



SIR STATE BOARD OF DIRECTORS MEETING

Conducted via Electronic Video Conference (Zoom)
Thursday, July 25, 2024
The Meeting Was Recorded

Board Members Present:

X	President: Dale Decker	X	AR 10 & 18 Rep.: Rick Kindle
X	Act. Pres., VP: Lee Lamp	X	AR 15 Rep: Fred Serena
X	2 nd VP & Secretary: Rich Carlston	X	Dir. Mktg & Comm.: Andy Danver
X	Treasurer: Carl Mason	X	Dir. Activities: Mark Stuart
X	Chief Info. Off.: Roy Hodgkinson	X	Dir Docs: Jeffery Chin
X	AR 19 Rep: Bruce Corwin	X	Dir. Br. Sup.: Jim Gragg

Others Present:

Derek Southern – Board Advisor and Past President
Dave Gonzales – Chair of Nominating Committee and Past President
Kevin King – Branch 95

Opening and Verification of Quorum:

Lee opened the meeting and Rich confirmed that there was a quorum.

Consent Calendar:

There were three separate motions in the consent calendar, and it was decided to address them all at once with a single motion. Included within the consent calendar was (i) approval of the June 14, 2024, Minutes, (ii) approval of the June 27, 2024, Board Minutes and (iii) approval of the May 2024 Financial Statements. Lee made the motion to approve all items on the consent calendar, with the modification by Andy of those portions of the June 14, 1014, he described. Jeff seconded the motion.

The motion passed unanimously.

New Business:

Dale joined the meeting after having trouble signing in and took over chairing the meeting.

1. **Proclamation:** Dale announced a proclamation honoring Lee Lamb for the months of service he performed as the Acting President during Lee's absence. Dale proclaimed that he had done an outstanding job in performing as Acting President.
2. **Status of Functional Organization Chart.** Dale stated that Andy should get the people involved together. He proposed that Andy or his representative meet individually with each of the office directors on the chart to edit and enhance it and report back to Board at its next meeting when it will be reviewed. Andy suggested that the President needs to meet with each of the people on the chart and go through the actions on the chart and gain agreement or disagreement and edit it appropriately.

Roy asked to receive a copy of the Functional Organization Chart since it was not included in the agenda. Andy stated that he will provide the charts after the meeting. Attached hereto as **Exhibit 1** are the charts provided by Andy after the meeting concluded.

Dale asked Andy to organize the review.

3. **Consideration of approving the Revised June 27 Action Plan.** The revisions that Jeff prepared, which were previously distributed, were shown on the screen and Jeff began to explain them. Dale stated that the draft rescissions which Jeff had made were not what he had asked to be prepared. Dale stated that he wanted to have drafted a new bylaw which states clearly that branches have the right to choose whether or not they want women in their branches. He then stated that he wanted a draft that would make the rest of the bylaws gender neutral. Dale stated that he would like to have the proposed changes voted at the Annual Meeting.

Rich noted that, based on the scheduled date of the Annual Meeting, the procedure and timeline requirements for an amendment couldn't be met. Rich briefly outlined the procedure for placing proposed changes before the Annual Meeting.

Jeff was asked when he thought he could make the draft changes that Dale requested.

Roy noted that the 45-day requirement couldn't be met for the August meeting. He further mentioned that the Board can pass changes which amend the organization, but those must be ratified at the next annual meeting.

Mark noted that bylaw l5 says that membership shall be open to any person regardless of age, race, color, gender or religion. He asked if that was what was being discussed.

Dale concluded the discussion saying the draft wasn't what he asked for and said forget it in order to move along.

- 4. Consideration of amending the Transition Agreement Between SIR, Inc. and Branch 92.** Rich provided a memo suggesting that the Transition Agreement should be amended to allow Branch 92 to attend and vote at the Annual Meeting. Dave discussed the background for the Agreement and its legal underpinnings based on his recollection.

Roy suggested that the agreement was a special agreement and that under the express terms of the agreement Branch 92 agreed not to attend. He suggested that if we address the question, we do it after the upcoming Annual Meeting.

Rich suggested that the item be tabled for later consideration. Since there was no objection to tabling the item, Dale tabled it for a later discussion after we obtain legal assistance and input.

- 5. Hiring Attorney.** Rich will locate a couple of attorneys to consider for engagement by SIR, Inc. Roy volunteered to assist Rich in the evaluations. Reasonable cost is a major consideration. Rich and Roy are to report back on progress in identifying an appropriate lawyer.

Andy noted that at his last SIR picnic, he spent over a half an hour with an individual who has done this for other organizations. Andy and Rich will touch base to see if a meeting with that person can be arranged at which Roy would, if possible, also attend. Dale indicated his strong support for this approach, reiterating that he wants Rich to take the lead.

- 6. Discussion of Dale's Vision.** Derek put up Agenda Exhibit 6, a version of Dale's vision. Dale summarized that we need to let branches know that the branches are subsidiaries who are allowed, under the mutually approved bylaws, to operate with a degree of autonomy. Our documents allow the parent corporation to coordinate and align the activities of subsidiaries towards a broader corporate goal. Dale asked if anyone disagreed with this statement. Dave suggested that at the town hall

meeting we asked for the ideas of the branches. We asked for feedback on very strategic issues. Dave recognized that we have received emails, some being quite nasty. Some of the suggestions have not been to the liking of forward-thinking persons, but we did ask for their feedback on very strategic issues.

Dale believes that the name change and the other changes under consideration are not tactical.

Andy said there are three levels of activities that need to take place. Cosmetic changes are easy. There are others that are harder to change. And finally, there are difficult changes that require research, like 501(c)(3) versus 501(c)(4). And then there is determining what the bylaws were intended to address and how should they be implemented. He asked, strategically, where are we going? What do we want to be in five years? What does this board want SIR to be in five years? His opinion is that our job is to set a long-term direction. He doesn't think we have. He asked: What are our goals for this year?

Dale commented that our job is to set goals and work toward them. Our goal is to bring in new members this year. Its no different than the last 24 years. We're going to do something in policy and make it happen.

Derek raised the position that we have been telling the branches that they are independent and can make their own decisions. But this seems to now be saying that we are going to make their decisions for them. Dale countered that the branches can make decisions on how they run but not how to run the State.

Andy added that he doesn't think that the board agrees with the long-term direction the board should take or where we should be in five years. Because we don't agree, it is hard to communicate a clear message to the branches.

Roy commented that the Charter describes the relationship between the branches and the State. Most branches can't even find a copy of theirs or know it exists.

Carl suggested that the relationship is in Policy 3. There is a question that branches haven't read the policy. So, they don't even have an idea of what's involved in Policy 3.

Mark noted that what he hears is the same old issue that guys at the branches don't know what's going on. If so, he queries, why don't they show up to meetings? Why don't they read stuff? Their ignorance is on them. They have responsibilities. They can't duck their responsibilities.

Rich noted that we seem to get sidetracked by these issues and don't do what we need to do. We need to plan for the annual meeting and ensure we have our slate of possible officers. He suggests that we should move on to address the annual meeting.

There was further discussion about the need to read materials and the difference between the bylaws and policies.

- 7. Annual Meeting Planning.** Derek mentioned that he has reserved the Lafayette Veterans Center on August 27 for the annual Meeting. He has also started a conversation with the caterer to provide food for the meeting. He noted that it would be useful to know how many people to predict attendance. He is using the number of people who attended the March 15 meeting.

We need 40% or approximately 34 branches to attend. If we don't get a quorum, the meeting will be informational. There was further discussion on this topic. This was followed by the lead times for sending the agenda and the slate of officers. Mark confirmed that the distribution of the agenda should be 30 days before the meeting.

The discussion moved to topics for the annual meeting. Rich noted that the lunch report approved last month should be a topic. He volunteered to put a draft agenda together and distribute it for comment so that it could be distributed to all branches on Friday. There was discussion of possible other topics and the desire to get input from the branches.

Dale advised that during the Executive Session there may be some discussion of items that may be addressed at the Annual Meeting. He also suggested that there may be some discussion about training.

Jim discussed that he could discuss training and mentioned that there will be training for vice presidents/little Sirs sometime either the last week of October or the first week of November. The date was selected to because the branches will have submitted their Form 20s by then for a list of the new officers. They would like the training to be mandatory and go out under the President's name.

Carl stated that he would like a few minutes to make a financial report.

There should also be some discussion about the possible name and logo change. Jim is collecting all the suggestions. After some discussion it was determined that Jim's committee reviewing these suggestions should review them and submit only the best ones for consideration. It is contemplated that the branches will vote on their favorite suggestion at the Annual Meeting. It was noted, however, by Andy that finding a new name and a new logo is beyond almost everybody's capability.

Jeff suggested that he would like 5 or 10 minutes at the Annual Meeting to discuss the Schedule of Branch Operations.

Andy noted that we should discuss what's behind our chosen direction for change. He believes that a lot of the angst results because nobody knows why we are looking to take the action. He said, from a positive perspective, we could discuss ongoing marketing efforts. Rick is working on an ad program, that he is working on a publicity program for Silicon Valley and that Jim is working on one as well.

Rich then summarized the possible agenda items for the Annual Meeting.

There followed discussion of the need for a five-year plan which could be discussed at the Annual Meeting. Finally, Andy raised the question of how the logistics for the meeting would be done, who would make necessary calls and who will do all the other work for the meeting. He noted that he has done it previously and it is a lot of work.

There was a suggestion that we discuss the Area Representatives at the Annual Meeting. Rich noted the AR Conference call that is scheduled for August 2 at 10:00 am. All members should know about the ARs and if there are any suggested changes in their responsibilities. This is likely an information item. Rick provided some additional logistical information about the upcoming AR meeting.

Mark suggested that he could get the agenda distributed or help Derek in putting it out and implementing a response method from which a spread sheet can be developed showing us who will be attending from each branch and any proxies given by the Big Sir. Derek further described the administrative arrangements that can be made to monitor attendance and voting.

Jim confirmed the August 15 date to get the top ten names and logos as well as the fact that they will pare the entries down and send the top ten. He then confirmed that the Little Sir training will be via Zoom. They anticipate using a lot of tools like

videos and Power Point presentations from the 2021 Leadership Summit. He then discussed a training session for the publicity chairmen, or other appropriate branch member, at each branch to address marketing programs and possibilities. Rick will be heading up this training. Finally, Jim discussed the golf advertisement marketing proposal which will be formally presented at a later meeting. Carl inquired as to the cost of this marketing, to which Jim replied \$3,500. There may be a need to adjust the budget if this program is approved as there are not sufficient funds in the existing marketing budget. Roy offered Jim support in structuring a program to handle incoming inquiries from the ad.

Derek noted that the Form 20s are due at the end of August.

8. Director of State Documents Report. Jeff advised that the Policy and Procedures online has not been updated re Policy 37. When the change was approved, Jeff made the changes on his computer and thought they had been sent for updating of the official version online. He will be getting that corrected. Dale then briefly described how changes are to be shown in red with the deletions clearly indicated.

9. Director of State Activities. Mark gave a brief report relative to State team championships coming up.

10. Proposed Policy 22. As the discussion on the proposed Policy 22 began, Dale noted that the version attached to the agenda is not the most recent version. There followed a discussion on whether the marketing approaches Dale wanted included were in the version attached in the agenda, which they are. There followed a further discussion about what is in the version attached to the agenda and whether Dale was aware of suggested changes that had been made. Rich advised Dale that the marketing approaches he wants are in the version attached to the agenda and that the principle change on that version was to delete the introductory paragraph which previously stated that the branches have to comply with all policies, a statement already set forth in the policies and procedures. Rich noted a couple of other changes suggested by Carl. Carl explained that he had followed the process directed by the Board.

Dale called for a motion to approve the proposed policy although it was unclear which version of the policy was to be addressed. In discussion, Carl reiterated that it still bothers him that he believes we will get a lot of push back if the policy is

adopted. He questioned who would perform the work required under the proposed policy and whether a branch should be closed for not bringing in new members.

Andy mentioned that he discussed the policy within his area. At least one of the branches had undertaken most of the suggested actions but been unable to bring in any new members. He noted that 39% of our branches are bringing in new members. He again emphasized the importance of growth and that we must do something.

Rich suggested that one of the major positives from the recent Town Hall was that branches are now beginning to focus on marketing. Proposed Policy 22 is intended to get branches to market but, even without a policy, they are not focusing on marketing. The possibility of change has created this new branch emphasis on marketing. There are also concerns on who will enforce it.

Andy discussed the need to determine who we are as an organization. We are an all-volunteer organization. He has been working with a consulting firm in Modesto which tells him that the number one problem with volunteers is their management comes out of corporate and they are used to being autocratic. We are volunteers and hammers don't work with volunteers. There was further reference to most branches agree totally that we need to market, they just don't know how to do it. This is something that Jim will endeavor to change.

Rich reminded Dale that there was no second to the motion.

Derek stated that the suggestion is for branches to pull out of these 11 actions those that they believe will help them. If a branch says they don't know how to market, we can say here is a list of things you can do. There followed a suggestion to distribute these 11 items to the branches.

The motion to approve proposed Policy 22 failed for lack of a second.

11. Discussion on Form 65 and Assessment Enforcement. Dale initiated a discussion about what action should be taken relative to branches that don't comply with our policies re the same. Various comments were made about the need to train and work with the branches. Rich suggested that we defer the discussion and revisit it at our next Board Meeting.

Mark discussed the status of Form 65 delinquencies. He noted that a branches failure to submit the form can result in their teams being disqualified from participating in State tournaments. He explained the difficulties that are encountered when a team from a branch that has not submitted its Form 65 wants

to compete is a Sir Tournament. We do not have any way to confirm their right to participate in our records unless we are able to get that information from the NCGA. Absent confirmation, that team cannot compete.

There was further discussion led by Andy about the difficulties that we are experiencing with our two database systems.

There was also brief discussion of the need to have a series of actions that should take place before SIR, Inc. should consider revoking a charter due to non-compliance.

Rick asked for a copy of the list of branches that haven't submitted their Form 65s.

Executive Session: The Board moved to Executive Session. There are no reportable items from the Executive Session.

Adjournment: The meeting was adjourned.