



State Board Meeting Agenda
 Sons In Retirement Inc.
Chez Shari Manteca GC
305 N. Union Road
Manteca, California 95336



Wednesday, March 13, 2019 at 9:00 am – 3:30 pm

State Board Members

President: Ed Benson
 Vice President: Richard DeVoe
 Secretary: Ron Flagel
 Assistant Secretary: Jim L. Johnson *
 Treasurer: Roy Hodgkinson
 Assistant Treasurer: Jimmie Johnson *
 Chief Admin Officer: Dean Steichen

Director, Region 1: Giorgio Dina for M. Stuart
 Director, Region 2: Rick Kindle
 Director, Region 3: Dennis Pangburn
 Director, Region 4: Patrick O’Keefe
 Director, Region 5: Bill Holly

* Indicates those not attending.

Committee Chairmen and Guests

Area Governors: All
 Bocce: Jack Meylink
 Training & Development: Barry Leskin
 Travel: Tom Molinari
 Insurance: Craig Hoffhines
 Golf: Mark Stuart
 State RV: Bobbie Hairston
 Legal Advisor: Alan Melnicoe

Past Presidents: All
 Policies & Procedures: Dick DeVoe
 G&M and State Advisor: Stuart Williams
 Bowling: Russ Salazar
 State Sporting Events: Lee Moy
 Nominating: Derek Southern
 Infosys: Dean Steichen
 G&M: Tony de Losada

Agenda

| Time | Item | Presenter(s) |
|-------------|---|---|
| 9.00 | Call to Order <ul style="list-style-type: none"> • Verification of Quorum (7 of 12). • Pledge of Allegiance to the Flag • Agenda Changes, if any • Approval of the January 2019 Board Meeting Minutes | Ed Benson Ron Flagel Ed Benson Ed Benson Ron Flagel |
| 9.15 | President's Remarks | Ed Benson |
| 9.30 | Treasurer's Report | Roy Hodgkinson |
| 9.45 | Town Hall and RD/AG Training Feedback | Ed Benson All |
| 10.00 | Recruiting the "Home Alone's" <ul style="list-style-type: none"> • Open Discussion • Path Forward | Ruben Maynes All |
| 10.30 | Best Branch Criteria and Process <ul style="list-style-type: none"> • Discussion | Ed Benson Dale Decker |

| | | |
|-------|--|--|
| 10.45 | Policy and Procedure Committee <ul style="list-style-type: none"> • New Manual availability update • Proposed Bylaw revisions resulting mostly from the SIR Policy & Procedures Manual procedures (Attachment A). • Proposed Procedure for Merging Branches (Attachment B). | Dick DeVoe |
| 11.15 | Dealing with "Defiant" Branches <ul style="list-style-type: none"> • Discussion | Ed Benson Discussion |
| 12.00 | Lunch | |
| 12.45 | October State Training <ul style="list-style-type: none"> • A Proposal for Delivery • On-Line Training Status | Barry Leskin Ed Benson RDs and AGs |
| 1.15 | Growth and Membership Report <ul style="list-style-type: none"> • Single Online Purchasing status. • Recruiting Website update • Survey Assistance for Branches | Stu Williams |
| 1.30 | At-Risk Branch Status <ul style="list-style-type: none"> • Update | Ed Benson RDs |
| 2.00 | Nominating Committee Training Status <ul style="list-style-type: none"> • Update | Ed Benson RDs |
| 2.30 | Mission/Vision Task Force Report <ul style="list-style-type: none"> • Discussion | Giorgio Dina All |
| 2.50 | Old Business <ul style="list-style-type: none"> • Form 27 Update • Travel Task Force Update | Stu Williams Bill Holly |
| 3.10 | New Business <ul style="list-style-type: none"> • Sir Leader' and Spouse/Partner BBQ • Should we have a SIR Member's Handbook? • Testimonials video | Stu Williams Ed Benson |
| 3.30 | Adjournment | |

Next meeting at Chez Shari, Manteca Golf Club, Friday, May 31, 2019

Attachment A

Updated 3/3/19

BYLAW AND POLICY REVISION PROPOSALS

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

(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.** ~~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.~~

[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.~~

[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.**

~~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 Branch and State office.

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

Bylaw 18. To maintain his membership, a member must attend his Branch meetings as required by the **Policies and Procedures** ~~Standing Rules~~.

[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 qualified. **(Revised 8/20/19)**

[Comment: This revision deletes the obsolete word "active"]

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.]

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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** 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.

[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. 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~~

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~~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. 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. 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.]

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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.]

Attachment B

B. PROPOSED POLICY REVISIONS

Procedure 9 – How to Use the SIR Logo and Emblem

- a. The SIR logo or emblem may be used on official letterheads, envelopes, Branch bulletins, rosters, announcements of Branch functions, paraphernalia, certificates, plaques and memorabilia.
- b. When dealing with outside parties, the use of the SIR Logo is encouraged.**
- c. The design of the logo **and emblem** may be enlarged or miniaturized to any dimension deemed desirable considering the circumstances in which it is displayed; provided the same proportional scale of the official logo is maintained as nearly as practical.
- d. ~~A The~~ Branch Executive Committee (BEC) **and the State Board**, by majority vote recorded in its minutes, may authorize the use of the logo **or emblem** in connection with the promotion or conduct of a specifically designated official ~~State, Regional or Area~~ event conducted by or on behalf of **SIR Sons In Retirement, Incorporated** or It may be authorized, as provided herein, for display on other items produced, merchandised, marketed or sold.
- e. When the logo is to be displayed in color, the following colors should be as those described below or similar.

| | | Photoshop Code | | |
|---|-------|----------------|-------|------|
| Body Part | Color | Red | Green | Blue |
| Rooster | Red | 255 | 0 | 0 |
| Block SIR | Black | 0 | 0 | 0 |
| Banner bordering and lettering | White | 0 | 0 | 0 |
| Banner fill and copyright symbol and "Incorporated" | Black | 0 | 0 | |



f. When the emblem is to be displayed in color, the following colors should be as those described below or similar.

| Body Part | Color | Photoshop Code | | |
|---|-------------|----------------|-------|------|
| | | Red | Green | Blue |
| Head, comb and wattle | Red | 255 | 0 | 0 |
| Beak | Yellow | 255 | 255 | 0 |
| Body and tail feathers | Brown | 216 | 80 | 37 |
| Neck, legs and feather accents | Light Brown | 220 | 150 | 0 |
| SIR letters fill | Blue | 0 | 0 | 255 |
| Banner bordering and lettering | Yellow | 255 | 255 | 0 |
| Banner fill and copyright symbol and "Incorporated" | Black | 0 | 0 | 0 |



[Comment: Procedure 9 is revised to reflect the consensus received at the 2/12/19 BS/LS Town Hall Meeting and 2/13/19 RD/AG Training Meeting for use of the new logo and emblem.]

Policy 26. TERMINATION OF A MEMBER

A Branch Executive Committee may terminate a member's membership for a serious breach of a State **Policy**, Procedure, Bylaw, ~~or~~ Branch Regulation, **or for activity which jeopardizes the well-being of its members or of the branch.** See Procedure 26, How to Terminate a Member.

[Comment: This addition provides a Branch with another option to terminate a member. Example: a member was causing a significant problem for members who were receiving propane discounts as an approved group in a remote area. Example: a member was continuing to badger BEC members over its decision to purchase sound equipment and enter into an agreement with its luncheon facility regarding use of that equipment.]

Policy 40. REMOVAL FROM BRANCH OFFICE

Any Branch Officer may be removed from office upon finding that he has breached or refused to conform to any State Bylaw, Policy, Procedure, Branch Regulation, or Big Sir or Branch Executive Committee (BEC) directive, **or for activity which jeopardizes the well-being of its members or of the branch.** See Procedure 40 – How to Remove a Branch Officer shall be followed.

[Comment: This addition provides a Branch with another option to remove a Branch Officer from office.]