

Issued: May 28, 2019

FINAL



State Board Meeting Agenda
Sons In Retirement Inc.

Rossmoor Hillside Complex
3400 Golden Rain Road
Walnut Creek, California 94595



Friday, May 31, 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: Mark Stuart
Director, Region 2: Rick Kindle
Director, Region 3: Dennis Pangburn
Director, Region 4: Patrick O’Keefe
Director, Region 5: John Haffner for B. 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
Oracle: Dwight Sale:

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
Facility: David Heflich

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 • Welcome Guests • Approval of the March 2019 Board Meeting Minutes 	Ron Flagel Ed Benson Ed Benson Ron Flagel
9.10	President's Remarks <ul style="list-style-type: none"> • Non-response to reasonable requests • Confirming attendance at State Board Meetings • Breaks • Legal update 	Ed Benson Benson/Williams
9.25	Treasurer's Report	Roy Hodgkinson
9.35	SIR Mileage Allowance <ul style="list-style-type: none"> • Discussion 	Roy Hodgkinson/ Ed Benson

9:45	<p>Report on State Activities</p> <ul style="list-style-type: none"> • Golf • Bowling • Bocce • Recreational Vehicles 	<p>Mark Stuart Russ Salazar Jack Meylink Bob Hariston</p>
10:20	<p>Break</p>	
10.30	<p>Update on Best Branch Responses</p> <ul style="list-style-type: none"> • Percent of Branches responding • Continue in 2020? • Allow benchmark submittals up to September 15? 	<p>Ed Benson Region Directors Ed Benson Ed Benson</p>
10.45	<p>Policy and Procedure Committee: (<u>Attachment A</u>)</p> <ul style="list-style-type: none"> • Policy 5 Definitions • Procedure 12 How to Manage Funds... • Procedure 14 How to Amend Policies, Procedures and Position Descriptions • Policy 22 Membership Applications • Policy and Procedure 30 Fundraising... • Policy and Procedure 37 Merging/Disbanding Branches • Policy and Procedure 46 State Committees... • Policy 16a Insurance Requirements <p>State Committee Chairman Position Descriptions:</p> <ul style="list-style-type: none"> • There are 14 State Committee Chairman position descriptions to be approved by the Board (hopefully en masse). • <u>These documents are being sent as separate document files.</u> 	<p>Dick DeVoe</p>
11.05	<p>2019 State Training Process/Timeline/Help</p> <ul style="list-style-type: none"> • Process/Timeline/Help Needed • Discussion • On Line Learning Update 	<p>RDs All Derek Southern</p>
11.45	<p>At-Risk Branches</p> <ul style="list-style-type: none"> • A Real-Live Experience • Update • Discussion 	<p>Ed Benson DeVoe/Newton RDs All</p>
12.15	<p>Lunch</p>	
12:50	<p>Nominating Committee Training Status</p> <ul style="list-style-type: none"> • Update • Training the Non-Attendees 	<p>Ed Benson RDs</p>
1.00	<p>Branch Fiduciary Expectations</p> <ul style="list-style-type: none"> • Our fiduciary expectations • Should we develop same for the State? • Dealing with Branches not fulfilling the expectations 	<p>Ed Benson All All All</p>
1.15	<p>Growth and Membership Report</p> <ul style="list-style-type: none"> • Single Online Purchasing Status. 	<p>Stu Williams Tony de Losada</p>

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	<ul style="list-style-type: none">• SIR Leaders' Picnic• Recruiting Website Update• Survey Assistance for Branches	Stu Williams Ed Benson Benson/Williams
1:40	New SIR Vision <ul style="list-style-type: none">• Mission Statement• Vision Statement	Ed Benson
1:50	InfoSys Items <ul style="list-style-type: none">• SIR Membership List Collection• Cloud Sharing of Key Sir Documents Documents	Steichen/Sale Hodgkinson/Stuart/ Steichen/Sale
2:10	August 18 through 20's Festivities <ul style="list-style-type: none">• Objectives• Additional Suggested Topics• Participation Expectations	Ed Benson All Ed Benson
2:30	Old Business <ul style="list-style-type: none">• SIR Foundation Update• Nominating Committee Update• Form 27 Update• Recruiting the "Home Alones"• Travel Task Force Update• UCSF Partnership and Survey• State Sporting Events – Upcoming	Derek Southern Derek Southern Jim Johnson Ed Benson Ed Benson Barry Leskin Lee Moy
3:00	New Business <ul style="list-style-type: none">• Add Frequently Used Officer and Chairmen Contacts at Front of Roster• Orienting Branch Officers• Thoughts on Recruiting AGs• Updating Logos on sirinc.org• Testimonials video (If time allows)	Dennis Pangburn Dennis Pangburn Dennis Pangburn Ed Benson Ed Benson
3.30	Adjournment	

Directions to Vista Room at Rossmoor

After arriving at the front gate of Rossmoor in Walnut Creek and stating your purpose to attend the SIR meeting at the Hillside Club's Vista Room:

Take the first right onto Golden Rain Road

1. Go 0.5 miles past Entry Gates 1, 2, and 3 to Lower Golden Rain Road on the left. On the left, you'll also see a sign "Rossmoor- Hillside Clubhouse". (Entry Gate 4 is on your right- don't go in there)
2. Go another 0.3 miles past Entry Gates 29 and 28 to a sign on the left "Hillside Parking/Bocce Courts/Table Tennis/Lawn Bowling." Turn onto that road. (Entry Gate 27 is on the right- don't go in there)

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3. Drive to the parking lot. You then will find a huge(!) lawn bowling area, and a long building(s) with a walkway between the lawn bowling area and the buildings
4. Walk almost to the end of the buildings for about 300 ft. to a sign above the walkway stating "Vista Room".

Attachment A

Policy 5- DEFINITIONS

Paragraph I. **The term "Bylaw" means an action adopted as mandatory by eligible voters (called Members of the Corporation) at a SIRinc. Annual Meeting.** The terms "Policy" and "Procedure" mean an action approved as **mandatory** by the State Board governing the operations of the State and the Branch Corporations. (Bylaw 6, 122) **An exception or exemption to a Policy or Procedure may be approved by the State Board, or by the President with notification to the State Board).**

[COMMENT: Submitted by P&P Chairman Dick DeVoe. The Bylaw definition is added for clarity; it was not in the former rules and is not in the new P&P. The word "mandatory" is added to clarify that Bylaws, Policies, and Procedures are not "guidelines", and are expected to be followed. Authorization for an exception/exemption is added here, since it is not found elsewhere in the SIR Manual. There are individual Branch situations occasionally that do not fit a particular Policy or Procedure. Rather than to change a Policy or Procedure to fit all Branches, this proposal allows the President or State Board to approve an exception or exemption.]

Procedure 12- HOW TO MANAGE FUNDS IN STATE COMMITTEES AND BRANCHES

Paragraph e under State Committees. There shall be three authorized check **signatories** signatures on the account—the Committee Chairman, Secretary, and Treasurer. All checks or withdrawals from the account for \$500 or more **shall** ~~bear the signatures of any two of the three authorized signers~~ be approved in writing (email okay) in advance by two of the authorized signatories.

[COMMENT: Submitted by State Treasurer Roy Hodgkinson. Clarifies the

process for \$500+ check approvals.]

Procedure 14 – How to Amend Policies, ~~and~~ Procedures, **and Position Descriptions**

Policies & Procedures

- a. Any proposal involving SIR Policies and Procedures shall be submitted to the State Policies and Procedures Committee (P&P) with a copy to the President-~~by~~ **The following may submit such a proposal:** the State Board, a State Officer, a State Committee Chairman, any member of the P&P, or a Branch Executive Committee at least 15 days prior to the next State Board meeting.
- b. The P&P ~~and other reviewers of a proposal~~ **members** shall **review the proposal and shall** contact the referrer if there is a recommended change, alternate proposal, or rejection - to provide the opportunity for agreement with the referrer on a final proposal. However, a proposal shall not change unless agreed to by the referrer(s). If such disagreement exists, the P&P may comment on **its** ~~their~~ position in the agenda addendum ~~that it presents in the proposal~~ to the State Board.
- c. The P&P shall then submit the proposal through the President to the State Board with its recommendations.
 1. Such submittal shall be in the form of an addendum to the agenda of the next State Board meeting.
 2. A policy and procedure proposal for clarification purposes without changing the item's intent, to standardize the format or to correct word processing may be approved and published at the discretion of the P&P or its Chairman.
- d. The State Board approves or disapproves the policy or procedure by a simple majority vote.
- e. If the State Executive Committee by majority vote determines that the best interests of the Corporation require an immediate change in the policies and procedures, it may adopt a temporary change 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. (See Bylaw 221).

- f. While in effect, temporary changes in the policies and procedures adopted by the State Executive Committee shall have the same force and effect as if adopted by the State Board. (See Bylaw 222)

Position Descriptions

- a. **A proposal involving Position Descriptions of State and Branch Officers shall be submitted by a State Officer or P&P member to the State Policies & Procedures Committee (P&P) Chairman.**
- b. **If the P&P Chairman determines that a revision is considered minor or is to clarify, standardize format, or correct word processing, it may be approved and published at his discretion. Otherwise, the P&P members shall review the revision; the Chairman then shall submit a recommendation for the agenda through the President to the State Board for approval.**

[COMMENT: Submitted by Policies & Procedures Committee Chairman Dick DeVoe. Position description procedures are added. Other changes are for clarification.]

Policy 22. MEMBERSHIP APPLICATIONS

An application for membership, Form 2 and its associated instructions, shall be reviewed for proper completion by the Membership Chairman and expeditiously presented to the Branch Executive Committee for approval. **Branches shall leave the first page intact, but wording may be added in the box that states 'For Branch Use'; the second page may be customized to reflect specific Branch offerings and the needs of the Branch.** ~~Branches may modify the second page of Form 2; the first page shall not be changed.~~

[COMMENT: Submitted by P&P Member Dale Decker.

Form 2 has been updated to reflect the new emblem, to remove "retired-related"

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wording, and to make it more attractive. Some Branches wish to add wording specific to their own branch on the first page; the revision above authorizes first-page word additions, while leaving the State Form wording intact on that page]

Policy 30. FUNDRAISING/DUES/RAFFLES/CONTRIBUTIONS

Branches may raise funds through dues or voluntary contributions as approved by the BEC. No membership initiation fees shall be charged (See Bylaw 17, 132).

Branches may conduct Raffles only by following the guidelines provided by the California Attorney General, which requires a license approved by that office. See Procedure 30, How to File For a California Raffle License.

~~No Branch or Branch Activity shall conduct a raffle or lottery in violation of California State or Federal laws. Other fund raising events are not allowed.~~

[COMMENT: Submitted by P&P Chairman Dick DeVoe. Clarifies by changing wording from a negative to a positive statement, adds that a license is required from the CA Office of the Attorney General, and refers to new Procedure 30- How to File for a California Raffle License.]

Procedure 30- HOW TO FILE FOR A CALIFORNIA RAFFLE LICENSE (New)

This procedure is found on the SIRinc website, MEMBER INFORMATION page, under BRANCH INFORMATION/How to Information. Click on “Raffle REQUIRED License Instructions”. (This process has been used successfully for years by Branch 149).

[COMMENT: Submitted by P&P Chairman Dick DeVoe. This new procedure is provided for the convenience of Branches interested in using raffles.]

**Policy 37. DISBANDING/MERGING BRANCHES
AND MANAGING INACTIVE BRANCHES**

DISBANDING/MERGING BRANCHES

The primary objective is to retain a Branch and its members. If all reasonable efforts to save a Branch fail, a Branch shall disband. However, its members shall be encouraged to join another Branch.

A Branch that is to disband may merge with another branch. For disbandment as well as merging, see Procedure 37- How to Disband or Merge with Another Branch.

MANAGING INACTIVE BRANCHES

When the circumstances listed below occur, the Branch shall be managed on an interim basis by the President, Vice President, State Secretary, State Treasurer, Assistant State Secretary and Assistant State Treasurer. They will constitute the Interim BEC, and be vested with all the powers of all SIR BECs.

The following situations shall trigger the interim management of a Branch:

- a. During such time as the Charter of the Branch is suspended.
- b. Upon the revocation of the Charter of the Branch.
- c. Upon surrender of the Charter of the Branch by action of the BEC with the approval of 80% or more of the Branch members present and voting. (Revised 9/9/03)
- d. During such time as the State Executive Committee determines that the Branch is in the state of bankruptcy.

- e. During such time as the State Executive Committee determines the Branch to be inactive. A Branch is conclusively considered inactive when it fails to hold a luncheon meeting for four consecutive months.
- f. During such time as the State Executive Committee determines that the BEC can no longer function because Branch Officers have resigned or otherwise refuse to perform their duties.

For interim management use Procedure 37–How to Disband or Merge with Another Branch. ~~Process a Branch Closure.~~

[COMMENT: Submitted by P&P Chairman Dick DeVoe at President Ed Benson's request. The policy is expanded to include branch mergers.]

Procedure 37. HOW TO DISBAND OR MERGE WITH ANOTHER BRANCH

~~How to Process a Branch Disbandment~~

In either a branch disbandment or a merger, one branch shall disband. There are two principal options for the branch and its members:

OPTION 1 (DISBANDING). A branch disbands in a locale with no other branches for its members to transfer, or with no transfer agreement with any other branch(es); some members transfer to another branch(es) of their own individual choosing.

OPTION 2 (MERGER). A branch disbands, but merges with another branch in the locale. The disbanding members transfer to the remaining branch. (See **BRANCH MERGER PROCESS** below.)

BRANCH DISBANDING PROCESS (OPTION 1)

- a. The BEC shall consider the need to disband and the options available. At that time, the Area Governor (AG) is informed if he has not already been involved in the disbandment/merger options issue. The AG provides advice as appropriate regarding the pros/cons of remaining as a viable branch or choosing one of the three options. If another branch(es) may be involved in member transfers, their Big Sirs are informed of the disbandment/merger possibilities, as well as their Area Governor.
- b. If there is another branch(es) in the locale, key leaders from each of those branches with the AG(s) are encouraged to discuss details that could affect their branch(es) and the members involved.
- c. Once an AG is informed, he notifies his Regional Director, State President, State Secretary, and State Treasurer so that these parties are aware of the pending action.
- d. If the decision is made to disband without an agreement for a merger, the following process shall be followed. If there is an agreement for a merger with another branch, see **MERGER PROCESS (Option 2)** below.

1. The Big Sir of the disbanding branch shall write a letter to the State President with a copy to the State Secretary and State Treasurer that covers the following:
 - (a) A vote was held by email and regular mail (for those members not having email capability) with a 21 day window for voting. 80 percent of those voting elected to disband and surrender the Branch Charter.
 - (b) The last Branch meeting will occur or has occurred on (date), which is the disbandment date.
 - (c) Any discussions/agreements with other branches regarding disposition of the disbanding branch's members
 - (d) Termination status of outstanding events, travel, or other member activities- unless assumed by another branch.
 - (e) Other explanatory information that the Big Sir may care to put in the letter.

2. The President shall confirm to these administrators of the Branch disbandment and its date of disbandment:
 - Database Chairman.
 - Area Governor(s) and Regional Director(s) involved.
 - State Treasurer.

3. The Branch Secretary shall exercise his best efforts to pass on to his AG on or about the last meeting date the following information:
 - (a) Branch Charter.
 - (b) Branch Articles of Incorporation.
 - (c) Tax Exemptions from IRS and State of California.
 - (d) Employer Identification Number assignment from IRS.
 - (e) Branch Record of Organization.
 - (f) Minutes of Branch Executive Committee meetings(recent five years).
 - (g) Final or most recent copy of Form 28 – Monthly Cash Report.
 - (h) Documents pertaining to closing down of the Branch including any information about merging with another Branch.

- (i) Branch membership roster and membership records.
- (j) Any other records that in the Area Governor's judgment are relevant enough to be retained in the State Secretary's Branch files.

4. The AG shall forward those records to the State Secretary.

5. The Branch Treasurer, after the outstanding checks have cleared, shall do the following:

(a) Write a check for the balance of the account payable

to Sons in Retirement, thereby closing the account.

(b) submit to the State Treasurer the following:

- the above check.
- a final Form 28-Monthly Cash Report showing the amount of the check on line 207, with line 8 and cash elements showing a zero balance.
- branch financial records for the prior three years.
- bank statement annotated to indicate disposition of final bank funds.

6. The State Board of Directors, at its sole discretion, shall then direct the State Treasurer to disperse such remaining funds, using the following general guidelines:

(a) If a significant number of members have transferred to more than one branch and the situations are clearly defined then the funds should be split among those Branches on the basis of numbers of transferees. Any amount, so determined, that is less than \$5.00 shall be retained by the State Treasury.

(b) If the State Board has determined that the transferee

situation is unclear then the funds are retained by the State Treasurer until clarity occurs.

7. Interim Branch Executive Committee (IBEC) shall be the State Elected Officers who shall serve as the Big Sir, Little Sir, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer respectively. The IBEC may require action from the former Branch Officers as may be required to carry out the provision of this Procedure and the related Policy.

8. Interim management of the Branch shall begin after the date of the last meeting and/or the surrender of the Branch's charter. The Branch shall continue as a shell corporation with all branch matters such as future SI-100 submittals being handled by SIRinc. This interim management shall continue until a newly formed branch is assigned that branch's number along with a name change if required or, at the discretion of the State Board of Directors, the Branch may be dissolved (unincorporated).

BRANCH MERGER PROCESS (OPTION 2)

- a. The disbanding branch in a merger shall follow the "DISBANDING BRANCH PROCESS" above, except that the membership roster and membership records shall be given to the Branch Secretary of the remaining branch.

- b. The merging branches shall agree to transfer all the members from the disbanding branch to the remaining branch, or -if there is no agreement- the members from the disbanded branch shall complete Form 2- Application For Membership In Or Transfer to SIR, Branch ____.

- c. The merging branches prior to the merger shall decide on a Branch name change if desired. The Branch Secretary of the remaining branch then shall follow Procedure 38- How to Change a Branch Name for BEC approval.

- d. Internal matters concerning new BEC members and committee chairmen shall be the responsibility of the remaining branch, following

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applicable procedures. Such matters should be discussed between the branches prior to the merger.

[COMMENT Submitted by P&P Chairman Dick DeVoe at President Ed Benson's request. The present Procedure 37 has been revised and expanded. Additions clarify that a Branch disbandment occurs with or without a Branch merger, and incorporate the "Branch Merger Process".]

Policy 46. State Committees

- a. Standing Committees are permanent Committees established by the State Board. Special Committees are temporary, created by the President to make special studies as prescribed in Bylaw 265.
- b. The following are the established Standing Committees.

~~11. President's Advisory Committee~~

[COMMENT: See COMMENT following Procedure 46 below]

Procedure 46 – How to Appoint and Organize Standing Committees

- b. Administrative Standing Committees like INFOSYS, Growth & Membership, Travel, Rules, Audit, Nominating, ~~President's Advisory~~, Insurance, Budget Oversight, Training & Development, etc.

3. The Administrative Standing Committees shall have these additional requirements:

~~(c) President's Advisory Committee – It shall be composed of all Past Presidents. The most recent Past President available shall serve as Chairman.~~

[COMMENT: Submitted by President Ed Benson. The President's Advisory Committee has been one of the many Standing Committees for years, but has existing in name only. Should a President wish to have a special Committee like this one during his term, he has the authority to establish one. It is proposed to eliminate this Standing Committee and related wording found in Policy 46/Procedure 46 above.]

New Policy 16a- Form 64 Insurance Requirements:

Branches not completing Form 64, Insurance Requirements for Sons in Retirement, or meeting the requirement to have Sons in Retirement named as additional insured by the time their contract with their caterer commences are not to

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serve any meal to Branch members until such time when the necessary documents are received and accepted by the State Insurance Committee.

Failure of a Branch to adhere to this policy can result in ~~the removal of the Big Sir and/or the BEC and~~ the potential loss of the Branch Charter.

Exception to this policy may be granted by the State President in consultation with the State Insurance Chairman.

[COMMENT: The Executive Committee approved this new Policy April 17. These temporary changes remain in effect until the next regular meeting of the State Board. (Ref. Article 8 Section 221 & 222). President Ed Benson requests the wording strikeouts as part of the Board approval.]