing that if you have a need. Also, if you know someone who needs help paying their assessment, please come to the Corporate Office and get the information you might meet the criteria to have your assessment paid.

Secretary Totten wanted to welcome the Fun City Card Club, it provides a venue where members and guests can come together to play cards and socialize. Many games are featured, and they will have monthly potlucks and a New Years Eve party. Also, Friends of the Library has donated \$15,000 to RCSC to install power strips to their tables so members can plug in their electronic devices if they need charging. I attended the Sun City Homeowners Association (SCHOA) Roads and Safety meeting, there was a representative from Maricopa County that introduced a new program called "Notify MCDOT" it is an online tool to alert Maricopa County Department of Transportation (MCDOT) for roadway conditions or concerns. I attended the SCHOA Board Meeting on October 6<sup>th</sup> and they will be hosting a new member orientation at the Palm brook Country Club from 10:00am to 12:00pm. They are asking that you RSVP. They also need assistance in resisting a substantial wastewater rate increase in a case brought forward by EPCOR. They are asking you to stop by the SCHOA office to sign the petition in person or online and signatures are due by October 5<sup>th</sup>. On the subject of group homes, GM Gray said that she and representatives from Sun City West have met with Senator Frank Carol, a representative from Debie Lesko's office and the Attorney General's office to discuss this issue. These homes are covered by the fair housing act and at this time there is nothing that SCHOA or the RCSC can do about them.

Vice President McAdams also announced that the opportunity to become a candidate is still an option please stop at the Lakeview center to get a packet. The packet needs to be turned in by noon on Friday October 6<sup>th</sup> and there are 4 positions open this year. Also, Standing Committees are always looking for members interested in serving and the Election Committee is one of them. If you have an interest please reach out to me. The last item is that the Annual Membership Meeting is coming up Wednesday November 29<sup>th</sup> at 6:00pm here at Sundial. There is a list of deadlines for submitting motions and there is a piece of paper on the back table with this information on it, but she announced the dates for anyone not in attendance.

Treasurer Fast announced that the Long Range Planning Committee (LRP) has moved the October Town Hall meetings into November. There will still be four but all in November as the committee is waiting for the architect to come back with cost estimates.

**Next Meeting:** President Fimmel reported that the next meeting will be The Exchange on Monday, October 9, 2023 at 6:00pm in the Sundial Auditorium. She also noted that the next Regular Board Meeting is Thursday October 26, 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 12:26pm.

Respectfully submitted,

Jean Totten, Secretary