



Sons In Retirement Inc.
Annual Meeting of the Corporation
6446 Riverside Boulevard
Sacramento, CA 95831
Monday, August 1, 2016



Members of the Corporation

President: Don Dill
Vice President: Jerry Strain
Secretary: Derek Southern *
Assistant Secretary: Dick DeVoe
Treasurer: Karl Ryden
Assistant Treasurer: Jimmy Johnson *
Director, Region 1: Bob Roberts
Director, Region 2: Jerry Morrow
* Absent

Director, Region 3: Vic Mershon
Director, Region 4: George Gorohoff
Director, Region 5: Robert Fox
Director, Region 6: Ed Benson
Director, Region 7: Patrick Misener
Director, Region 8: Allan Baxter
Director, Region 9: Mark Stuart
Director, Region 10: James Filippo

Past Presidents: Rich Dettmer, Jim Donovan, Bobbie Hairston (also Nominating Committee Chairman),
Maynard Rodland, Dwight Sale (also State Advisor, Parliamentarian).

Area Governors: All except Areas 12,20,22 (Areas without AG's: 1,2,9,15)

Big Sirs/Alternates of Chartered Branches: All except Br. 1,7,16,26,46,49,52,82,85,87,94,105,121,
138,139,152, 55,156,157,158,163,176.

Committee Chairmen/Past Officer

Rules: Larry Powers
Bocce: Jack Meylink
Bowling: Jerry Sabo
INFOSYS- Dean Steichen

Golf: Bill Wilhelm
Travel: Bob Spellman
Insurance: Angelo Coero
Past Treasurer: Mike Berry

Call to Order

President Don Dill called the Annual Meeting to order at 10:00am. Assistant Secretary Dick DeVoe verified that the required 89 quorum- a majority of the Members of the Corporation- was met and exceeded (143 attended of 176 eligible =81.2%). Chaplain Bob Roberts led the Invocation and Pledge of Allegiance to the Flag.

President's Welcome and Recognition of Attendees

President Dill thanked all for coming. Regional Directors and other members of the Board of Directors, State Committee Chairmen, and Past Presidents were introduced and thanked for their service. He also conveyed his appreciation for the fine efforts of all the Big Sirs.

Officers' Remarks

President Dill introduced each of the Area Governors, after commenting that he believes the AG is the most important position in SIR. The AG's are so valuable because they are the direct link between State SIR and the all-important branches. AG's are responsible to assist branches to be the best they can be. To do this, AG's visit their branches and work closely with their officers in so many ways- including to mentor, train, coach, support, recommend, endorse, develop and recognize.

He focused on the need for Big Sirs to actively support the RAMP program within their branches. In addition, they were encouraged to continue being key players within SIR- and strongly urged them to

consider volunteering to be a branch RAMP coordinator, RAMP trainer, or possibly next year's Area Governor.

VP Jerry Strain thanked the delegates for making this meeting the highest turnout in years, with over 80%.

Treasurer Karl Ryden summarized the status of revenues and expenses to date, referring to that same information found in more detail on the SIRinc website. Total assets are currently \$91,000. Income through July was \$63,000, 1.5% greater than the same period last year. Expenses for that period were \$44,800, 6.8% lower than the same period last year- primarily due to lower meeting/travel expense.

Assistant Secretary Dick DeVoe advised that each branch is considered a corporation under California law, and that a renewal of each branch's corporate status is required every two years. A Statement of Information form with the Office of the Secretary of State, along with a \$20 fee by the branch's due date, is submitted by State SIR to ensure every branch is current with this obligation.

Election of Officers

Past President Bobbie Hairston, Nominating Committee Chairman, introduced the slate of nominees:

For President- Jerry Strain	For Vice President- Derek Southern
For Secretary- Ron Flagel	For Treasurer- Karl Ryden
For Assistant Secretary- Dick DeVoe	For Assistant Treasurer- Jimmie Johnson.

President Dill asked for nominations from the floor. There being none, it was moved, seconded, and approved to close the nominations and to elect the recommended slate of officers for 2017. (See Attachment 1 for brief biographies) (See Changes to Bylaws below regarding election of a Chief Administrative Officer)

Acceptance Speeches

Each of the newly elected Officers present expressed appreciation for the opportunity to serve on the 2017 SIR Board.

President-Elect Jerry Strain stated that 2017 is "the year of the rooster", coincidentally also part of our SIR logo. He recounted that membership is down 50% from its 1990 peak of 32,000, and summarized several of the productive efforts over the years to help stop the hemorrhaging and even increase membership by some means. He intends to continue to use past ideas that have worked, as well as to focus on new plans and ideas. RAMP (Recruitment, Activities, Member Relations, Publicity) integration into all branches is a prime example of a current objective. Another is implementation of the approved Project 2016 "Building Our Branches" recommendations.

He stated that the culture of SIR must continue to change with the ever-expanding social media- e.g. Twitter, Facebook, Snapchat, use of online videos. In any case, our leadership must not lose sight of SIR being for fun and fellowship as we strive to "Retain, Regain, Obtain".

Vice President-Elect Derek Southern, who was absent, made his remarks through a video. In addition to supporting President-Elect Jerry Strain as well as the implementation of RAMP and Project 2016, he will oversee a team to develop an on-line Self-Training website for various leadership positions. The on-line training program will be an ongoing project with incremental development as content is developed. He will be collaborating with the State Training & Development and the Growth &

Membership Committees in its development, and requests Branch leaders to recommend team members experienced in instructional design. The on-line training program is not expected to be available for 6-12 months.

Changes to Bylaws

Rules Committee Chairman Larry Powers submitted several Bylaws revisions/additions recommended by the President and State Board. Motions to accept them were approved by the required 2/3 majority (see Attachment 2).

As a result of the amendment approval to Bylaws Section 141 for addition of a Chief Administrative Officer (CAO) position to the State Board effective 1/1/17, a motion was approved to elect INFOSYS Chairman Dean Steichen as CAO for 2017. A separate motion was approved for him to serve as interim CAO prior to that date.

Project 2016

Chairman Ed Benson summarized the approved Project 2016 recommendations, and stated the focus is now on implementation- particularly to implement RAMP in all branches. Regarding RAMP, he has two requests of leaders:

(1) to send him the names of members taking the initiative with innovative ideas/programs/plans- superior **R**ecruiters, branch **A**ctivity spark plugs, **M**ember Relations experts who create programs that satisfy members, and **P**ublicity & Image experts who get our branches loads of free publicity.

(2) send him best practices of the branch that the leader(s) is proud of, for collection and publicizing them.

A prized Walt Schick Memorial Rooster will be awarded to the region submitting the most experts and best practices, plus a \$100 bill to spend recognizing superior RAMP performance.

He also presented a Branch Recruitment video (now on the SIRinc website) that can be used as is or can be customized by any branch. The video was applauded by attendees.

Training & Development

Chairman Mark Stuart stated that the Fall 2015 training had been well-received, with all-day State Training events at 12 sites. Training for 2017 will be during the period Sept-Dec. 2016 and will focus on RAMP chairmen and branch officers- typically 2.5-3 hr. training sessions for each of those two groups.

Area Governors are responsible for the overall training within their Areas, working closely with their Regional Directors. Critical AG issues- aside from the training locations/dates and the training itself- is ensuring that each branch has completed its election of 2017 officers by its August meeting (Rule 134), and that 2017 Big Sirs become involved quickly in appointments of branch RAMP chairmen well before the scheduled training sessions.

Regional Directors were then asked to summarize the status of training plans within their assigned Areas.

Certificates of Success

President Dill presented the "President's Certificate for Success" to a number of branches for embracing the RAMP program of building healthy branches. Certificates will be presented to other branches when he learns they also have embraced the RAMP program. Certificates were presented to the following branches: Br. 8, 15, 19, 35, 37, 47, 59, 69, 79, 88, 93, 99, 106, 114, 128, 134, 143, 146, 149, 152, 155, 164, 170, and 174.

Branch Honorees

President Dill introduced several leaders whose branches have recognized “a need to change” and have successfully implemented improvements that turned their branches around. These presenters were Branch 19 Big Sir Bruce Persons, Branch 35 Big Sir Gary Waldeck/Membership Chairman Ron Nakamoto, and Branch 170 Little Sir Jim Goetsch.

Adjournment

President Dill adjourned the meeting at 1:50pm. The next Annual Meeting date, time, and place will be set by the State Board not later than its November meeting (Bylaws Section 184).

Respectfully submitted,
Dick DeVoe
Assistant State Secretary

ATTACHMENT 1 **BRIEF BIOGRAPHIES OF 2017 OFFICERS ELECTED AT ANNUAL MEETING**

President: Jerry Strain
Vice President: Derek Southern
Secretary: Ronald Flagel
Treasurer: Karl Ryden
Assistant Secretary: Dick DeVoe
Assistant Treasurer: Jimmie Johnson

Jerry L Strain, Member of Branch 144, Modesto. He has served as Little Sir, Big Sir, Branch Golf Chairman, Branch Secretary, Chairman and Member - State Golf Policy Subcommittee, Chairman-State Golf Operations Subcommittee, Region 8 Director, and Chairman of the Growth and Membership Committee. Presently Vice President. Awarded HLM by Branch 144 4/16/2012.

Derek Southern, Member of Branch 8, Mt Diablo. He has served as Little Sir, Big Sir, Newsletter Editor, Membership Secretary, Chairman of the State Survivability Action Team, and Chairman of the 2015 State Training & Development Sub-committee. He is currently Branch 8 Webmaster, a State INFOSYS Member, State Growth & Membership Committee Member and State Secretary. Awarded HLM by Branch 8 10/3/2014.

Karl Ryden, Member of Branch 49, Folsom. He has served as Little Sir, Big Sir, and Branch Treasurer. He was State Assistant Treasurer for 3 years and is currently State Treasurer and a member of the Budget Oversight Committee.

Ronald (Ron) Flagel, Member of Branch 103, Stanislaus He has served as Branch Secretary for seven years, State Assistant Secretary for 4 years, and State Certificates Chairman for 3 years.

Richard (Dick) DeVoe, Member of Branch 146, Walnut Creek. He has served as Branch Secretary, Little Sir, Big Sir, State Chaplain, Chairman of the State Survivability Action Team, Parliamentarian, Chairman of the Rules Committee, Assistant State Secretary, State Secretary, and Region 6 Director. He is currently Assistant State Secretary and a State Nominating Committee member. Awarded HLM by Branch 146 4/18/2013.

Jimmie Johnson, Member of Branch 102, San Juan. He served as Little Sir, Big Sir, Area 9 Governor, Treasurer of the State Bowling Committee and member of the Bowling Policy Subcommittee, State Nominating Committee member, and Region 3 Director.

ATTACHMENT 2
APPROVED BYLAWS REVISIONS/ADDITIONS
(Additions in **bold**)

Sections 130, 131, 140, 141- Membership of the Corporation

[The INFOSYS Committee with its subcommittees and their members perform almost all of the SIRinc's administrative functions, e.g. Website, Database, Email, State Roster, SIR Manual, Sir Forms, Certificates and the Newsletter. The Chairman of INFOSYS keeps all of these important operations organized and moving in a coordinated fashion. However, he is not represented on the State Board, which means that how SIR runs has no direct voice on the State Board. This "Chief Administrative Officer" would also be the Chairman of the INFOSYS Committee.]

Section 130. Membership of the Corporation shall consist of the President, Vice President, **Chief Administrative Officer**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, Regional Directors, Area Governors, Big Sirs of the Chartered Branches and Past Presidents. (Revised 8/7/06 effective 1/1/07, 8/1/16 effective 1/1/2017).

Section 131. All Members of the Corporation shall be entitled to vote at the Annual Meeting in the election of the President, Vice President, **Chief Administrative Officer**, State Secretary, State Treasurer, Assistant State Secretary and Assistant State Treasurer, and on amendments to the Corporate and Branch Bylaws. (Revised 8/7/06 effective 1/1/07, 8/1/16 effective 1/1/2017)

Section 140. The Officers of the Corporation are the President, Vice President, **Chief Administrative Officer**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, Regional Directors and Area Governors. (Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

Section 141. The President, Vice President, **Chief Administrative Officer**, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, and eight or more Regional Directors as specified in the Standing Rules, shall constitute the State Board and shall have voting rights on all matters before the Board. (Revised 8/7/06 effective 1/1/07, **8/1/16 effective 1/1/2017**)

Sections 57, 58- Amending the Branch Bylaws,

[Background: The State Board at its 1/13/15 Board meeting approved a revision to Rule 609, which now allows a Standing Rule/Bylaw proposal by an authorized referrer to reach the State Board for consideration, without affecting a higher authority's right to recommend approval or disapproval. Previously, a proposal by a Branch BEC could be rejected at the Area Governor, Regional Director, or President level; a proposal by an Area Governor could be rejected by the Regional Director or President; a proposal by any other authorized referrer could be rejected by the President.

Present Situation: It was recently found that Bylaws Sections 57 and 58 had not yet been changed to be consistent with the Board action summarized above. This proposal addresses that oversight. It also recommends action if there is a State Board rejection of an amendment when the President disagrees.]

Bylaws Section 56 (no change). A proposal to amend the Branch Bylaws in any given year shall be submitted to the President through the chain of corporate communications in such reasonable time, prior to the Annual Meeting, as set forth by the President to permit its review and consideration by the appropriate committees and the State Board of Directors.

Bylaws Section 57. If the ~~President~~ **State Board by majority vote** finds the proposed amendment to be in the best interest of the Corporation, **the State Secretary** he shall cause **such amendment** to be circulated to each voting member and chartered Branch, not less than 30 days before the Annual Meeting, a copy of the proposed amendment and notice of voting thereon at the Annual Meeting. **In the event that the State Board rejects the proposed amendment and the President disagrees, the State Secretary shall cause such amendment to be circulated as above but with the President's comments and the State Board's comments preceding.**(Revised 8/7/00) **(Revised 8/1/16)**

Bylaws Section 58. The State Secretary shall include on the agenda for the Annual Meeting proposed amendments to the Branch Bylaws, ~~as directed by the President.~~ **(Revised 8/1/16)**

Section 59 -Amending the Branch Bylaws

[This Section is revised to be consistent with the same wording transferred from Section 290 under Corporate Bylaws.]

Section 59. **These Bylaws may be amended by the affirmative vote of two-thirds of those present and entitled to vote at the Annual Meeting.** ~~If a proposed amendment is approved by two-thirds of those present and entitled to vote at the Annual Meeting, all Branch Bylaws shall be amended, even though one or more Branches did not vote favorably thereon.~~ (Revised 8/1/16)

Section 60- Amending the Branch Bylaws

[This Section is no longer relevant. Rather than to leave it intact or to delete it, the Section is proposed to remain as shown below].

Section 60. ~~The revised Branch Bylaws approved by the State Board of Directors on August 5, 1991 and adopted at the Annual Meeting on December 2, 1991 became effective January 1, 1992. The date on which each provision is thereafter amended or added shall be indicated parenthetically at the end of the section so affected.~~ **Date handling instructions moved to the rule manual protocol. (Revised 8/1/16)**

Section 290- Amending the Corporate Bylaws

[There is no stated process for submitting proposals to amend Corporate Bylaws. The intent is no doubt to follow the same process as for Branch Bylaws, but Roberts Rules of Order is clear that an organization cannot consider "intent" in such matters.

This proposal addresses that issue by specifically stating that the process for amending Corporate Bylaws is the same as for Branch Bylaws. Because current Section 290 wording has been transferred to Section 59 above, Section 290 now can be used to state that fact.]

Section 290. These **Corporate** Bylaws may be amended by ~~the affirmative vote of two-thirds of those present and entitled to vote at the Annual Meeting.~~ **applying the procedures in Branch Bylaws Sections 57, 58 and 59. (Revised 8/1/16)**

Section 291- Amending the Corporate Bylaws

[This Section is no longer relevant. Rather than to leave it intact or to delete it, the Section is proposed to remain as shown below].

Section 291. ~~The revised Corporate Bylaws adopted on December 2, 1991, became effective on January 1, 1992. The date on which any provision is thereafter amended or added shall be indicated parenthetically at the end of the section so affected.~~ **Date handling instructions moved to the rule manual protocol. (Revised 8/1/16)**