



BOARD MEETING SUMMARY

A report by the Board of Directors of the Recreation Centers of Sun City, Inc. designed to keep members of the community informed of the outcome of Board meetings as soon as possible following the meeting.

At the Board Meeting, called to order by President Fimmel at 9:00am on June 29, 2023, at Sundial Auditorium the following took place:

PLEDGE OF ALLEGIANCE:

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

ALSO PRESENT: Brian Duthu, Director of Golf and Grounds; Michael Wiprud, Director of Buildings & Infrastructure; Kevin McCurdy, Director of Finance; Chris Herring, Director of Operations; Beth Lucas, SCVC & Marketing Manager; Joelyn Higgins Communications & RCSC Marketing Coordinator; Marcia Johnson, Corporate Executive Coordinator; Theresa Cirino, Director of Events & Entertainment; Allen Kleinhans, Doreen Rafferty & Carla Young Audio/Video Engineers; 45 RCSC Cardholders and 1 member(s) of the press

ABSENT:

- **Committee Recommendations:**

1. ***Insurance Committee – Director Rough*** - I move, based on the Insurance Committee's and RCSC's recommendations to approve the 2023/2024 insurance renewal proposal for the Recreation Centers of Sun City, Inc. With the exception of Flood coverage, the renewal proposal includes the same insurance coverages, carriers, and terms/conditions per RCSC's expiring coverage with an increase of 24.2%. Flood insurance is no longer included in the RCSC's Property policy and must be purchased separately. Flood coverage is currently being quoted by RCSC's insurance broker, and RCSC will bind this coverage by the end of June, 2023 – motion passes unanimously.

A motion was made by Director Collins to waive the second reading. Seconded by Director Rough, motion to waive passes unanimously.

2. **Insurance Committee – Director Rough** - I move based on the Insurance Committee’s and RCSC’s Insurance Broker’s recommendation, that RCSC decline Terrorism Risk Insurance. The terrorism related coverage is optional for commercial property and casualty coverages except Workers Compensation. Terrorism Risk Insurance Act (TRIA) was initially created by the federal government after the 9/11/2001 attack on American soil. The act allows the federal government to share monetary losses with insurers on commercial property and casualty losses due to a terrorist attack sponsored by foreign interests. For TRIA coverage to apply, a terrorist event would have to be declared by the Secretary of State which has not happened in the United States since this Act was passed by Congress in 2002. RCSC has rejected TRIA on applicable coverages during the past several years – motion passes unanimously.

A motion was made by Treasurer Fast to waive the second reading. Seconded by Director Rough, motion to waive passes unanimously.

- **Unfinished Business:**

1. **Director Rough** – I move to bring the motion to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum that was tabled at the May meeting back from the table – motion passes unanimously.

Director Rough – I move to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum as follows: Seconded by Director Collins, motion passes 8 to 1.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 3: MEMBERSHIP QUORUM

A quorum for any Membership meeting shall consist of not less than ~~one thousand two hundred fifty (1,250)~~ **five hundred (500)** Members in good standing. **Quorum is achieved by in person or by proxy vote. Once a quorum has been established for any meeting, the quorum must be maintained to conduct business** If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote at such meeting shall have the power to adjourn the meeting without notice other than announcement at the meeting.

- **New Business:**

1. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 4 titled Membership Meeting Rules and Regulations as follows:

SECTION 4: MEMBERSHIP MEETING RULES AND REGULATIONS

Robert's Rules of Order shall govern procedure at all meetings of the Corporation provided they are consistent with the laws of the State of Arizona and the Corporate Documents. A Parliamentarian may be present at the discretion of the President.

Proposals to amend, modify, revise, or revoke the Bylaws, per Articles of Incorporation Article VIII, Section 4, approved by the Membership are the final say on those proposals.

Proposals or matters relating to the conduct of the business affairs of the Corporation, if brought before a Membership meeting, shall 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.

If the disposition of these proposals or matters is determined by the Board not to be in the best interest of the Corporation, the Board shall announce its decision and such proposal or matter shall not be considered further. The Members 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, bring the proposal or matter before the Membership for a majority vote of the Members present at a duly called and noticed Annual or Special Membership meeting.

Seconded by Director Darbut, prior to vote, a motion was made by Director Rough to amend the motion by striking the inserted language below;

Proposals to amend, modify, revise, or revoke the Bylaws, per Articles of Incorporation Article VIII, Section 4, approved by the Membership are the final say on those proposals.

And inserting language from the Articles of Incorporation, Article VIII paragraph 4 as follows:

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 shall prevail.

Amendment was seconded by Director Darbut, after the vote the amendment passes unanimously. Vote was taken on the amended motion which passes 8 to 1.