

**RECREATION CENTERS OF SUN CITY, INC.
SPECIAL SESSION MEETING MINUTES**

November 10, 2025

At the Special Session called to order by President Foster at 1:00pm on November 10, 2025 at Sundial Auditorium, the following took place:

PRESENT: Tom Foster, President; Chris Nettesheim, Vice President; Preston Kise, Secretary and Directors Jim Rough, John Bressett, Rick Gray, Jana Mapes, Steve Collins (arrived at 1:35pm)

ALSO PRESENT: Rebecca Hill, General Manager; Mike Dirmyer, Director of Operations; Marcia Johnson, Board Coordinator; Allen Kleinhans, Miguel Jackson & Carla Young Audio/Video Engineers; 7 RCSC Cardholders and 0 member(s) of the press

ABSENT: Anita Borski, Treasurer

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

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

Motion for Special Rules of Procedure:

1. **Director Gray** – I move for adoption of Special Rules of Procedure for discussion and voting on the proposed Bylaw Revisions.

Rule One: Discussion of the proposed Bylaw Revisions will proceed with the Definitions section and then Article by Article ad seriatim. Members must sign up to speak on the specific proposed Bylaw Revision they wish to speak to. The Board member making the motion regarding a specific proposed Bylaw Revision will be permitted to speak first, Members who signed up to speak on a proposed Bylaw Revision will speak next, followed by discussion by the Board members.

Rule Two: When a specific Bylaw Revision is active, Members who signed up to speak on that specific proposed Bylaw Revision will be given three (3) minutes to make their comments regarding that specific motion.

Rule Three: During the Board's discussion of any specific proposed Bylaw Revision, a motion to amend a proposed Bylaw Revision may only be made by Board members.

Rule Four: If a member has signed up to speak on a specific proposed Bylaw Revision, and that Bylaw Revision is proposed to be amended, the member will be given an opportunity to speak on the proposed amendment to that proposed Bylaw Revision. Members will be given three (3) minutes to make their comments.

Rule Five: No Board Member shall speak more than once to a given proposed Bylaw Revision or more than once to a given proposed amendment to a proposed Bylaw Revision and shall not speak for longer than three (3) minutes. This time limit also applies to the maker of a proposed amendment to the proposed Bylaw Revision.

Rule Six: The Chair of the Bylaws Working Group may speak to each proposed Bylaw Revision, and any proposed amendment thereto, without a time limitation.

Rule Seven: All discussion on a proposed Bylaw Revision, or an amendment thereto, shall be germane to the issue at hand and not dilatory.

Rule Eight: When discussion is complete on each specific proposed Bylaw Revision, the Board will vote to either accept or reject the specific Bylaw Revision.

Director Bressett seconded the motion for Special Rules, after the vote, the motion passed unanimously.

New Business:

1. ***Bylaws Working Group – Secretary Kise*** – I move to amend the section titled “Definitions” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the section titled “Definitions” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Gray, after the vote, the motion passed its second reading unanimously.
2. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article I titled “Corporate Office” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article I titled “Corporate Office” of proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Rough, after the vote, the motion passed its second reading unanimously.
3. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article II titled “Membership, Cardholders and Guests” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article II titled “Membership, Cardholders and Guests” of proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Gray, after the vote, the motion passed its second reading unanimously.
4. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article III titled “Assessments and Fees” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article III titled “Assessments and Fees” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Mapes, after the vote, the motion passed its second reading unanimously.
5. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article IV titled “Membership Meetings” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article IV titled “Membership Meetings” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Gray, after the vote, the motion passed its second reading unanimously.

6. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article V titled “Board of Directors” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article V titled “Board of Directors” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Vice President Nettesheim, after the vote, the motion passed its second reading unanimously.
7. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article VI titled “Officers” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article VI titled “Officers” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Gray, after the vote, the motion passed its second reading unanimously.
8. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article VII titled “Nomination and Appointment Procedures” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article VII titled “Nomination and Appointment Procedures” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Rough, after the vote, the motion passed its second reading unanimously.
9. ***Bylaws Working Group – Secretary Kise*** – I move to amend Article VIII titled “Election of Directors” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws to the Article VIII titled “Election of Directors” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Mapes, after the vote, the motion passed its second reading unanimously.
10. ***Bylaws Working Group – Secretary Kise*** – I move to remove Article IX titled “Initiative, Referendum and Removal Petitions” from the current Recreation Centers of Sun City, Inc. Corporate Bylaws and replace it with the amended and renamed Article IX titled “Committees” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Gray, after the vote, the motion passed its second reading unanimously.
11. ***Bylaws Working Group – Secretary Kise*** – I move to change Article XIII titled “Discipline Proceedings” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws and rename it as the amended Article X titled “Discipline Proceedings” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Mapes, after the vote, the motion passed its second reading unanimously.
12. ***Bylaws Working Group – Secretary Kise*** – I move to change Article X titled “Indemnification and Risk Management” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws and rename it as the amended Article XI titled “Indemnification and Risk Management” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Mapes, after the vote, the motion passed its second reading unanimously.

13. **Bylaws Working Group – Secretary Kise** – I move to change Article XI titled “Investments” of the current Recreation Centers of Sun City, Inc. Corporate Bylaws and rename it as the amended Article XII titled “Investments” of the proposed RCSC Bylaws as recommended by the Bylaws Working Group. Seconded by Director Collins, after the vote, the motion passed its second reading unanimously.
14. **Bylaws Working Group – Secretary Kise** – I move to adopt a new Article XIII titled “Severability” of the proposed Recreation Centers of Sun City, Inc. Corporate Bylaws as recommended by the Bylaws Working Group. Seconded by Director Bressett, after the vote, the motion passed its second reading unanimously.
15. **Director Gray** – I move for adoption of a resolution to set specific calendar dates to allow for submission, review and voting on member submitted amendments to the bylaws for the 2026 Annual Membership Meeting.
1. Submission Start: November 12, 2025
 2. Submission Deadline: December 16, 2025
 3. Review by legal counsel to determine whether the proposed member motions are appropriate to be completed by December 30, 2025
 4. Sponsor Edit Deadline: January 20, 2026
 5. Sign off on revised member proposed motions by legal counsel: January 27, 2026
 6. Publication of final text: January 30, 2026
 7. A Town Hall, if requested, the week of February 2 through February 13, 2026
 8. Voting Period: February 16, 2026 through March 23, 2026
 9. Tabulation Completed by: March 27, 2026
 10. Annual Membership Meeting: March 31, 2026
- Business day roll: Any date that falls on a day RCSC Administrative Offices are closed shall roll to the next business day.
- The motion was seconded by Director Rough, after the vote, the resolution passed unanimously.

Next Meeting:

President Foster reported that the next Meeting of the Board will be a Town Hall , November 14, 2025, at 10:00am to review the proposed Board Policy revisions here in the Sundial Auditorium.

The Regular Board Meeting is on November 20, 2025 at 9:00am in the Sundial Auditorium.
(One week earlier due to the Thanksgiving Holiday)

The next Exchange Meeting is on December 8, 2025, at 9:00am in the Sundial Auditorium.

The next Annual Meeting is March 31, 2026, at 6:00pm in the Sundial Auditorium.

Adjournment: President Foster stated that with no further business, this meeting is adjourned at 2:25pm.

Respectfully submitted,

Preston Kise, Secretary