

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

February 27, 2025

At the Board meeting called to order by President Foster at 9:00am on February 27, 2025 at Sundial Auditorium, the following took place:

PRESENT: Tom Foster, President; Chris Nettesheim, Vice President (remotely); Connie Jo Richtmyre, Secretary; Anita Borski, Treasurer and Directors Preston Kise, Jim Rough, John Bressett, Rick Gray, Steve Collins

ALSO PRESENT: Matthew D'Luzansky, General Manager; Kevin McCurdy, Support/Finance Sr. Leader; Mike Dirmyer, Non-Golf Sr. Leader; Brian Duthu, Golf Senior Leader; Mike Wiprud, Facilities Sr. Leader; Debbie Giles, Assistant to GM; Marcia Johnson, Board Coordinator; Allen Kleinhans, Doreen Rafferty, Miguel Jackson & Carla Young Audio/Video Engineers; 77 RCSC Cardholders and 1 member(s) of the press

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

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

President Foster made the following statement: I want to add an explanation to the information that is out there regarding the proposed motions for the annual meeting. Fundamentally the Boards actions regarding the proposed motions for the annual meeting were driven by legal advice. As you know, the Board employs legal counsel to provide advice and opinions on legal matters. In the case of the proposed motions for the annual meeting, all the proposed motions were provided to legal counsel. In turn, legal counsel provided the Board with feedback and advice. All the member-proposed motions were posted on the RCSC website and if you look through the proposed motions you may see some of the issues that concerned the Board and the Board's legal counsel. Very briefly, from the observation of the Board and legal counsel, some of the proposed motions appear to conflict with other proposed motions, some proposed motions appear to contemplate changes to current board policies which is problematic because what happens in the annual meeting is the Articles of Incorporation and Bylaws can be addressed but Board Policies cannot. Some of the proposed motions appeared to be recommendations or suggestions and not motions. Finally, while legal counsel was noting the observations that I just made, legal counsel focused on possible legal implications. You may not agree with legal counsel, but it is that advice we need to follow. The Articles of the corporation state that the affairs of the corporation shall be conducted by the Board of Directors and such officers as the Board may elect or appoint. The Bylaws state that the Board will have the authority and responsibility to direct, control, manage and supervise the business and financial affairs of the corporation and, perhaps most importantly, in the Bylaws Article 4, Section 4: it states that the Bylaws may be amended, modified, and revised or revoked by the directors or by the members. However, proposals or matters relating to the conduct of the business affairs of the corporation, if brought before a membership meeting, will be referred to the Board for study. Such matters, being solely within the powers delegated to the Board in accordance with the laws of the State of Arizona and Corporate Documents, will be considered only as a recommendation to the Board. This is right out of our Bylaws.

Because of these concerns, legal counsel recommended that all of the proposed motions be referred to the Board for study, be considered only as recommendations to the Board and that no membership vote be taken at this time. So, the Board's fiduciary duty requires the Board to act in the best interest for all the membership, so how should we address this situation? Based on the advice of legal counsel and feedback from the community, the Board is proposing to form an Adhoc Bylaws Review Committee composed of Board members and RCSC members. This committee will review the current Bylaws and all of the proposed member motions. The Board will accept applications from members that wish to be on the committee. Please contact the corporate office with a brief resume if you would like to be considered for the committee. Legal counsel is clearly advising that we need to follow the laws of the State of Arizona and our Corporate Documents. I am confident that the efforts of this Adhoc Bylaws Committee will result in a stronger and better Sun City. I hope this has been helpful in explaining why we acted the way we did. It was again, driven by legal opinion and legal advice.

Approval of Agenda: The Agenda was approved as presented.

Approval of Minutes: With no questions noted, the Minutes of the January 30, 2025 Board Meeting were approved as presented.

Treasurers Report: Treasurer Borski read the Treasurers Report, and the Treasurers Report was filed for audit.

Management Report: With questions answered in the Management Report, the report was accepted as presented.

Committee/Liaison Reports:

Director Kise, Liaison for the Sun City Fire Department reported on a couple items that were discussed at their meeting. Installing lock boxes for people's homes is booked thru march. It is important you understand that these lock boxes are only to allow access into the home for the SC Fire Department and not the police.

In February we had two fatal fires in Sun City and one topic discussed was testing your smoke detectors to make sure they were working.

One last item discussed was that the Fire Department Board voted to approve a non-transport medical call fee of \$315.80. This means if you call the fire department they are going to charge you \$315.80. It is sad to think that someone might not call and lay on the floor because they can't afford the fee. They have 8,000 callers every year with no transport, and this is what they feel needs to be done. The fee will not be covered by your insurance.

Director Collins, Chair of the Club Organizations Committee (COC) informed the members that the template for clubs is finished. All the COC's will get templates and flash drives. If you want to wait till March 25th at 9:00am, here in sundial there will be a meeting for presidents on how to complete the template for their club.

Director Collins announce that the Vintage Vehicle Club of Sun City is having their Spring Fling on March 1, 2025 at 9:00am at the Sunbowl. The Sun City Foundation will have a booth that will have a 50/50 raffle.

Director Rough, Chair of the Long Range Planning Committee (LRP) noted that at the last Board Meeting he announced that he was looking for volunteers to join the LRP Committee and is pleased to announce that he received 14 responses.

Director Collins thanked the PRIDES for their work and dedication to keeping our community beautiful.

Treasurer Borski announced that a new Sun City flag will be put up as soon as the PRIDES can get access to the flagpole that is located on 107th Ave and Grand Ave.

Recreation Center update Report-General Manager D'Luzansky:

President Comments: In addition to what I said earlier, I continue to get tactfully worded emails about the 3 minute policy for speaking. Please stick with the 3 minutes for speaking, go through your comments and when you are finished, Directors or Management will respond to the questions.

Committee Recommendations:

1. **Director Rough** – I move, based on a recommendation from the Long Range Planning Committee, that a statement of work be prepared that is suitable for obtaining bids to select a qualified consultant to prepare a comprehensive Master Plan covering the properties of the Recreation Centers of Sun City.

After discussion and prior to the vote Director Rough moved to amend the motion to add “Funding will be based on budget availability, the scope of work agreed upon and a qualified consultant being selected.” Second, by Treasurer Borski, the vote was taken and the motion to amend passed unanimously.

A second amendment by Director Rough was made and failed with no second.

A third amendment by Director Rough was made to add “No work on the Master Plan will affect the Mt. View Project.” Second, by Director Bressett, the vote was taken and the motion to amend passed unanimously.

A fourth amendment was made by Vice President Nettesheim to add “The Master Plan will begin this year and finish in as timely a manner as possible” Second, by Director Bressett, the vote was taken and the motion to amend passes 8 to 1 with Director Kise opposed.

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

Director Rough made a motion to waive the second reading. Second, by Director Gray, the motion to waive passed 7 to 2 with Director Kise and Secretary Richtmyre opposed.

2. ***Vice President Nettesheim*** – I move, on behalf of the Outreach and Communication and Technology Committees, that the RCSC Board accept the recommendation that RCSC have an active presence in Social Media using our current Facebook page as the initial pilot Social Media platform. Prior to the vote, Director Collins made a motion that the posts would need to be approved by the Chair and Co-Chair of both of the committees, with no second the motion to amend failed.

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

3. ***Vice President Nettesheim*** – I move, on behalf of the Outreach and Communication and Technology Committees, that the RCSC Board accept the recommendation to replace the screens, software, and electronics of the existing RCSC marquees currently in use at RCSC properties. The vote was taken and the motion passed 7 to 2 with Director Kise and Director Collins opposed.
4. ***Director Rough*** – I move, based on a recommendation from the Long Range Planning Committee, to proceed with obtaining contractor bids to construct a maintenance facility on the now existing site of the Riverview Golf Course maintenance facility, similar to the maintenance facility now existing at the South Golf Course, including an approximately 6,200 square foot steel building, containing four (4) rolling bay doors, climate controlled restrooms, break area/meeting room and superintendent’s office. The remainder of the facility will not be climate controlled. The facility will also include an outdoor storage yard/facility enclosed by a masonry wall. The outdoor storage yard/facility will be large enough to store sand, fertilizer, seed, herbicide, other required chemicals needed to maintain a golf course, and a permanent shade structure enclosed by a fence for large mower tractors. The vote was taken and the motion passed 8 to 1 with Secretary Richtmyre opposed.

5. **Director Kise** – I move on behalf of the Golf Advisory Committee (GAC) that Disc Golf not be incorporated into RCSC golf courses. The vote was taken and the motion passed unanimously.

Motions Second Reading:

1. **Director Rough** – I move to amend Bylaws Article V titled Board of Directors; Section 5 titled Meetings of the Board; letter B as follows:

SECTION 5: MEETINGS OF THE BOARD

A. All meetings of the Board and the Exchanges will be open, and video recorded, excluding Executive Sessions, Informational Meetings, and gatherings involving any number of Directors for solely social, informational, or educational purposes 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. Member comments at Board Meetings will be limited to posted motions. Directors can attend all duly called regular Governing Board Meetings, Informational Meetings, Planning Sessions, and Special Sessions of the Board either in person, by telephone conference call, video conferencing or other communication methods by which all participants can simultaneously hear and talk to each other.

B. At least seven (7) days prior to all Board Meetings, excluding Executive Sessions, Special Sessions, Informational Meetings, Planning Sessions, and the Exchanges, an agenda subject to amendment, will be posted in RCSC Facilities and/or on the RCSC website (www.suncityaz.org). Motions made in Board Meetings, **excluding Executive Session**, will be read and passed a minimum of two times before finalized and acted upon unless readings are waived by two-thirds (2/3) majority of the Board (6). 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. For purposes of clarity, no motions will be made at Informational Meetings or Planning Sessions. As soon as practicable, a brief summary of the preceding Board Meeting will be posted on the RCSC website (www.suncityaz.org). After approved by the Board, minutes of Board Meetings, excluding Executive Sessions, Informational meetings or the Exchanges will be available on the RCSC website (www.suncityaz.org). After approved by the Board, minutes of Board Meetings will be available to Members in good standing at no cost upon request at the Corporate Office, subject to the requirements of Arizona Revised Statutes 10-11602, as amended. The vote was taken, and the motion passed its second reading unanimously.

New Business: None

Next Meeting: President Foster reported that the next Exchange Meeting is on March 10, 2025 at 9:00am in the Sundial Auditorium. The next meeting of the Board of Directors will be on March 27, 2025, at 9:00am in the Sundial Auditorium and the next Annual Meeting is tomorrow, March 11, 2025 at 6:00pm in the Sundial Auditorium.

Adjournment: President Foster stated that with no further business, this meeting is adjourned at 11:11am.

Respectfully submitted,

Connie Jo Richtmyre, Secretary