



SIR State Board Meeting
July 25, 2024 - 3:00 P.M.

Agenda

Opening and Verification of Quorum – Rich

President’s Announcements: 5 min.

Consent Calendar: 5 min.

1. Approve Board Minutes for June 14, 2024, Meeting. **See, Exhibit 1.**
Motion: “It is moved that the Minutes of the June 14, 2024, Board of Directors Meeting are approved.”
2. Approve Board Minutes for June 27, 2024, Meeting. **See, Exhibit 2.**
Motion: “It is moved that the Minutes of the June 27, 2024, Board of Directors Meeting are approved.”
3. Approve Financial Statements for May 2024. **See, Exhibit 3.**

New Business:

1. Status of Functional Organization Chart. Andy 5 min.
2. Consideration of approving the Revised June 27 Action Plan. 10 min.
See, Exhibit 4. Lee & Andy
3. Consideration of proposed amendments to Branch By Laws. 10 min.
Dale & Jeff
4. Consideration of approving the Proposed Policy 22. as revised. 10 min.
See, Exhibit 5. Andy, Rich & Carl
5. Discussion of Dale’s Vision. **See, Exhibit 6.** Dale 15 min.

- | | | |
|-----|---|---------|
| 6. | Discussion of Proposed Restructuring of the SIR Organization.
See, Exhibit 7. Rich | 10 min. |
| 7. | Planning for the Second Town Hall Meeting. | 15 min. |
| 8. | Report on AR Meeting scheduled August 2, 2024. Lee & Rich | 5 min. |
| 9. | Consideration of amending the Transition Agreement between SIR, Inc. and Branch 92 to enable Branch 92 to attend and vote at the Annual Meeting like all other branches. See Exhibit 8. Rich | 5 min. |
| 10. | Planning for the Annual Meeting. | 15 min. |
| 11. | Discussion of Proposed Policy 10 Changes. See, Exhibit 9. Dale | 5 min. |
| 12. | Director Reports: | |
| | a. Director of Marketing and Communications | 5 min. |
| | b. Director of Branch Support | 5 min. |
| | c. Director of State Activities | 5 min. |
| | d. Director of State Documents | 5 min. |
| | e. Chief Information Officer | 5 min. |

Executive Session: If required.

Final Remarks: Dale

Open Forum: Poll each attendee to ensure nothing has been missed or to identify an item that should be brought up at the next Board meeting.

Adjournment:

August Meeting: August 22, 2024, at 3 pm.

Annual Meeting: August 27, 2024, at 10 am



SIR STATE SPECIAL BOARD OF DIRECTORS MEETING

Conducted via Electronic Video Conference (Zoom)
 Thursday, June 14, 2024
 The Meeting Was Recorded

Board Members Present:

X	President: Dale Decker	X	AR 10 & 18 Rep.: Rick Kindle
X	Act. Pres., VP: Lee Lamp	X	AR 15 Rep: Fred Serena
X	2 nd VP & Secretary: Rich Carlston	X	Dir. Mktg & Comm.: Andy Danver
X	Treasurer: Carl Mason	X	Dir. Activities: Mark Stuart
	Chief Info. Off.: Roy Hodgkinson	X	Dir Docs: Jeffery Chin
X	AR 19 Rep: Bruce Corwin	X	Dir. Br. Sup.: Jim Gragg

Others Present:

Derek Southern – Board Advisor and Past President
 Kevin King – Branch 95

Our Focus: Members, Leaders, Volunteers, Fun and Friendship

Opening & Verification of Quorum: Rich confirmed the Quorum. Lee opened the meeting.

Lee led the discussion on the proposed agenda attached as **Exhibit A** for the upcoming June 20, 2024, Town Hall meeting.

Organizational Rebranding, Compliance, and Strategic Changes Discussed in Town Hall Meeting Preparation

1. Organizational Rebranding and Strategic Changes

Detailed List and Background Activities

Lee discussed a detailed list prepared by Andy and mentioned ongoing background activities. The list is lengthy and requires review before sending out.

Shrinking Business Analysis

Lee highlighted that the business has been shrinking for 24 years, with analyses done in 2000 and 10-12 years later. Despite extensive analysis, no action has been taken.

Dale's Proposal

Dale proposed issuing an executive order to prohibit outdated logos and the term 'retirement' in references to the organization. Speaker 1 expressed reluctance to issue such an order immediately.

Leadership and Message Management

Lee emphasized the importance of leadership in managing the message and ensuring changes are communicated clearly and positively to the branches.

Implementation Strategy

The discussion focused on starting with simple changes like a new name and logo, while tying them into the existing vision and mission of enhancing members' lives through activities.

Hiring an Attorney

The need to hire an attorney specializing in nonprofit areas was discussed to ensure the organization is on the right path for the name change and other legal matters.

Marketing Plan

A marketing plan was proposed, focusing on larger metropolitan areas initially. The plan includes creating pamphlets and utilizing surplus funds for advertising.

501c3 Conversion

The idea of converting to a 501c3 organization was discussed, along with the potential benefits of a single corporation with branches answering to it.

Town Hall Meeting

The upcoming town hall meeting was discussed, with an emphasis on presenting a unified, positive face to the branches and encouraging them to join the proposed changes.

Website and Document Changes

The need to update websites and documents to minimize the association with the term 'sir' was discussed. This includes changing web pages and policy manuals.

Billboard and Branding

Dale presented a new billboard design that eliminates the term 'sir' and focuses on a new logo and message. The idea is to move away from the past and present a fresh image.

Annual Meeting and Voting

The possibility of voting on changes like name and logo at the annual meeting was discussed. Some changes, like renaming positions, could be voted on this year to help branches.

2. Organizational Change and Compliance

Annual Meeting Preparation

Discussion on the importance of preparing for the annual meeting and taking quick actions to benefit the community and organization.

Public Relations vs. Advertising

Debate on whether to use advertising dollars for ads or hire a public relations firm for official press releases to gain better media coverage.

Visibility and Neutrality Issues

Addressing the organization's visibility, gender neutrality, and age neutrality issues, and the need for a more aggressive approach to these challenges.

Cosmetic vs. Fundamental Changes

Concerns raised about focusing too much on cosmetic changes rather than addressing fundamental infrastructure issues to attract more people and leaders.

Branch Autonomy and Enforcement

Discussion on the balance between branch autonomy and the need for branches to follow state directives, including potential consequences for non-compliance.

Past Failures and Future Success

Reflecting on past rebranding efforts that failed and discussing what needs to be different this time to ensure success.

Policy 22 and Branch Compliance

Introduction of Policy 22 to enforce compliance with state directives and the need for a clear procedure to handle non-compliant branches.

Town Hall Meeting Agenda

Debate on whether the upcoming town hall meeting should focus solely on the main topic of organizational changes or include other subjects.

Branch Participation in Rebranding

Encouraging branches to actively participate in the rebranding process to foster ownership and commitment to the changes.

Consequences for Non-Compliance

Discussion on the potential consequences for branches that do not comply with new policies and directives, including the possibility of pulling charters.

Conclusion

Decision to focus the town hall meeting primarily on the main topic of organizational changes.

3. Ensuring Compliance and Positive Change in the Organization

Response to Non-compliance

Discussion on how to handle branches that do not comply with organizational policies, including the potential pulling of charters and the impact on insurance.

Face-to-Face Communication

Lee prefers face-to-face meetings over letters to address non-compliance issues, believing it provides better context and understanding.

Policy 22 and Gender-Neutral Policies

Discussion on the need for a clear policy regarding gender-neutral and other inclusive practices, and whether branches are prepared to enforce these policies.

Positive Organizational Change

Emphasis on shifting from a negative mindset ('stop the bleeding') to a positive approach that highlights the organization's strengths and community impact.

Independent Corporations vs. Franchises

Discussion on the challenges of branches being independent corporations and the potential benefits of treating them more like franchises for better control and compliance.

Agenda Approval

MOTION: Bruce moved, and Rich seconded, that the draft agenda being discussed be approved, anticipating that there may be minor changes forthcoming. The motion was approved unanimously.

Town Hall Meeting Invitations

Discussion on who should be invited to the town hall meeting and ensuring required attendance from key branch officers.

Enforcing Attendance

Jim shared a story about enforcing attendance at the town hall meeting, emphasizing the need to be firm with non-compliant branches.

Conclusion

1. Board members need to decide if they are willing to pull a charter to enforce compliance.
2. Lee will attempt face-to-face or Zoom meetings to resolve issues before considering other actions.
3. The board needs to finalize and communicate Policy 22, ensuring branches understand and comply with it.
4. The board should focus on positive messaging and community engagement to attract new members.
5. Invitations will be sent to Big Sir, Little Sir, Secretary, Treasurer, and other relevant officers of the BEC, with a strong emphasis on required attendance.

6. Branches must understand that attendance at the town hall meeting is mandatory.

4. Organizational Change and Survival

Adoption of New Programs

Discussion on how branches will adopt new programs and changes, with an emphasis on the necessity for the organization's survival.

Policy 22

Explanation of Policy 22, its infancy, and the need for branches to comply with state-approved policies.

Executive Decisions

Discussion on the necessity of making executive decisions without open discussion to ensure survival.

Potential Insurrection

Concerns about branches potentially rebelling against state board decisions, based on past experiences.

Gender Neutral Pilot Program

Discussion on the state-approved pilot program for gender neutrality and the lack of communication with branches.

Town Hall Meeting

The importance of the upcoming town hall meeting to discuss changes and gather feedback from branches.

Impact on ARs

Concerns about how changes will impact Area Representatives (ARs) and their effectiveness.

Branch Resources

Discussion on the lack of resources in many branches to implement changes, such as updating websites.

Symbiotic Relationship

The need for a mutual relationship between state and branches for the organization's success.

Meeting Agenda

Discussion on keeping the town hall meeting agenda simple and focused on survival and growth.

Regeneration vs. Failure

Preference for using positive terms like 'regeneration' instead of 'failing organization' to

motivate branches.

Memorial for Stu Williams

Discussion on how to honor the late Stu Williams, including sending flowers and possibly planting trees.

Conclusions

1. Branches must adopt new programs for the organization's survival.
2. Policy 22 needs to be rewritten for clarity and enforcement.
3. Decisions will be made unilaterally for the organization's survival.
4. Transparency is crucial to obtain branch acceptance.
5. ARs need organizational support to implement changes.
6. State needs to support branches with limited resources.
7. Branches need to see the state as useful and supportive.
8. Agenda should be short, sweet, and focused on survival and growth.
9. Use positive language to describe the organization's efforts.
10. Reach out to Stu's wife and plan a memorial gesture.

Future Actions

Hire an attorney specializing in nonprofit areas.
Create a marketing plan focusing on larger metropolitan areas.
Update websites and documents to minimize the association with the term 'sir'.
Present proposed changes at the upcoming town hall meeting.
Consider voting on certain changes (such as branch officer names) at the annual meeting.
Focus the town hall meeting on the main topic of organizational changes.
Encourage branches to participate in the rebranding process.
Develop a clear procedure for handling non-compliant branches.
Finalize and distribute the agenda for the upcoming meeting.
Send out invitations for the town hall meeting to key branch officers.
Ensure required attendance at the town hall meeting.
Rewrite Policy 22 for clarity and enforcement.
Ensure transparency in decision-making processes.
Support branches with limited resources.
Use positive language to describe organizational efforts.
Reach out to Stu Williams' wife and plan a memorial gesture.

Adjournment: The meeting was adjourned.

Next Board of Director Meeting: June 27, 2024, at 3 p.m.

EXHIBIT A

Town Hall, June 20th Agenda

- a. **Open with greeting**
- b. **Review SIR Mission and Vision**
- c. **What are our Most Compelling Challenges/Obstacles**
 - i. Growth, Median Age, Volunteerism
 - ii. Visibility in Community
- d. **What is the Role of SIR State**
 - i. Promote services through eMail and sirinc.org/members
- e. **State Needs from Branches**
 - i. Form 20
 - ii. Form 28 Rev 1/22/2024
 - iii. Form 63/64 (Caterer Insurance)
 - iv. Form 65
 - v. BEC minutes show approval of all activities for insurance purposes
- f. **How does the State encourage Branch's to provide necessary information?**
 - i. How do we educate Branches
 - ii. Should there be consequences
 - 1. If so, what should they be?
- g. **Branch Autonomy!**
 - i. Individual Identity and individual choice regarding gender.
 - ii. Branch Visibility in their community
 - iii. The facts are:
 - 1. 1/3 of our branches have grown slightly in membership April to April
 - 2. 1/3 of our branches have declined slightly in membership April to April
 - 3. 1/3 of our branches have declined drastically and will soon merge or dissolve.
- h. **Fork in the road requires fundamental change/decisions.**
 - i. Continue as we are.
 - ii. Modify who we are.
 - iii. Make major changes.
 - 1. Name change
 - 2. Tax Status
 - iv. **Change is never easy, but always inevitable.**
 - 1. Leave the 1950's behind and embrace the 21st Century
 - 2. Keep Primary Mission/Vision
 - 3. Embrace a Lifestyle
 - v. **Why is Transition needed**
- i. **Major Changes to propose.**
 - i. We need a new name
 - ii. We need a new Logo
 - iii. We need new Titles.
 - 1. Big Sir becomes President.

EXHIBIT 1

2. Little Sir becomes Vice President
3. Director (of what?) we need to standardize across the whole organization for basic functions required to run branches.
- iv. DBA and Cleanup of Policies and Procedures Manual
- j. **State SIR needs the branch's help with these changes.**
 - i. \$500 gift certificate for the individual who comes up with the best new Corporate name
 - ii. \$500 gift certificate for the individual who designs a winning logo – This name and logo must reflect Who and What we are and What our purpose for existence is?
- k. **We need to improve the bi-directional flow of useful information** between State SIR and all branches.
 - i. Role of AR as it relates to the Branches.
 - ii. We need Branch leaders to review and/or respond to correspondence from the State.
 1. Re-subscribe to SIR Inc if you have unsubscribed.
 2. Specific process needs to be followed
- l. **Other Potential Topics to discuss (time allowing):**
 - i. Discuss Luncheon Survey Results
 - ii. Discuss potential topics for the Annual Meeting Zoom in August
 - iii. Stress the importance of Branch Big Sirs attending the Annual Meeting
 - iv. Scheduling education zooms for branch officers and directors
 - v. Scheduling education zooms on navigating the new SIR Members website.
 - vi. Discuss pending changes in bylaws for those branches that wish to include women.
 - vii. Discuss topics for a fall in-person Branch Leaders Workshop planned.
- m. **Q/A with designated SME**



SIR STATE BOARD OF DIRECTORS MEETING

Conducted via Electronic Video Conference (Zoom)

Thursday, June 27, 2024

The Meeting Was Recorded

Board Members Present:

X	President: Dale Decker	X	AR 10 & 18 Rep.: Rick Kindle
X	Act. Pres., VP: Lee Lamp	X	AR 15 Rep: Fred Serena
X	2 nd VP & Secretary: Rich Carlston	X	Dir. Mktg & Comm.: Andy Danver
X	Treasurer: Carl Mason	X	Dir. Activities: Mark Stuart
X	Chief Info. Off.: Roy Hodgkinson	X	Dir Docs: Jeffery Chin
X	AR 19 Rep: Bruce Corwin	X	Dir. Br. Sup.: Jim Gragg

Others Present:

Derek Southern – Board Advisor and Past President

Kevin King – Branch 95

Opening and Verification of Quorum:

Lee opened the meeting and Rich confirmed that there was a quorum.

Consent Calendar:

There were three separate motions in the consent calendar, and it was decided to address them all at once with a single motion. Bruce made the motion to approve all items on the consent calendar. Carl seconded the motion.

During the discussion on the motion, Carl presented a financial report, highlighting a projected \$13,000 underspend in the budget and a surplus of \$13,000 by the end of the year. He suggested using \$30,000 prudently for plans to strengthen ventures and recruitments. **See, Exhibit A.**

Dale inquired about the interest income from investments, which was reported to have increased significantly from \$32 to approximately \$2,500.

The motion to approve the consent calendar was passed unanimously.

New Business:**1. Report by Luncheon Committee: See, Exhibit B.**

The luncheon committee report was discussed, with recommendations to allocate time during annual meetings to educate branches on their flexibility in organizing luncheons. Lee advised that time would be allocated for a report at the annual meeting.

2. Status of the Functional Organization Chart:

The discussion on the status of the functional organization chart was continued until the next Board Meeting. Andy discussed the need to revisit the functional organization chart to clearly define tasks at the state level and ensure they are assigned to the appropriate individuals. He will resend the current version for people's comments.

3. Review of June 26, 2024, Town Hall Meeting:

The June 26th town hall meeting was reviewed, with feedback suggesting it was too long and lacked unity. Suggestions included reorganizing areas into, more focused groups based on demographics or common interests. The inclusion of women in the organization was discussed, with a suggestion to address any fears or concerns about women taking over leadership roles by simply continuing to lead.

Roy inquired whether branches are sharing activities with smaller branches to help them succeed. Concern was expressed about the lack of creative suggestions from branches and the need for better communication and publicity roles. Roy discussed the value of activities to members and the idea of charging more for couples who benefit from these activities.

Jeff discussed resistance to change among branch leaders and the need to shift priorities from growth to development of existing branches.

It was generally concluded that the Town Hall was a success.

The following additional comments were made:

There was a suggestion that branches consider implementing weekend activities to attract younger members who may be working during the week. There was a recognition and emphasis on the importance of activity chairmen and membership coordinators in the recruitment process and overall branch success.

There was discussion on the need for a sergeant at arms for future town hall meetings to ensure time limits are applied and the number of times a speaker can speak is appropriately limited.

Lee emphasized the importance of word-of-mouth recruitment but noted its limitations in attracting younger members. The need for digital marketing and visibility in the community was highlighted.

Derek suggested sending a follow-up message and conducting a survey to gather feedback on various issues, including potential changes to titles and bylaws. Andy mentioned that the complete event was recorded and transcribed but found the transcript too lengthy to review. AI was used to summarize the meeting.

4. Discussion of Proposed Policy 22.

Andy led the discussion on the current draft of Policy 22 focusing on the need for effective marketing strategies to attract new members and the need to assist branches who may be unsuccessful through State review. Branches should implement at least three marketing activities per year and measure success through membership growth. It was suggested that the State could take on tasks that branches find challenging, such as setting up credit card renewals and identifying potential member sources. Policy 22 outlines marketing techniques for branches and measures success through membership growth. The policy aims to support branches while maintaining organizational health.

Carl discussed the tone of Policy 22, with concerns that it feels more like enforcement rather than support. Suggestions were made to soften the language while maintaining clarity and enforcement mechanisms. There was discussion on the necessity of penalties for branches not complying with requirements, such as turning in assessments. Financial penalties were suggested as a potential solution. There was emphasis on the need for branches to create and implement strategic marketing plans. The discussion included the potential consequences for branches that fail to comply.

There was discussion on the importance of training branch officers on their responsibilities was highlighted, suggesting that some of the non-compliance might be in part the result of lack of training.

There was discussion on the need to make the organization more visible and attractive to potential new members. This includes improving the website and engaging with community organizations.

Concerns were raised about the perception of leadership strength. It was argued that the organization needs to be perceived as strong to enforce rules effectively.

It was decided that Andy, Carl, Rich and Dale will consider revising the current draft from the perspective of improving its tone.

5. Discussion re Second Town Hall Meeting:

This item was continued until the next Board meeting.

6. Action Items to Begin Implementing Changes:

This item was moved up from the Open Forum portion of the program. Lee showed a one-page list of proposed action items required to initiate the changes that have been discussed. **See, Exhibit C.** Each of the items on the Exhibit were discussed. Rich will chair the committee identified in the first bullet. Roy will assist. There was discussion about the need to address insurance issues, which was the final bullet point put on the Exhibit. There was discussion about the question of members wearing apparel having prior logos. It was agreed that members should be allowed to wear old apparel and the references to not using old logos applies to new marketing materials and new apparel. Roy noted that ordering new pins has been put on hold pending the new logo being adopted. It was clarified that contest for a new name and logo would offer \$500 for each, not combined.

7. Discussion re Annual Meeting:

The date of the next annual meeting was discussed as well as the meeting location. Derek will check with the Lafayette Veteran's Hall to see if it can be reserved for either August 27 or 28 and let everyone know. The topics to be addressed will be finalized shortly. The State Officer slate will be presented for approval at the meeting. It is hoped that some or all of the proposed changes can be presented as well. Earlier in the meeting it was determined that the lunch report would be discussed.

8. Discussion of Proposed Policy 10 Changes:

The discussion on the status of the functional organization chart was continued until the next Board Meeting.

9. Director Reports:

Jim is the only Director to give a report during the meeting. The other directors deferred their reports.

Director of Branch Support:

Jim outlined a comprehensive training program for incoming vice presidents and publicity chairpersons, emphasizing the need for proper training to address compliance and other issues. The Vice President training (which will include branch Presidents who did not receive training) is planned for the first week in November. Jim further suggested having a marketing plan template for all branches to ensure uniformity and ease of information extraction. Jim provided information on the cost of a SIR only dedicated email ad through NCGA which would reach 187,000 members, which would cost \$3,500. There was some discussion on these points. Jim will bring a request to approve such an ad at a future meeting of the Board.

Final Remarks:

Lee thanked Andy, Derek, and Rich for their assistance in preparation of the Town Hall Meeting. He also thanked Andy, Derek, and Mark for their assistance during the Town Hall Meeting.

Open Forum:

Andy stated that efforts to improve communication are on-going.

Adjournment:

Next Meeting: July 25, 2024

LOGO

Under Construction

Financial Report

May 2024
SIR Board Meeting

June 27, 2023

SIRinc.org for member info
WeAreSir.com for the public

Best Estimate at Current Spending Levels

EXHIBIT 2

Account	2024 Budget	Projected Expenditures	Variance
REVENUE			
Assessments	\$85,300	\$85,998	\$698
Donation	\$0	\$4,397	\$4,397
Other	\$7,346	\$6,343	(\$1,003)
Total Revenue	\$92,646	\$96,738	\$4,092
EXPENSE			
Officer Expenses	\$2,030	\$574	(\$1,456)
Office Expense	\$4,036	\$2,228	(\$1,808)
Software	\$6,700	\$3,941	(\$2,759)
Taxes and Fees	\$4,000	\$3,563	(\$437)
Insurance	\$55,260	\$51,793	(\$3,467)
Committees	\$1,220	\$1,070	(\$150)
State Meetings	\$6,100	\$14,760	\$8,660
Director Branch Support	\$1,800	\$1,000	(\$800)
Mkt and Communication	\$5,000	\$2,917	(\$2,083)
Area Representatives	\$6,000	\$1,066	(\$4,934)
Other	\$500	\$217	(\$283)
Total Expense	\$92,646	\$83,129	(\$9,517)
2022 Surplus YTD	\$0	\$13,609	\$13,609

EXHIBIT A

Projected Actual Actual vs. Budget Dec 31, 2024 Best Estimate

EXHIBIT 2

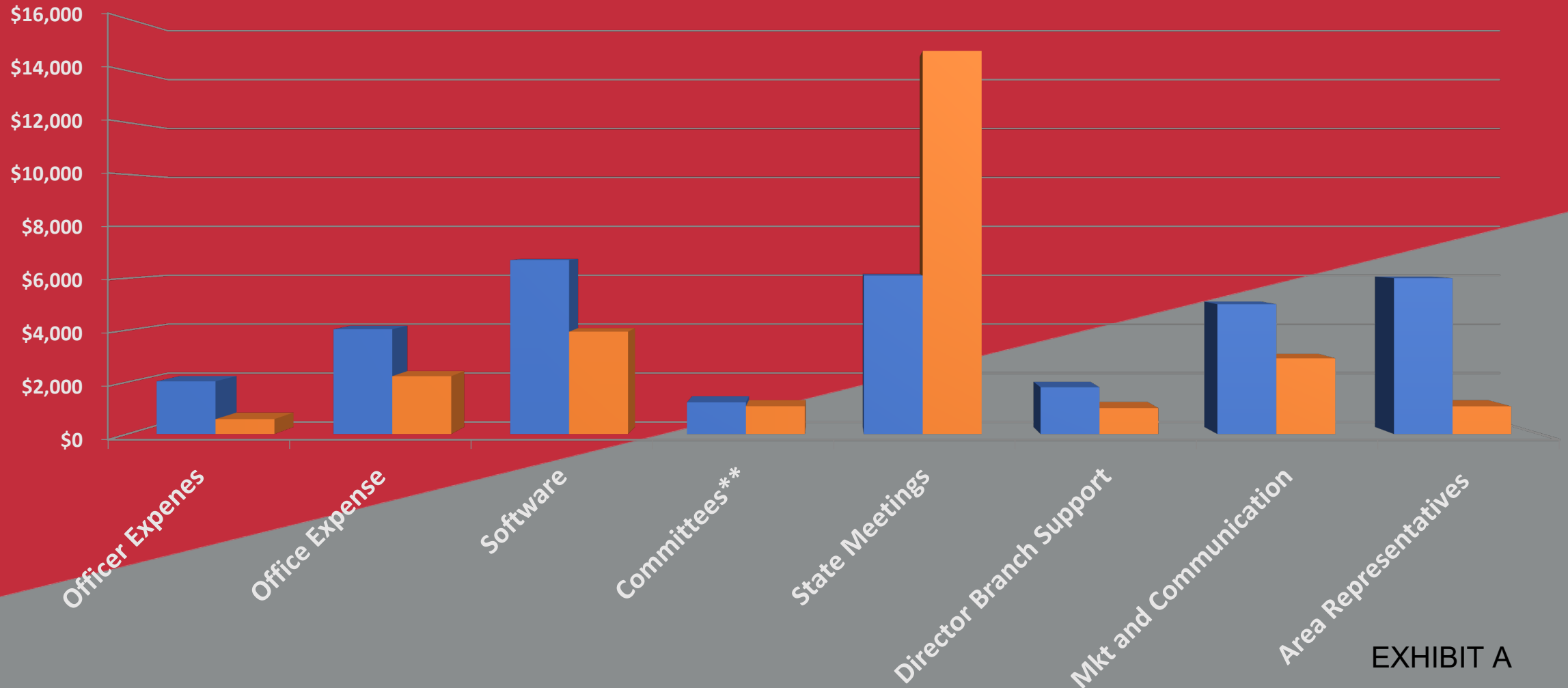


EXHIBIT A

Projected Actual vs. Budget Dec 31, 2024 Best Estimate

EXHIBIT 2

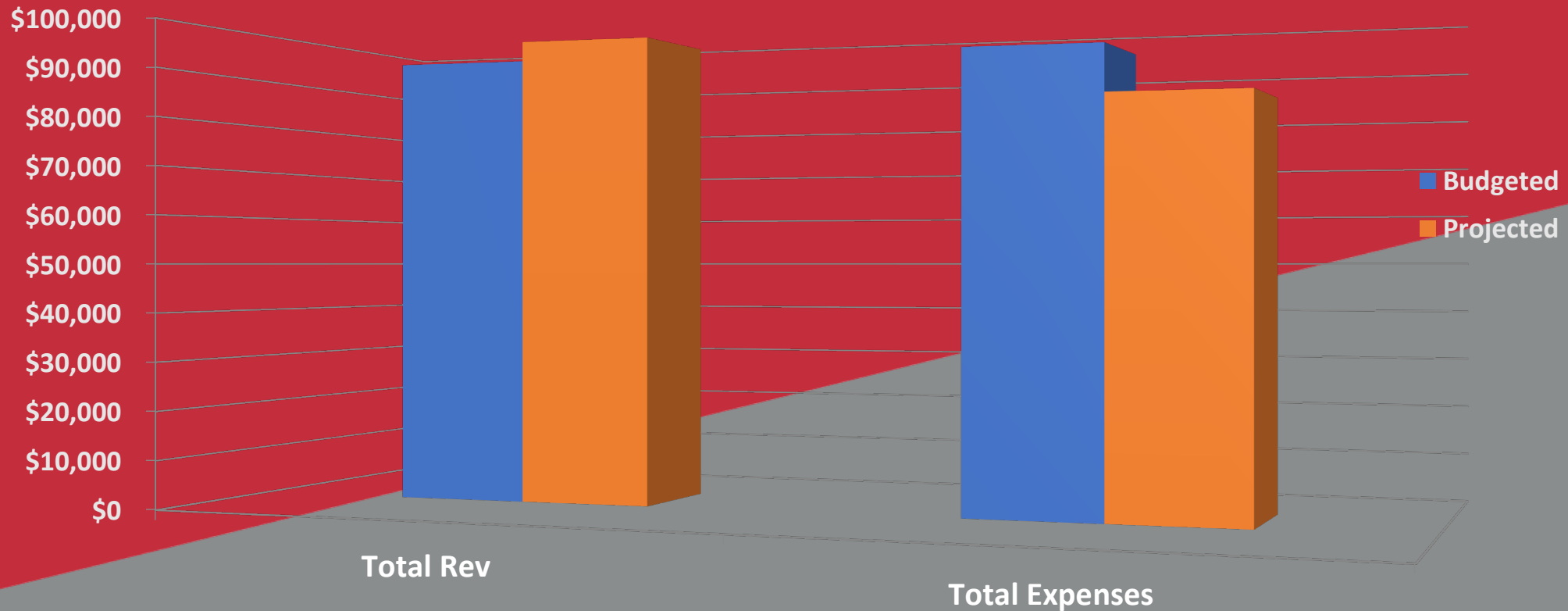
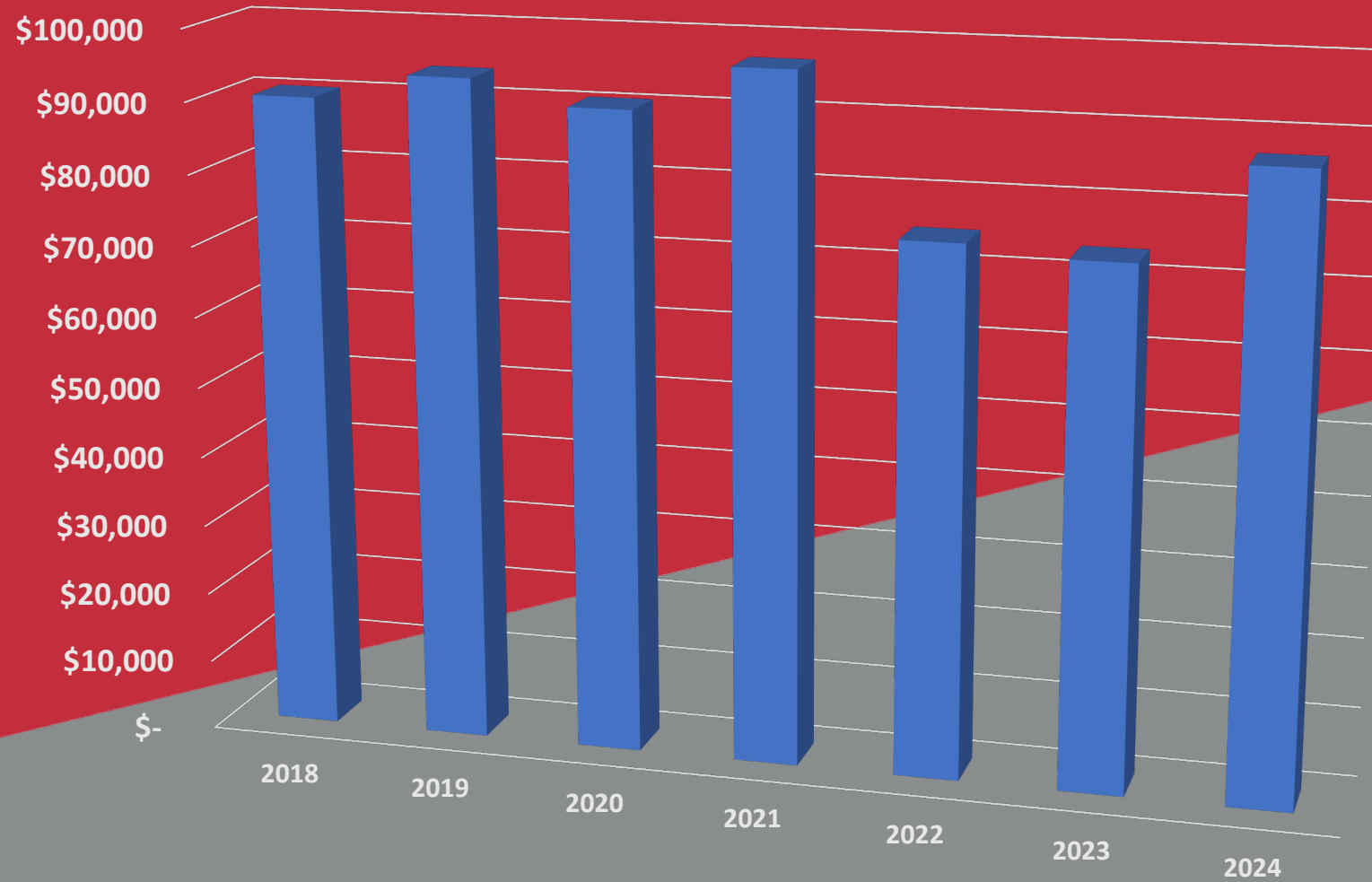


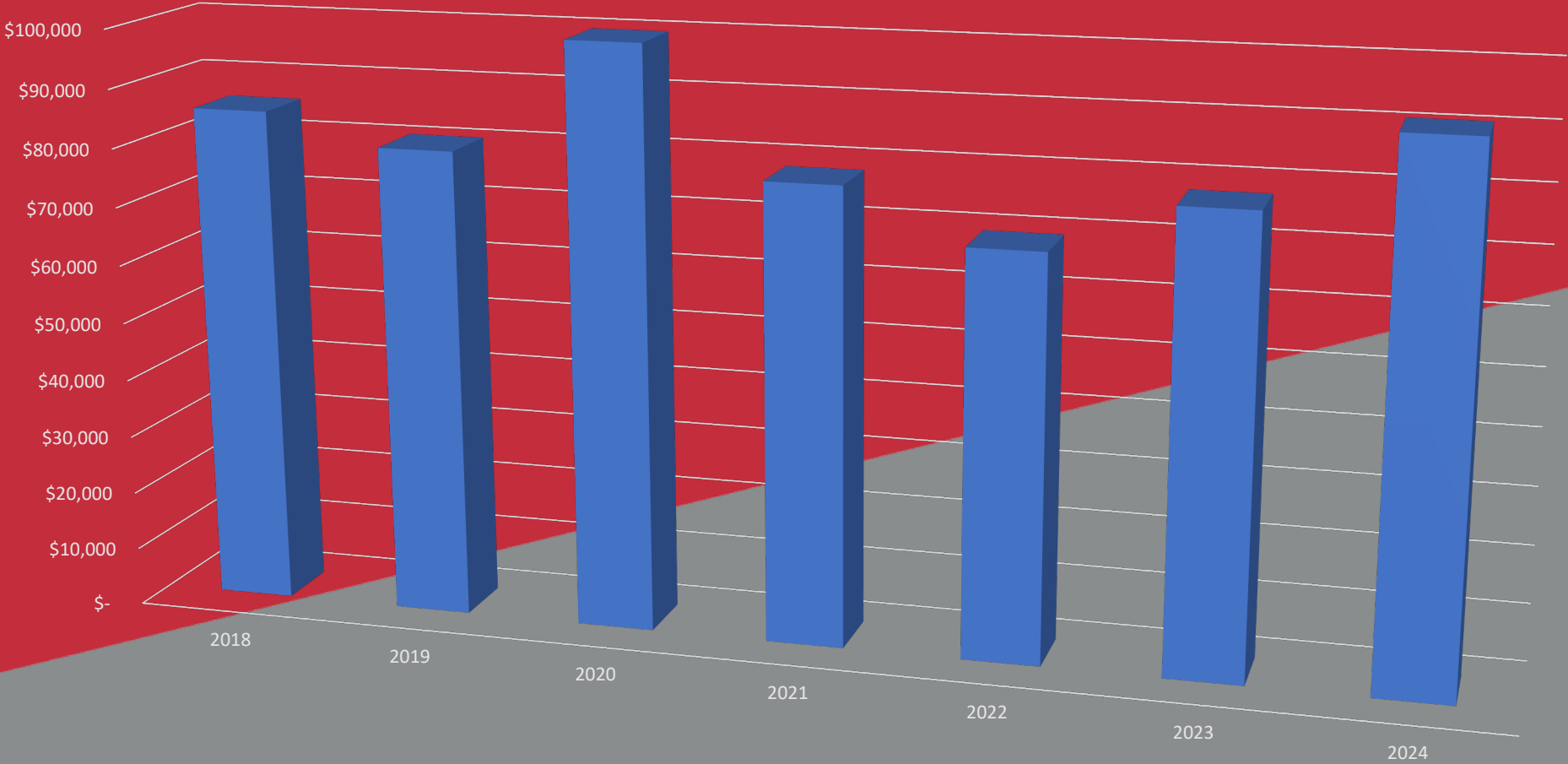
EXHIBIT A

Cash Balance at June 30 2018 to 2024



Cash End of Yr Balance 2018 to 2024

EXHIBIT 2



Summary

- 1. We Expect a surpluses of about \$13,000 at the end of the year based on current and projected spending*
- 2. We should have about \$90,000 at Dec. This is beyond our needed reserves. It is estimated that \$30,000 of this can be used for purposes necessary for the continuation of SIRs.*

6/27/2024

SIR, Inc has determined by executive order or by motion and has unanimously approved the implementation of the following actions:

- The Vice President will chair a committee to seek and evaluate legal and insurance advice on the ideal way to implement organization changes in SIR Inc.
- Jim Gragg will chair a committee of State Board and branch members to propose a new **name and logo by August 16th** for approval by the members of the corporation at the Annual Meeting in August 2024.
- We will come up with a new logo and emblem which will represent us for the 21st century.
- We will continue to use SIR, Inc as our corporate name until a new name is approved by the members of the corporation.
- It is clear that the branches may choose by vote to be gender neutral.
- Henceforth, the title Big Sir and Little Sir will be replaced by President and Vice President
- The Director of State Documents will update The SIR Manual and Policy and Procedures will reflect all changes.
- The Director of Marketing and Communications will form a committee to evaluate and recommend update the State and branch websites and promotional material and new apparel.
- Adopt the policy to clearly state that you don't have to be retired to join SIR and remove any mention of retirement in promotional material.

	<u>Jan - Jun 24</u>
Ordinary Income/Expense	
Income	
4000 · Revenue	
4100 · Pro Rated Assessment	
4101 · Q1 Assessment (\$21,500)	22,020.00
4102 · Q2 Assessment (\$21,400.00)	21,578.00
	<u>43,598.00</u>
Total 4100 · Pro Rated Assessment	43,598.00
4200 · Special Donations	
4202 · Donations to SIR Inc	4,396.76
	<u>4,396.76</u>
Total 4200 · Special Donations	4,396.76
4400 · Hardware Sales	635.55
4500 · Interest Inc	1,163.41
4600 · Other	
4601 · Branch closing	(510.00)
	<u>(510.00)</u>
Total 4600 · Other	(510.00)
Total 4000 · Revenue	49,283.72
Total Income	49,283.72
Cost of Goods Sold	
5000 · Cost of Goods Sold	
5102 · Shipping and handling	44.06
	<u>44.06</u>
Total 5000 · Cost of Goods Sold	44.06
Total COGS	44.06
Gross Profit	49,239.66
Expense	
6000 · State Administration	
6010 · Officer Expenses	
6018 · State Advisor-Travel	154.15
	<u>154.15</u>
Total 6010 · Officer Expenses	154.15

Sons In Retirement, Incorporated
Profit & Loss
January through June 2024

	<u>Jan - Jun 24</u>
6020 · State Office Expenses	
6021 · Bank Fees	49.58
6022 · Supplies	310.16
6023 · Printing and Copies	219.70
6024 · Postage	139.98
6028 · Software	488.00
6030 · California Taxes - SI-100's	80.00
6030 a · Attorney General - RCT Filings	2,550.00
6034 · State Awards	12.00
	<u>3,849.42</u>
Total 6020 · State Office Expenses	3,849.42
Total 6000 · State Administration	4,003.57
6100 · Insurance	
6110 · Commercial Package	17,909.00
6111 · Directors and Officers	1,651.00
6113 · Umbrella	5,763.50
	<u>25,323.50</u>
Total 6100 · Insurance	25,323.50
6200 · State Committees	
6370 · 6370 Director of Branch Support	300.00
	<u>300.00</u>
Total 6200 · State Committees	300.00
6400 · State Meetings	
6410 · BS-AG-RD Meeting	
6411 · Facility Rental	285.00
6412 · Lodging & Meals	412.18
6413 · Mileage & Tolls	334.30
6414 · Materials/Slides/Handouts	64.88
6410 · BS-AG-RD Meeting - Other	43.12
	<u>1,139.48</u>
Total 6410 · BS-AG-RD Meeting	1,139.48
6440 · Leadership Workshop	
6441 · Facility Rental	950.00
6442 · Lodging and Meals	2,394.00
6443 · Mileage and Tolls	269.90
6444 · Materials/Slides/ Handouts	931.95
	<u>4,545.85</u>
Total 6440 · Leadership Workshop	4,545.85

Sons In Retirement, Incorporated
Profit & Loss
January through June 2024

	<u>Jan - Jun 24</u>
6550 · Board Retreat	
6551 · Retreat Costs - Food	426.44
6552 · Retreat Costs - Hotel	849.16
6553 · Retreat Costs Milage	669.82
6554 · Board Retreat-Facility	230.00
6555 · Leadership Retreat Other	2,000.00
	<u>4,175.42</u>
Total 6550 · Board Retreat	4,175.42
Total 6400 · State Meetings	9,860.75
6500 · Area Representative Expense	
6502 · Lodging & Meals	181.09
6503 · Mileage & Tolls	91.70
6500 · Area Representative Expense - Ot...	93.70
	<u>366.49</u>
Total 6500 · Area Representative Expense	366.49
66010 · Bank Service Charges	3.00
6997 · Reconciliation Discrepancies	3.00
6998 · Miscellaneous	211.26
	<u>217.26</u>
Total Expense	<u>40,071.57</u>
Net Ordinary Income	<u>9,168.09</u>
Net Income	<u><u>9,168.09</u></u>

	<u>June 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
1170 · BMO Checking	15,512.31
1176 · BMO CD	20,845.21
1180 · US Bank Checking	4,455.46
1185 · US Bank Money Market	46,184.25
Total Checking/Savings	<u>86,997.23</u>
Accounts Receivable	
Total Current Assets	<u>86,997.23</u>
TOTAL ASSETS	<u><u>86,997.23</u></u>
LIABILITIES & EQUITY	
2000 Account Payable	1,293.84
Equity	
3000 · Opening Bal Equity	70,375.08
3200 · Retained Earnings	6,160.22
Net Income	9,168.09
Total Equity	<u>85,703.39</u>
TOTAL LIABILITIES & EQUITY	<u><u>86,997.23</u></u>

SIR Inc.
Projected End of Year Best Guest
June 30, 2024

EXHIBIT 3

	Budget Jan - Dec 24	Actual Jan to Jun 24	Budgeted Jul to Dec	Projected Jul to Dec	Projected Variance End of Yr
Income					
4000 · Revenue					
4100 · Pro Rated Assessment					
4101 · Q1 Assessment (\$21,500.00)	21,500	22,020	-	22,020	520
4102 · Q2 Assessment (\$21,400.00)	21,400	21,578	-	21,578	178
4103 · Q3 Assessment (\$21,300.00)	21,300	-	21,300	21,300	-
4104 · Q4 Assessment (\$21,100.00)	21,100	-	20,100	20,100	(1,000)
Total 4100 · Pro Rated Assessment	85,300	43,598	41,400	84,998	(302)
4302 · Special Donations		4,397	-	4,397	4,397
4300 · Foreign Travel Fee	1,700	-	900	900	(800)
4400 · Hardware Sales	2,500	636	-	636	636
4500 · Interest Inc	146	-	-	2,413	(87)
4600 · Other	3,000	(510)	1,500	990	(146)
4601 · Branch closing					(2,010)
Total 4000 · Revenue	92,646	49,283	45,050	94,333	1,687
Cost of Goods Sold					
5000 · Cost of Goods Sold	-	44	-	44	44
Total COGS	88	44	-	44	(44)
Gross Profit	92,734	49,239	45,050	94,289	1,555
Expense					
6000 · State Administration					
6010 · Officer Expenses					
6011 · President - Travel	450	-	60	60	(390)
6012 · Vice President - Travel	450	-	60	60	(390)
6013 · Secretary - Travel	120	-	60	60	(60)
6015 · Treasurer - Travel	500	-	60	60	(440)
6017 · Chief Admin Officer - Travel	300	-	60	60	(240)
6018 · State Advisor-Travel	210	154	60	214	4
Total 6010 · Officer Expenses	2,030	154	360	514	(1,516)
6020 · State Office Expenses					

EXHIBIT 3

SIR Inc.
 Projected End of Year Best Guest
 June 30, 2024

6021 · Bank Fees									
6022 · Supplies	3,436	70	36	106	106				106
6023 · Printing and Copies	400	220	180	400	400				(2,547)
6024 · Postage	200	140	180	320	320				(0)
6026 · Mileage	-	-	-	-	-				120
6027 · Web site/Server	1,700	-	850	850	850				-
6028 · Software (inc ZOOM)	5,000	488	2,361	2,849	2,849				(850)
6030 · California Taxes - SI-100's	1,600	80	800	880	880				(2,151)
6030 a · Attorney General - RCT Filings	2,400	2,550	-	2,550	2,550				(720)
6034 · State Awards	500	137	180	317	317				150
Total 6020 · State Office Expenses	15,236	3,849	5,007	8,857	8,857				(183)
Total 6000 · State Administration	17,266	4,004	5,367	9,371	9,371				(6,379)
6100 · Insurance	55,260	25,324	26,469	51,793	51,793				(7,895)
6200 · State Committees									-
6210 · State Audit Committee	100	-	-	-	-				-
6220 · Infosys Committee	120	-	60	60	60				(100)
6260 · Golf Committee	1,000	-	420	420	420				(60)
6309 · Insurance Committee	-	-	-	-	-				(580)
XXXX - Mkt and Communication	5,000	-	2,500	2,500	2,500				-
6370 - Director Branch Support	1,800	300	600	900	900				(2,500)
Total 6200 · State Committees	8,020	300	3,580	3,880	3,880				(900)
6400 · State Meetings									(4,140)
6410 · BS-AG-RD Meeting	1,700	1,139	-	1,139	1,139				-
Town Hall Meetings	4,400	4,546	12,600	17,146	17,146				(561)
6550 - Borad Retreats	4,175	4,175	-	4,175	4,175				12,746
Total 6400 · State Meetings	6,100	9,861	12,600	22,461	22,461				4,175
Area Representatives									16,361
Miscellaneous	6,000	-	-	-	-				-
Total Expense	92,646	40,072	48,616	88,688	88,688				(5,034)
Net Income	88	9,167	(3,566)	5,601	5,601				217
									(3,958)
									5,512

Projected End of Year Based on **Original Budget**

June 30, 2024

EXHIBIT 3

	Budget Jan - Dec 24	Actual Jan to Jun	Budgeted Jun to Dec	Projected Jun to Dec
Income				
4000 · Revenue				
4100 · Pro Rated Assessment				
4101 · Q1 Assessment (\$21,500.00)	21,500	22,020	-	22,020
4102 · Q2 Assessment (\$21,400.00)	21,400	21,578	-	21,578
4103 · Q3 Assessment (\$21,300.00)	21,300	-	21,300	21,300
4104 · Q4 Assessment (\$21,100.00)	21,100	-	21,100	21,100
Total 4100 · Pro Rated Assessment	85,300	43,598	42,400	85,998
4302 - Special Donations		4,397	-	4,397
4300 - Foreign Travel Fee	1,700	-	900	900
4400 · Hardware Sales		636	-	636
4500 · Interest Inc	2,500	1,163	1,250	2,413
4600 · Other	146	-	-	-
4601 · Branch closing	3,000	(510)	1,500	990
Total 4000 · Revenue	92,646	49,284	46,050	95,334
Cost of Goods Sold				
5000 · Cost of Goods Sold	-	44	-	44
Total COGS	88	44	-	44
Gross Profit	92,734	49,240	46,050	95,290
Expense				
6000 · State Administration				
6010 · Officer Expenses				
6011 · President - Travel	450	-	225	225
6012 · Vice President - Travel	450	-	225	225
6013 · Secretary - Travel	120	-	60	60
6015 · Treasurer - Travel	500	-	250	250
6017 · Chief Admin Officer - Travel	300	-	150	150
6018 · State Advisor-Travel	210	154	105	259
Total 6010 · Officer Expenses	2,030	154	1,015	1,169
6020 · State Office Expenses				
		-	-	-

Projected End of Year Based on **Original Budget**

June 30, 2024

EXHIBIT 3

6021 · Bank Fees					70
6022 · Supplies	3,436	289	1,718		2,007
6023 · Printing and Copies	400	220	200		420
6024 · Postage	200	140	100		240
6026 · Mileage	-	-	-		-
6027 · Web site/Server	1,700	-	850		850
6028 · Software (inc ZOOM)	5,000	488	1,799		2,287
6030 · California Taxes - SI-100's	1,600	80	800		880
6030 a · Attorney General - RCT Filings	2,400	2,550	-		2,550
6034 · State Awards	500	137	250		387
Total 6020 · State Office Expenses	15,236	3,849	5,467		9,317
Total 6000 · State Administration	17,266	4,004	8,633		12,637
6100 · Insurance	55,260	25,324	26,469		51,793
6200 · State Committees		-	-		-
6210 · State Audit Committee	100	-	-		-
6220 · Infosys Committee	120	-	60		60
6260 · Golf Committee	1,000	-	500		500
6309 · Insurance Committee	-	-	-		-
XXXX - Mkt and Communication	5,000	-	2,500		2,500
6370 - Director Branch Support	1,800	300	900		1,200
Total 6200 · State Committees	8,020	300	3,960		4,260
6400 · State Meetings		-	-		-
6410 · BS-AG-RD Meeting	1,700	1,139	-		1,139
Town Hall Meetings	4,400	4,546	4,200		8,746
6550 - Borad Retreats		4,175	-		4,175
Total 6400 · State Meetings	6,100	9,861	4,200		14,061
Area Representatives		-	-		-
Miscellaneous	6,000	366	3,000		3,366
Total Expense	92,646	40,072	46,262		86,334
Net Income	88	9,168	(212)		8,956

Sons In Retirement, Incorporated
A/R Aging Summary
As of July 5, 2024

	Current	1 - 30	31 - 60	61 - 90	> 90	TOTAL
B055				125.00		125.00
B057				87.50		87.50
B092				175.00		175.00
Hardware Sales						
TOTAL				387.50		387.50

6/27/2024

SIR, Inc has determined by executive order or by motion and has unanimously approved the implementation of the following actions:

- The Vice President will chair a committee to seek and evaluate legal and insurance advice on the ideal way to implement organization changes in SIR Inc.
- Jim Gragg will chair a committee of State Board and branch members to propose a new **name and logo by August 16th** for approval by the members of the corporation at the Annual Meeting in August 2024.
- We will come up with a new logo and emblem which will represent us for the 21st century.
- We will continue to use SIR, Inc as our corporate name until a new name is approved by the members of the corporation.
- It is clear that the branches may choose by vote to be gender neutral.
- Henceforth, the title Big Sir and Little Sir will be replaced by President and Vice President
- The Director of State Documents will update The SIR Manual and Policy and Procedures will reflect all changes.
- The Director of Marketing and Communications will form a committee to evaluate and recommend update the State and branch websites and promotional material and new apparel.
- Adopt the policy to clearly state that you don't have to be retired to join SIR and remove any mention of retirement in promotional material.

6/29/2024

SIR, Inc has determined by executive order or by motion and has unanimously approved the implementation of the following actions:

- The Vice President will chair a committee to seek and evaluate legal and insurance advice on the ideal way to implement organization changes in SIR Inc.
- Jim Gragg will chair a committee of State Board and branch members to propose a new **name, logo/emblem by August 16th** fitting for the 21st Century. It will be presented for approval by the members of the corporation at the Annual Meeting in August 27, 2024.
- We will continue to use SIR, Inc as our corporate name until a new name is approved by the members of the corporation.
- The slogans “Enhancing Your Lifestyle” and “Friends for Life” have been approved and should go into wide-spread use immediately.
- Henceforth, the title Big Sir and Little Sir will be replaced by President and Vice President
- The Director of State Documents will update The SIR Manual and Policy and Procedures will reflect all changes.
- The Director of Marketing and Communications will form a committee to evaluate, recommend and develop a plan to improve the State and branch websites and promotional material and new apparel.
- Make clear to all that you don’t have to be retired to join SIR and remove any mention of retirement in promotional material.
- Make clear to all that the branches may choose by membership vote to be gender neutral.

Policy 22 – Attracting & Reporting New Members

Policy 22:

- To ensure that SIR is able to survive as an organization, recruiting new members is essential. Therefore, each branch shall develop a strategy, including a list of actions necessary to ensure their **net membership** is increased by at least one member annually measured on September 30th each year.

- Below are 11 actions that could be included in your strategy. Each Branch shall use at least three of the following actions to attract new members:
 1. Encourage branch members to use word of mouth to contact potential new members and invite them to lunch and activities to learn more about the Branch.
 2. Place SIR Billboards/Posters in storefront windows and/or on area bulletin boards.
 3. Download and edit to reflect your Branch’s information and distribute the SIR marketing brochures and flyers available on the sirinc.org website.
 4. Download SIR announcement templates, modify as necessary, and distribute as ads in the community section of local newspapers.
 5. Place sandwich boards outside your SIR events with Branch brochures.
 6. Place Branch brochures at local senior centers and gathering places.
 7. Organize SIR information tables at local events like Farmer’s Markets, Home & Garden shows, Art & Wine events and Car Shows.
 8. Develop and maintain robust Branch websites with pictures and lists of Branch activities and events, and branch contacts for potential members.
 9. Provide guests at activities, events and lunches with a copy of Branch bulletins/newsletters.
 10. Offer a free lunch to guests attending a branch luncheon meeting.
 11. Encourage women to attend activities, events and lunches and become members if approved by **the branch**. When asked by company human resources departments if SIR is a gender-neutral organization, answer “yes” and leave Branch literature to be placed in retirement packages.

Procedure:

- The information provided by Form 28 is used by State SIR to prepare your branch’s tax and other State and Federal reporting. In addition, the State uses Form 28 to measure the

growth of your branch and the SIR organization. Branches shall accurately submit the monthly Form 28 including the number of members each month as required. On-time submittal of the Form 28 each month is considered critical.

- The Branches, as a subsidiary corporation, are required to follow Policies and By-Laws of the parent corporation (SIR State). Failure to do so will require actions necessary by the State Board to mitigate the impact on the SIR organization.
- Possible State SIR actions for Branches not meeting this Policy includes:
 1. The State SIR will review the branch's membership growth strategies, action plans and results. If it is determined that no appreciable effort was made to attract guests or to convert them into members, the State Board has the right to give the Branch a warning. If no improvement is demonstrated within a reasonable period, the Branch shall be put on probation.
 2. During the warning and probation periods, the Branch Form 28 and Branch membership recruiting efforts will be reviewed by the State Board and if it is determined that no progress has been made to meet the requirements of this policy then the State Board may survey all the members of the branch as described below follows:
 - a. ~~A~~ State SIR will prepare a survey to be sent to each member of the branch to determine their interest and support in maintaining a vibrant and stable branch. If so, do they agree with the strategy and recent action of the current BEC's, if any, to achieve this. This survey will ask the members what they believe should be taken to make the Branch stronger and more vital.

Based on the results of this survey, the SIR State Board may take any of the following actions:

- ~~Recommend that the branch replace~~ Replace members of the BEC with branch members more willing and able to establish and implement a strategy to attract new members to the Branch.
- Merge the Branch with another local Branch so members can continue to enjoy activities, events and lunch with their current and potentially new friends.
- If the number of members and their level of support is not sufficient to sustain the Branch, the State may close the branch.
- Other State Board action as deemed necessary.
- Any Branch, not submitting regular and accurate Form 28s or refusing to support the distribution of the State SIR survey to its members, can, as approved

by the State SIR Board, be assessed appropriate penalties up to and including the cancellation of the Branch Charter.

EXHIBIT 5

Policy 22 – Attracting & Reporting New Members

Branch Executive Committee members are required by their corporation’s charter to follow the rules set forth in the parent corporation (SIR State) and the **Policies and Procedures adopted by the SIR State Board**.

Policy 22:

- In order to ensure that SIR is able to survive as an organization, recruiting new members is essential. Therefore, each branch shall develop a strategy, including a list of actions necessary to ensure their **net membership** is increased by at least one member annually measured at September 30th each year.

- Below are 11 actions that could be included in your strategy. Each Branch shall use at least three of the following actions to attract new members:
 1. Encourage branch members to use word of mouth to contact potential new members and invite them to lunch and activities to learn more about the Branch.
 2. Place SIR Billboards/Posters in storefront windows and/or on area bulletin boards.
 3. Download and edit to reflect your branch’s information and distribute the SIR marketing brochures and flyers available on the sirinc.org website.
 4. Download SIR **announcement** templates, modify as necessary, and distribute as ads in the community section of local newspapers.
 5. Place sandwich boards outside your SIR events with Branch brochures.
 6. Place Branch brochures at local senior centers and gathering places.
 7. Organize SIR information tables at local events like Farmer’s Markets, Home & Garden shows, Art & Wine events and Car Shows.
 8. Develop and maintain robust Branch websites with pictures and lists of Branch activities and events, and branch contacts for potential members.
 9. Provide guests at activities, events and lunches with a copy of Branch bulletins/newsletters.
 10. Offer a free lunch to guests attending a branch luncheon meeting.
 11. Encourage women to attend activities, events and lunches and become members if approved. When asked by company human resources departments if SIR is a gender-neutral organization, answer “yes” and leave Branch literature to be placed in retirement packages.

Procedure:

- The information provided by Form 28 is used by State SIR to prepare your branch's tax and other State and Federal reporting. In addition, the State uses Form 28 to measure the growth of your branch and the SIR organization. Branches shall accurately submit the monthly Form 28 including the number of members each month as required. On-time submittal of the Form 28 each month is considered critical.
- The Branches, as a subsidiary corporation, are required to follow Policies and By-Laws of the parent corporation (SIR State). Failure to do so will require actions necessary by the State Board to mitigate the impact on the SIR organization.
- Possible State SIR actions for Branches not meeting this Policy includes:
 1. The State SIR will review the branch's membership growth strategies, action plans and results. If it is determined that no appreciable effort was made to attract guests or to convert them into members, the State Board has the right to give the Branch a warning. If no improvement is demonstrated within a reasonable period, the Branch shall be put on probation.
 2. During the warning and probation periods, the Branch Form 28 and Branch membership recruiting efforts will be reviewed by the State Board and if it is determined that no progress has been made to meet the requirements of this policy then the State Board may survey all the members of the branch as described below:
 - a. A State SIR will prepare a survey to be sent to each member of the branch to determine their interest and support in maintaining a vibrant and stable branch. If so, do they agree with the strategy and recent action of the current BEC's, if any, to achieve this. This survey will ask the members what they believe should be taken to make the Branch stronger and more vital.

Based on the results of this survey, the SIR State Board may take any of the following actions:

- Replace members of the BEC with branch members more willing and able to establish and implement a strategy to attract new members to the Branch.
- Merge the Branch with another local Branch so members can continue to enjoy activities, events and lunch with their current and potentially new friends.
- If the number of members and their level of support is not sufficient to sustain the Branch, the State may close the branch.
- Other State Board action as deemed necessary.

EXHIBIT 5A

3. Any Branch, not submitting regular and accurate Form 28s or refusing to support the distribution of the State SIR survey to its members, can, as approved by the State SIR Board, be assessed appropriate penalties up to and including the cancellation of the Branch Charter.

Comments and Explaining Suggested Changes

List of possible actions

1. Number 4 refers to downloading templates of ads or articles the branch can use to advertise. I went to sir.inc and I can only find a single template for announcing a new State president. If we are going to include this in the policy, shouldn't we have more than one template. Am I missing something?
2. Number 7. I added Farmer's Markets. My branch has recently added three members by having a booth at the Vallejo Farmer's Market.
3. On number 11. I added the words "if approved" since this is applicable only to branches that have approved women as members.

Possible State Actions,

1. & 2. This could be a lot of work at the State. Who in the SIR State is going to do the review, considering we are already shorthanded. The A/R would be the logical persons to do this, but we have a lot of vacancies, and a lot of A/Rs that would not be inclined to do this. I am not sure what we can do about this, just anticipating a problem.
- 2a. I believe that most members will be reluctant to criticize their leaders. I suspect that there would be a lot of "circling the wagons" with the State being the Indians.

Actions on Survey Results

Replacing BEC Members: As far as replacing the BEC members, most branches do not have enough people to fill the BEC positions now. Do we really think there would be enough members, if any, that would volunteer to replace the current leaders, and risk being considered a "trader" to the rest of the members. This may be unrealistic expectation.

Closing the Branch: As far as closing branches due to low membership and support is within our current prerogative, but would we really do this? We currently have a half dozen branches with under 40 members that will probably die on their own in a couple of years. Why would we close them if

they are functioning and paying assessments? I am assuming this is just to make branches understand we have the authority to do that,

Other Suggestion I changed this from "...suggested action described here:" to Other State Board action as deemed necessary, since there were no actions described.

I understand the intent of this policy is to get the branches to understand that recruiting is critical to the survival of SIR. While I think that this will create some negative response, the way I read this, we only take punitive actions on a branch if they do not have a strategy and have taken action to bring more members in.

A question: What do we do with branches that do not bring in that Plus One in the year? If our "review" shows they did all they could to gain members, I assume we would make recommendations, but not punish them or threaten to close them.

**Dale Decker
State SIR President
209-573-0833 / daledftg@gmail.com**

July 15, 2024

Subject: My Vision of the new SIR Organization

HIGH PRIORITY –

We must stop the pissing contest that some branches are arguing about with the high number of eMails going back and forth in regards to changing the face of SIR.

In the structure of our corporation. i.e., Sir, Inc. and its subsidiaries, the independent corporations (subsidiaries) are allowed to operate with a degree of autonomy in their day-to-day operations. However, when it comes to setting policies and strategic directions, especially those that affect the entire corporate group, the parent corporation (Sir, Inc. in this case) holds the decision-making power and it's decisions are not open to debate.

The subsidiaries do not have voting rights in determining the policies or strategic direction of the parent corporation unless specifically outlined in the corporate governance structure or agreements between the parent and subsidiaries via their By-Laws. Instead, they are to operate under the strategic guidance and policies set by the parent company (i.e. the State Board). This hierarchical structure allows the parent corporation to coordinate and align the activities of its subsidiaries towards broader corporate goals and strategies.

The above message must be clearly sent to all Branches and they are to be told to use their efforts to bring in new members.

We must retain the 'SIR, Inc.' corporate name as our award medals use this exclusively and it maintains the legacy back to the original Sons in Retirement organization.

We must approve and clearly communicate Policy 22 to the branches and enforce it.

We must retain the name of 'Branches' and not change to 'Chapters' as the amount of work to implement this change across all our documents would be horrendous.

We must finalize the Functional Organization Chart so all of us understand our responsibilities.

We will not change the Branch assessment method.

Obtain approval to purchase 100 "President's Award medals, a cost of \$385 plus shipping. See the July letter that follows.

Change the Branch ByLaws:

Rewrite Article 3 of the Branch By Laws to state that the branches have the authority to decide if they want to allow women as members... use the correct words here.

Note: Although Dave Gonzales stated that Branches have this authority since it was

not written in a Branch ByLaw and approved by the members of the Corporation it could easily be changed to require women to be allowed to be members.

Change all the remaining branch bylaws to be gender neutral

Dale Decker
State President

209-573-0833 / daledftg@gmail.com

July 15, 2024

Subject: President's Award

I am establishing a new SIR award named The President's Award to recognize the extraordinary contributions of SIR members who personally commit to a task and achieve it that results in a significant improvement in the wellbeing of a SIR Branch or SIR, Inc.

The President's Award seeks to recognize individuals whose actions embody the core values of SIR and contribute significantly to the organization's mission and vision.

This distinguished accolade stands on equal footing with the Honorary Life Member award but distinguishes itself by being attainable through the accomplishment of an extraordinary goal or milestone as a singular endeavor. The time the awardee has been a member of SIR is not relevant nor is his position as a member, director, chairman or officer.

Examples of the criteria for earning The President's Award include:

1. Implementing strategies that lead to a noteworthy influx of new members to a Branch within a short period of time.
2. Spearheading the acquisition of audio/video equipment, such as multiple LED screens, to enhance the quality of guest speaker presentations at Branch luncheons. The fundraising efforts may involve contributions from the hosting location and multiple branches utilizing the same luncheon venue.
3. Being the catalyst within a Branch that is significantly contributing to the success of the Branch.
4. Other actions that have clearly demonstrated exceptional contributions that members would recognize as having increased the stature of the Branch.

In order to maintain the exclusivity of The President's Award it shall only be awarded by the President at his discretion. He shall use his ability to recognize a broader spectrum of outstanding contributions that align with the his values and ths goals of the State Board.

The process for earning the President's Award requires a nomination letter sent to the President describing the task and the accomplishment and why the member deserves the award.

If granted, the award should be presented at a Branch special event by a state officer if the president is not available. Alternatively, , the recipients that have received this award shall be announced at the SIR Annual or Town Hall Meeting when a majority of members of the corporation are in attendance,

Dale

SUGGESTED PROCEDURE TO CHANGE SIR, INC.



We have been trying to reverse our on-going loss of membership for many years. We have developed, and made available to the branches, information, suggestions and materials to assist their marketing efforts. Unfortunately, these efforts have not achieved the intended result. As of April 30, 2024, on an annual basis, approximately 36 % of our branches experienced net growth, 36% experienced a net loss of up to 10%, and 28% experienced losses exceeding 10%.

As a Board, we have decided that our organization needs to become gender neutral to survive and thrive in the future. The question is how best to restructure our organization to achieve that goal. Simply having a procedure whereby branches can become gender neutral, like Branch 92, is unlikely to effectuate the change that is required. We recognize the need to change our name and logo to enable better market awareness and acceptance, as well as the name of our branch officers. But that also is unlikely will be insufficient and may result in immediate and significant short-term market problems. One such impact could be on insurance. If we have too dramatic of a membership drop during any transformation, we may trigger a significantly higher insurance cost.

I suggest we consider taking the following actions:

Suggested Corporate Reorganization:

I have attached as Exhibit 1 our current structure. We all know the difficulties that have arisen under our existing structure.

Exhibit 2 offers a way to accomplish our desired result of converting our organization into a gender neutral organization without materially harming the organization in the process.

Essentially, I propose that we use a “Holding Company Approach” and organize a new subsidiary corporation as a 501(c)(3) entity (“NewCo”) which will, overtime, replace our current organization.

As a holding company, we can retain our organizational structure with respect to the existing branches throughout the conversion process. Similarly, we do not lose the market goodwill that SIR has built over the years. While SIR may not be known to the residential communities, it is known and respected in the golfing and bowling communities. Since

golfing is our largest activity within the organization, and not knowing the ultimate impact of a name change on this market segment, it seems prudent to keep the name and increase our marketing efforts along the line that Jim has been suggesting.¹

But our central focus will be the growth and development of NewCo.

Through NewCo, we can structure a modern approach to operation. Instead of separately incorporated branches, we will have only one company. That will simplify reporting and filing obligations saving time and finances. By using a single company, we have the flexibility to use a chapter structure requiring less local leadership and minimizing conflicts. Through use of chapters, greater uniformity can be achieved throughout the entire organization and reporting and records can be centralized. Similarly, the regional activity approach that Roy has suggested could be explored and implemented resulting in increased benefits for many of our members.

Currently, if a branch wants to become gender neutral, our current bylaws impose severe voting requirements, not likely to be achieved by any branch. These requirements are not a barrier with NewCo. A member simply switches his membership to NewCo. Likewise, a branch could decide to join NewCo. Those branches that are unwilling to join NewCo can still operate or merge with other branches.

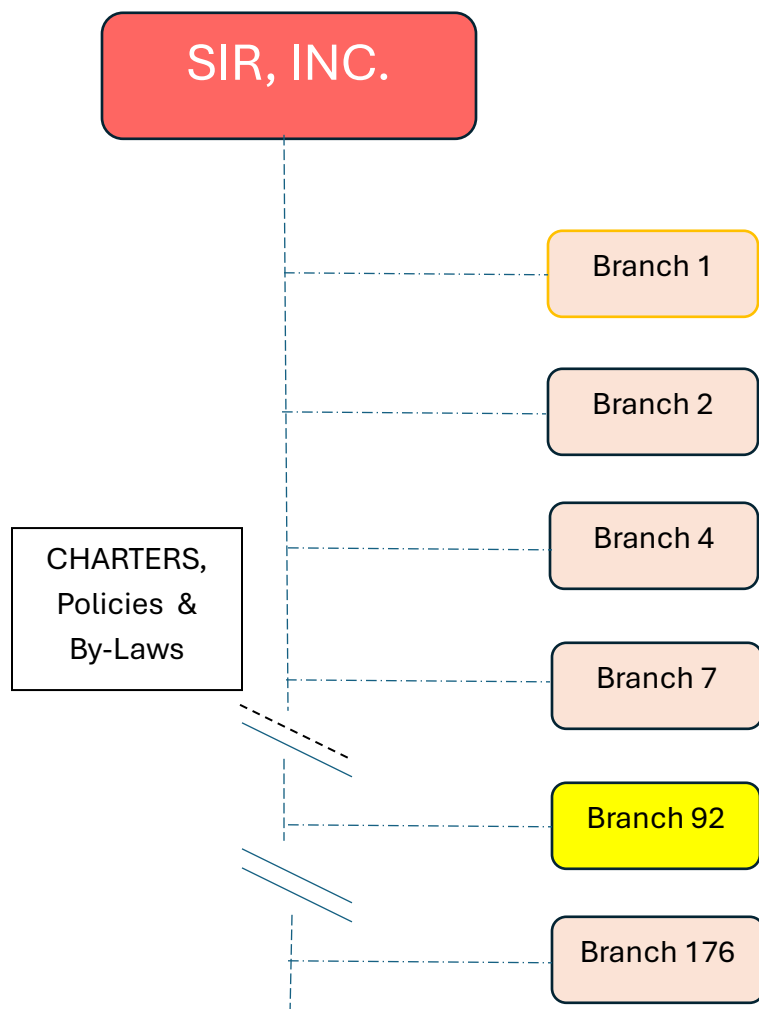
I believe that NewCo will be attractive to most of our members. For those who aren't initially receptive, I suggest that they can be encouraged to join through incentives which will be available through NewCo. Additionally, as more of the members of their branch switch, those remaining will likely see the wisdom of moving to NewCo also.

Our current Board can also be the Board of NewCo, holding joint Board Meetings if we desire. Similarly, our current State officers could occupy the same positions for both companies. We can evaluate whether we need the same committees for NewCo or different ones.

Over time, NewCo will become the dominant organization. At that time, we can decide what the appropriate action will be with regard to any remaining branches and SIR, Inc.

Submitted for consideration by Rich Carlston

¹ Keeping the holding company will avoid the concerns which are already being expressed by our members about the apparel that they have previously purchased.



SIR, Inc. is a separate California corporation.

Each of the branches is a separate California corporation.

The traditional parent – subsidiary corporate relationship does not exist.

The members of SIR Inc. include State Officers, the Big Sir from each Branch and Past Presidents.

Branches receive a charter from SIR, Inc. to operate.

Branches are required to follow the policies set by SIR, Inc. as set forth in the Sir Manuel and Branch By-laws at Appendix A.

The ultimate enforcement mechanism of SIR, Inc. is to withdraw a branch's charter.

The SIR, Inc. Articles of Incorporation state: "... B. The specific purpose of this corporation is to provide for **the welfare of retired men** from all walks of life ... and affording them an opportunity to make new friends through association with other retired men ... The assets of the corporation are irrevocably dedicated to the foregoing purpose.

The Branch Articles of Incorporation, excluding Br. 92, state: The specific purpose of this corporation is to operate an organization for the enjoyment of its members as a means of promoting the objective of Sons in Retirement, Incorporated, the meeting of civic need by providing for **the welfare of retired men** ... and providing them an opportunity to make new friends through association with other retired men ... The assets of the organization are irrevocably dedicated to the foregoing purpose.

Branch 92 Articles of Incorporation state: “B. The specific purpose of this corporation is to enrich **the lives of participants** in our organization ... The assets of the corporation are irrevocably dedicated to the foregoing purpose.”

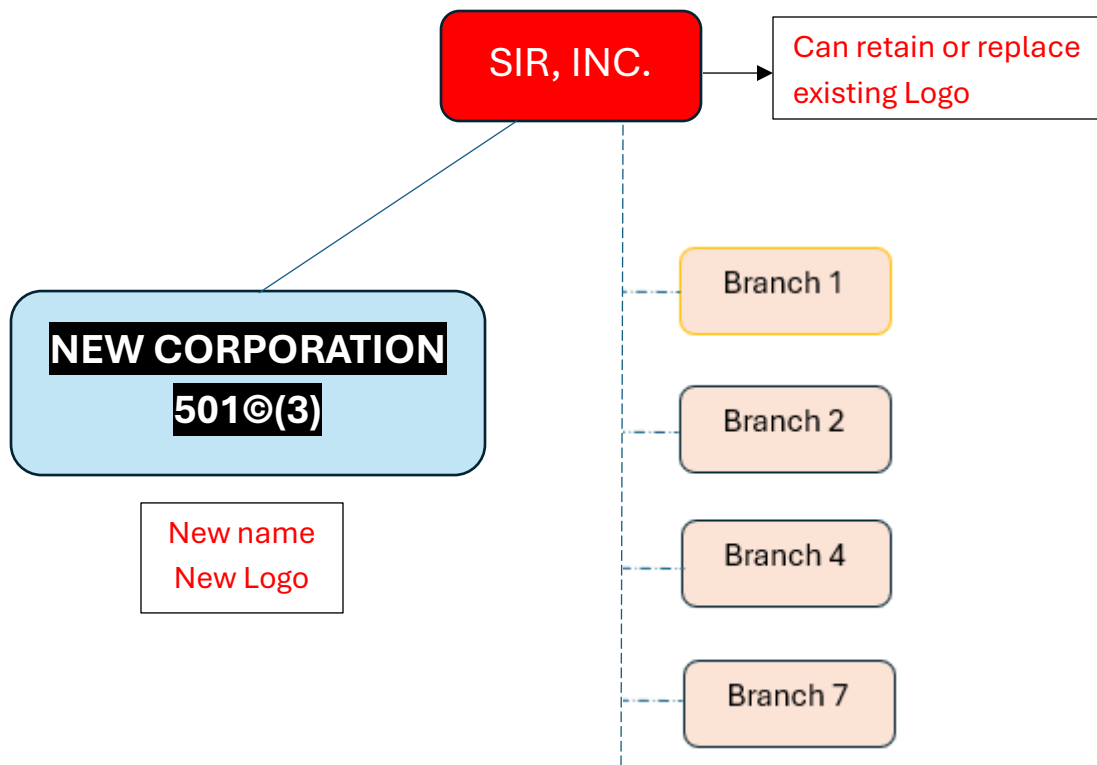
SIR, INC. Bylaws state in relevant part:

Bylaw 15. Membership shall be **open to any man** regardless of age, race, color, or religion ...

Bylaw 201. The State Board may adopt such Policies and Procedures, **not inconsistent with the Corporate Articles of Incorporation and the Corporate Bylaws**, as it deems necessary or desirable to further the purposes of SIR Inc.

I have not seen any separate set of Bylaws for Branch 92. There are, however, limitations applicable to Branch 92 in the Transition Agreement.

While we are operating under a structure that permits Branch 92 to have women members, changes should be considered to both to the Articles of Incorporation of SIR, Inc. and any branches that elect to allow women to be members. Likewise, the SIR, INC. Bylaws should be changed. These changes will clarify the removal of the limitation of men as members at the State level.



1. Under this type of structure, a new 501(c)(3) organization would either be created, or the former SIR Foundation could be converted to serve this role.
2. The Board of Directors SIR, INC. could be the Board for the new corporation, holding meetings simultaneously or consecutively.
3. The corporate officers of the two corporations could be the same.
4. The Articles of Incorporation and Bylaws for the new corporation can be written to remove any ambiguity as to the organization being gender neutral.
5. We have considerable flexibility in how we want to structure the activities and management of the new organization.
6. Finally, if the use of two separate corporations, enables the new corporation to spin off from SIR, INC. depending on future developments and become its own lifestyle organization.



Question: Should the leadership of a gender neutral branch attend, participate and vote at the Annual Meeting.

Recommendation: YES

Executive Summary:

1. Since we now have a gender neutral branch, attention should be paid to amending both the State SIR Articles and Bylaws to clarify that gender neutral branches do and can exist within SIR.
2. Any member of Branch 92, like any member of any other branch, can serve on a State SIR Committee or, if elected or appointed, hold a state office.
3. While it is understandable why the restrictions concerning the Annual Meeting were included within the Transition Agreement, it appears that they unfairly penalize Branch 92 and the members of Branch 92. As State SIR moves forward, we need to ensure that all branches have the same privileges and opportunities, and none is marginalized or penalized. I believe we should take steps to remove these restrictions.

A. Background

Our SIR organization presently consists of a series of corporations. State SIR is a separate corporation from each of the branch corporations. There are two distinct types of branch corporations. Most follow the format that was implemented over 50 years ago. Membership in these branches is limited to only men.¹ One, Branch 92, is different. At the end of last year, it converted to a branch that admits women and is gender neutral.

¹ Given the present language of our Articles and Bylaws, an argument could be made that our members should be retired men.

1. Articles of Incorporation.

State SIR Articles. While the original Articles of Incorporation filed by State SIR are not available online from the Secretary of State, the Articles were amended on November 26, 1990, which constitute the current Articles. In relevant part they state:

B. The specific purpose of this corporation is **to provide for the welfare of retired men** from all walks of life who are pursuing a common goal, the enjoyment of their later years with dignity and pride, by assisting these senior citizens to renew former friendships and associations, and affording them an opportunity to make new friends **through association with other retired men** who also face the particular problems that confront men upon their retirement. The assets of the corporation are irrevocably dedicated to the foregoing purpose.

C. The purpose of this corporation shall be effected through authorizing the incorporation of branches using the term “Sons in Retirement, Incorporated”, as part of the corporate name and by formulating and promulgating bylaws and rules and procedures as, in the opinion of the board of directors of this corporation, **are necessary, expedient, or appropriate to accomplishment of such purpose** and are consistent with the laws of the State of California under which the corporation is formed. (emphasis added.)

Traditional Branch Articles. I am advised that the Articles for each of the respective branches (excluding Branch 92) all use the same format. In relevant part, they state:

The specific purpose of this corporation is to operate an organization for the enjoyment of its members as a means of promoting the objective of sons in Retirement, Incorporated, the meeting of civic need by **providing for the welfare of retired men** from all walks of life in their pursuit of a common goal, the enjoyment of their later years with dignity and pride, by assisting these senior citizens in renewing former friendships and associations and providing them an opportunity to make new friends **through association with other retired men** who also face the particular problems that confront men

upon their retirement. The assets of the organization are irrevocably dedicated to the foregoing purpose.

Articles of Branch 92. The Branch 92 Articles are gender neutral and state, referring to “participants”:

B. The specific purpose of this corporation is to enrich the lives of participants in our organization through fun activities luncheons, and events while making friends for life. The assets of the corporation are irrevocably dedicated to the foregoing purpose.

2. Bylaws. The Bylaws of State SIR are included as an appendix to our Policies and Procedures. In relevant parts, with emphasis added, they state:

- Bylaw 1. The purpose of a Branch of SIR, Incorporated, and its Branches is to promote the SIR Mission. **The Mission of SIR is to enrich the lives of our members** through fun activities, luncheons and events – while making friends for life. (Revised 8/20/19)
- Bylaw 15. **Membership shall be open to any man** regardless of age, race, color, or religion who is sociable, will participate in SIR activities, events, luncheon meetings and is also willing to volunteer and bring guests for the purpose of perpetuating the organization.
- Bylaw 59. **These Bylaws may be amended by the affirmative vote of two-thirds of those present and entitled to vote at the Annual Meeting.**
- Bylaw 182. **A quorum for Annual Meetings shall consist of a minimum of 40% of all Members of the Corporation. ...**
- Bylaw 265. The President may create and appoint **members** to committees ...
- Article 10 - Amending the Corporate Bylaws Bylaw 290. These Corporate Bylaws may be amended by applying the procedures in Branch Bylaws Sections 57, 58, and 59.
- History: The Articles of Incorporation of SIR, Incorporated provide, in part:

“The specific purpose of this corporation is **to provide for the welfare of retired men** . . . who are pursuing a common goal, the enjoyment of their later years with dignity and pride. . . through association with other retired men who also face the particular problems that confront men **upon their retirement.**” ...

3, Branch Charters. All branches have been chartered by State SIR. Through each branch charter, the branches are vested with all the rights, responsibilities and privileges as set forth in their Articles and Bylaws.

4. Branch 92 Transition Agreement. As part of the conversion of Branch 92 to a gender neutral branch, a Transition Agreement was entered into between State SIR and Branch 92. Some of the relevant provisions, emphasis added, are:

A representation and warranty that a majority of the members of the Branch have voted to ... follow State SIR Policies and Procedures, **except to the extent they limit membership to men only;**

State SIR will ... approve new Bylaws of the Branch in the form of Exhibit B.

3. Privileges, Benefits and Restrictions. The Branch acknowledges and agrees that after the change to its membership category, **it will still have the same privileges and benefits of its prior men-only status**, such as participation in joint SIR branch activities, access to SIR insurance, use of the SIR name, and access to SIR website information. After the transition, however, the **Branch will not be allowed to participate in or vote at SIR Annual Meetings or use any SIR logo which refers to men without referring to women as well.** (emphasis added)

4. General. ...[This Agreement] cannot be modified or cancelled without an affirmative vote of the Branch Executive Committee, an affirmative vote of the majority of Branch members, and an affirmative unanimous vote with no abstentions of the Board of Directors of State SIR. ...

B. Analysis:

Corporate Documents. The Articles of Incorporation for State SIR state that the purpose of the organization is to benefit retired men. The Bylaws provide that membership is limited to men.

Accordingly, consideration should be given to having these documents amended to clarify ambiguity and confirm that women may become members of branches provided appropriate steps are taken.

Can Women Members Be Appointed a State Committees? There has been uncertainty in the past about whether women may be appointed to a State Committee. It appears that persons appointed to committees must be members of SIR. All members of Branch 92 are members of SIR. This is confirmed by the Transition Agreement with Branch 92. Consequently, they can be appointed committee members.

Presently, women or men who are not members can not hold a committee position. For example, a spouse of a member cannot hold a committee position. Whether this policy should be revisited in light of the difficulty that we are having getting leaders, seems apparent. If a volunteer steps forward who can assist a committee, and from whose service the committee and SIR can benefit, is there a reason not to permit that volunteer from serving, particularly if they are already considered part of the SIR family?

Can Women Members Be Elected to Hold a State Office? Presently, any member who is elected at the Annual Meeting, or properly appointed, can hold a state office. Accordingly, a woman member of Branch 92 can hold a State Office.

Should the restriction against participating in and voting at the SIR Annual Meeting be rescinded? Branch 92 is a SIR branch. As a branch, pursuant to our Policies and Procedures, it would normally be expected to attend the Annual Meeting, participate, and vote as any other branch would and does². At the Annual Meeting policies, procedures and issues affecting all branches are addressed. As one of the branches being affected, Branch 92 should have the right to voice their position and vote on any proposed policy, procedure or issue. Further, the branch should, like every other branch, have the opportunity to meet with and coordinate with other branches at the Annual Meeting. Finally, the training and information

² Indeed, excluding its participation can affect whether a quorum is achieved.

provided at the Annual Meeting is equally important for Branch 92 to receive as it is to any other branch. The failure to receive the information may be detrimental to the branch.

Finally, continuing the restriction will result in some form of isolation or marginalization of the branch. This is not a healthy situation for the branch and its members.

I suggest that we address this problem and take action to remove this barrier. To amend the Transition Agreement to remove the restriction will take a unanimous vote of the Board, with no abstentions. Branch 92 is also required to vote to remove the restrictions as well.

Dale Decker
State President
209-573-0833 / daledftg@gmail.com

February 12, 2024

Subject: President's Award

I am establishing a new SIR award named The President's Award to recognize the extraordinary contributions of SIR members who personally commit to a task and achieve it that results in a significant improvement in the wellbeing of a SIR Branch or SIR, Inc.

The President's Award seeks to recognize individuals whose actions embody the core values of SIR and contribute significantly to the organization's mission and vision.

This distinguished accolade stands on equal footing with the Honorary Life Member award but distinguishes itself by being attainable through the accomplishment of an extraordinary goal or milestone as a singular endeavor. The time the awardee has been a member of SIR is not relevant nor is his position as a member, director, chairman or officer.

Examples of the criteria for earning The President's Award include:

1. Implementing strategies that lead to a noteworthy influx of new members to a Branch within a one-year period.
2. Spearheading the acquisition of audio/video equipment, such as multiple LED screens, to enhance the quality of guest speaker presentations at Branch luncheons. The fundraising efforts may involve contributions from the hosting location and multiple branches utilizing the same luncheon venue.
3. ????
4. ????

In order to maintain the exclusivity of The President's Award, it shall be limited to six (6) recipients annually, unless the Board of Directors grants an exception. The criteria aims to recognize a broader spectrum of outstanding contributions that align with the values and goals of the SIR community.

The process for earning the President's Award requires a nomination letter sent to the President describing the task and the accomplishment and why the member deserves the award.

If granted, the award should be presented at a Branch special event by a state officer if the president is not available. In addition, the recipients of the award shall be announced at the SIR Annual Meeting.

Dale

JOB/QUOTE #: 300491769
NAME: Dale Decker

PIN SIZE:
1.25"



LAPELPINSUPERSTORE
866.862.8842
SALES@LAPELPINSUPERSTORE.COM

METAL PLATING STYLE:



Please Note:

Polished Metals are very reflective, text and details will be hard to see if no color is added to the pin or if details are on a white background

PROOF # 1

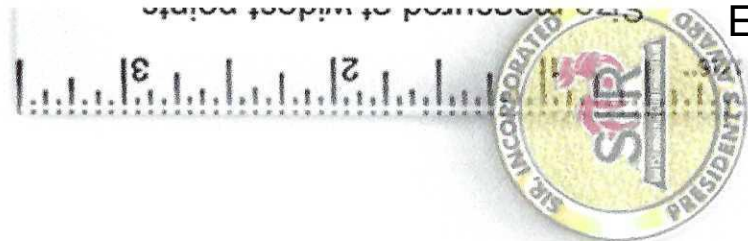


EXHIBIT 9

Up to 7 Colors Per Design • All PMS Numbers are Solid Coated • Do not assume a color is on your pin if it is not in the color legend
 To show metallic reflection, some areas may appear white in color • 3D Effects are an artists rendition only. 3D Image may vary upon production

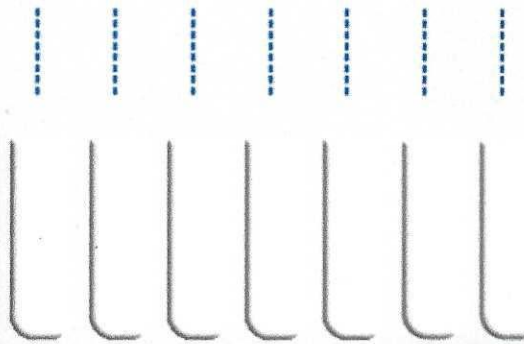
NOTE: It is your responsibility to carefully inspect this proof for errors and/or omissions in spelling, design or color. Once approved, client accepts responsibility for content and copy. Colors as shown are approximate and will differ on each computer monitor. If you require an exact match please provide the PANTONE® color number or an actual color swatch.

***** THIS ARTWORK IS INTENDED FOR CUSTOMER REVIEW ONLY. IT HAS BEEN ENLARGED TO SHOW DETAIL. *****

Black



200C



OFFICE OF THE PRESIDENT

*By virtue of the authority vested in me as President
of Sir, Inc. I am proud to award*

Sir Willie Coyete

THE PRESIDENT'S AWARD

*IN RECOGNITION of his outstanding
contribution to SIR, Inc. that through his own
volition achieved a goal thought by many to be
unachievable epitomizes the true character of a
member to be highly respected by his peers as he
does what it takes to achieve success.*

*This President's award was approved by the State
Board of Directors on the **31st day of August,**
2023.*

Signed:

Dale Decker

President



Attest

Rich Carlston

Secretary