



## 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 September 28, 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, Jeff Darbut, Denny Nichols, Jim Rough (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 Audio/Video Engineers; 242 RCSC Cardholders and 0 member(s) of the press

Prior to beginning the meeting, President Fimmel made an announcement that she wanted to make two changes to the Agenda. The first change was to move Secretary Totten's motion in front of the four golf motions and secondly was that Director of Golf Brian Duthu was going to give a presentation on golf prior to the four golf motions in lieu of the Recreation Center Update Report. The Board agreed to the changes.

- **Committee Recommendations:**

1. **Director Rough** – On behalf of the Bowling Committee, I move to amend Board Policy #18 titled Bowling, sections titled Use of Bowling Centers, Instruction Classes, and Bowling Tournaments. An amendment was made to the motion which passed unanimously. Vote was taken on the amended motion which passes unanimously.

- **Motions Second Reading:**

1. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 3 titled Membership Quorum as follows:

## 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.

Treasurer Fast moved to amend the motion by striking “Quorum is achieved by in person or by proxy vote,” And replacing it with “represented at the meeting in person or by proxy” after Members in good standing. The amendment passes 8 to 1 with Director Nichols opposed.

## ARTICLE IV – MEMBERSHIP MEETINGS

### SECTION 3: MEMBERSHIP QUORUM

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Vote was taken on the amended motion which passes 8 to 1 with Director Nichols opposed.

2. **Director Rough** – I move to amend Bylaws Article IV titled Membership Meetings; Section 4 titled Membership Meeting Rules and Regulations as follows - motion passes unanimously.

### 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.

**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.**

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.

- **Consent Agenda Item:**

1. Request to approve the charter of the Fun City Card Club. Secretary Totten moved to approve the Consent Agenda Item, seconded by Treasurer Fast, motion to approve passes unanimously.

- **New Business:**

1. **Director Rough** – I move to amend Bylaws section titled Definition for Bylaws by adding the following definition for “Affairs of the Corporation.”

A. “Affairs of the Corporation” refers to all activities and operations – it encompasses everything the Corporation is doing under: The Arizona Nonprofit Corporation Act, section 10-3801(B) & (C). Meaning, unless something is specifically carved out in the Articles of Incorporation, or other documents, for the Members to manage, then it should be managed by the Board of Directors.

Prior to vote, Treasurer Fast moved to amend the motion as follows:

A. “Business Affairs of the Corporation” is defined as ~~refers to all activities and operations – it encompasses everything the Corporation is doing under:~~ all matters conducted by the Corporation, excluding amendment of the Bylaws, that are not in violation of its Corporate Documents or The Arizona Nonprofit Corporation Act in effect at the time the matter is conducted. ~~section 10-3801(B) & (C). Meaning, unless something is specifically carved out in the Articles of Incorporation, or other documents, for the Members to manage, then it should be managed by the Board of Directors.~~

Vote was taken on the amendment and passes unanimously. Prior to the vote on the amended motion, Director Nichols moved to table this motion for further discussion. No second was made so the motion to table fails. Vote was taken on the amended motion which passes 8 to 1 with Director Nichols opposed.

2. **Director Collins** – I move to amend Board Policy #12, Section 17 titled Club Member Discipline as follows – motion passes unanimously.

1. CLUB MEMBER DISCIPLINE

Club members should comply with RCSC and club rules and regulations and conduct themselves in a manner so as not to jeopardize the rights and privileges of other club members. If a club member fails to comply or conduct themselves in an appropriate manner, it may be reported on a Club Member Conduct Report (FORM BP:12-14) which will follow the process as outlined in the club's rules and regulations or as determined by the club's Executive Board if no club rules and regulations have been established for such. All Club Member Conduct Reports (FORM BP:12-14) must be completed and submitted within thirty (30) days of the infraction/incident.

Any club member disciplined by the club's Executive Board may submit a written request for an appeal to the Board which will follow the appeal hearing process in the Bylaws.

If a Board Member is the accused party in a Conduct Report, the Clubs Executive Board must not address the issue. The report should be forwarded to the club's COC for action. If a Board Member is the accused party, further actions by the Board are not applicable and the COC shall ensure due process including any right to appeal.

Prior to the vote, Director Rough moved to amend the motion by spelling out what COC means. After discussion, it was decided that throughout the Board Policy COC is already spelled out and there was no need for an amendment.

Director Collins moved to waive the second reading on this motion. Seconded by Director Nowakowski, the motion to waive fails 2 to 7 with Director Nowakowski and Director Collins in favor.

3. **Secretary Totten** – Using the 5 C's of communication (clear, correct, complete, concise, and compassionate), I move to recommend that the Outreach & Communications Committee be re-established through an amendment to BP#27 titled Standing Committees, with the committee's purpose listed as follows:

Outreach & Communications Committee:

The purpose of the Outreach and Communication Committee is to ensure that we increase our visibility, help re-establish a sense of community, identify key messages, connect with our Members, Board of Directors and our RCSC Staff; while recommending avenues for an exchange of information, encouraging active participation, and serving as a link with our community partners to promote quality messages as we all serve the same people.

The motion passes 5 to 4 with Director Darbut, Director Nichols, Director Rough and Treasurer Fast opposed.

Director Collins moved to waive the second reading of the motion, no second was made so the motion to waive fails.

Vice President McAdam explained to the Members that with the four motions we had 55 Members signed up to speak on the motions and this would extend our meeting till late this afternoon. She asked the members if they would like to continue with the program or since there were amendments made to three of the motions, Director Nowakowski could read the motion and the amendments for all the motions. Director of Golf and Grounds Brian Duthu will do his presentation and then we will address the motions. The Members by a show of hands agreed to have the Board read all four motions with the amendments and see Director of Golf Brian Duthu's presentation prior to Member comments.

4. **Director Nowakowski** – I move to have all Non-Resident Annual Golf Passes removed from the RCSC Golf Pricing Structure. Active passes will be honored until their expiration and will not be renewed. Motion was seconded by Director Collins. Director Collins moved to amend the motion which was seconded by Director Nowakowski. Prior to the vote, Treasurer Fast moved to table the motion which was seconded by Director Nichols. Vote was taken and the motion to table passes 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins and Secretary Totten opposed.
5. **Director Nowakowski** – I move that the Resident Annual Pass be set at \$1,875.00, the Annual Pass with Surcharge be set at \$1,000.00 and the Surcharge per round be set at \$8.00 October through April and \$6.00 May through September. The Daily Fee Categories of Resident, Guest and Non-Resident will be increased by \$4.00 a round. Motion was seconded by Director Collins. Director Nowakowski moved to amend the motion which was seconded by Director Collins. Prior to voting, Treasurer Fast moved to table the motion which was seconded by Director Darbut. Vote was taken and the motion to table passes 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins and Secretary Totten opposed.
6. **Director Nowakowski** – I move that the Director of Golf and Grounds establish a policy and fee for Tee Time Reservations made and not used, a no-show charge. Seconded by Secretary Totten, after member comments vote was taken and the motion fails 4 to 5 with Director Darbut, Director Nichols, Director Rough, Treasurer Fast, and Secretary Totten opposed.

7. **Director Nowakowski** – I move to amend Board Policy #17 titled Golf, section titled Small Group Bookings as follows.

**Small Group Bookings**

Only approved golf groups will be allowed to prebook RCSC golf facilities ahead of the draw. The following criteria for approval will be used:

1. Requests will be accepted according to a schedule determined by the Director of Golf.
2. Requests must be accompanied by the number of participants, desired golf course(s) and desired tee times.
3. Small Group Bookings must pay a booking fee per player and play date to block tee times. This fee will be paid at the time of the booking request.
4. The minimum number of players participating in a small group event must be thirty (30). Requests for small groups of fewer than thirty (30) players will be rejected.
5. No requests will be accepted for Tuesday (Ladies Day) or Wednesday (Men's Day) or on other days that interfere with other scheduled events.
6. Small Group Bookings are not considered tournament play.
7. Approved Small Group Bookings must provide a list of pairings including RCSC Cardholder numbers and Guest Names to the appropriate pro shop six (6) days prior to each scheduled play date. Failure to provide this list may cause cancellation of the play date.
8. **Small Groups shall rotate to all courses November 1 through April 31.**
9. **Tee Time Reservations will not be allowed between 8:30am and 11:00am Monday through Friday November 1 through April 31.**

Motion was seconded by Vice President McAdam. Director Nowakowski moved to amend the Motion which was seconded by Director Collins. Prior to the vote Treasurer Fast moved to table this motion. Seconded by Director Darbut, motion to table passes 5 to 4 with Vice President McAdam, Director Nowakowski, Director Collins and Secretary Totten opposed.