



2023 ANNUAL MEETING AGENDA

Conducted via Electronic Video (Zoom) Conference
Thursday, August 31, 2023 at 1:00pm
Login opens @ Noon

Attendees

Members of the Corporation

President: Dave Gonzales	Director - Branch Support: Jerry Morrow
Vice President: Dale Decker	Director - State Activities: Mark Stuart
Secretary: Rich Carlston	Director - Marketing & Communications: Andy Danver
Treasurer: Roy Hodgkinson	Director - State Documents: Jeff Chin
Past SIR Presidents: All	Chief Information Officer: Roy Hodgkinson
Area Representatives: All	
Big Sirs or Appointed Designees: All	

Plus State Committee Chairmen and Invited Guests

Nominating Chairman: Rick Kindle	Travel: Milt Smith
Parliamentarian: Stu Williams	Training & Development: John Kent
Policy & Procedures: Dale Decker	Golf: Mark Stuart
Bowling: Dan Weller	Insurance: Craig Hoffhines
Legal Advisor: Alan Melnicoe	RV: Bobbie Hairston
Database Chairman: Rick Sale	Website: Alan Baker
Newsletter: Jerry Sabo	Branch Activities: Bob Lucido
G&M Chairman: Lee Moy	State Advisor: Derek Southern

Agenda and Addenda for SIR Inc Annual Meeting 31 August 2023

Time	Item	Presenter
1:00	Call to Order (10 Min) <ul style="list-style-type: none"> • Verification of Quorum • Pledge of Allegiance • Invocation • Welcome Officers and Guests • Agenda Revisions • Review Voting Process 	Dave Gonzales
1:10	President's Remarks (5 Min)	Dave Gonzales
1:15	Vote on Bylaw Changes (Addendum A) (5 Min) <ul style="list-style-type: none"> • To support State Board Position Title Changes 	Dale Decker
1:20	Election of 2023 State Officers (5 Min) <ul style="list-style-type: none"> • Presentation of Nominees (Addendum B) • Call For Nominations From The Floor • Election of Officers 	Rick Kindle (Eligible Voters)
1:25	Major 2023 Accomplishments (35 Min) <ul style="list-style-type: none"> • Branch Quarterly Membership Reports – Andy Danver • SIR Award Program – Andy Danver • SIR Website Updates – Dave Gonzales • Financial Report – Carl Mason 	Dave Gonzales
2:00	2024 Vison for SIR - President-Elect (20 Min)	Dale Decker
2:20	Special Announcements (10 Min)	Dave Gonzales
2:30	Feed Back from the Floor	Dave Gonzales
	Adjournment	Dave Gonzales

Addendum A

Proposed Bylaw Revisions for 8/31/23 Annual Meeting

The following Bylaws changes were approved by the State Board for approval at the Annual Meeting to become effective

Background: The entire SIR Manual was updated 4/20/23 to reflect the new title of the Area Representative (formally Area Governor), the addition of four new State Director positions & three new Area State Representatives and the deletion of the Regional Director position

BYLAW CHANGES ASSOCIATED WITH SIR MANUAL

CHANGES:

Revised Bylaws: 30, 142, 143,144, 145, 146, 147,150, 151, 152, 153, 154, 155 and 156 - Updated titles of State Officers to agree with the new State Organization.

Deleted Bylaws: 161 and 166 - Regional Director and Area Governor positions were eliminated and these two Bylaws are no longer applicable.

Revised Bylaws: 167 and 184 - Updated titles of State Officers to agree with the new State Organization.

Vote to approve En Masse = 5 minutes or individually = 36 minutes

Specific additions/revisions to Bylaws in red and deletions with strikethroughs

Bylaw 30. In accepting an **Officer, Director or Area State Representative Position**, a member assumes responsibility to be bound by the Corporate Bylaws, Policies and Procedures and the **State and Branch Bylaws and Regulations**. In addition, **Officers, Directors or Area State Representatives and Branch Directors** have a fiduciary duty to the organization and shall not delegate the requirement to exercise fiduciary discretion to others. This is codified in California Assembly Bill 1233 which expressly forbids Directors from voting by proxy on matters presented for action at a Board or Board Committee meeting. (Revised 8/20/19)(Revised 8/19/20) *(Rev 04/20/23)*.

Bylaw 142. Only members of the State Board shall be entitled to vote on matters to be determined by the State Board. In the case of **any State Board member, including Officers, Directors or Area State Representatives who cannot attend a scheduled Regular or Special Board Meeting, a proxy cannot be provided to represent him**. This is not permissible under California Non-Profit provisions. (Revised 8/7/2018) (Revised 8/20/19)(Revised 8/19/20). *(Rev 04/20/23)*.

Bylaw 143. All State officers, **State Directors and Area State Representatives (except Area Representatives)** shall be elected at the Annual Meeting of the Corporation. (Revised 8/7/95) *(Rev 04/20/23)*.

Bylaw 144. A **State Officer or Director** shall not serve concurrently as a **Branch Officer** or any other

elected State office. Upon application, the President may make an exception to this policy. (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 145. An Area Representative shall not serve concurrently in any other elected State office. Upon application, the Vice President may make an exception to this Policy. (Revised 8/20/19)(New Format 4/7/20). *(Rev 04/20/23)*.

Bylaw 146. Each Area Representative shall be elected for the ensuing calendar year by the Big Sirs and Little Sirs of the Branches within the Area as provided in the Policies and Procedures. (Revised 8/20/19) (New Format 4/7/20) *(Rev 04/20/23)*.

Bylaw 147. An Area State Representative shall not serve concurrently in any other elected State office. Upon application, the Vice President may make an exception to this Policy. (Revised 8/20/19) *(Rev 04/20/23)*.

Vacancies in Office

Bylaw 150. A vacancy in the office of the President shall be filled by the Vice President. A vacancy in the office of any other State Officer, *except Area Representative if there is no successor identified*, shall be filled by the State Board by a qualified candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting . (Revised 8/7/95) *(Rev 04/20/23)*.

Bylaw 151. In the temporary absence of a State Director, the current State Director may appoint a present or past Area State Director with the approval of the State Board to serve during his absence. New 2/4/19 (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 152. In the event the State Director is unable to make this appointment the State Board shall appoint a qualified past or present State Director or other qualified candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting.. *(Rev 04/20/23)*.

Bylaw 153. In the temporary absence of an Area State Representative, the current Area State Representative may appoint a present or past Area State Representative with the approval of the State Board to serve during his absence. New 2/4/19 (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 154. A vacancy in the office of Area State Representative shall be filled by the State Vice President with the approval of the State Board to serve the unexpired term of the position until a successor is elected at the next Annual Meeting. A vacancy in the office of Area State Representative shall be filled as soon as possible. (Rev 8/20/19) (Rev 4/14/22)(Rev 8/25/22) *(Rev 04/20/23)*.

Bylaw 155. In the temporary absence of an Area Representative, the current Area Representative may appoint a past or present Big Sir of his Area to serve during his absence. The appointee shall have all the powers of the Area Representative. *(Rev 04/20/23)*.

Bylaw 156. In the event the current Area Representative is unable to make this appointment, the Vice President shall make the appointment after consultation with the Big Sirs in the Area. (New Format 4/7/20) *(Rev 04/20/23)*.

Bylaw 161. ~~A Regional Director, after notice and hearing as provided herein, may be removed from office by a two-thirds affirmative vote of the Area Governors in the territory that comprises the Region that the Regional Director represents. In the event that there are less than three Areas in the Region, removal shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04)~~

Bylaw 166. ~~If an Area Governor (AG) finds that his Regional Director (RD):~~

~~has seriously breached or refused to conform to, any Policy, Procedure, Bylaw or Presidential directive,
OR
is, or has been, engaging in a course of action determined to obstruct or harm the
best interests of SIR, Inc., its members and or its Branches.~~

~~the AG shall call a meeting of the AG's of that Region. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the RD should be terminated or removed from office. In the event that there are less than three Areas in the Region, either action shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04) (Revised 8/20/19)~~

Bylaw 167. If the Executive Committee of a Branch finds that it's Area **Representative (AR)**:

has seriously breached or refused to conform to any Policy, Procedure, Bylaw or Presidential directive,
OR
is, or has been, engaging in a course of action determined to obstruct or harm the best interests of SIR, Inc., its members and or its Branches

a special meeting of the Big Sirs and Little Sirs of the Branches in the Area shall be called and conducted by the **Area State Representative (ASR)** in which the Area is located. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the **AR** should be terminated or removed from office. The **ASR** also shall call a meeting if the State Board through the President advised him that such a transgression has occurred. (Revised 8/2/04) (Revised 8/20/19) **(Rev 04/20/2023)**.

Bylaw 184. There shall be an Annual Meeting, at a specified date, time and place. The meeting shall be held or participated in by either physical presence or by electronic means. The purpose of which is set by the State Board for the purpose of electing corporate officers, acting upon proposed changes in the Branch and Corporate Bylaws which have been circulated to all Branches not less than 30 days prior to the meeting and such other business as is specified in the agenda for the meeting. The Annual Meeting date, time, and place, **if not being held by electronic means**, for the following year shall be finalized not later than the November meeting of the State Board. (Revised 8/7/00, 8/4/14) (Revised 8/19/20) **(Rev 04/20/23)**.

2023 ADDENDUM B

SIR STATE COMMITTEE NOMINEES FOR 2024 STATE OFFICERS ARE AS FOLLOWS.

PRESIDENT: DALE DECKER
VICE PRESIDENT: STU WILLIAMS
CHIEF INFORMATION OFFICER: ROY HODGKINSON
STATE SECRETARY: RICH CARLSTON
STATE TREASURER: CARL MASON

DIRECTOR - BRANCH SUPPORT: JERRY MORROW
DIRECTOR - STATE ACTIVITIES: MARK STUART
DIRECTOR - MARKETING & COMMUNICATIONS: ANDY DANVER
DIRECTOR - STATE DOCUMENTS: JEFF CHIN

AREA STATE REPRESENTATIVE: LEE LAMP (Areas 1, 3, 4, 5, 6, 9 & 11)
AREA STATE REPRESENTATIVE: RICHARD PROVOST (Areas 7, 10, 13, 18)
AREA STATE REPRESENTATIVE: BRUCE CORWIN (Areas 14, 15, 16 & 19)

Brief Biographies:

President Candidate: (Uncontested)

Dale Decker, a member of Sonora Branch 136 Sonora, having joined in 2008, and serving as a Director and Membership Chairman (2013), Branch Secretary and Bulletin Editor (2014), Little Sir (2015), Big Sir (2016), Nominating Committee Chairman Branch 136 (2017), Area Governor Area 5 (2018-20), Honorary Life Member (2021), Regional Director Region 2 (2021-22), elected State Vice President (August 2022-23)

Vice President Candidate (Uncontested)

Stu Williams, A member of Wine Valley Branch 149 having joined in 2015, and serving as a Little Sir (2016), Big Sir (2017), Chairman Growth & Membership (2018-2019), Assistant State Secretary (2019), Secretary (2019), Vice President (2021), President (2021 - assumed presidency upon the passing of Jim Johnson), Honorary Life Member (2022), and State Parliamentarian (2022-2023).

Chief Information Officer: (Uncontested)

Roy Hodgkinson, a member of Contra Costa Branch 146, serving as Branch Assistant Treasurer (2016), Treasurer and Budget Oversight Committee (2017), State Treasurer (2018-22), elected as Chief Information Officer (2023).

State Secretary: (Uncontested)

Rich Carlston, a member of Branch 8, having joined in 2020, and serving as Little Sir, elected

State Secretary (2023). Previously a trial and regulatory attorney with a national practice and a member of the California State Bar Association. Past experience as the Board Chairman of the Walnut Creek Chamber of Commerce and Mayor of Walnut Creek.

State Treasurer: (Uncontested)

Carl Mason, a member of Solano Branch 88 having joined in 2012, and serving as Branch Treasurer (2016), Little Sir (2017), Big Sir (2018), Area Governor for Area 7 (2018-2020), and holds a master's degree in accounting, and a Certified Government Financial Manager, elected as State Treasurer (2023).

Director - Branch Support: (Uncontested)

Jerry Morrow, a member of Twain Harte Branch 172 joined in 2004, and serving as Little Sir (2011), Big Sir (2012), Area Governor 2013-2014), Regional Director (2015), Honorary Life Member (2019) Little Sir (2021), Big Sir (2022) and elected by the State Board as Director - Branch Support (2023).

Director - State Activities: (Uncontested)

Mark Stuart, a member of Roseville/Rocklin Branch 98 having joined in 2011 and serving as Little Sir (2012), Big Sir (2013). Region 9 Director (2014-2018), State Training Chairman (2015-2016), State Golf Chairman (2019-2023), Constant Contact eMail & Zoom Committee member (2020-2023), Honorary Life Member (2020), original member of the SIR Foundation Board (2018-2019) and elected by the State Board as Director - State Activities (2023).

Director - Marketing & Communications: (Uncontested)

Andy Danver, a member of Mission Trail Branch 35 having joined in 2010 and serving as special events Chairman (2010-2016), Little Sir (2018-2019), Big Sir (2020-2022), guest speaker identification (2018-2019), Parliamentarian and Historian (2021, 2023), Chairman of State Marketing & Communications Committee (first half 2023) until elected by the State Board as Director - Marketing & Communications (2023).

Director - State Documents: (Uncontested)

Jeff Chin, a member of Stanislaus Branch 103 Modesto-Stanislaus having joined in 2018 and serving as Little Sir (2020-2021) Big Sir (2022), on-going Newsletter Editor and Computer Chair, Area 18 Governor until being elected as Area State Representative(2023) for 4 Areas - 24 Branches and recently elected by the State Board as Director - State Documents (2023).

Area State Representative: (Uncontested)

Lee Lamp (Areas 1, 3, 4, 5, 6, 9 & 11), a member of The Three Shastas Branch 129 having joined in 2017, on-going Branch Golf Chairman, served as Little Sir for a short period of time and as Big Sir (2018-2023), accepted a role as mentor branch contact for 5 branches in Area 1 until being elected as Area Representative mid 2023 and elected by the State Board as the Area State Representative for 7 areas, 31 Branches.

Area State Representative: (Uncontested)

Richard Provost (Areas 7, 10, 13, 18), (Uncontested), a member of Stanislaus Branch 103 having joined in 2009, Branch computer instructor (2013 -). Webmaster (2014 -), Little Sir (2016 - 2017), Big Sir (2018). membership Chairman (2019), Area 18 Governor (2020 - 2022), elected as Area Representative mid 2023

and elected by the State Board as the Area State Representative (2023) for 4 Areas - 24 Branches.

Area State Representative: (Uncontested)

Bruce Corwin (Areas 14, 15, 16 & 19), a member of Fresno Branch 159 having joined in 2016 and serving as assistant Treasurer (2017-2018) and as Treasurer (2018-2019) -[incumbent resigned in 2018]. With a strong background in engineering and IT he held the position of Web Master, Little SIR (2020), Big SIR (mid 2020 - 2021), Area 19 Governor (2021-2022), Honorary Life Member (2021), elected as Area Representative mid 2023 and elected by the State Board as the Area State Representative (2023) for 4 Areas - 21 Branches.