

Sons In Retirement Inc. State Board Meeting Agenda

To Be Conducted Via Electronic Video (Zoom) Conference
Sign in Information to be provided prior to the Meeting.

Wednesday, November 10, 2021 at 10:00 am

State Board Members

President: Stuart Williams
Vice President: Rick Kindle
Secretary: Ron Flagel
Assistant Secretary: Lee Moy
Treasurer: Roy Hodgkinson
Assistant Treasurer: Ron Saltgaver
Chief Admin Officer: Dean Steichen

Director, Region 1: Dave Gonzales
Director, Region 2: Dale Decker
Director, Region 3: Dennis Pangburn
Director, Region 4: Patrick Reed
Director, Region 5: John Haffner

Invited Guests

Derek Southern
Mark Stuart
All Area Governors
Russ Salazar
Lee Lamp

Alan Melnicoe
Craig Hoffhines
Ed Benson
Tony De Lasado
Dick DeVoe

Agenda

Time	Item	Presenter
10:00 am	Call to Order <ul style="list-style-type: none"> • Pledge of Allegiance • Opening Remarks • Verification of a Quorum 	Stuart Williams Ron Flagel Derek Southern
10:10 am	Approval of Minutes for the September 22, 2021 State Board Regular Meeting as posted on the Sir Website. Approval of the Minutes from the August 2021 Annual Meeting as posted on the SIR Website	Ron Flagel
10:15 am	Report from State Treasurer	Roy Hodgkinson
10:25 am	Proposed Revision of Policy 31 <u>Attachment A</u>	Dale Decker
10:40 am	Report from State Corporate Restructure Committee	Dave Gonzales
10:55 am	Request for Review of Sir Protocols from Branch 129 (Shasta's 3 Branches)	Stu Williams Craig Hoffhines
11:10 am	Request from Russ Salazar for Approval of State Bowling dates and waiver of "Guests" restrictions.	Russ Salazar

Time	Item	Presenter
11:25 am	Request from Tony De Losada to reorganize ordering Sir Pins.	Stu Williams Tony De Losada
11:35 am	Report on Pilot Programs "Worthy Causes" and the Reopening of Branch 81 for Joint Participation with prospective female members.	Stuart Williams Ed Benson
11:45 am	Installation of Officers and Directors for 2022	Stuart Williams
11:55 am	Other matters to come before the Board	Stuart Williams
12:00 pm	Adjournment	Stuart Williams

*Attachment A
Proposed Policy & Procedure
and Bylaw Changes*

New wording shown in Bold type.

October 19, 2021

~~Removed Words~~ are shown thus

Comments in Italics

Background:

Per Branch Statistics from Sirinc.Org August 1, 2021 the total number of branches was 105 with the following breakdown of members per branch:

# of Members	# of Branches	% of SIR, Inc
<i>50 or Less</i>	<i>16</i>	<i>15</i>
<i>100 or Less</i>	<i>58</i>	<i>55</i>
<i>101 to 200</i>	<i>38</i>	<i>36</i>
<i>Greater than 200</i>	<i>9</i>	<i>8</i>

With the data showing that 55% of our Branches have 100 members or less is an indication that the State Board needs to address revising Policy 31 - Branch Executive Committee - which requires six Branch Officers and from two to six Directors. The total of this ranges from a minimum of 8 to a maximum of 12 positions to be filled.

Filling all these positions is a known problem as reviewing of Form 20's shows a high number of vacant positions with the majority in the smaller branches but with some in the mid to larger branches.

Following is a proposal that will hopefully result in a revised policy that will allow Branches to survive and prosper by allowing them to establish the size of their BEC.

Note that It's not the size of the BEC that matters but the leadership abilities of one or more of its members in a key role that provides guidance and mentoring to others.

Policy 31. BRANCH EXECUTIVE COMMITTEE

PROPOSED REVISION TO POLICY 31:

The Branch is governed by the Branch Executive Committee (BEC). The Big Sir reports to the BEC.

- a. **The ideal composition of** The Branch Executive Committee (BEC) is comprised of the following **six** Branch Officers: Big Sir, Little Sir, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and from two to six Directors. ~~A Branch Director is a Branch Officer and member of the Branch Executive Committee. He has equal voting rights with other members of the committee and shares equal responsibility for the conduct of all Branch operations and activities. (See Bylaw 25 and 40)~~

This level of BEC leadership allows for an orderly succession of its members to advance and the benefit of having assistants or Directors covering for absent members. It also allows for many, if not all, chairman positions such as Membership, RAMP, Bulletin Editor, etc. to be filled.

However, the reality of achieving up to twelve (12) members to fill these positions becomes extremely difficult in Branches as their membership numbers become smaller or to even maintain this from year to year in some of the larger branches.

Therefore, Policy 31 allows Branches to establish a BEC with a minimum of three Branch Officer positions: Big Sir, Secretary and Treasurer and two Directors up to the previous number allowed (6 officers and 2 - 6 Directors).

Note that under the express rules of California Non-Profit Benefit Corporation Law there is a legal restriction that the Big Sir cannot hold any other position but a BEC officer could be both the Secretary and the Treasurer.

- b. **The BEC shall follow the Schedule of Branch Operations regardless of its size.**
- c. **A Branch Big Sir shall serve a one-year term and be restricted to an additional two consecutive terms, for a total of three, if approved by the Area Governor and Regional Director and a two-thirds majority of the Branch membership present and eligible to vote.**

If a Big Sir vacates the position for one or more calendar years, eligibility is reestablished. Upon request by the Big Sir, the Area Governor and Regional Director together may make an exception to this Policy but only if they both agree and with approval by a two-thirds majority of the Branch membership present and eligible to vote.

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The rationale here is that if the Area Governor and the Regional Director agree that

the current Branch Big Sir should not continue in that position they would not approve a term extension.

- d. A Branch Director shall serve one-year terms and be restricted to three consecutive terms, excluding any partial year immediately preceding the first such year. If a Branch Director vacates the position for one or more calendar years, eligibility is reestablished. Upon request by the Big Sir, **the Area Governor and the Regional Director together** or ~~State President~~ may make an exception to this Policy **but only if they both agree and with a two-thirds vote of the Branch membership.**

The rationale here is that if the Area Governor and the Regional Director agree that

a current Branch Director should not continue in that position they would not approve a term extension.

- e. The Branch Executive Committee by majority vote may adopt, amend, or repeal Branch Regulations governing the procedures applicable to the Branch that are not in conflict with the State Policies, Procedures or Bylaws. (See Bylaw 41)
- f. Only members of the Branch Executive Committee may make and second motions at a BEC meeting and have the right to vote on such motions. (See Bylaw 42)
- g. Subject to the supervisory responsibilities of the State Board of Directors, the activities and affairs of the Branch shall be conducted and all powers shall be exercised by or under the direction of the Branch Executive Committee (BEC). (See Bylaw 43)
- h. The BEC may delegate the management of such activities to any member or members of the Branch, or committee thereof, provided that such activities shall be exercised under the direction and be the full responsibility of the BEC. (See Bylaw 44)
- i. A BEC quorum for its meetings shall consist of a majority of all its BEC members. (See Bylaw 45)
- j. Directors are encouraged to hold a branch role e.g. as Chairman of Recruitment, Activities, Member Relations, Publicity & Image, or Membership.
- k. **The A BEC may obtain a Certificate of Appreciation (Form 7) from the SIR Website, design its own or issue an appropriate item such as a coaster to guest speakers, entertainers, or Branch members as it deems appropriate. (Revised 6/11/20).**
- l. A vacancy in any Branch office shall be filled by a member approved by the BEC. (See Bylaw 26)

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- m. The BEC of each Branch in the Area is responsible for nominating a candidate for its Area Governor by July 31 of each year. See Policy 47 – State Officer Elections.
- n.. The BEC may authorize the Big Sir, Branch Secretary, or other officer to execute any document or other instrument authorized by the State Board (duly recorded in the minutes).
- o. **The A** BEC may terminate a member’s membership for a serious breach of a State Bylaw, Policy, Procedure, or Branch Regulation. See Policy 26 – Termination of a member.(See Bylaw 19)
- p In general, subject to the control of the BEC, the Big Sir shall control all of the affairs of the Branch in accordance with State Policies, required State procedures, Bylaws, or Branch Regulations.
- q. When present, the Big Sir shall preside at all meetings of the Branch and its BEC except when, at his request, that function is occasionally performed by the Little Sir **or another member of the BEC.**
- r. The BEC is responsible in every respect for all travel and activity programs of the Branch as follows (Revised 6/11/20):

At the January BEC Meeting the full list of planned travel, special events and activities, hereafter referred to as TEA, and their schedules shall be presented. A motion shall be made for approval of the list, seconded, followed by a discussion period and then approved. This is to include the TEA's name, purpose, schedule and location(s) or destination as appropriate. (New 6/11/20).

Should a new TEA start during the year the process noted above shall be followed prior to the TEA's first meeting or outing. If a TEA is scheduled at a different location, date or destination than previously approved the BEC shall be notified in advance and must formally approve the change at the next BEC meeting. If the TEA is scheduled to occur prior to this next BEC meeting then approval by the Big Sir via E-mail is acceptable. In either case, this change shall be documented in the minutes of the next BEC meeting. (New 6/11/20).

- s. Regular and special meetings of the BEC may be held remotely and are not required to be held at a physical location with attendees physically being present. The meetings may be held individually by means of teleconferencing or utilizing other forms of electronic participation. See Policy 51 for the requirements involving meetings held electronically. (Rev 09/10/20)

The Branch Big Sir, Little Sir, Secretary, Treasurer, and Membership Chairman and RAMP/Nominating Chairmen for the incoming year shall attend an annual training session in the later part of the calendar year. This Branch Officer Training need not be limited to these Branch Officers and if any of

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these designated above is unable to attend, the BEC shall appoint a replacement. **(REV 11/10/21)**.

PROPOSED BYLAW CHANGES (to support Policy 31 revision):

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 membership each year to serve for the ensuing calendar year and until their successors have been elected and installed. (Revised 8/20/19) **(REV 11/10/21)**.

Exception: Branches may establish a BEC with a minimum of three Branch Officer positions: a Big SIR, a Secretary and a Treasurer and two Directors up to the previous number allowed (6 officers and 2 - 6 Directors).

Note that under the express rules of California Non-Profit Benefit Corporation Law there is a legal restriction that the Big Sir cannot hold any other position but a BEC officer could be both the Secretary and the Treasurer.

Article 7 - **Branch** Executive Committee

Bylaw 40. The **duly elected officers** ~~Big Sir, Little Sir, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer~~ and the Directors shall constitute the Branch Executive Committee. **(REV 11/10/21)**.