



**Sons In Retirement Inc.
State Board Meeting
Manteca Golf Club,
Manteca, California 94503**



Tuesday 5 April, 2016 at 9:30 am

State Board Members

President: Don Dill	Director, Region 3: Vic Mershon
Vice President: Jerry Strain	Director, Region 4: George Gorohoff
Secretary: Derek Southern	Director, Region 5: Robert Fox
Assistant Secretary:	Director, Region 6: Ed Benson
Treasurer: Karl Ryden	Director, Region 7: Patrick Misener
Assistant Treasurer: Jimmie Johnson	Director, Region 8: Charlie Barrett
Director, Region 1: Bob Roberts	Director, Region 9: Mark Stuart
Director, Region 2: Jerry Morrow	Director, Region 10: James Filippo *
* will be absent	

Invited Participants

Past Presidents: All	Golf Bill Wilhelm
State Advisor	Bowling .. Jerry Sabo
& Parliamentarian.... Dwight Sale	Bocce..... Jack Meylink
INFOSYS: Dean Steichen	RVing Jim Botto
Rules: Larry Powers	Travel Bob Spellman

Invited Area Governors

Bob Hegle (A33), Jim Johnson (A27), Gary Johnson (A19), James Mann (A22)

Agenda

9:30	Call to Order	Don Dill
	Verification of Quorum (at least 9 of 16)	Derek Southern
	Invocation and Pledge of Allegiance	Bob Roberts
9:35	President's Welcome and Recognition of Attendees	Don Dill
	Agenda Changes (if any)	Don Dill
	Approval of January Board Meeting minutes.....	Derek Southern
9:40	Opening remarks	
	President	Don Dill
	Vice President	Jerry Strain
	Secretary	Derek Southern
	Assistant Secretary.....	Dick DeVoe
	Assistant Treasurer.....	Jimmie Johnson
	Treasurer's Remarks and Report	Karl Ryden
	(all board members should be sent preliminary documents in advance and all board members should have read the reports)	
10:00	Invited State Activity Chairs to discuss their roles in creating members for SIR (5-10 mins each maximum)	
	Bill Wilhelm	Golf
	Jerry Sabo	Bowling
	Bob Spellman	Travel
	Jack Meylink	Bocce
	Jim Botto.....	RVing

10:45	Annual meeting decisions; importance of RSVPing	Jerry Strain
11:00	Reviews	Regional Directors
	Where is RAMP in your Region? Follow the outline circulated by President Dill. Report Action Plans for critical branches Written report to be sent to Secretary prior to the meeting as DOC or PDF file. Call President Dill for further explanations	
12:00	Lunch	
12:45	Project 2016	Ed Benson
1:15	INFOSYS.....	Dean Steichen
	Rules (see appendix 1).....	Larry Powers
	New Form 27 Report on roll-out	Derek Southern
	& Dick DeVoe
	Training.....	Mark Stuart
	Online Learning (Sir University!)	Derek Southern
2:25	Old Business	Don Dill
2:30	New Business	Don Dill
	Advise President and Secretary of any New Business before the meeting	
2:45	Adjournment.....	Don Dill

Next Board meeting: Tuesday 7 June, 2016 – venue to be confirmed

Appendix A: Proposed Rule Changes/Additions

RULE 169 (Big Sir Duties)

[This New Rule was proposed by President Donald Dill, and composed by Rules Committee Chairman Larry Powers. There has been a continuing problem with Big Sir non-attendance at Annual Meetings, and questions as to whether the Branch bears the cost of travel expenses.]

his new Rule reiterates the responsibility of the BIG Sir or his alternate to represent his Branch at the Annual Meeting of the Corporation, and clarifies the Branch responsibility for travel expenses. It's placement in the Big Sir Duties section of the Rules emphasizes the required attendance.]

RULE 169 The Big Sir shall represent his branch at the Annual Meeting of Sons in Retirement Inc. As a voting member of the Corporation, he shall cast his ballot on any proposal put forth in the meeting that requires a vote of the membership. Should he be unable to attend personally, the Branch Executive Committee shall appoint an alternative from the Branch elected officers to attend in his stead (Ref. Corp Bylaw sect.185). Not later than 30 days prior to the scheduled meeting date, he shall inform his Area Governor, Regional Director, and the State Secretary, the name and Branch position of the Branch Representative who will be attending the Annual Meeting. **(New 04/05/16)**

Rule 169.1 The Big Sir or his appointed alternative may submit form 15 to the Branch Treasurer for reimbursement of travel expenses as authorized in Rules 38,46, and 219. **(New 04/05/16)**

RULE 300

[Rule change proposed by Ron Flagel, based upon observations while serving as Asst. State Secretary. New wording in bold.]

RULE 300. After a period of at least six months from the date of approval of Application Form 33 by the President, the Provisional Branch has been conducting its regular monthly luncheon meetings, and has a minimum of 50 active members and all other requirements have been met, chartering shall be implemented as follows.

- a. The Big Sir of the Provisional Branch shall so state in writing including his preference for an award date to the Area Governor, who shall indicate his approval and forward it through the Regional Director to the President for approval.
- b. If the Provisional Branch is to be given the existing Branch number of an "Interim Management" Branch, the President shall notify the Big Sir, the Area Governor, the Regional Director, and the State Secretary of his approval or disapproval.
- c. Upon approval, the President shall terminate the Provisional status of the Branch in writing and approve the granting of a charter for the new Branch and so notify the State Certificates Chairman who will prepare the charter and forward it to the awarding President or his designee for framing and awarding and will furnish a copy to the State Secretary for the Branch file.
- d. If the Provisional Branch is using the Branch number whose corporation had been dissolved or if it is a new Branch number/corporation then the President shall notify the Assistant State Secretary who shall take actions necessary to incorporate the Branch. **Alternatively, if the Provisional Branch is using the branch number of an Inactive (Interim Managed Branch), then the assistant State Secretary shall notify the new branch Secretary to file a branch name change with the State Secretary per Rule 335.**

- e. The official Branch Charter Date is the date of the President's notification terminating the Provisional status of the Branch.
(Revised 4/6/10)(4/5/16)

RULE 327.

*[Rule Change proposed by Ron Flagel, based upon his observations while serving as Asst. State Secretary. Additions in **bold**.]*

- c. The State President, Vice President, Secretaries, and Treasurers shall serve as the Big Sir, Little Sir, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer respectively, of the Interim Branch Executive Committee. Upon the disposition of the Branch Corporation, the Interim Branch Executive Committee shall, by resolution, dissolve itself **and notify the Assistant State Secretary.**
(Revised 4/5/16)

RULE 843

*[Rule changes proposed by Ron Flagel, while serving as Asst. State Secretary. Changes clarify the responsibilities of the Asst. State Secretary in the process of forming a new, or dissolving a current branch. Additions in **bold**, deletions in ~~strike-out~~.]*

RULE 843 When a Branch has completed its Provisional status and the President has authorized the issuance of the charter, and a newly formed corporation is required, the Assistant State Secretary shall:

- a. Participate in the incorporation and California Tax Exemption procedures for the new Branch, **if required.** (4/5/16)
- b. Arrange with the Secretary of a newly Chartered Branch to obtain the Federal Employer Identification Number -- by filing Federal Form SS-4 -- which is required of all tax exempt corporations within the State of California; and arrange for the new Branch, after incorporation, to obtain the Federal Tax Exemption letter by filing Federal Forms 1024 and 8718, if required.(4/5/16)
- c. ~~File the required report(s) with the Internal Revenue Service so as to retain the Group Exemption status for all of the Branches.~~—(Revised 4/6/10)
(Note: these actions are taken by the State Treasurer.) (4/5/16)
- d. Participate in the new branch formation process by providing the provisional and new branch number using the State Inactive (Interim Managed Branch) listing. (Reference Article 2 – Formation Procedure, Rule 300 d).
- e. Participate in the Dissolution Process of a branch, when that branch's Interim Management makes a final resolution to dissolve itself. (Ref. Rule 327c).

RULE 290

*[Rule Change proposed by Ron Flagel, based upon his observations while serving as Asst. State Secretary. Revised wording in **bold**.]*

RULE 290. After approval by the President, the Form 33 will be forwarded to the Assistant State Secretary who will assign the Provisional Branch number, **using an inactive (Interim Managed Branch) number from the State inactive branch list.** One copy of the Form 33 will then be sent to the Area Governor for delivery to the Branch and one copy will be sent to the State Secretary for his file. (Revised 11/14/06)(04/05/16)

RULE 770

[Submitted by Dwight Sale, Past President and State Advisor on 6/4/15.]

[In the interest of transparency I suggest that in the Annual Meeting Agenda we add the names of other candidates that the Nominating Committee considered.]

RULE 770. Not less than 30 days prior to the Annual Meeting, the State Secretary shall notify those entitled to vote the date, time and place of the meeting. The notice shall contain a list showing the names and qualifications of the nominees recommended for State offices designated **and the name, Branch No., and qualifying office held of other candidates, if any, for the State offices designated.**

(Revised 4/18/00,6/20/15 by the State Executive Committee.)(Confirmed 4/5/16)

Bye Law change proposed by Dwight Sale 3/5/2016

[The INFOSYS Committee and Its sub committees and their members perform almost all of the SIRinc's administrative functions like: Website, Database, Email, State Roster, SIR Manual, Sir Forms, Certificates and the Newsletter are presently part of the INFOSYS operations. This is how SIR runs.

The Chairman of INFOSYS keeps all of these immensely important operations organized and moving in a coordinated fashion. However, he is not represented on the State Board which means that how SIR runs has no direct voice on the State Board.

I am proposing that we create a 7th Elected Officer "Vice President for Administration" who would also be the Chairman of the INFOSYS Committee

There is another reason for this. The extremely responsible position of INFOSYS Chairman needs to have the prestige of an Elected Officer. As an alternative we could name the position "Chief Administrative Officer" still keeping the position as an "Elected Officer".

There are a host of rule changes to be made if this is voted up. Best to leave those until after the Annual Meeting.

Section 130. Membership of the Corporation shall consist of the President, Vice President, **Vice President for Administration**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, Regional Directors, Area Governors, Big Sirs of the Chartered Branches and Past Presidents.

(Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

Section 131. All Members of the Corporation shall be entitled to vote at the Annual Meeting in the election of the President, Vice President, **Vice President for Administration**, State Secretary, State Treasurer, Assistant State Secretary and Assistant State Treasurer, and on amendments to the Corporate and Branch Bylaws. (Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

Section 140. The Officers of the Corporation are the President, Vice President, **Vice President for Administration**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, Regional Directors and Area Governors. (Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

Section 141. The President, Vice President, **Vice President for Administration**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, and eight or more Regional Directors as specified in the Standing Rules, shall constitute the State Board and shall have voting rights on all matters before the Board. (Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

AMENDING BRANCH & CORPORATE BYLAWS

(Additions in **bold**, deletions with ~~strikeouts~~)

[Referred by then-Region 6 Director Dick DeVoe and State Advisor Dwight Sale]

Amending the Branch Bylaws, Sections 57 and 58

[Background: The State Board at its 1/13/15 Board meeting approved a revision to Rule 609, which now allows a Standing Rule/Bylaw proposal by an authorized referrer to reach the State Board for consideration, without affecting a higher authority's right to recommend approval or disapproval. Previously, a proposal by a Branch BEC could be rejected at the Area Governor, Regional Director, or President level; a proposal by an Area Governor could be rejected by the Regional Director or President; a proposal by any other authorized referrer could be rejected by the President.

Present Situation: It was recently found that Bylaws Sections 57 and 58 had not yet been changed to be consistent with the Board action summarized above. This proposal addresses that oversight. It also recommends action if there is a State Board rejection of an amendment when the President disagrees.]

Bylaws Section 56 (no change). A proposal to amend the Branch Bylaws in any given year shall be submitted to the President through the chain of corporate communications in such reasonable time, prior to the Annual Meeting, as set forth by the President to permit its review and consideration by the appropriate committees and the State Board of Directors.

Bylaws Section 57. If the ~~President~~ **State Board by majority vote** finds the proposed amendment to be in the best interest of the Corporation, **the State Secretary** he shall cause **such amendment** to be circulated to each voting member and chartered Branch, not less than 30 days before the Annual Meeting, a copy of the proposed amendment and notice of voting thereon at the Annual Meeting. **In the event that the State Board rejects the proposed amendment and the President disagrees, the State Secretary shall cause such amendment to be circulated as above but with the President's comments and the State Board's comments preceding.**(Revised 8/7/00) (Revised 4/5/16)

Bylaws Section 58. The State Secretary shall include on the agenda for the Annual Meeting proposed amendments to the Branch Bylaws, ~~as directed by the President.~~ (Revised 4/5/16)

Amending the Branch Bylaws, Section 59

[Branch Bylaws, Section 59 is revised to be consistent with the same wording transferred from Section 290 under Corporate Bylaws.]

Section 59. **These Bylaws may be amended by the affirmative vote of two-thirds of those present and entitled to vote at the Annual Meeting.** ~~If a proposed amendment is approved by two-thirds of those present and entitled to vote at the Annual Meeting, all Branch Bylaws shall be amended, even though one or more Branches did not vote favorably thereon.~~

Amending the Branch Bylaws, Section 60

[This Section is no longer relevant. Rather than to leave it intact or to delete it, the Section is proposed to remain as shown below].

Section 60. ~~The revised Branch Bylaws approved by the State Board of Directors on August 5, 1991 and adopted at the Annual Meeting on December 2, 1991 became effective January 1, 1992. The date on which each provision is thereafter amended or added shall be indicated parenthetically at the end of the section so affected. Date handling instructions moved to the rule manual protocol.~~ (Revised 4/5/2016)

Amending the Corporate Bylaws, Section 290

[There is no stated process for submitting proposals to amend Corporate Bylaws. The intent is no doubt to follow the same process as for Branch Bylaws, but Roberts Rules of Order is clear that an organization cannot consider "intent" in such matters.

This proposal addresses that issue by specifically stating that the process for amending Corporate Bylaws is the same as for Branch Bylaws. Because current Section 290 wording has been transferred to Section 59 above, Section 290 now can be used to state that fact.]

Section 290. These **Corporate** Bylaws may be amended by ~~the affirmative vote of two-thirds of those present and entitled to vote at the Annual Meeting.~~ **applying the procedures in Branch Bylaws Sections 57, 58 and 59. (Revised 4/5/2016)**

Amending the Corporate Bylaws, Section 291

[This Section is no longer relevant. Rather than to leave it intact or to delete it, the Section is proposed to remain as shown below].

Section 291. ~~The revised Corporate Bylaws adopted on December 2, 1991, became effective on January 1, 1992. The date on which any provision is thereafter amended or added shall be indicated parenthetically at the end of the section so affected.~~ **Date handling instructions moved to the rule manual protocol. (Revised 4/5/2016)**