

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

**November 16, 2023**

At the Board meeting called to order by President Fimmel at 9:00am on November 16, 2023 at Sundial Auditorium, the following took place:

**PRESENT:** Kat Fimmel, President; Karen McAdam, Vice President; Treasurer; Jean Totten, Secretary and Directors John Fast, John Nowakowski, Steve Collins, Jim Rough

**ALSO PRESENT:** Matthew D'Luzansky, General Manager; 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 and Doreen Rafferty, Audio/Video Engineers; 61 RCSC Cardholders and 0 member(s) of the press

**ABSENT:** Director Jeff Darbut, Denny Nichols

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

**Introduction of Board Candidates:** President Fimmel introduced the 2023 Board Candidates in attendance.

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

President Fimmel asked for approval from the Board to add a motion to the agenda in support of the upcoming Annual Membership Meeting. Vice President McAdam not our custom at all to bring motions to a meeting without being posted 1 week prior. This motion will remove the requirement that all voting at the Membership Meeting will have to be conducted by a ballot vote. We are prepared to do a ballot vote if needed. We are bringing forward a motion to remove the words "by ballot".

**Approval of Agenda:** With no objections presented, the Agenda is approved as amended.

**Approval of Minutes:** With no questions noted, the Minutes of the October 26, 2023 Board Meeting were approved as presented.

**Treasurers Report:** Vice President McAdam read the Treasurers report. Questions were answered and the Treasurers Report was filed for audit.

**Management Report:** With no questions on the Management Report, the Management Report has been accepted as presented.

**Recreation Center update Report:** General Manager D'Luzansky gave an update on the Centers and current projects.

President Comments:

**Announcements:**

Secretary Totten, Liaison for Friends of the Library announced the Friends of the Libraries Homebound Committee, Read to Me, has been very successful. Volunteers read to residents of the Woodmark and the Gardens. If you are interested in volunteering for this program, please let me know and I'll put you in touch with the contact lead.

Secretary Totten, Liaison for Sun City Homeowners Association (SCHOA) Roads & Safety's meeting this month was cancelled due to the Maricopa Counties Fraud Summit yesterday.

Secretary Totten, Liaison for Sun City Homeowners Association (SCHOA) reported that their election has ended and those candidates elected to the Board for the year are Emilie Baggett, John DeWeerd and Al Morton.

Secretary Totten reported that partially due to all the events that take place at this time of the year filling up our calendars, and to give our General Manager a chance to work with his communication staff to achieve a common voice, a common look, and a common feel, the first meeting of this newly established Outreach & Communications committee will take place in January 2024. I have heard from at least 10 Members who are interested in working together to identify the gaps that exist within both our organization and our community regarding communication. Members of Sun City are the key to its success. You have retired from positions involving communications and would bring a wealth of experience and expertise to this committee. I know that you are out there! Please consider volunteering. We don't need 40 hours a week, or 20 or 10; just 2 or 3. Please consider pulling up a seat at our table in January.

Director Collins announced that all lounge chairs in need of repair or replacement have been completed.

Director Collins, Chair of the Golf Advisory Committee (GAC) announced that the committee will discuss a motion to go back to pre-covid cart rules and will give to the board as a committee recommendation for the December Board Meeting Agenda.

Director Rough just reminded Members that our Annual Meeting is around the corner, and we have a quorum of 500 to have the meeting.

**Committee Recommendations: None**

**Motions Second Reading:**

1. ***Finance and Budget Committee – Director Fast & Vice President McAdam*** – I move that the 2024 Operating and Capital Budget is approved as recommended by the Finance & Budget Committee. After discussion, the vote was taken, and the motion passes its second reading unanimously.

2. ***Golf Advisory Committee - Director Collins*** – On behalf of the Golf Advisory Committee, I move to retain the non-resident pass at a cost of \$3,250 without a cart and no surcharge, capped at 250 passes. Previously sold passes will be honored until their expiration date. After discussion, the vote was taken, and the motion passes its second reading 6 to 1 with Secretary Totten opposed.
  
3. ***Finance and Budget Committee – Vice President McAdam*** – On behalf of the Finance & Budget Committee, I move that a separate fee of \$1,000 be attached to all property transfers under the jurisdiction of RCSC. This fee shall be in addition to the current PIF fee attending property transfers and designated for major capital improvements that do not qualify for PIF funding. After discussion, the vote was taken, and the motion passes its second reading unanimously.

**New Business:**

1. ***Director Fast*** – I move that senior management is hereby directed to assist the Board to draft and present a Board Policy setting forth the principles and process by which a long-range plan must be prepared with the goal of presenting the Board Policy to the Board at the February Board meeting.

Seconded by Director Rough and prior to the vote, Director Nowakowski moved to amend the motion by adding the word “draft” in front of Board Policy. Seconded by Director Fast, the vote was taken, and the amendment passes unanimously.

I move that senior management is hereby directed to assist the Board ~~to draft~~ and present a **draft** Board Policy setting forth the principles and process by which a long-range plan must be prepared with the goal of presenting the Board Policy to the Board at the February Board meeting. The vote was taken, and the amended motion passes unanimously.

2. ***Director Rough*** - I move to change the referenced Bylaws section in each of the following Board Policies, which reference a non-existent Article Section. Seconded by Director Fast, the vote was taken and passed unanimously.

**BOARD POLICY RESOLUTION No. 1 (“BP 1”)**

CONFLICT OF INTEREST

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION NO. 2 (“BP2”)**

### **SENIOR MANAGEMENT**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 3 (“BP 3”)**

### **CORPORATE RECORDS**

WHEREAS **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 6 (“BP 6”)**

### **CORPORATE PRIVACY POLICY**

WHEREAS **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 8 (“BP 8”)**

### **PRIVILEGE CARDHOLDERS**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 9 (“BP 9”)**

### **CARDHOLDER GUESTS & HOST PUNCH CARDS**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 16 (“BP 16”)**

### **BUDGET & FINANCIAL REPORTING**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 19 (“BP 19”)**

### **PRESS & MEDIA**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 20 (“BP 20”)**

### **SUN CITY FOUNDATION**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt policies not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 21 (“BP 21”)**

### **MEMBERSHIP DOCUMENTATION REQUIREMENTS**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## **BOARD POLICY RESOLUTION No. 24 (“BP 24”)**

### **PRESERVATION & IMPROVEMENT FEE/FUND**

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## BOARD POLICY RESOLUTION BP No. 27 (“BP 27”)

### STANDING COMMITTEES

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## BOARD POLICY RESOLUTION No. 31 (“BP 31”)

### RISK MANAGEMENT POLICY

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

## BOARD POLICY RESOLUTION No. 33 (“BP 33”)

### INVESTMENTS

WHEREAS Article **V Section 6.3** ~~IV, Section 7~~ of the Corporate Bylaws empowers the Board of Directors (“Board” or “Directors”) of the Recreation Centers of Sun City, Inc. (“RCSC” or “Corporation”) to adopt Policies (“BP” or “Policies”) not in conflict with the Restated Articles of Incorporation (“Articles”) or the Corporate Bylaws (“Bylaws”).

3. **Director Fast** – I move that management contract to complete the minor improvements requested by the Mini-Golf Club and recarpet the Mountainview mini golf course as soon as possible.

Seconded by Director Rough and prior to the vote, Vice President McAdam moved to postpone this motion until the Board had a better idea of what direction they were going with the Mt. View project. Seconded by Director Nowakowski, after the vote, the motion to postpone passes 6 to 1 with Director Fast opposed.

4. **Director Fast** – To expedite the completion of the minor improvements requested by the mini-golf club and recarpet the Mountainview Mini-Golf course as soon as possible, I move to waive the requirement for obtaining three bids as long as the General Manager in his sole discretion determines the contract price is a market value. This motion was withdrawn by Director Fast.

5. **Director Collins** – I move to pull up funding into 2024 for an Arizona Department of Water Resources water reduction PIF project at Quail Run. This project is currently included in the Board approved PIF Plan but not allocated until 2025. The 2024 funding is being requested to complete design documents and civil engineering work required for the Quail Run irrigation system replacement / TifTuf turf replacement / greens reconstruction project. The cost for this design work will be \$160,000. The end product will be a competitively bid work proposal and cost estimate for the irrigation system / turf replacement project. This proposal will then need to be reviewed / approved by the Board before any actual construction work is initiated. Seconded by Director Nowakowski, the vote was taken, and the motion passed unanimously.

Director Collins moved to waive the second reading of this motion. Seconded by Director Nowakowski, after the vote, the motion to waive passes unanimously.

6. **Director Rough** – I move to revoke all Board approvals relating to Option 2 for Mountainview Recreation Center and Pickleball Courts at Lakeview and to cancel all contracts relating to either project. Seconded by Director Fast, the vote was taken, and the motion passes 6 to 1 with Director Nowakowski Abstained.
7. **Director Rough** – I move to amend Board Policy #32 titled General Manager as follows:

Management consists of **employees designated as Directors by the General Manager.** ~~Director of Finance, Director of Operations, Director of Buildings and Infrastructure, Director of Golf and Grounds, Director of Bowling, Director of Events and Entertainment, Communications and RCSC Marketing Coordinator, Sun City Visitors Center and Marketing Manager, Corporate Executive Coordinator, Human Resources Manager, Cardholder Services Supervisor, Controller, IT Manager, Pro Shop Manager, Custodian Manager, Facility Attendants Supervisor, Chartered Clubs Supervisor, Support and Services Administrator and anyone else the GM would designate.~~

Seconded by Director Collins and prior to the vote, Vice President McAdam moved to amend the motion by striking “as Directors” and replacing it with “by title”. Seconded by Director Collins, the motion to amend passes unanimously.

The vote was taken on the amended motion and the amended motion passes unanimously.

Management consists of **employees designated by title** ~~as Directors~~ **by the General Manager.**

8. **Director Rough** – I move to amend Bylaws, section titled Definitions, Letter L as follows:

L. “Senior Management” is defined as the **employees designated as Directors by the General Manager.** ~~Director of Finance, Director of Operations, Director of Buildings~~

~~and Infrastructure, Director of Golf and Grounds, Director of Bowling, and Director of Events & Entertainment.~~

Seconded by Director Collins and prior to the vote, Vice President McAdam moved to amend the motion by striking “as Directors” and replacing it with “by title”. Seconded by Director Fast, the motion to amend passes unanimously.

The vote was taken on the amended motion and the amended motion passed unanimously.

L. “Senior Management” is defined as the **employees designated by title** ~~as Directors by the General Manager.~~ ~~Director of Finance, Director of Operations, Director of Buildings and Infrastructure, Director of Golf and Grounds, Director of Bowling, and Director of Events & Entertainment.~~

9. ***Vice President McAdam***- 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.
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 issue all official ballots, and witness the 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.

Seconded by Director Rough, the vote was taken, and the motion passed unanimously.

Motion was made by Vice President McAdam to waive the second reading. Seconded by Director Rough, the vote was taken and the motion to waive passed unanimously.

**Next Meeting:** President Fimmel reported that the next meeting will be the Annual Membership Meeting on Wednesday, November 29, 2023 at 6:00pm in the Sundial Auditorium. The next Exchange will be on Monday, December 4, 2023 at 9:00am in the Sundial Auditorium. The next Regular Board Meeting is Thursday December 14, 2023 at 9:00am in the Sundial Auditorium.



**Adjournment:** President Fimmel stated that with no further business, the meeting will be adjourned. The meeting was adjourned at 10:51am.

Respectfully submitted,

Jean Totten, Secretary