



**Sons In Retirement Inc.
Annual Meeting of the Corporation
Veterans Memorial Building
420 Admiral Callaghan Lane
Vallejo, California 94591
Monday, August 4, 2014**



Members of the Corporation

President- Maynard Rodland	Director, Region 3- Jimmie Johnson
Vice President- Bobbie Hairston	Director, Region 4- Bob Staib
Secretary- Dick DeVoe	Director, Region 5- Bob Fox
Assistant Secretary- Ron Flagel	Director, Region 6- Dean Steichen
Treasurer- Mike Berry	Director, Region 7- Roland Rempel
Assistant Treasurer- Karl Ryden	Director, Region 8- Jerry Strain
Director, Region 1- Bob Roberts	Director, Region 9- Don Dill
Director, Region 2- Russ Salazar	Director, Region 10- Jim Filippo
Past Presidents- Rich Dettmer, Dave Reiser, Dwight Sale	
Area Governors- All except Areas 1,2,3,5,12,14,16,21,24,26,29.	
Big Sirs of Chartered Branches- All except Br. 5,15,16,22,23,34,36,38,39,47,49,51,54,56,70, 74,82,89,93,95,104,107,108,117,119,120,137,139,142,152,155,156,157,160,163,168,169,171,175, 179.	

Invited Participants

Assistant Treasurer Nominee- Hal D'Ambrogia	Rules- Larry Powers
Secretary Nominee- Derek Southern	Golf- Don Andrews
State Advisor, Parliamentarian- Dwight Sale	Travel- Bob Spellman
Insurance- Angelo Coero	Nominating- Rich Dettmer
Arrangements- Bob Toney	SIR Happenings- John Skarpelos
Growth & Membership- Jerry Milano	

Call to Order

President Maynard Rodland called the Annual Meeting to order at 10:00am. Secretary Dick DeVoe verified there was a quorum present (quorum requirement is 88 vs.127 delegates present). Chaplain Bob Roberts led the Invocation and Pledge of Allegiance to the Flag.

President's Welcome and Recognition of Attendees

President Rodland thanked all for coming. Each Regional Director and his Region's attendees were asked to stand to be recognized. The State Board members and Past Presidents were introduced.

President's Award

President Rodland presented the President's Exceptional Service Award to Past President Dwight Sale, in recognition of his extraordinary work and contributions to SIR. Dwight has volunteered essentially full-time for years in administrative support for the organization. He currently is State Advisor, Parliamentarian, and Publisher of the "SIR Happenings" State Newsletter. As a member of the INFOSYS Committee, he chairs each of the Database, E-Mail, and State Roster Subcommittees; and is a member of the SIR Manual and SIR Forms Subcommittees. The participants enthusiastically applauded Dwight for his accomplishments and great dedication to SIR.

Officers' Remarks

President Rodland stated the following:

- A top-down leadership philosophy is not what SIRinc should strive to be. State SIR's primary purpose is to help Branches by supporting and assisting them wherever possible and practicable to do so. If

Branches have problems that State SIR can help resolve, AG's, RD's and the State Board wants to hear from them. If Branches believe certain rule additions or revisions would be helpful, he encourages such proposals to be forwarded to the AG for review and followup action.

- SIRinc membership is beginning to stabilize, resulting from greater emphasis by branches on recruitment/retention, including making branches more attractive to existing and potential members.
- An important factor for attracting future new members is to increase number of Branch activities. Typically weaker branches have only 1-2 activities vs. strongest branches with as many as 30+ activities.
- As a rule of thumb, a branch should have in reserve an amount equivalent to about \$15+ per member.
- SIRinc is a social group, formed for members to enjoy each others' company. It does not engage in benefitting charitable groups/civic projects, or any other entity, cause, or crusade- per Rule 13.

Vice President Bobbie Hairston stated that the SIR organization does a great job of focusing on fellowship and working together as members. He gave as an example the six members of his home branch (Br. 149) whose sole purpose was to take responsibility from Bobbie for the parking, check-in, sign-in, seating, and quorum count prior to the meeting. Bobbie was most appreciative of their efforts in SIRinc's behalf, which clearly represented the friendship and fellowship enjoyed among our Sirs.

Secretary Dick DeVoe supported President Rodland's objective to move away from a top-down leadership philosophy, and believes more can be done organizationally to improve the present system. For example, consideration can be given to each Branch proposal reaching the State Board each time, rather than continuing a policy that allows disapproval by a management level below the Board.

August is an important time in SIR because of 2015 Officer elections at the Branch, AG, and RD levels. If a Form 20 is not forwarded by the end of August with a Branch's 2015 elected officers, it can be an indication the Branch needs help to survive if important jobs remain unfilled.

All 2014 Big and Little Sirs form a 2015 Election Committee in their respective Areas (Rule 795). Some of these Committees in past years fail to elect an AG for their Areas; hopefully this problem will not arise in this election cycle.

Treasurer Mike Berry reported the following in remarks and in an earlier financial report:

- The balance sheet stays healthy with reserves of \$102,000 compared to \$88,000 a year ago, mostly reflecting the rate changes made in 2013.
- YTD net income of \$16,700 is up \$7,200 from last year, although insurance increased by \$1,240 and promotional expense increased by \$4,200 (much of it for 2013 expenditures paid in 2014). Travel expense and administrative expense are down about \$10,100. In addition, there was a 2013 one-time expense of \$8,400 for distribution of dissolved branch balances.
- The reserves and forecast for year-end 2014 indicates SIRinc has sufficient funds to commit to greater membership recruiting and maintenance programs. He encourages branches to provide ideas for ways to support branches through use of these funds.
- The SIRinc Balance Sheet and its Income and Expenditures as of July 31, 2014 compared to July 31, 2013 will be on the State website under Treasurer's Report this week.

A discussion ensued regarding whether to have an outside auditor periodically examine finances at the State level. The Treasurer and President agreed to have this question on the next State Board agenda.

Asst. Treasurer Karl Ryden reported that the branches overall are performing much better than in the past regarding the accuracy of their asset and financial condition reporting. He will continue to alert RD's where problems arise so that the AG or RD can help ensure such problems are corrected for the future.

Election of Officers

Nominating Committee Chairman Rich Dettmer summarized the process for developing the slate of nominees for the six State Officers. President Rodland called for nominations from the floor, and there

being none, the ballot was moved, seconded, and approved as submitted.

The 2015 Officers: President- Bobbie Hairston; Vice President- Don Dill; Secretary- Derek Southern; Treasurer- Karl Ryden; Assistant Secretary- Ron Flagel; and Assistant Treasurer- Hal D'Ambrogia.

President Rodland asked for nominations from the floor. There being none, it was moved, seconded, and approved to close the nominations and elect the the recommended slate of officers for 2015.

Acceptance Speeches

President-Elect Bobbie Hairston stated his primary 2015 objective is to increase membership in every Branch, Area, and Region. SIR has used many recruiting tools over the years, but the the most effective recruiting tool is ourselves. Each branch should strive to have at least one more member than the year before, which includes the effect of attrition.

He would like future Annual Meetings to be in a much improved venue that reflects the stature of SIR as a first-class organization. He supports the bylaw change to omit a specific date for the Annual Meeting, providing greater flexibility to meet this objective.

Vice President-Elect Don Dill intends to learn by being very involved with the Standing Committees as an Ex-Officio member. He also will support and assist President-Elect Hairston for the coming year. He would like to see the following items emphasized:

- The SIR Mission Statement needs to be revised to better reflect the basic principles of SIR, including the fact that members can establish new friendships for life.
- Branch membership is the lifeblood of Branches, requiring improved focus to meet the challenges of member attrition and of Branch attractiveness for new as well as longterm members.
- Activities are extremely important in producing future members. Big Sirs should accept responsibility to ensure Branch activities continue to grow.
- Effectiveness of key committees through effective leadership is a primary ingredient to the success of Branches, and requires more leadership training at the Branch level. Also, with over 16,000 members to draw from, we must improve our ability to find good leaders to fill key SIR-wide positions for the future.

He plans to be a better listener, and expects to find many opportunities to practice that skill in his upcoming position.

Secretary-Elect Derek Southern will ensure that proper records continue to be published in a timely manner, and plans to improve communications to/from the branches wherever possible to do so.

Assistant Secretary-Elect Ron Flagel will continue his responsibility to file required documents with the State of CA on behalf of SIRinc and all its Branches. He intends to support proposals to improve communications and membership.

Treasurer-Elect Karl Ryden looks forward to serving as Treasurer, and has developed experience and expertise working with Mike Berry this year and in 2010 when Karl was also Assistant Treasurer.

Assistant Treasurer-Elect Hal D'Ambrogia appreciates the opportunity to serve, and will be resigning from the State Audit Committee as a result of this new position.

Committee Reports

Golf Committee- Chairman Don Andrews summarized the rest of the 2014 State Golf Tournament Schedule: The State Team Championship Tournament ("Chairman's Tournament") August 11 at Rancho Solano; the Fall Classic Sept. 14-18 in the Santa Inez Valley; and the Individual State Championship & Open Play at Poppy Hills Oct. 27/28.

INFOSYS Committee- Chairman Dean Steichen stated that Dan Weller has been a Database Subcommittee member since April. Significant progress has been made in developing the new Database using CiviCRM. Marty Owen has defined a good portion of the new Database and has populated it with test data. An August meeting of the Database Committee will continue development of the design and begin testing portions of it.

Another excellent edition of SIR Happenings was prepared by Don MacGregor, Dwight Sale and John Skarpelos and they are working on another release soon. Other INFOSYS Committees (E-Mail, Roster, Manual, Forms, and Certificates) continue to perform well in support of our members.

Growth & Membership Committee- Chairman Jerry Milano reported that through June there has been an average of two guests per month per branch. Approximately 58% of guests become members. New members are about 77% of attrition rate. SIRinc membership will continue to drop if recruitment is not improved significantly.

The upcoming SIR Happenings newsletter will have an article on the G&M Committee and its three subcommittees Marketing & Publicity, Training, and Survivability Action Team. He has requested RD assistance regarding 17 branches that have not submitted a Form 27 report on membership and attendance for 3+ months.

G&M Training Subcommittee- Chairman Derek Southern reported on plans for the upcoming Big Sir-Elect (BSE) training and the AG/RD training. All attendees will receive at least 2 emails with details of meeting location and agenda, plus a final reminder a few days before the session. Each attendee will receive a branch assessment form to complete and bring to the training.

AG/RD training (Sept. 30 in Vallejo): All current (2014) and incoming (2015) AG's and RD's will be expected to attend, for lots of interaction between experienced and new AG's/RD's. Training will not only emphasize the need and how-to's for training key BEC positions, but also the means by which attendees can become a stronger resource for their assigned branches.

BSE training (Oct. 2 in Lafayette; Oct. 7 in Sacramento; Oct. 14 in San Jose): BSE's will receive a packet, including ten 2015 SIR Leaders Guide for BEC members. AG's will be asked to manage the check-in process for the BSE's and to hand out the packages for each branch in their area. If a BSE cannot attend he should send an alternate-preferably the incoming Little Sir or an existing BEC member.

Survivability Action Team (SAT)- Chairman Dick DeVoe stated that the SAT was formed 1-1/2 years ago to go away in time. It's principal purpose is to provide information to each branch regarding its survivability risk through self-assessment; to research and disseminate tools that work to improve every branch's survival risk long term; and to support troubled branches directly upon request.

There have been no closed branches in the past 15 months, which is an indication that leaders of troubled branches are taking greater responsibility and working harder to survive for their members' benefit.

Social Time and Catered Lunch

Committee Reports (Continued)

Rules Committee- Chairman Larry Powers presented six Bylaws Amendments, each of which was moved, seconded, and approved by 2/3 majority. These amendments are described in the Attachment to the Minutes below.

Travel Committee- Chairman Bob Spellman reported that 40 of the 134 branches do not have a Travel Chairman (although some Chairs do support a close-by branch). Additionally, only 24 Branches have held a travel event of any kind for this year- and 11 of those branches had just one event. The Travel Committee is working on improving the Travel rules and forms, including making it easier to organize/ arrange trips. He recommends that AG's and RD's encourage branches to (1) find and train new Travel Chairmen (his Committee will assist in the training as requested), and (2) significantly increase the number of trips taken by branches that have placed little emphasis on this activity.

Travel can be a very attractive benefit as a SIR member, and all branches should improve their focus on Travel wherever possible to do so.

Insurance Committee- Chairman Angelo Coero reported that the anniversary date for insurance renewals has been changed to coincide with the State Board meeting in which the State budget is approved.

Certificates of insurance were explained. Over 300 are issued every year. It is important that the broker be informed of any businesses that are no longer in need of a certificate, since they are sent out automatically and must be kept up to date. Leaders were strongly advised to tell their membership not

to describe our insurance and advise if coverage is applicable or not. Anything of this nature should be sent to Chairman Coero for review and response.

For those branches serving liquor, gross sales receipts for alcohol should be reported to Chairman Coero by the end of the year.

Directors and Officers coverage applies to State Board as well as Branch Executive Committee members.

The insurance cost is about \$38,000 for the 16,000+ members and the 134 branches, equivalent to less than \$2.40 per member or less than \$284 per branch. This group policy is much less expensive than a branch could get for similar coverage.

Certificates Subcommittee- Chairman Ron Flagel has replaced Jim Donovan. He requested that branches inform him whenever HLM's, Senior/Super Senior/Century Sirs no longer are members or have transferred to another branch.

Old Business- None.

New Business

1. **Bocce-** A number of branches have a Bocce activity, and there was considerable interest by those branches to have some tourneys coordinated at the State level.
2. **Century Sir Certificate-** There was discussion regarding why the rule was changed from the President making the presentation. The State Board changed the rule to provide (1) greater flexibility for branches regarding the presenter and (2) greater flexibility for the President, whose availability may be limited.
3. **Printed Rosters-** State Roster Subcommittee Chairman Dwight Sale stated that by IRS regulation SIRinc must have a printed roster for each of its branches. For those branches who maintain electronic rosters please print a copy and send to him. He stated that the printed roster sent to him needn't be in booklet form.
4. **Election Ballot-** There was a discussion regarding whether the election ballot for State Officers should include any qualified member who submits a "Declaration of Candidacy", rather than continuing to having the State Nominating Committee select the candidate for each of the six positions on the slate.
5. **Committee Chairman Appointments & Removals-** There was a discussion regarding whether the President should retain sole authority to appoint and remove a State Committee Chairman. The question expanded to whether a Big Sir should have that authority. Some branches retain approval authority within the BEC. The President stated the appointment/removal question would be an agenda item at the next State Board meeting.

Adjournment

President Rodland adjourned the meeting at 2:10pm. The next Annual Meeting date and place will be approved by the State Board by November's board meeting.

Respectfully submitted,
Dick DeVoe- State Secretary

ATTACHMENT- BYLAWS REVISIONS/ADDITIONS

(Note: New text bolded; deleted text shows as strikethroughs.)

1. [Bylaws, Section 110: Membership of Branch 160 in South Lake Tahoe is a mixture of California and Nevada residents, including Branch Officers. To have flexibility in their meeting place location it is appropriate to expand the Geographical Limitations.]

Section 110. The activities of the Corporation in the formation of Branches, and in the acceptance of members therein, shall be confined to the northern portion of the State of California that lies within the geographical limitations; north of the southernmost boundaries of the counties of Inyo, Kern and San Luis Obispo, and including the metropolitan area of Santa Maria; **and including environs of South Lake Tahoe that extend into Nevada. (Revised 8/4/14)**

2. *[Bylaws Section 9, 10,111, 112: These four new bylaws specify the addresses of the four entities shown.]*

Bylaws, Section 9. The Principal Office of the Branch Corporation shall be the address of the “Agent For Service Or Process” as named in the Branch Articles of Incorporation or subsequent biennial statements to the California Secretary of State. (New 8/4/14)

Bylaws, Section 10. The mailing address for the Branch shall be address of the current Branch Secretary. (New 8/4/14)

Bylaws, Section 111. The Principal Office of the Corporation shall be the address of the “Agent For Service Or Process” as named in the Articles of Incorporation or subsequent biennial statements to the California Secretary of State. (New 8/4/14)

Bylaws, Section 112. The mailing address of the corporation shall be the address of the current State Secretary. (New 8/4/14)

3. *[Bylaws Section 184 (Annual Meeting Date): The former Bylaw provided the authority for the State Board to set the time and location of the Annual Meeting of the Corporation, but not the date. The “first Monday in August” is considered too specific and restrictive. This revision provides authority for the State Board to set the date as well.]*

Bylaws, Section 184. There shall be an Annual Meeting ~~on the first Monday in August~~, at a **date**, time, and place set by the State Board for the purpose of electing corporate officers, acting upon proposed changes in the Branch and Corporate Bylaws which have been circulated to all Branches not less than 30 days prior to the meeting and such other business as is specified in the agenda for the meeting. **The Annual Meeting date, time, and place for the following year shall be finalized not later than the November meeting of the State Board.** (Revised 8/7/00) (Revised 8/4/14)