

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

CONFLICT OF INTEREST

WHEREAS Article V, Section 6.3 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”).

WHEREAS to minimize inconsistencies, misunderstandings and misinterpretations inherent in verbal instructions, rules and regulations, the Board of Directors has established Board Policies in written form. Such Policies shall be titled, numbered and indexed for easy reference and use.

WHEREAS the Restated Articles of Incorporation and the Corporate Bylaws shall take precedence over Board Policies and that the following Board Policy on Conflict of Interest shall provide instruction, direction and guidelines regarding such and shall remain in effect until such time it is amended or removed by the Board.

NOW, THEREFORE BE IT RESOLVED that the Corporation shall adhere to the following policy regarding Conflict of Interest:

A conflict of interest can exist even if no unethical or improper act results from it. A conflict of interest can create an appearance of impropriety that can undermine confidence in that person and the organization and must be avoided.

The Board serves the Corporation in a fiduciary capacity calling for their undivided loyalty to the Corporation. The Board must therefore avoid any direct or indirect participation in activities which could result in personal or family benefit that could be perceived as a conflict of interest. The Board must avoid, as must their family members, the acceptance of gifts or favors, which might be inferred as intended to influence the performance of their duties or in any way be perceived as a conflict of interest. A conflict of interest also includes any situation in which an individual’s duty to one leads to the disregard of a duty to another. A Board of Director cannot serve on any board of a Chartered Club or green committee or golf association affiliated with RCSC golf courses.

In the event a Board of Director is unsure about whether or not a situation may be a conflict of interest, full disclosure of the situation is required. All potential, possible or probable conflicts of interest shall be reported in writing to the President or Vice-President of the Board for their review and resolve; such review shall be recorded along with the recommended compliance regarding such. The best way to handle conflicts of interest is to avoid them entirely. Violation of this policy could provide grounds for removal as a Board of Director.

All prospective Board candidate(s) must sign the [Board of Directors Conflict of Interest Form](#) before being accepted as a candidate for the Board.

BE IT FURTHER RESOLVED that a copy of this resolution shall be posted on the RCSC website for members and shall be made available to members upon request at no cost.

Adopted and signed this 14th day of December, 2024 at a duly called Board meeting by a majority (5) of the Recreation Centers of Sun City, Inc. Board of Directors.

ATTEST:

Kat Fimmel, President

Jean Totten, Secretary

RECREATION CENTERS OF SUN CITY, INC.

BOARD OF DIRECTORS

CONFLICT OF INTEREST DECLARATION

1. Do you have any legal, financial, or business relationship, other than ownership of stock, bonds, or participation in the retirement/pension plan of a publicly traded company, with any individual or company or political entity which is doing business with or seeking to do business with Recreation Centers of Sun City, Inc.?

Yes No
 Self Other

If "yes", please explain in detail the nature of the relationships

2. During the past year, have you or any member of your immediate family received any gifts, gratuity, or travel from any person or entity doing business with or seeking to do business with Recreation Centers of Sun City, Inc. or the Sun City Foundation?

Yes No

If "yes", specify what was received, the approximate date, the name of the entity from which received, and why it was accepted.

3. Do you have any relationship with any individual or entity that you believe may pose a potential conflict of interest or create the appearance of a conflict of interest?

Yes No

If you do, do you wish to request a legal opinion as to whether a conflict exists?

Yes No

4. Do you have any relationship with any individual, group or other entity that creates a conflict of interest or creates the appearance of a conflict of interest?

Yes No

If you do, do you wish to request a legal opinion as to whether a conflict exists?

Yes No

Signature: _____

Printed Name: _____

Date: _____

FORM BP:1