

SUN CITY INDEPENDENT

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RCSC board wants massive quorum increase

Residents believe move will eliminate meetings -- [• Guest Commentary](#), Page 5 [attached at end]

By Rusty Bradshaw

Independent Newspapers

Recreation Centers of Sun City Board of Directors will consider a proposal to significantly increase the quorum requirements for quarterly membership meetings, a move some see as a means to separate members from the decision-making process.

The board will consider the proposal at its regular monthly meeting 7 p.m. Thursday, Oct. 29 at Mountain View Recreation Center, 9749 N. 107th Ave. During the same meeting, the board will consider a motion to allow nonresident golfers opportunities to play on all Sun City golf courses.

RCSC officials conduct quarterly membership meetings in which cardholders in good standing can present motions to be voted on by the attending membership. However, quarterly membership meetings can only be conducted, under the current RCSC bylaws, if 100 or more members are in attendance.

RCSC officials propose to change the bylaws to require a minimum of one-10th of the eligible voting members, measured from the previous July, be in attendance to conduct a membership meeting. During the Oct. 19 director/members exchange, Jan Ek, RCSC general manager, said there were about 35,000 eligible voting members, meaning 3,500 members would be needed in attendance to convene a quarterly membership meeting under the proposal.

Tim Gallen, RCSC communication

coordinator, said the reason for the proposal is to bring consistency to the corporate governing documents.

Under Article III, Section 3 of the by laws, a special membership meeting may be called with a petition signed by no less than one-10th, or 10 percent, of the eligible members," Mr. Gallen stated in an e-mail. "So, what the proposed change would do is require the same amount of members as a quorum as is required to call a special meeting."

Until the January 2009 membership meeting, RCSC went nearly three years under the existing bylaw without a membership quorum. RCSC membership meetings satisfied the 100-member quorum requirement in two of the four quarterly meetings this year.

The only facility large enough in Sun City to accommodate a meeting of 3,500 or more members is the Sun Bowl, according to Mr. Gallen.

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Quorum

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“While it could be a challenge to accommodate 3,500 or more individuals for a membership meeting as the only RCSC venue that would work is the Sun Bowl, proxy votes are allowed, which allow members to cast their vote or voice their opinion if they are unable to attend a meeting,” he explained.

Resident Anne Randall Stewart said the advocacy group she speaks for — the Sun City Formula Registry — plans to take advantage of the proxy option if the proposed bylaw change is passed. She also believes the proxy option applies to establishing a quorum for a meeting.

If it is not written in the bylaws that members must physically attend for a quorum, then the proxy would be allowed for attendance,” she said.

Ms. Stewart said there are more than 3,000 Sun City cardholders registered as Sun City Formula Registry members and the group has a large number of people standing by to circulate proxies.

Some residents believe the proposed change is an attempt to prevent the residents from having a vote on important issues.

At the last membership meeting (September) there was an intent to reverse the board’s decision on the PIF increase, but it was called out of order because the membership meeting had been declared closed,” said Katherine Barngrover. “The board now realizes the membership can reverse some of the board’s decision with a quorum of 100 so they want to increase the quorum to prevent that from happening.”

She believes the proposed change will stop residents from having a say in what

happens in Sun City and allow the board to have free reign.

We don’t even have 3,500 people coming to vote (in board member elections), let alone attending a membership meeting,” she said. “If we did have that many people attending the meeting, it would be utter chaos.”

Warren Hoffmann, RCSC board president, believes the 100-member requirement does not seem proportionally representative of all cardholders.

“Do you think 100 people represents 35,000?” he asked during the Oct. 19 exchange meeting. “It does not seem fair to have just 100 people making decisions for all the residents of Sun City.”

Mr. Gallen stated as currently written, the corporate bylaws allow 0.3 percent of RCSC members to take action and make changes that could be detrimental to the operation of RCSC and its facilities.

“As it stands now, less than half a percent has the ability to overturn decisions by the board of directors,” he stated.

Resident Beth Malmgren believes if it is difficult to get 100 members to attend, it is unreasonable to expect 3,500 members to attend.

“How could a membership meeting be conducted if there is no quorum?” she asked.

Some residents understand the intent of the board, but believe the proposed minimum is too high. Mary Beth Ferrell believes it is not a bad idea to increase the minimum but believes it would be problematic to get 3,500 people to attend.

“Any member can attend all membership meetings if they choose to do so; most stay home,” she said.

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Barry Spinka believes 5 percent of eligible voting members is a more reasonable number, which, with Ms. Ek's voter estimate, would require 1,750 members to conduct a membership meeting.

"One hundred is way too few; meaning that 100 members is approximately 0.3 percent of the membership which is way too low for a decision-making body," he said. "If the present number is used, too much power rests in too few people."

Some residents believe that is already happening with nine board members making decisions for 35,000 voting members. But Mr. Gallen argues the board is duly elected by members to represent them.

"All nine directors have a fiduciary responsibility while serving on the board to ensure the continued operation of RCSC," he stated. "As they are duly elected, directors are privy to corporate information that allows them to make informed decisions while serving on the board."

However, resident Karen Steffek believes if the board election is used as a yardstick to justify the board's authority, it should also be used to establish the membership meeting quorum requirements.

"Maybe the board should change the quorum requirement to one-10th of actual ballots cast," she said. "One 10th of the eligible voters is almost the number that vote."

In the 2008 board election there were

860 ballots cast, compared to 2,742 in 2007.

Regarding nonresident golf passes, some residents maintain such passes should have a shorter tee time reservation opportunity.

"I don't think nonresidents should have the same five-day time as residents," Ms. Brangrover said. "Residents should always have priority. We pay to live in Sun City. If you add (it) up the nonresidents are getting a better deal than the residents."

Resident Pete Lovegrove also believes the \$2,000 fee is too low and opposes the five-day tee time reservation for nonresidents.

"I would rather see resident fees increased a little, and have nonresidents treated as just that — nonresidents," he said.

However, resident Kenneth Gegg believes there should be no nonresident golf passes issued. Resident Lee Lhamon agrees, saying RCSC officials would have more success increasing golf play by offering residents, rather than nonresidents, a break on the fees.

"It would not be fair for nonresidents to have the choice of five-day tee times when that's all the cardholders get," he said.

Post your opinions in the Public Issues Forum at www.newszap.com. News Editor Rusty Bradshaw can be reached at 623-445-2725 or rbradshaw@newszap.com.

• Guest Commentary

Bylaw change would eliminate meetings

by Anne Randall Stewart

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Call to Action for residents to attend the Recreation Centers of Sun City Board of Directors meeting 7 p.m. Thursday, Oct. 29 Mountain View Recreation Center, 9749 N. 107th Ave.

On the agenda will be a proposal to change quorum requirements to convene quarterly membership meetings to override board actions and recall elections.

The quarterly membership meeting quorum is 100 members present in person or by proxy. The board plans to change it to 1/10th of the eligible voting members, which is about 35,000, meaning 3,500 would be needed for a quorum. And the board wants to require the same number of ballots be cast before a recall election is deemed valid.

That means the Board Majority (a.k.a. the “Omnipotent Gang of Five”) turns the 35,000 mandatory assessment payers into their “deep-pocket slaves.”

The August and September monthly board meetings had huge crowds by RCSC standards. The board, through a technicality, did not allow motions by member Noel Kasper that could have stopped the \$500 preservation and improvement fund increase and the misuse of the Sundial insurance proceeds to fund Fairway. The board saw from the hostile and raucous audience response to the denial that Mr. Kasper had the support to pass both the motions that would have then brought the issue to a membership vote in January 2010.

Board member Denny Nichols calmed the crowd by claiming the board would take heed. Yet, the board proceeded to vote for the increase and the misuse of funds, anyway.

This upcoming motion is an outrageous abuse of board bylaw creation authority. Its goal is to remove all membership power the articles of incorporation promise when it states that in a conflict with the board the action of the members shall prevail. A membership meeting is where members act.

To be sure, the board would not put a 3,500-votes-cast threshold requirement on board elections. In December 2006, 1,787 votes were cast; in December 2007 there were 2,742 votes cast; and in 2008 there were 860 ballots cast. With a 3,500 votes-cast minimum requirement, none of the board members would be serving; and none can claim a mandate from the estimated 35,000 eligible voters.

With miniscule support, the board should be treading lightly; but it is not. Fear of being overruled by member action has pushed them over the edge to arrogantly stop membership meetings entirely.

Motions and standing votes at membership meetings bring controversial issues to the next quarterly meeting to be put on the agenda for discussion, or to a formal printed ballot vote. Without the membership meeting, there is no mechanism for getting something on the ballot, except for a 3,500-signature petition. However, in order to circulate a petition the board must first give its approval, according to the board-created policy No. 5!

Our August petition request to change Article IX to remove the board’s ability to recall another board member without a membership vote was denied overnight. In September, we re-submitted it, implementing the board’s suggested changes. We are still waiting approval.

Six board members recalled duly-elected Director Ann Ullman, yet the board wants the members to cast 3,500 votes before a recall can take effect against any of them. No board member got elected with that level of participation.

This egregious action to virtually end membership meetings and recall of directors demonstrates the need to remove the board’s power to write bylaws or board policies without a vote of the cardholders.

The board meeting is being conducted at night for the first time, at a time when most Sun Citians are settled in their homes and many cannot drive at night. The board also takes the vote near the end of the meeting, after people leave in a huff, are tired or feel defeated.

However, if you show up with your pillow, blanket, and folding chair; refreshments; entertainment and squeeze into the auditorium, spilling out into the parking lot, ready to stay all night, if necessary, the board might table this motion, never to be revisited.

Editor’s Note: Mrs. Stewart is Sun City Formula Registry spokeswoman.