

1. *Phillip Cea* – I move to amend the Bylaws Article III titled Assessments and Fees; Section 1 titled Annual Property Assessments; Letter A titled Per Person Basis as follows:

Annual property assessments are assessed on two methods, as follows:

A. **Per Property Basis**: Each Property and its Owner(s) is assessed, regardless of the number of Owners, one annual assessment on a Per Property basis as determined by the Board. Any Property which has any change in its legal or beneficial ownership after February 1, 2003 will be assessed on a Per Property basis. **Single deeded residence to receive 1 yearly guest pass in addition to the one (1) owner member card.**

2. *John Fast* – I move to amend the Bylaws Article IV titled Membership Meetings; Section 1 titled Annual Membership Meeting as follows:

**ARTICLE IV – MEMBERSHIP MEETINGS**

**SECTION 1: ANNUAL MEMBERSHIP MEETING**

An annual meeting of the Members will be held each year **in March**.

3. *Lori Ellingson* – I move to amend the Bylaws Article XII titled Committees; Section 4 titled Committees; Letter C titled Election Committee as follows:

**SECTION 4: COMMITTEES**

C. Election & Ethics Committee: The purpose of the Election Committee is to review and recommend election procedure changes, to recruit a sufficient number of Board candidates, conduct the candidate forums, ensure that elections and recall elections of the Board are conducted pursuant to the Corporate Documents, and announce the results. The

purpose of the ethics committee is to help the Board of directors distinguish between issues of fraud, waste, or abuse. Meaning, if a member expresses a concern, is what they are coming forward with based on a reasonable belief that there is a violation of the law; gross mismanagement; or abuse of authority?

This will help eliminate small interest groups from being able to manipulate the system to serve a specific agenda. This fosters managing with integrity and upholds the principles of justice and fairness that our self-governing system is to embody.

4. *Tom Marone* – I move to amend the Bylaws Article IV titled Membership Meeting; Section 1 titled Annual Membership Meeting as follows:

**SECTION 1: ANNUAL MEMBERSHIP MEETING**

An annual meeting of the Members will be held each year **in March unless otherwise required.**

A. Written notice stating the place, day and hour of the annual meeting of the Members will be posted in RCSC Facilities and published in RCSC printed and electronic communication as determined by the General Manager at least sixty (60) days before the date of the meeting.

~~B. With respect to amendments to the Bylaws, notice of any proposed amendment will be posted in RCSC Facilities and published in RCSC printed and electronic communication as determined by the General Manager at least ten (10) business days prior to a Membership meeting at which these changes will be considered.~~ **Motions and amendments to the Articles of Incorporation and Bylaws may be submitted to the corporate office on the first day after the annual meeting has been adjourned and up to and including January 20<sup>th</sup> of the following year.**

~~C. With respect to amendments to the Articles, notice of any proposed amendment will be posted in RCSC Facilities and published in RCSC printed and electronic communication as determined by the General Manager at least thirty (30) days prior to a Membership meeting at which these changes will be considered. Such notice will include the proposed changes to the Articles.~~ **Motions and amendments shall be posted to the members and on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) no later than January 31<sup>st</sup>.**

5. ***Susan Bjork*** – I move that the Board Meeting, The Exchange and Member Meetings alternate start times from morning to evening. For example, if a Board Meeting is scheduled for 9:00am on month, the following Exchange Meeting would need to start at 5:00pm. Annual and Special Meetings will not start before 5:00pm to allow maximum member involvement unless a member majority vote requests a different time.

6. ***Lori Ellingson*** – I move to amend the Bylaws Article III titled Assessments and Fees by striking the word “Facility Agreement” and replacing it with “Community Enhancement Agreement”.

7. ***John Fast*** – I move that the Board study and make a recommendation regarding whether to remove offensive signs posted throughout RCSC indicating member misconduct will not be tolerated and may result in arrest.

8. *John Fast* – I move to amend the Bylaws Article XII titled Committees; Section 1 titled Committees as follows:

**ARTICLE XII - COMMITTEES**

**SECTION 1: COMMITTEES**

A committee is a small group of Members, subordinate to the Board, which is organized to assist the Board in specific areas. Committees have no decision-making authority and are limited to presenting ideas and recommendations to the Directors and Management unless otherwise authorized. Special (Ad Hoc) committees shall be established by the Board. Method of appointments will be as specified and determined by the Board. Special committees are formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective. Committees generally do not meet in the months of July and August. Meetings can be determined by each committee individually or by the direction of the Board. RCSC members in good standing may attend meetings, except during Executive Session or Informational meetings, but may not speak without approval by the Chair or other person in charge of the meeting. **All** meetings of the Long Range Planning Committee, Finance, Budget and Audit Committee and any special committee whose purposes include facility use, modification, replacement or long term planning will be open, and video recorded. Such meetings that are open and video recorded shall include any meeting in which one or more Long Range Planning or Finance, Budget and Audit Committee Member is a participating member.



9. *Steve Oaks* – I move to amend the Bylaws Article XII title Committees; Section 3 titled Members of Committees; letter D as follows:

**SECTION 3: MEMBERS OF COMMITTEES**

All committees must attempt to have no less than five (5) members **in addition to the Chair and Co-Chair**. Members of committees will be selected from the Membership at large who must meet the following requirements:

D. The Board President, Committee Chair or Co-Chair appoint ~~or remove~~ committee members. Committees ~~may~~ **will** establish internal processes for selection of members nominated for appointment **appropriate for the specific committee**.

**For newly established committees/ad-hoc committees, the Board President, Committee Chair, or Co-Chair will appoint members using a process which invites qualified Membership to apply. A process for fair selection must also be established (e.g. similar to a hiring selection scorecard).**

10. *Susan Bjork* – I move to amend the Bylaws article XII titled Committees; Section 6 titled Members of Committees Suspended or Expelled as follows:

**SECTION 6: MEMBERS OF COMMITTEES SUSPENDED OR EXPELLED**

Committee members may be suspended or removed by the unanimous vote of the Board President, Committee Chair and Co-Chair **or two thirds Committee Member vote** for the following reasons:

- A. Failure to adhere to the Corporate Documents;
- B. For any good and sufficient cause which is contrary to the highest moral or professional principles;
- C. For being unwilling or incapable of satisfactorily performing the responsibilities of a member of a committee; or,
- D. Failure to attend three (3) committee meetings in a row **without substantial medical or family extenuating circumstances**.

**11. *John Fast***

*I move to amend Section 4 of Article IV - MEMBERSHIP MEETINGS as follows:*

**SECTION 4: MEMBERSHIP MEETING RULES AND REGULATIONS ...**

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 will prevail. *With limited exception Bylaw and Master Plan amendments passed at a membership meeting at which a quorum is present may not be amended within the two-year period starting on the date of adoption except by another member vote at a duly called membership meeting at which a quorum is present.*

***John Fast***

12. *I move to amend Article III – Assessment and Fees to add new section 4 which reads as follows:*

**ARTICLE III – ASSESSMENTS, AND FEES, AND MEMBER APPROVED MASTER PLAN ...**

**SECTION 4: MEMBER APPROVED MASTER PLAN**

*The Recreation Centers of Sun City, Inc. shall formulate, adopt and follow a data-based Master Plan prepared by an outside expert that takes into account broad member and management input, amenities and activities offered by other 55+ communities, current trends and other market and demographic factors. The Master Plan shall be adopted by a majority vote of the members at a membership meeting at which a quorum of members is represented. Annually thereafter, changes to the Master Plan shall be approved by a majority vote of the members at a membership meeting held at which a quorum of members is represented.*

*If members are unable to assemble a quorum or reject the Master Plan or changes thereto at any members meeting which includes the Master Plan as an agenda item, the Board may adopt the recommendation of the Long-Range Planning Committee with or without Board recommended changes by majority vote.*

### 13. *John Fast*

**I move to amend Article III – Assessment and Fees by adding a new temporary Section 5 to read as follows:**

**ARTICLE III – ASSESSMENTS, ~~AND FEES~~, MEMBER APPROVED MASTER PLAN AND PRE- MASTER PLAN PIF EXPENDITURE RESTRICTIONS ...**

**SECTION 5: RESTRICTIONS ON PRE-MASTER PLAN PIF EXPENDITURES:**

*Effective with the passage of the amendment to this Article III, no PIF funds may be expended on any PIF project with an amount allocated on any schedule dealing with PIF spending of over \$750k until a Business Case Analysis as required by Board Policy 16 is completed, the Long Range Planning Committee has recommended the project for inclusion in the Master Plan and a member vote has been taken at which at least 10% of the total membership votes and a majority of the members vote for the PIF project to be included in the Master Plan when adopted by the Members or the Board as the case may be. The foregoing limitation shall not apply to:*

- a. Any PIF project that is currently required to meet regulatory requirements provided that any component of the project which is not required to meet regulatory requirements shall be subject to the limitation and*
- b. Any PIF project that can be shown through a data driven risk analysis to significantly enhance the safety of the members or that addresses an urgent safety need and*
- c. Any capital repair necessary to the continued use of an existing amenity and*
- d. Remodeling the Mountain View pool area.*

*The above restrictions shall be null and void and stricken from the bylaws after the date on which a Master Plan is adopted by the Members.*

## 14. The following motions were submitted by Jean Totten.

I am submitting the following:

1. Motion to Revise all documents on the RCSC web site that contain the following statement:
  - a. "posted on RCSC website for members and shall be made available to members upon request at no cost."
2. Motion to request the Board of Directors of RCSC create a Bylaw/Policy Committee.
3. Motion to change current Article IV - Membership Meetings - to Article IV - "Owner Member Annual Membership Meeting" creating a new title and making many other changes in that existing Bylaw Article.
4. Motion to change two current Bylaws, Article V - Board of Directors and Article VI - Officers and combine into one new Bylaw, Article V entitled "Board of Directors" creating a new title and making many other changes in the new Bylaw Article.
  - a. Motion to create a Policy, entitled "Board Policy Resolution 37 (BP 37) - Board of Directors" - to accompany Bylaw Article V and to condense the current Bylaws so they do not read like a Policy and Procedure Manual.
5. Motion to change two current Bylaws, Article IV - Membership Meetings and Article V - Board of Directors and combine into one new Bylaw, Article VI entitled "Meetings of the Board of Directors" creating a new title and making many other changes in the new Bylaw Articles.
  - a. Motion to create a Policy, entitled "Board Policy Resolution 38 (BP 38) - Meetings of the Board of Directors" - to accompany Bylaw Article VI and to condense the current Bylaws so they do not read like a Policy and Procedure Manual.

In the current Bylaws (2024\_12\_19), Article IV is written as ARTICLE IV – MEMBERSHIP MEETINGS, I am proposing the following changes:

- A. **Rename** Article IV Membership Meetings to Owner Member Annual Membership Meeting.
  - 1. This change leaves no questions about whether Privilege Card Owners can attend as Owner Members. In our present Bylaws, Owner(s) is defined as any individual or entity holding or owning a current ownership interest in a Property.
  
- B. **New Policy Proposed:** To condense this Bylaw without losing any of the meaning, a new Board Policy - BP#36 Owner Member Annual Membership Annual Meeting - will be created.
  
- C. **Section 1 of Original Bylaw:** This entire section needs to be reworked by the Board Coordinator/President of the Board or a member of the Board who is very familiar with our Bylaws and moved to BP#36, Section 1, Owner Member Annual Membership Meeting.

While reworking this section

  - 1. Members need to be given enough notice to create their proposed Motions to the Bylaws and/or other Motions requiring a Membership vote and/or changes to the Articles of Incorporation to enable that these items are included on a Proxy Vote Form and included in the Proposed Agenda for the meeting.
  - 2. Members will then have the knowledge that they need to either attend the meeting in person or ask for a Proxy vote.
  
- D. **Section 2 of Original Bylaw:** Special Membership Meetings introductory paragraph and paragraph 2 need to be removed since they are not related to Annual Membership Meetings and Paragraph 1 needs to be moved to a new section.
  
- E. **Section 3 of Original Bylaw:** Membership Quorum needs slight change of order of sentences for clarity.
  
- F. **Section 4 of Original Bylaw:** Membership Meeting Rules and Regulations needs to be reordered and modified.
  
- G. **Section 5 of Original Bylaw:** Voting Procedures at Membership Meetings moved to BP#36, Section 2, Owner Member Annual Membership Meeting.
  
- H. **Section 6 of Original Bylaw:** Limitation Period moved to BP#36, Section 3, Owner Member Annual Membership Meeting.
  
- I. **Section 7 of Original Bylaw:** Meeting Minutes moved to BP#36 Owner Member Annual Membership Meeting.

## ARTICLE IV – OWNER MEMBER ANNUAL MEMBERSHIP MEETING

### SECTION 1: ANNUAL MEMBERSHIP MEETING (AMM)

- A. Robert's Rules of Order will govern procedures at all meetings of the Corporation.
  - 1. They must be consistent with the laws of the State of Arizona and the Corporate Documents.
- B. A Parliamentarian may be present at the discretion of the President.
- C. No more than 12 months may exist between AMM.
- D. Except in emergency situations, all meetings of the Owner Members shall be held at such locations within Sun City as the BOD shall determine.

### SECTION 2: Notice of Annual Membership Meeting (AMM)

- 1. Written notice shall state the place, day and hour, the agenda, and guidelines. See Board Policy #36, Section 1
- 2. Notice shall be published in all RCSC printed and electronic communication, posted in RCSC Facilities, and mailed no less than \_\_\_ days before the date of the meeting
- 3. The mailed packet will contain
  - a. Agenda (to be approved at the meeting),
  - b. Proposed Amendments/Motions (created by Members) that they wish to have inserted in the Bylaws/Policies,
  - c. Procedural/Instruction Form for Circulators,
  - d. Proxy Form with directions for use and dates to be returned by.

### SECTION 3. QUORUM

- A. At a meeting where Owner Members are entitled to vote, five hundred (500) Owner Members in good standing shall be considered a quorum for transacting business.
  - 1. Five (500) Owner Members consists of in person and proxy votes.
  - 2. These votes are cast in accord with these bylaws and the State of Arizona.
  - 3. An individual Owner Member may carry twenty-five (25) Proxy votes to the meeting.
- B. Once a quorum has been established for this meeting, the quorum must be maintained to conduct business.
- C. If a quorum is not reached, Members have the power to adjourn the meeting shortly after the quorum number has been announced.
- D. If Members allow the meeting to continue, it shall do so in the form of an Exchange meeting.

### SECTION 4: AMENDING THE BYLAWS

- A. A majority vote will amend, modify, revise, or revoke the Bylaws/Policies.



- B. As stated in the Articles of Incorporation and these Bylaws, the action of the Members will prevail.
- C. Board Policy #36, Section 2 defines the procedure to follow for voting at on Member Motions at the Owner Member Annual Membership Meeting.
- D. With limited exception, Bylaw amendments passed at an Owner Member Annual Membership Meeting at which a quorum is present may not be amended within a two-year period starting on the date of adoption
  - 1. The exception is if another member vote at a duly called Special Membership Meeting at which a quorum of the Members is present is taken.

#### SECTION 5: MEMBERS UNSUCCESSFUL AT AMENDING THE BYLAWS

- A. Proposals or matters relating to the conduct of the business affairs of the Corporation will be referred to the Board for study.
  - 1. "Business Affairs" are defined as all matters conducted by the Corporation, excluding amendment of Bylaws, that are not in violation of its Corporate Documents or The Arizona Nonprofit Corporation Act in effect.
  - 2. 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.
  - 3. If the recommendation by the Board is not deemed to be in the best interest of the Corporation, the Board will announce its decision, and such proposal or matter will not be considered further.

#### SECTION 6: MEMBERS RESPONSE TO UNSUCCESSFUL ATTEMPT

- A. If the Members disagree with the Board's decision, they 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 1<sup>st</sup>), bring the proposal or matter before the Membership for a majority vote.
  - 1. This vote will take place at a Special Membership Meeting
  - 2. Board Policy #36, Section 3 defines the procedure to follow for a Special Membership Meeting called at an Owner Member Annual Membership Meeting.
- B. If the issue being introduced is substantially similar to any issue that has been voted upon by the Membership any of the past three (3) calendar years (known as the "Limitation Period"), then
  - 1. In its sole discretion, the Board will determine whether the issue proposed to be voted upon by the Membership is the same as, or substantially similar to, an issue previously voted upon by the Membership during the Limitation Period.

#### SECTION 7: Annual Membership Meeting Minutes

- A. Minutes will be approved by three (3) current Officers of the Board within two (2) weeks after the adjournment of AMM meeting
- B. Approved minutes will be posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org))

**BOARD POLICY RESOLUTION No. 36 (“BP 36”)  
OWNER MEMBER ANNUAL MEMBERSHIP MEETING**

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 the Articles and Bylaws shall take precedence over Board Policies and the definitions in the Bylaws shall apply. The following Board Policy shall provide instruction, direction and guidelines regarding the Owner Member Annual Membership Meeting and shall remain in effect until such time it is amended or removed by the Board.

NOW, THEREFORE BE IT RESOLVED the Corporation shall adhere to the following policies regarding the Owner Members Annual Membership Meeting:

SECTION 1: creating the time frame from year to year for necessary information to be sent to Members regarding all facets of the AMM

- A. Working together, the RCSC Board of Directors Secretary and the Board Coordinator along with the Chair of the Election Committee will create the Notice to All Owner Members for adequate notification of changes to the Corporate Bylaws. (Board Policy #36)
- B. Working together, the RCSC Board of Directors Secretary and the Board Coordinator along with the Chair of the Election Committee will create the Notice to All Owner Members for adequate notification of changes to the Articles of Incorporation. (Board Policy #36)

SECTION 2: Voting Procedures for an Owner Member Annual Membership Meeting

- A. The Members in good standing will vote
  - 1. The initial vote will be a floor vote indicated by raising of hands or standing
    - a. If ballot voting is necessary, the following procedures will apply
    - b. Voting will proceed under supervision of the Election Committee.
    - c. At least two (2) members of the Election Committee will be in attendance at all times during voting
    - d. They, along with their assigns, ??? will issue all official ballots.
    - e. They will witness the casting of the ballots.
    - f. Votes will be tabulated in the presence of at least three (3) members of the Election Committee.
    - g. Any Member in the audience may be present as an observer at the tabulation of the votes
    - h. Ballot boxes will remain sealed until all votes are cast.

SECTION 3: Special Meeting of the Members with Ten (10) Percent of the total Membership of the Corporation (as of the first day of the preceding July 1st) for a majority vote.

- A. With respect to a special meeting called by petition of the Members for the purpose of amending the Articles or Bylaws, the Board, after validation of the petition, will set a special meeting.
  1. A written notice will be posted in RCSC Facilities and published in RCSC printed and electronic communication not less than ten (10) business days nor more than 20 (20) days before the date of the meeting.
    - a. Written notice stating the place, day and hour of the Special Membership Meeting of the Members will be posted at RCSC Facilities, published in RCSC printed and electronic communication and mailed to all Owner Members.
    - b. The written notice will contain the purpose of the Special Membership Meeting and the agenda
    - c. The written notice will contain information regarding a quorum and how to achieve one
  2. The Board of Directors will run the meeting
- B. A vote will take place at this duly called Special Membership Meeting
  1. The Members in good standing will vote
  2. The initial vote will be a floor vote indicated by raising of hands or standing
  3. If ballot voting is necessary, the following procedures will apply
  4. Voting will proceed under supervision of the Election Committee.
    - a. At least two (2) members of the Election Committee will be in attendance at all times during voting
    - b. They, along with their assigns, ??? will issue all official ballots.
    - c. They will witness the casting of the ballots.
    - d. Votes will be tabulated in the presence of at least three (3) members of the Election Committee.
    - e. Any Member in the audience may be present as an observer at the tabulation of the votes
    - f. Ballot boxes will remain sealed until all votes are cast.
    - g. Upon completion of the tabulation of ballots, the results will be certified by the Election Committee Chair and announced
  5. The results will be posted at RCSC Facilities and published in RCSC printed and electronic communication no later than ten (10) days from the conclusion of the meeting.

I am proposing the following changes to these Bylaws:

- A. **Merge bylaws:** ARTICLE V – Board of Directors and ARTICLE VI – Officers into one section labeled ARTICLE V – BOARD OF DIRECTORS.
- B. **Propose the addition of a New Policy:** To condense these two Bylaws without losing any of their meaning, a new Board Policy BP#37 entitled Board of Directors will be created.
- C. **Article V, Original Section 1, Compensation of Board of Directors:** Keep in Article V, Move to Section 2, Compensation of Board of Directors.
- D. **Article V, Original Section 2, Conflict of Interest:** Keep in Article V, Move to Section 6, Conflict of Interest.
- E. **Article V, Original Section 3, Installation of Directors:** Keep in Article V, Move to Section 1.
- F. **Article V, Original Section 4, Length of Terms and Vacancies:** Keep paragraph E, Section 4 and move to Section 7, Resignations/Vacancies of the Board. The rest of this original section will be moved to the newly created Corporate Board Policy BP#37, Board of Directors.
- G. **Article V, Original Section 5, Meetings of the Board:** Remove entire Section to a newly created Article VI entitled Meetings of the Board.
- H. **Article V, Original Section 6, Board Authority/Duties, Commissions and Senior Management:** Rewrite entire section and re-number as Section 9: Duties. One section will move to newly created Corporate Board Policy BP#37, Board of Directors.
- I. **Article VI, Original Section 1, Officers of the Corporation:** Move to Article V, Section 5, Officers; of the Board.
- J. **Article VI, Original Section 2, Election of Officers:** Move to Article V, Section 5, Officers of the Board
- K. **Article VI, Original Section 3, President, Section 4, Vice-President, Section 5, Secretary, Section 6, Treasurer:** Move to newly created Corporate Board Policy BP#37, Board of Directors.
- L. **Article VI, Original Section 7, Theft, Dishonesty and Liability Insurance:** Move to Article V, Section 8, Theft, Dishonesty and Liability Insurance
- M. **Article VI, Original Section 8, Resignation Of Officer Positions:** Move to Article V, Section 7; Resignations/Vacancies of the Board

## ARTICLE V – BOARD OF DIRECTORS

### SECTION 1: INSTALLATION OF DIRECTORS

- A. At the regularly scheduled Board of Directors (BOD) meeting in December, the President of the currently seated BOD will formally introduce the newly elected Directors, specify when their term of office commences, and read them their oath of office.

### SECTION 2: COMPENSATION

- A. Directors will receive no compensation of any kind for their service as a Board Director

### SECTION 3: COMPOSITION AND MAJORITY VOTING

- A. There will be nine (9) Members in good standing elected or appointed to sit on the Board.
- B. Majority Voting (to be inserted by Board Coordinator for clarification)
  1. A majority vote in the following instances will be six (6).
    - a. Example: Motions, Policies, Bylaws, Suspension, Vacancies
  2. A majority vote in the following instances will be five (5).
    - a. Example: Motions, Policies, Bylaws, Suspension, Vacancies

### SECTION 4: COMMISSIONS OF THE BOARD

- A. The purpose of a Commission is to carry out specific business of the Corporation, with written guidelines (i.e. Bid Commission, Investment Commission) as assigned to that Commission by the Board.
  1. Commissions are composed of Directors only
  2. Commissions may be established by the Board
  3. May act on behalf of the Corporation to fulfill such duties

### SECTION 5: OFFICERS OF THE BOARD

- A. Further definitions of the Board can be found in *Corporate Board Policy 37 (BP#37) Board of Directors*
- B. On the first business day after January 1 of said year, the nine (9) Board Directors will meet in a closed Executive Session to elect Officers.
  1. The Officers of the Board will be President, Vice-President, Secretary and Treasurer.
  2. The Session will include the Board Coordinator who will plan and manage the session and take minutes.
    - a. Unless invited by the BOD, no other guests will be there.
    - b. The Officers of the Corporation will be President, Vice-President, Secretary and Treasurer.
    - c. By a secret ballot vote with five (5) out of nine (9) members (majority) determining the outcome, the Directors will select the Officers.

- i. The Vice-President takes the office with the knowledge that they will move into the role of the President if necessary.
- d. Officers will serve for one year (January 1 – January 1).
- e. There is no continuation of officers. All officer positions must be nominated and voted upon each year.

## SECTION 6: CONFLICT OF INTEREST

- A. After the first Executive Session, Directors must disclose in writing to the Corporation's President or Vice-President any material interest or relationship on their part which is or may be considered a conflict of interest
  - 1. Violation of this policy could provide grounds for removal as a Director
  - 2. A conflict of interest is a situation in which someone in a position of trust has competing professional or personal interests
  - 3. Such competing interests can make it difficult to fulfill his/her duties impartially
  - 4. A conflict of interest can exist even if no unethical or improper act results from it

## SECTION 7: ELECTION OF BOARD OF DIRECTORS

- A. Election takes place yearly for the next year's Board.
  - 1. Typically, the announcement is made at the June Board meeting with all details disclosed at that time.
  - 2. Interested Members must adhere to the requirements for running as well as obtaining one hundred (100) signatures on a Petition to be turned into the Corporate office.
- B. See Corporate Board Policy No. 37, Board of Directors, Section 2 entitled, "Elections, Terms, Voting Procedures, Election Committee."

## SECTION 8: RESIGNATIONS/VACANCIES OF THE BOARD

- A. The BOD will announce resignations and new assignments within five (5) business days.
- B. Officer Resignation
  - 1. An Officer who needs to resign their position must notify the President, Vice-President, and the Board Coordinator
    - a. If the position vacated is that of the President, the Vice-President will immediately move to the Presidency.
    - b. The Board will determine whether there will be a need to fill the office of Vice-President for the continuation of the year.
  - 2. An Officer who needs to resign their position but wishes to stay on the Board must notify the President, Vice-President, and Board Coordinator.
- C. Director Resignation
  - 1. Vacancies occurring on the Board during the year (January 1 to December 31) may be filled by the remainder of the members of the Board.
  - 2. A majority vote of five (5) is required.
  - 3. An appointment ends on December 31<sup>st</sup> of said year.
  - 4. An appointed term does not enter into the six (6) year time limit.

## SECTION 9: THEFT, DISHONESTY AND LIABILITY INSURANCE

- A. The Officers (**is this supposed to be the BOD?**)
  - 1. Will ensure that an Employee Dishonesty Insurance Policy, as determined by the Board, is in place to insure the Corporation against losses relating to theft or mishandling of assets by Employees, Directors or Agents of the Corporation.
    - a. The Directors, Officers and their spouses will be assured that they have liability insurance for all.

## SECTION 9: DUTIES

- A. Appoint the Directors of the Sun City Foundation at the first Executive Session.
  - 1. All Sun City Foundation Directors are appointed to a one-year term.
- B. Hire, employ, supervise, establish objectives, review performance, and terminate the General Manager (after approval by a majority (5) of the Board).
  - 1. The General Manager is their only employee.
- C. Act in the best interests (Fiduciary duty) and for the benefit of the Members.
- D. Establish objectives and approve budgets for the Corporation.
  - 1. Budgets for the Corporation will have been recommended by the Finance, Budget, and Audit Committee.
- E. Establish policy and ensure the implementation of that policy through the General Manager.
- F. Hold and administer assets.
- G. Direct, control, manage, and supervise the business and financial affairs of the Corporation without limitation except as set forth in the Corporate Documents.
- H. Establish, Amend, and/or delete any/all individual parts of these Bylaws, Board Policies, committees and any rules and regulations of the Corporation as deemed necessary and within the authority as outlined in the Corporate Documents.
- I. Make any requests for reports, information, repairs, maintenance, or any other requests to Senior Leaders only.
- J. Approve recommendations from other Committees.
- K. Avoid conflicts of interest and acting out of self-interest.
- L. Act as reasonable people in conducting the affairs of the Corporation.
- M. Attend, as a guest, all meetings of Committees or RCSC Management team meetings.
  - 1. Directors attending such meetings may not participate during the meeting unless invited to do so by the Committee Chair, Committee Co-Chair, GM, or Senior Leaders.
  - 2. In no instance will a guest Director have the right to vote on any issue before Committee or RCSC Management Meeting.

**POLICY RESOLUTION No. 37 (“BP 37”)**  
**BOARD OF DIRECTORS**

WHEREAS Article V, Section 9, Duties E 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 the Articles and Bylaws shall take precedence over Board Policies and the definitions in the Bylaws shall apply. The following Board Policy shall provide instruction, direction and guidelines regarding the Board of Directors and shall remain in effect until such time it is amended or removed by the Board.

NOW, THEREFORE BE IT RESOLVED the Corporation shall adhere to the following policies regarding the Board of Directors:

BE IT FURTHER RESOLVED that a copy of this resolution shall be posted on the RCSC website for Members.

Adopted and signed this ??th day of March, 2025 at a duly called Board meeting by a majority (5) of the Recreation Centers of Sun City, Inc. Board of Directors.

**SECTION 1: OFFICERS OF THE BOARD OF DIRECTORS**

**A. President**

1. Will call, preside, and conduct all meetings of the Corporation by a formal order of business
2. Will have general supervision and direction of the affairs of the Corporation in accordance with the Corporate Documents
3. Will have authority to administer all matters not otherwise expressly delegated
4. May call special meetings of the Membership and/or Board
5. Will supervise the Board Coordinator
  - a. Duties include Administrative support for Board Meetings, Corporate Document maintenance, and any other Board functions as assigned
6. Will provide direction and guidance to the General Manager and conduct an annual job performance review of said General Manager with input from the entirety of the Board
7. After approval of the Board, the President may
  - a. execute bonds, investments, debts, and other contracts requiring a seal, ???  
*(I have no idea what this means) under the seal of the Corporation, except*



*where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof may be expressly delegated by the Board to some other Officer or Agent of the Corporation.*

B. Vice-President

1. The Vice-President will perform such duties as assigned by the President
2. In the absence or incapacity of the President, will perform the duties of the President
3. In the case of a vacancy in the President's office, the Vice President will perform the duties of the President.

C. Secretary

1. Will adhere to the duties of the Secretary as outlined in Robert's Rules of Order
2. Will ensure that the records of the Corporation are maintained and in order

D. Treasurer

1. Will ensure that financial records and cash/investment handling procedures are audited after the close of each fiscal year by a Certified Public Accountant, as selected by the Board.
2. Will make certain that annual income tax returns and other required filings have been filed as required
3. Will require safeguards to protect assets.
4. Any indebtedness issued in the name of the Corporation will be signed by the Treasurer or other Board Officer after such indebtedness is approved by a majority vote of the Board five (5).

I am proposing the following changes to these Bylaws:

- A. **Propose the addition of a New Article Called Meetings of the Board of Directors and giving it the number VI:** ARTICLE V – Board of Directors and ARTICLE VI – Officers into one section labeled ARTICLE V – BOARD OF DIRECTORS.
  
- B. **Propose the addition of a new Board Policy BP38:** To condense Bylaws and rename them without losing any of their meaning, a new Board Policy BP#38 entitled Meetings of the Board will be created.
  
- C. **The OLD Article IV, Originally called Membership Meeting, contained Section 2, Special Membership Meeting:** Move to new Article VI, Meetings of the Board of Directors
  
- D. **The OLD Article V, Board of Directors, contained Section 5, Meetings of the Board:** This section contained mis-numbered Sections (Section 1, 2, 3 then 1, 2, 3, 4). Move to Article VI, Meetings of the Board of Directors

## ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of RCSC holds various meetings throughout the year. The meetings are listed below. Descriptions of each are located in BOARD POLICY RESOLUTION No. 38 (BP#38), MEETINGS OF THE BOARD.

### SECTION 1: BOARD MEETINGS IN ALPHABETICAL ORDER

- A. Exchange
- B. Executive Sessions
- C. Formal Board Meetings
- D. Gatherings
- E. Informal
- F. Owner Membership Annual Membership Meeting
  - 1. See ARTICLE IV, OWNER MEMBERSHIP ANNUAL MEMBERSHIP MEETING
- G. Planning
- H. Pre-Board
- I. Special Membership
- J. Special Session
- K. Town Hall

**BOARD POLICY RESOLUTION No. 38 (“BP 38”)  
MEETINGS OF THE BOARD OF DIRECTORS**

WHEREAS Article V, Board of Directors, Section 9, Duties: Letter E 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 the Articles and Bylaws shall take precedence over Board Policies and the definitions in the Bylaws shall apply. The following Board Policy shall provide instruction, direction and guidelines regarding the Meetings of the Board of Directors and shall remain in effect until such time it is amended or removed by the Board.

NOW, THEREFORE BE IT RESOLVED the Corporation shall adhere to the following policies regarding the Meetings of the Board of Directors:

**SECTION 1: (THE) EXCHANGE**

- A. The Board of Directors, with the advice of the Board Coordinator, will determine the day and time of the month for Exchange Meetings.
  - 1. As of this version of the Bylaws, the day is the second (2nd) Monday of each month.
  - 2. As of this version of the Bylaws, the time is rotated between 9 am, 1 pm, and 6 pm.
- B. Notification
  - 1. A Table (agenda) of Actions composed of Members’ thoughts/concerns/questions created at the previous months Exchange Meeting will be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) at least seven (7) business days prior to all Exchange Meetings.
  - 2. The Table (agenda), will be subject to amendment after posting.
  - 3. The Table will be discussed by the Board and the GM to see if resolution has been achieved to any of the Members’ thoughts/concerns/questions and will be noted as such.
- C. The meeting will be video recorded and uploaded to the Sun City YouTube Channel within four (4) business days.
- D. The meeting will be open to all card holders, both Member and Privileged.
  - 1. Only Owner Members may speak on any topic they choose.
- E. No motions will be made at the Exchange Meeting.
  - 1. Three (3) minutes will be allowed per speaker
  - 2. After everyone has had a turn to speak, Members may return to the microphone for a second time.
- F. Directors can attend the meetings in person, by telephone conference call, by video conferencing, or other communication methods by which all participants can simultaneously hear and talk to each other

**SECTION 2: EXECUTIVE SESSIONS**

- A. An Executive Session is a closed meeting of the Board of Directors.

- B. It may be called during any meeting of the Board or Membership or as a separate meeting where no notification of such meeting is required.
- C. Confidential Matters are typically discussed such as Litigation, Contracts, Members Discipline and Personal Matters.
- D. The Board has the authority to take final action in Executive Sessions and is not required to reveal those decisions.
  - a. Minutes of Executive Sessions are taken by the Board Coordinator, approved by the Board President, retained as a part of the confidential records of the Corporation, subject to the requirements of Arizona Revised Statutes 10-11602, as amended, and sealed and placed in the Corporate safe.
- E. All matters discussed in an Executive Session will remain Confidential indefinitely.
- F. These meetings are not video recorded.

### SECTION 3: FORMAL BOARD MEETINGS

- A. The Board of Directors, with the advice of the Board Coordinator, will determine the day and time of the month for Formal Board Meetings
  - 1. As of this version of the Bylaws, the day is the fourth (4th) Thursday of each month.
  - 2. As of this version of the Bylaws, the time is rotated between 9 am, 1 pm, and 6 pm.
- B. The Formal Board Meeting will contain an agenda that follows Robert's Rules of Order containing
  - 1. Call to Order
  - 2. Pledge of Allegiance
  - 3. Welcome and Introductions
  - 4. Roll Call of Directors and confirmation of a Quorum
  - 5. Approval of the Agenda
  - 6. Approval of the Minutes from the previous formal Board meeting
  - 7. Treasurer's Report
  - 8. Management Report
  - 9. Committee Reports
  - 10. General Manager Report
  - 11. President Comments
  - 12. Consent Agenda Items
  - 13. Old Business
  - 14. New Business
  - 15. Announcements
- C. This meeting will be video recorded and uploaded to the Sun City YouTube Channel within four (4) business days.
- D. This meeting will be open to all card holders, including Privileged.
  - 1. Only Owner Members may speak on posted Motions only.
  - 2. Three (3) minutes will be allowed per speaker.
  - 3. Directors can attend the meetings in person, by telephone conference call, by video conferencing, or other communication methods by which all participants can simultaneously hear and talk to each other

- E. Notification
  - 1. The Agenda will be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) at least seven (7) business days prior to all Formal Meetings.
  - 2. The Agenda will be subject to amendment after posting.
- F. Motions made in formal Board Meetings will be read and passed a minimum of two (2) times before finalized and acted upon unless readings are waived by two-thirds (2/3) six (6) majority of the Board.
  - 1. ???? This rule, however, does not preclude the consideration of privileged motions, or of any subsidiary, incidental, or other motions that may arise in connection with the transaction of such business or the conduct of the meeting
- G. As soon as practicable, a brief Summary of the preceding formal Board Meeting will be posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)).
- H. After approval by the Board, minutes of formal Board Meetings will be available on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)).

#### SECTION 4: GATHERINGS

- A. Gatherings are meetings involving any number of Directors that clearly do not have a formal meeting format and do not allow for any form of decision making, action, or business transaction to take place.
  - 1. These include solely social, informational, or educational purposes.
  - 2. No business is conducted, no minutes taken, no video recording.

#### SECTION 5: INFORMAL

- A. Informal Informational Meetings of the Board are closed to anyone other than the Board of Directors and RCSC Management.
- B. These meetings are held two days after the Exchange
  - 1. To identify and resolve issues brought forth at the Exchange by the Membership
  - 2. Or as needed to discuss complex issues and/or review educational materials.
  - 3. And are not video recorded.

#### SECTION 6: OWNER MEMBERSHIP ANNUAL MEMBERSHIP MEETING

- A. See Article IV

#### SECTION 7: PLANNING SESSIONS

- A. Held as needed to discuss issues or to garner information from the General Manager
- B. Notification and an agenda will be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) five (5) business days before the meeting
- C. Members will not be allowed to comment.
- D. These sessions will be video recorded and uploaded to the Sun City YouTube Channel within four (4) business days.

#### SECTION 8: PRE-BOARD MEETINGS

- A. Mentioned at a recent Board meeting, these meetings are between the GM and the Board to listen to the GM Management report and discuss the agenda of the upcoming Board meeting. (???)

#### SECTION 9: SPECIAL MEMBERSHIP MEETING

- A. Special meetings of the Members may be called by a majority ( ??? 5 or 6 ???) of the Board of Directors or the President of the Corporation.
  - 1. A written notice will be posted in RCSC facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) and published in RCSC printed and electronic communication at least ten (10) business days but no more than thirty (30) days before the date of the meeting.
  - 2. Notice will include information concerning the purpose for the special meeting.
- B. Special meetings of the Members may be called by petition of the Members having at least one-tenth (1/10) of the votes entitled to be cast according to the Corporation's records as of the preceding July 1.
  - 1. The reason for the meeting will be stated in such call and petition.
- C. After receiving the petition and validating the signatures thereon, the President will set a date for such meeting, which will be held within fifteen (15) days after validation of the signatures is completed.
- D. With respect to a Special Owner Membership Meeting called by petition of the Members for the purpose of amending the Articles or Bylaws, the Board, after validation of the petition, will set a special meeting.
  - 1. A written notice will be posted in RCSC Facilities and/or on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)) and published in RCSC printed and electronic communication at least ten (10) business days but no more than fifteen (15) business days before the date of the meeting.

#### SECTION 10: SPECIAL SESSION

- A. Special Sessions are business meetings of the Board called by the President or upon the written request of three (3) or more Directors.
- B. The purpose of the meeting must be stated in the call and posted on the RCSC website ([www.suncityaz.org](http://www.suncityaz.org)).
  - 1. Except in cases of emergency, at least seventy-two (72) hours' notice must be given.

#### SECTION 11: TOWN HALLS

- A. Town Halls may be organized by the Board of Directors or Committees.