



2019 Annual Meeting Agenda
 Sons In Retirement Inc.
 Thunder Valley Resort/Casino
 1200 Athens Avenue
 Lincoln, California 95648



Tuesday, August 20, 2019 at 9:30 am

Members of the Corporation

President: Ed Benson
 Vice President: Jim Johnson
 Chief Admin Officer: Dean Steichen
 Secretary: Ron Flagel
 Assistant Secretary: Stuart Williams
 Treasurer: Roy Hodgkinson
 Assistant Treasurer: Ron Saltgaver
 Big Sirs or Appointed Branch Designee: All

Director, Region 1: Mark Stuart
 Director, Region 2: Richard Kindle
 Director, Region 3: Dennis Pangburn
 Director, Region 4: Patrick O'Keefe
 Director, Region 5: Bill Holly
 Area Governors: All
 Past Presidents: All

State Committee Chairmen

Parliamentarian: Dwight Sale
 Training & Development: Barry Leskin
 Nominating: Derek Southern
 SIR Sports Events: Lee Moy
 Insurance: Craig Hoffhines
 State Advisor: Stuart Williams
 Legal Advisor: Alan Melnicoe

Policy & Procedures: Dale Decker
 Golf: Mark Stuart
 Travel: Tom Molinari
 Bowling: Russ Salazar
 Bocce: Jack Meylink
 G & M: Stuart Williams
 RV: Bobbie Hairston

Invited Guests

Dr. Christine Ritchie – UCSF

Agenda

61st SIR Annual Meeting Theme
Where we've been, where we're going, how to get there...

Our Mission

To improve the lives of our members through fun activities, events and luncheons while making Friends for Life

Our Vision

To become the preeminent active men's organization in Northern and Central California by improving longevity through providing opportunities for physical, mental and social engagement

Time	Item	Presenter(s)
9:30	Call to Order	Benson
	Verification of Quorum	Johnson
	Invocation	Benson
	Pledge of Allegiance	Benson
	Agenda Revisions	Johnson
9.40	President's Keynote	

Time	Item	Presenter(s)
	• Where we've been, where we're going	Benson
9:55	Finances	Hodgkinson
	• First Half 2019 vs. Budget	
	• 2019 Projection vs. Budget	
10:05	How to Get There – Improving Longevity	
	• What leads to longer life?	Dr. Ritchie – UCSF
	• Our survey results contrasted	Dr. Ritchie – UCSF
	• The value of our partnership	Dr. Ritchie/Benson
10:35	Who Will Lead Us There? Election of State Officers	
	• Presentation of Nominees (<u>Addendum A</u>)	Southern
	• Call for nominations from the floor	Benson
	• Call for motion to close nominations	Benson
	• Election of Officers	Eligible Voters
10:55	How to Get There – Physical Engagement	
	• Golf	Stuart
	• Bowling	Salazar
	• Bocce	Meylink
11:25	How to Get There – Mental Engagement	
	• Community College Partnerships	Williams
	• Luncheon Speakers	Jim Johnson
	• Computers and technology	Steichen
11:55	Lunch	
12:45	How to Get There – Social Engagement	
	• Recreational Vehicles	Hairston
	• The SIR Foundation	Southern
	• Sirs at the Games	Moy
1:10	Fiduciary Responsibilities of Directors of CA Corporations	Williams
1:20	Bylaw Changes	
	• Presentation of changes (<u>Addendum B</u>)	Decker
	• Approval of changes	Eligible Voters
1:35	How to Get There – Our Expectations	Benson
	• What can we learn from McDonald's	
	• Of the State	
	• Of the Branches	
	• Of our leaders and members	
2:00	Meeting the Challenge – The Best Branch Awards	Benson/Johnson
2:45	Adjourn	Benson

ADDENDUM A

SIR STATE NOMINATING COMMITTEE NOMINEES FOR 2020 STATE OFFICES

President: Ed Benson
Vice President: Jim Johnson
Chief Administrative Officer: Dean Steichen
Secretary: Stuart Williams
Treasurer: Roy Hodgkinson
Assistant Secretary: Ron Flagel
Assistant Treasurer: Ron Saltgaver

Brief Biographies:

President Candidate; (Uncontested)

Ed Benson, Member of Branch 8, Mount Diablo. He has served at the Branch level as Director 6 years, Big Sir, Little Sir, Recruiting Chairman, and Area Governor 2 years. At the State level he has served as President, Vice President, Regional Director for 2 years, Chairman of Project 2016, Member of Survivability Action Team, Member of Growth & Membership Committee 3 years, and Chairman of Growth & Membership Committee (RAMP) 2 years. Currently he is State President.

Vice President Candidate; (Uncontested)

Jim Johnson, Member of Branch 136, Sonora. He has served at the Branch level as Big Sir, Little Sir, Secretary, and Area Governor. At the State level he has served as Assistant State Secretary. He has also served as Chairman of the Policy and Procedure Committee, Chairman of the SIR Manual Committee, and a Member of the Nominating Committee. Currently he is Vice President (appointed to replace Richard DeVoe).

Chief Administrative Officer Candidate: (Uncontested)

Dean Steichen, Member of Branch 8, Mount Diablo. He has served at the Branch level as Big Sir & Little Sir. At the State level he has served as Chief Administrative Officer, Regional Director (4 yrs), Chairman of Information Systems Committee (7yrs), Webmaster, member of Growth & Membership Committee, member Project 2016, and Chairman of State Training Committee. Currently he is Chief Administrative Officer and Chairman of the INFOSYS Committee.

State Secretary Candidate: (Uncontested)

Stuart Williams, Member of Branch 149, Wine Valley. He has served at the Branch level as Big Sir & Little Sir. At the State level he is currently State Advisor, & Chairman of the Growth and Membership Committee. Currently he is Chairman of the Growth and Membership Committee and Assistant State Secretary (appointed to replace Jim Johnson).

Assistant State Secretary Candidate: (Uncontested)

Ronald Flagel, Member of Branch 103, Stanislaus. He has served at the Branch level as Secretary for 7 years. At the State level he has served as State Secretary for 2 years, Assistant Secretary for 4 years, State Secretary 2 years and State Certificates Chairman for 5 years. Currently he is the State Secretary and State Certificates Chairman.

Brief Biographies: (Continued)

State Treasurer Candidate: (Uncontested)

Roy Hodgkinson, Member of Branch 146, Costa Costa. He has served at the Branch level as Branch Treasurer for 2 years. At the State level he is currently the State Treasurer.

Assistant State Treasurer Candidate: (Uncontested)

Ron Saltgaver, Member of Branch 101, Livermore. He has served at the Branch level as Little Sir, Big Sir, Branch Treasurer, Webmaster, Activities Chairman and Area Governor (7 yrs). At the State level he has served as Forms Committee Chairman and member of the Training & Development Committee. Currently he is Assistant State Treasurer (appointed to replace Jimmie Johnson) and State Forms Committee Chairman.

ADDENDUM B

Updated 3/13/15

BYLAW AND POLICY REVISIONS/ADDITIONS

A. PROPOSED BYLAW REVISIONS RESULTING MOSTLY FROM THE SIR POLICIES & PROCEDURES MANUAL PROJECT

(The following Bylaws are approved by the State Board for action at the Annual Meeting. Additions/revisions in bold with strikethroughs)

Bylaw 1. The purpose of a Branch of Sons In Retirement, Incorporated **and its Branches** is to **promote the SIR Mission. The Mission of SIR is to improve the lives of our members through fun activities and events – while making friends for life. (Revised 8/20/19)**
~~operate a public benefit organization providing for the welfare of retired men from all walks of life who are pursuing a common goal, namely, 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.~~

[Comment: This revision simplifies the purpose, focuses on the SIR Mission and materially reduces the emphasis on retired and semi-retired men.]

Bylaw 6. ~~As used herein, the term “Standing Rules” means rules adopted by the State Board of Directors. (Deleted 8/20/19)~~

[Comment: The Bylaw is deleted because there are no longer Standing Rules.]

Bylaw 8. The operation of a Branch and its activities shall conform to the provisions of the **Policies and Procedures** ~~Standing Rules. (Revised 8/20/19)~~

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

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. (Revised 8/20/19)**

~~Membership shall be open to men retired from full time gainful occupation, regardless of age, race, color or religion.~~

[Comment: This revision more accurately summarizes the criteria for SIR membership and the behaviors encouraged for its members.]

Bylaw 16. ~~An active~~ **A** member has the right to vote on all matters before the Branch membership ~~for decision, and to hold a Branch or and State office. (Revised 8/20/19)~~

[Comment: This revision deletes the obsolete word “active”; other changes added for clarity]

Bylaw 18. To maintain his membership, a member must attend his Branch meetings as required by the **Policies and Procedures** ~~Standing Rules. (Revised 8/20/19)~~

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 19. The breach of any **Policy or Procedure** ~~Standing Rule~~, Bylaw or Regulation, or refusal to conform thereto, may be cause for membership termination. ~~expulsion or suspension.~~

[Comment: This revision changes the wording from Standing Rule to Policy or Procedure, and deletes the terms “expulsion or suspension” as unnecessary]

Bylaw 20. The procedure for effecting the termination, ~~expulsion or suspension~~, after due notice and opportunity to be heard, shall be as prescribed in the **Policies and Procedures** ~~Standing Rules.~~

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures, and deletes the terms “expulsion or suspension” as unnecessary]

Bylaw 25. Officers of the Branch are the Big Sir, Little Sir, Branch Secretary, Assistant Branch Secretary, Branch Treasurer, Assistant Branch Treasurer, and from two to six Directors, all elected from the ~~active~~ membership each year to serve for the ensuing calendar year and until their successors have been elected and **installed** ~~qualified~~. **(Revised 8/20/19)**

[Comment: This revision deletes the obsolete word “active”, and corrects other wording]

Bylaw 26. A vacancy in any Branch office shall be filled by ~~a~~ ~~an active~~ member selected by the members of the Branch Executive Committee. **(Revised 8/20/19)**

[Comment: This revision deletes the obsolete word “active”]

Bylaw 30. In accepting a Branch office, a member assumes responsibility to be bound by the Corporate Bylaws, **Policies and Procedures**, ~~and Standing Rules~~ and the Branch Bylaws and Regulations. **(Revised 8/20/19)**

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 36. Special meetings of the officers or members may be held **in accordance with the Policies and Procedures**. ~~at the discretion of the Big Sir. Notice of special meetings shall be mailed to the members involved at least five days in advance of the date set.~~ **(Revised 8/20/19)**

[Comment: This revision transfers procedural items to Policies and Procedures approved by the State Board.]

Bylaw 41. The Branch Executive Committee is empowered to formulate regulations governing the procedures applicable to the Branch not otherwise provided in the **Policies and Procedures** ~~Standing Rules~~, and not in conflict therewith. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 50. The **Policies and Procedures shall be followed when appointing Committee Chairmen**. ~~Big Sir shall appoint committee chairmen and members to conduct the administrative details and records of membership, attendance and various Branch activities, to serve at the pleasure of the Big Sir.~~ **(Revised 8/20/19)**

[Comment: This revision transfers procedural activities to the State Board. Additionally, the current Bylaw requires that the Big Sir appoint **all** members of Branch Committees, which is considered unnecessary and inappropriate operationally.]

~~**Bylaw 60.** Date handling instructions moved to the rule manual protocol. (Deleted 8/20/19)~~

[Comment: This Bylaw is deleted as unnecessary/obsolete.]

~~**Bylaw 100.** The purpose of the Corporation is to provide a governing entity which, through its Board of Directors, will manage the Organization to assure uniformity of administration and operation of the Chartered Branches in furtherance of the objectives of Sons In Retirement, Incorporated: the providing for the welfare of the 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 in renewing 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. (Deleted 8/20/19)~~

[Comment: Existing Bylaws 1 and 100 are essentially duplicates, with one for Branch Bylaws and one for State Bylaws. Bylaw 1 as proposed replaces Bylaw 100.]

Bylaw 122. As used herein, the term “**Policies and Procedures** ~~Standing Rules~~” means the **Policies and Procedures** rules governing the Corporation and the Branches adopted by the State Board. (Revised 8/20/19)

[Comment: This revision changes the wording from “Standing Rules” and “rules” to Policies and Procedures]

Bylaw 133. The conferring of Honorary Life Membership **process as outlined in the Policies and Procedures shall be followed.** ~~is reserved to the State Board.~~(Revised 8/20/19)

[Comment: This revision clarifies that the HLM process, including conferring, is as outlined by the State Board in Policies and Procedures.]

Bylaw 144. Each Regional Director shall be elected for the ensuing calendar year by the Governors of the Areas comprising the Region, as provided in the **Policies and Procedures** ~~Standing Rules.~~(Revised 8/20/19)

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 145. A Regional Director shall not serve concurrently as an Area Governor or any other elected State office. **Upon application, the President may make an exception to this Policy.** (Revised 8/20/19)

[Comment: This addition provides flexibility to make an exception.]

Bylaw 146. Each Area Governor 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.** ~~Standing Rules.~~(Revised 8/20/19)

[Comment: This revision changes Standing Rules to Policies and Procedures]

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

[Comment: This addition provides flexibility to make an exception.]

Bylaw 149. Duties of State Officers shall be as prescribed in the **Policies, Procedures, and Position Descriptions.** ~~Standing Rules.~~**(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies, Procedures, and Position Descriptions]

Bylaw 154. A vacancy in the office of Area Governor shall be filled by a majority vote of the Big Sirs and Little Sirs of the Area at a meeting called and presided over by the Big Sir of the **lowest numbered Branch of the Area.** ~~Branch of which the Area Governor vacating the office was a member.~~ A vacancy in the office of Area Governor shall be filled as soon as possible.
(Revised 8/20/19)

[Comment: An Area Governor may be from a Branch in another Area. This revision addresses that possibility.]

Bylaw 165. If the State Board finds that any State Officer, other than a Regional Director or an Area Governor:

- **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 State Board at the next scheduled meeting or at an earlier meeting called for that purpose, shall determine by a two-thirds affirmative vote of those in attendance whether the officer should be terminated or removed from office. (Revised 8/2/04) **(Revised 8/20/19)**

~~Bylaw 165. Upon the finding by the State Board that any State Officer, other than a Regional Director or an Area Governor, has breached or refused to conform to, any Standing Rule, Bylaw or Presidential directive, or is, or has been, engaging in a course of action determined to be inimical of the best interest of Sons In Retirement, Incorporated, the question as to whether the membership of the officer should be terminated or suspended shall be placed before the State Board at the next scheduled meeting or at an earlier meeting called for that purpose. (Revised 8/2/04)~~

[Comment: This revision (1) changes wording from Standing Rule to Policy, Procedure and (2) augments/clarifies the wording involving termination or removal from office.]

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 be 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 166. — Upon the finding of a Regional Director's breach of any Rule, Bylaw or Presidential Directive, or refusal to conform thereto, by any one of the Area Governors in his Region, or if the State Board through the President advises the Area Governor in which the Regional Director's Branch is located, that a transgression has taken place, the Area Governor so notified shall call a meeting of the Area Governors of that Region to determine if the membership of the Regional Director shall be terminated or suspended. 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)~~

[Comment: This revision (1) changes wording from Rule to Policy, Procedure and (2) augments/clarifies the wording involving termination or removal from office.]

Bylaw 167. If the Executive Committee of a Branch finds that its Area Governor (AG):

- **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 Regional Director (RD) of the Region in which the Area is located. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the AG should be terminated or be removed from office. The RD also shall call a meeting if the State Board through the President advises him that such a transgression has occurred. (Revised 8/20/19)

~~Bylaw 167. If the Executive Committee of a Branch finds that its Area Governor has breached any Rule, Bylaw or Presidential Directive, or has refused to conform thereto, a special meeting of the Big Sirs and Little Sirs of the Branches in the Area shall be called and conducted by the Regional Director of the Region in which the Area is located, to determine by majority vote whether the membership of the Area Governor should be terminated or suspended. Such a meeting will be called by the Regional Director if the State Board through the President advises the Regional Director of the Region in which the Area Governor is a member, that such a transgression has occurred. The Regional Director shall have no vote in the matter except to break a tie.~~

[Comment: This revision (1) changes wording from Rule to Policy, Procedure and (2) augments the wording involving termination or removal from office.]

Bylaw 188. The regular meetings of the State Board shall be held on such dates as may be specified by the State Board in the **Policies and Procedures** ~~Standing Rules~~, at which time the Board may consider and act on all such matters as may properly come before it. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 201. The State Board may adopt such **Policies and Procedures** ~~Standing Rules~~, not inconsistent with the Corporate Articles of Incorporation and the Corporate Bylaws, as it deems necessary or desirable to further the purposes of Sons In Retirement, Incorporated. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 221. If the State Executive Committee determines that the best interests of the Corporation require an immediate change in the **Policies and Procedures** ~~Standing Rules~~, it may adopt a temporary change in the Standing Rules which will become effective upon notification of those affected by the change and remain in effect only until the next regular or special meeting of the State Board. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 222. While in effect, temporary changes in the **Policies and Procedures** ~~rules~~ adopted by the State Executive Committee shall have the same force and effect as if adopted by the State Board. **(Revised 8/20/19)**

[Comment: This revision changes wording from rules to Policies and Procedures]

Bylaw 256. Audits shall be conducted in accordance with the Policies and Procedures. ~~As soon as practical after the appointment of its members, the committee shall make an audit of the books and records covering the financial transactions of the Corporation, including State activities such as golf, bowling, travel and the like, for the calendar year just past and report thereon to the President.~~ **(Revised 8/20/19)**

[Comment: This revision transfers procedural items to Policies and Procedures approved by the State Board.]

Bylaw 280. Subject to the limitations in the Articles of Incorporation, of these Bylaws, the **Policies and Procedures** ~~Standing Rules~~ and the California Non-Profit Public Benefit Corporation Law, Robert's Rules of Order shall, where applicable, govern the conduct of all meetings. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

~~**Bylaw 291.** Date handling instructions moved to the rule manual protocol. **(Deleted 8/20/19)**~~

[Comment: This Bylaw is deleted as unnecessary/obsolete.]