

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

December 14, 2023

At the Board meeting called to order by President Fimmel at 9:00am on December 14, 2023 at Sundial Auditorium, the following took place:

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

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; Allen Kleinhans and Doreen Rafferty, Audio/Video Engineers; 70 RCSC Cardholders and 0 member(s) of the press

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

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

Prior to approval of the Agenda, President Fimmel asked for approval from the Board to add a presentation from Director of Golf, Brian Duthu in front of the Committee Recommendations and to move the Consent Agenda item to New Business. The Board approved the changes to the Agenda.

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

Approval of Minutes: With no questions noted, the Minutes of the November 16, 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.

Installation of 2024 Directors Elect: President Fimmel installed Anita Borski, Connie Jo Richtmyre, Preston Kise and James Rough. Three Directors Elect will serve a three (3) year term and Anita Borski will serve a one (1) year term all starting January 1, 2024.

Presentation of Plaques: President Fimmel presented a plaque to outgoing Director John Nowakowski and thanked appointed Directors Denny Nichols & Jim Rough who completed terms for 2023. Director Nowakowski made his outgoing comments.

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

President Comments: President Fimmel thanked the Membership for their support in 2023 and felt that it was a very productive year and prepared us for the future.

Announcements:

Secretary Totten stated that the Friends of the Library is currently meeting and that she has nothing to report.

Secretary Totten also had nothing to report on SCHOA or SCHOA Roads as they weren’t scheduled to meet until after this meeting.

Secretary Totten said we had a tumultuous, productive and transparent year. In spite of changes, the staff of RCSC has not missed a beat and I feel they deserve a round of applause.

Golf Presentation by Director of Golf Brian Duthu: Golf Cart impact on Courses.

Committee Recommendations:

1. **Director Nowakowski** – On behalf of Director Collins and the Golf Advisory Committee (GAC), I move to amend Board Policy #17 titled Golf, Section titled Green Committee as follows:

Green Committee

RCSC Green Committees are a subsidiary committee under the Golf Advisory Committee. Each golf course shall have one Green Committee composed of up to 3 male golfers and 3 female golfers. Green Committee members must be RCSC Members in good standing. They do not have to be members of the Sun City Men’s Golf Association (SCMGA) or the Sun City Women’s Golf Association (SCWGA). Notice of vacancies and sign-up sheets to serve on a Green Committee will be posted at the pro shops sixty (60) days before election date. Each Green Committee will have a maximum of six **voting** members. The term of each member will be ~~a maximum of two (2) three-years terms~~. If there are more than three male or three female candidates for a Green Committee then an election must be held and conducted by **their respective Greens Committee**, ~~the SCMGA or the SCWGA respectively~~. Ballots will be collected at the pro shop **or by the Greens Committee**.

Each Green Committee may select two members, one male golfer and one female golfer, to represent the golf course on the Golf Advisory Committee, a standing committee to the RCSC Board of Directors. The selected representatives of each Green Committee will attend Golf Advisory Committee meetings and will have a vote on matters presented to the Golf Advisory Committee.

The Green Committees will meet once a month **except June through September** at ~~their courses~~ **a select location** on a date convenient for its members and the course superintendent. Green Committee members will listen to golfers’ complaints and concerns in order to provide input for improving all aspects of the golf program. Requests for changes and improvements to the golf courses will be presented to the

Golf Advisory Committee. The Director of Golf will investigate the feasibility of course changes and improvements. Discussion of the proposals will then be submitted to the Board of Directors for approval.

In addition to each selected Green Committee member having a vote on the Golf Advisory Committee, the Presidents of the Sun City Men's Golf Association ("SCMGA"), Sun City Women's Golf Association ("SCWGA") and the Sun City Women's Nine Hole Association will also have a vote.

The vote was taken and the motion passed 5 to 3 with Director Rough, Director Nichols and Secretary Totten opposed.

Director Collins moved to waive the second reading of this motion. Seconded by Director Fast, the motion to waive passes 5 to 3 with Director Rough, Director Nichols and Secretary Totten opposed.

2. **Director Collins** – On behalf of the Golf Advisory Committee (GAC), I move to amend Board Policy #17 titled Golf, Section titled General Golf Rules & Regulations, Item number 4 as follows:

General Golf Rules & Regulations

4. For safety reasons, no more than two people and two golf bags are permitted on the cart. The driver must have a valid driver's license. There should be no more than ~~five~~ **three** carts for any group **on all courses**, ~~and a maximum of five players on regulation courses and no more than four carts for any group and a maximum of four players on executive courses.~~ During periods of normal operation, riders in rental carts will be required to ride two persons per cart when possible. At the discretion of the Director of Golf, fivesomes may be allowed on executive courses. ~~during periods when other courses are closed.~~ Motorized carts must be kept at least 30 feet from the greens and parked on the path while putting. It is permissible to park off the path around tee boxes for the purpose of seeking shade. Carts should stay on the paths or in the "rough" as much as possible. Special attention should be given to avoid leaving the path in areas where the grass is wet or worn. When it is necessary to leave the path, the 90-degree rule should be followed. This means staying on the path until opposite your ball, driving straight to it, and straight back after hitting. All pull carts must remain in the highest cut of grass around greens and tee boxes. Handicap golf permits are available at the Golf Administrative Office at the Riverview Pro Shop. Rules may differ for golfers who have a handicap golf permit. Handicap golf rules will be disbursed at the same time the permit is issued.

The vote was taken and the motion passed 7 to 1 with Secretary Totten opposed.

Director Collins moved to waive the second reading on this motion. Seconded by Director Fast, the motion to waive passes 5 to three with Vice President McAdam, Director Rough and Secretary Totten opposed.

3. **Director Collins** – On behalf of the Club Organization Committee (COC), I move to amend Board Policy #12 titled Chartered Clubs, Section 8 titled Club Records & Reports as follows:

8. CLUB RECORDS & REPORTS

All Chartered Clubs must record and maintain minutes of all club meetings and must retain copies of all correspondence. Minutes must be readily available to all club members.

All Chartered Clubs are responsible for the timely filing of all reports and tax forms required by federal, state and local laws for 501(c)(4) organizations see FORM BP:12-19(a) for more information. Club login credentials for 990 filing must be provided to the Clubs Office.

All Club Conduct Reports must be retained in the club for five (5) years and a copy submitted to the Clubs and Activities office where they will be filed by Recreation Number and retained for a minimum of three (3) years.

Chartered Clubs shall issue Internal Revenue Service 1099 forms to individuals who are paid six hundred dollars (\$600) or more during a calendar year. This includes, but is not limited to, sales of crafts, club instructors, card club directors, caller fees and any other such payments required to be reported to the IRS. All 1099 forms shall be filed no later than January 31 of the following year see FORM BP:12-19(a) for more information.

The vote was taken and the motion passed unanimously.

Director Collins moved to waive the second reading of the motion. Seconded by Director Fast, the motion to waive passed 7 to 1 with Secretary Totten opposed.

Motions Second Reading:

1. **Director Fast** – I move that senior management is hereby directed to assist the Board 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 motion passed its second reading 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. The vote was taken, and the motion passed its second reading 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 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. The vote was taken, and the motion passed its second reading unanimously.
4. **Director Rough** – I move to amend Board Policy #32 titled General Manager as follows:

Management consists of **employees designated by title 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.~~

The vote was taken, and the motion passed its second reading unanimously.

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

L. “Senior Management” is defined as the **employees designated by title 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.~~

The vote was taken, and the motion passed its second reading unanimously.

- **New Business Item- Previously Consent Agenda Item:**

Vice President McAdam read the New Business Item: A previous motion was approved to implement a Capital Improvement Fee (CIF). This Consent Agenda Item will amend the Bylaws Article III, titled Assessments, Fees and Collections to include verbiage on the Capital Improvement Fee.

SECTION 3: CAPITAL IMPROVEMENT FEE

A Capital Improvement Fee assessment (hereinafter referred to as “CIF assessment” or “a CIF assessment” or “the CIF assessment”), as determined by the Board, shall be imposed on the purchase, acquisition, transfer, inheritance, gift or any change in ownership of legal or beneficial interest in the title to a Property (i) pursuant to any deed, contract for sale, will or other instrument or document transferring an interest in such property, so long as the original payor of the CIF assessment no longer retains a majority (50% or more) ownership interest in the Property; or (ii) following the death of the last payor of said CIF assessment for the Property resulting in Owners who have not paid said CIF assessment for the Property owning a majority (50% or more) ownership interest; or (iii) following the death of the last original Grantor under a trust which holds title to the Property; or (iv) following the death of the last holder of a life estate.

The motion was seconded by Director Nowakowski and passed 6 to 1 with Secretary Totten opposed.

Vice President McAdam moved to waive the second reading of this motion. Seconded by Director Collins, the motion to waive passed 6 to 1 with Secretary Totten opposed.

- **New Business:**

1. **Director Fast** – I move to adopt the Mission, Vision and Value Statement proposed by the Long-Range Planning Committee and reviewed with the members and employees as the official Mission, Vision and Value Statement. This statement shall replace the existing Mission, Vision and Value Statement. The statement proposed reads as follows:

Mission

To maintain a financially sustainable corporation which provides our Members with a wide range of high-quality amenities, recreational opportunities and social activities to enhance each participating Members sense of well-being and purposes.

Vision

To be a national leader in 55+ socially active lifestyle communities.

Values

- We are committed to making Members our highest priority and giving them high quality service.
- We value our friendly and welcoming community and want to pass that along to future generations.
- We value teamwork and each person's contribution to the community.
- We maintain and improve amenities, operations, and infrastructure to modern, attractive, and environmentally friendly standards.
- We believe data and technology should be harnessed to support health, safety, efficiency, and maintain the integrity of our decision processes.
- We plan for our future.”

The motion was seconded by Vice President McAdam and passed unanimously.

Director Fast moved to waive the second reading of the motion. Seconded by Director Collins, the motion to waive passed 5 to 2 with Director Nowakowski and Secretary Totten opposed.

2. **Director Collins** – I move to approve \$4,000 to be paid to the Sun City Posse for their continued assistance with event parking and facility security in 2024. Seconded by Vice President McAdam, the motion passed unanimously.

Director Collins moved to waive the second reading of the motion. Seconded by Vice President McAdam, the motion to waive passed 5 to 1 to 1 with Secretary Totten opposed and Director Nowakowski abstained.

3. **Director Fast** – I move that Management engage an engineer with the appropriate qualifications to perform a structural analysis of the Mountainview auditorium and fitness center building to determine if either or both can be remodeled as envisioned by Plan M or some derivation of plan M. In connection with this engagement Management should also engage Marlene Imarzine to work with the engineer to determine the feasibility of her initial design concept. It is hoped the engineers' work can be completed and presented to the board at the January meeting.

Prior to the vote the motion was withdrawn by Director Fast.

4. **Director Collins read Director Nichols motion** – I move to amend Bylaws Article V titled Board of Directors, Section 6 titled Board Authority/Duties, Commissions and Senior Management as follows: With no second on the motion, the motion dies.

SECTION 6: BOARD AUTHORITY/DUTIES, COMMISSIONS AND SENIOR MANAGEMENT

Board Authority/Duties:

9. Individual Board Members have no authority to, directly or indirectly, edit, redact or modify any RCSC Meeting Recording. For purposes of this Section, an "RCSC Meeting Recording" shall mean a Board Meeting, Membership Meeting or Committee Meeting which is videotaped or otherwise electronically recorded by RCSC. Any editing, redacting or modification of an RCSC Meeting Recording will require the written approval of the Board of Directors and such written approval shall include the reason(s) for the modification being made to the RCSC Meeting Recording. Violation of this Bylaw by individual Board Members shall result in an automatic suspension from the RCSC Board of Directors for thirty (30) days beginning on the date the Board votes to suspend the individual Board Member. During the thirty (30) day suspension, the subject Board Member shall not be allowed to participate in any Board of Directors activities, vote as a Board Member or attend meetings of the Board of Directors (other than only as an RCSC Member). In connection only with his or her suspension from the RCSC Board of Directors, the subject Board Member shall not be entitled to any adjudicative process set forth in Article II, Section 5 of these Bylaws. This Bylaw shall be effective on and after January 25, 2024.

5. **Director Rough** – I move to amend Board Policy 27 titled Standing Committees in two places as follows: Seconded by Vice President McAdam and after discussion, the motion was withdrawn.

A standing committee is a small group of Members, subordinate to the Board, which is organized to assist the Board in specific areas as follows and does not meet in the months of July and August unless approved by the Board President. Other months without meetings can be determined by each committee individually.

Standing Committees shall do not meet in the months of July and August unless approved by the Board President. Other months without meetings can be determined by each committee individually.

Next Meeting: President Fimmel reported that the next meeting will be the Exchange Meeting on January 8, 2024 at 9:00am in the Sundial Auditorium. The next meeting of the Board of Directors will be on January 25, 2024, 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 11:42am.

Respectfully submitted,

Jean Totten, Secretary