



**Annual Meeting Minutes
Sons In Retirement Inc.**

Thunder Valley Resort and Casino
1200 Athens Avenue
Lincoln, California 95648



Tuesday, August 20, 2019 at 9:30 am

Members of the Corporation present:

President: Ed Benson
Vice President: Jim Johnson
Secretary: Ron Flagel (absent)
Assistant Secretary: Stu Williams
Treasurer: Roy Hodgkinson
Assistant Treasurer: Ron Saltgaver
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: Bill Holly

Past Presidents: Dwight Sale, Bobbie Hairston, Jerry Strain, Derek Southern

Area Governors: Pascual Perez (2), Giorgio Dina (3), Robert Perez (4), Dale Decker (5), Gary Johnson (6), Carl Mason (7), Robert Reuther (10), Bob Grandey (11), Ken Newton (13), Bruce Adams (14), Walter Busenius (16), John Haffner (15), Robert Turner (17), James Noriaga (19)

Big Sirs (or designees) Of 117 Chartered Branches, 76 were present:

Invited Participants and Guests present:

State Advisor: Stu Williams
Insurance: Angelo Coero
Bocce: Jack Meylink
Sporting Events: Lee Moy
Bowling: Russ Salazar
G&M: Stuart Williams

Nominating: Derek Southern
Legal Advisor: Alan Melnicoe
Rules: Dale Decker
Parliamentarian: Dwight Sales
Golf: Mark Stuart
Training: Barry Leskin

Call to Order

President Ed Benson called the meeting to order at 9:34 am.
Jim Johnson sitting in for Secretary Ron Flagel verified that there was a quorum of 147 present.
President Ed Benson led the Pledge of Allegiance and gave the Invocation.

The August 7, 2018 Annual Meeting Minutes (previously distributed) were approved.

Opening remarks – President, Ed Benson

President Ed Benson welcomed the State Board members, Past Presidents, Branch Representatives, Committee Chairmen and Guests. He reviewed the agenda for the day.

President Benson reviewed “Where We’ve Been” as an organization. Sir membership is down 431 members or 3.14% compared to 2018. We have lost three branches and median branch size is down .99%. He then reviewed “Where We’re Going”. Our vision is “To become the best active men’s organization in northern and central California by improving longevity through providing opportunities for physical, mental and social engagement.”

Sir Market Characteristics are:

- In CA, about 500 men turn 65 every day
- Seniors have a need to be engaged, remain active and maintain a healthy life style because they'll live longer
- California's elderly population will nearly double over the next 20 years
- PNC found that 58% of retirees aged 70+ retired before they planned to
- In a 2019 Merrill Lynch survey, 72% of age 50+ not yet retired said they envisioned working in some capacity – often in a new field
- About 1/3rd of adults 55+ volunteer their time for various causes
- Lifelong learning is becoming a big deal

What is it going to take?

- Superior Branch performance in the key areas of RAMP:
 - Recruitment – every member a recruiter
 - Activities – focused on physical, mental and social engagement
 - Member Relations – ensure our members are engaged and see the value in SIR
 - Publicity – we've got to do a better job in getting the word out
- Leadership – build Branch leader succession plans
- Volunteers – implement what we've been teaching
- Examination – of our “worthy causes” policy

Treasurers Remarks & Report – Roy Hodgkinson, State Treasurer

Treasurer Roy Hodgkinson presented the January to July Financials (Refer to Attachment A). He noted we were running close to the budget year-to-date. There were various questions from the floor regarding insurance coverage and costs. Insurance coverage questions were referred to Assistant Insurance Chairman Angelo Coero. In response to a Branch Assessment question from the floor, President Benson told the Branches to expect an increase of \$1.00 per member increase in 2020. **After a lengthy discussion a motion was made, seconded, and passed to accept the Treasurer's Report.**

Christine S. Ritchie MD, MSPH, University California San Francisco – Learning More by Sharing Your Experience

Guest speaker Dr. Ritchie stated older men's health is important and is overlooked. It is important to learn more about older men. She reviewed the first SIR UCSF Survey results. UCSF emailed 8792 Sir Members and received 2426 back from 85 branches. The average age of the members completing the survey ranged from 76 to 80. Her presentation topics ranged from Health Issues for Older Men, Advance Directives, Falls, Exercise Dementia, and sharing our experiences helps others.

Nominating Committee Report – Derek Southern and Dwight Sales

Past President and Nominating Committee Chairman Derek Southern presented the list of uncontested candidates for 2020.

The slate of Officer Nominees for 2020 is as follows:

President: Ed Benson	Vice President: Jim Johnson
Secretary: Stu Williams	Treasurer: Roy Hodgkinson
Assistant Secretary: Ron Flagel	Assistant Treasurer: Ron Saltgaver
Chief Administrative Officer: No Candidate	

Derek announced that Dean Steichen withdrew his name for Chief Administrative Officer.

Past President Dwight Sales called for nominations from the floor and hearing none he made a motion to close the nominations and to accept the nominations presented by the Nominating Committee by acclamation vote. The motion was seconded and passed by a voice vote of eligible voters. None opposed.

On behalf of the newly elected 2020 officers, President Benson expressed appreciation for the honor to serve and support from the membership.

Golf Committee Update - Mark Stuart, State Golf Committee Chairman

Mark began with “why we have a State Golf Program:”

- To organize state tournaments.
- To provide assistance to the Branch golf activities.
- Handicapping procedures.

Mark stated there are approximately 4,000 members that participate in the Sir golf programs. He said Sir golf promotes fellowship and recruiting possibilities. He also introduced the golf programs new and future plans:

- Spring time – Location to be determined
- Team Championships
- Individual Championships
- 3 day Reno Tournament
- Fall Classic – Location to be determined
- Ryder Cup competition between Areas and Regions
- Couples only event
- Short course event for higher handicap

Bowling Committee Update – Russ Salazar, State Bowling Committee Chairman

Russ gave the committee’s plan to help the Branch bowling activities:

- Increase number of SIR-approved tournaments
- Increase number of SIR-approved Summer/Winter bowling leagues
- Provide training
- Provide training and literature on how to use bowling as a recruiting tool

He also requested the branches to:

- Promote bowling among their members
- Publish articles and announcements in the monthly branch bulletins and bowling center publications
- Timely response to data-gathering efforts

Bocce Committee Update – Jack Meylink, Bocce Committee Chairman

The Branches should use bocce as a recruiting tool. Potential members join the bocce activity and then join the local Sir Branch. He would like to hold region and state tournaments in the future. He stated he needs help identifying the Branches that have bocce as an activity. Jack is also looking for members to be on the State Bocce Committee as well as Regional Representatives.

Bill Weddington, PHD, Napa Community College – Building Sir/Community College Partnerships

Guest speaker Dr. Bill Weddington began by discussing how SIR can tap into the growing number of seniors who are taking community college courses? You can start by establishing a SIR Branch/ Community College partnership, assess how your local community college is addressing senior education and invite senior community college students to a Branch luncheon meeting. You can also provide handouts focused on senior community college students.

Branch Luncheon Speakers, Jim Johnson – How to improve your Branch speaker programs

The branch luncheon meeting is just like any other Sir activity. It needs to be refreshed on a regular basis. Speakers need to be interesting, entertaining, uplifting and cover a subject members are interested in. Branch members should be surveyed to determine what topics they are interested in. Examples of good speakers and where to find them were discussed.

Computers and Technology, Dean Steichen, Chairman Information Systems Committee - How INFOSYS helps your Branch

The Sir State Website contains information to assist in recruiting new members, strengthening Branch leadership and the smooth administration of a Branch. It contains in part:

- Toolkit for Branch Improvement
- RAMP Toolkit
- RAMP training videos
- The SIR Leader's Guide
- Training Leader's Guide, participant's handouts
- Schedule of Operations
- Policies and procedures
- Forms and instructions

Dean also requested suggestions on how to improve the Website.

Recreation Vehicle Activity – Bob Harrison, RV Committee Chairman

Bob stated he needs help identifying branches with RV groups. He feels there are more Branches with an active RV Group than he knows about. He requested the Branches with a RV Group to contact him. He is planning a Sir RV trip to the Hemet area this winter. He is also planning on listing the Branch RV activities on the Sir State website.

SIR Foundation – Derek Southern, Chairman

Past President Southern gave an update on the newly formed SIR Foundation. The foundation was formed in response to the Sir members affected by the recent Paradise and Magalia fires. Over \$45,000 was donated to the foundation from Sir Members. The known Sir members affected by the fires were contacted to see if they needed assistance from the foundation. Sixty-nine members responded that they could use assistance. As a result, 69 checks have been issued in the amount of \$300. If there is no more affected members identified, additional donations will be made to assist the two Branches to replace destroyed equipment and another round of grants to the 69 affected members in the amount of \$200.

Derek also noted that he has received several thank you letters from those that have received

grants from the Sir Foundation.

Sir at the Games – Lee Moy, State Sporting Events Committee Chairman

Lee reported the March Sir Day at the races was very successful with over 350 Sir Members participating. He is planning on repeating the event in March of 2020. He has received over 90 requests for tickets to the A's/Giants game on August 25. Lee reported he may be putting together a trip to Golden Gate Fields on Derby day. Other events to look for will be trips to the AAA Fresno Grizzlies and Sacramento River Cats baseball teams.

Fiduciary Responsibilities of Directors of Ca. Corporations – Stu Williams, Assistant Secretary

Stu stated that each Sir Branch is a non-profit California corporation and must be managed within the Articles of Corporation and Bylaws. This includes Sir Policies and Procedures. All activities and affairs must be conducted under Board direction. The BEC must perform all duties in good faith and in the corporation's best interest as a "prudent person". This applies to all duties and responsibilities.

As long as Board Members performs their duties in good faith and best interest of the non-profit corporation there is no liability. As long as a volunteer Director of a non-profit corporation acts within the scope of his duties and does not commit gross negligence, or act in a reckless manner with the maintains the proper liability insurance levels he is provided protection from personal liability. (Refer to Attachment B for details)

Bylaw Changes - Dale Decker, Policy and Procedure Committee Chairman

A total of 34 Bylaw changes are to be approved today and were previously distributed. The changes are in four categories:

- Removes/Revises Obsolete References – 21 Changes
 - Bylaws 6, 8, 15, 16, 18, 19, 20, 25, 26, 30, 36, 41, 122, 146, 149, 188, 201, 221, 222, 256, and 280
- Removes Obsolete Bylaws – 4 Changes
 - Bylaws 1, 60, 100 and 291
- Clarifies Current Bylaws – 1 Change
 - Bylaw 133
- Revises Current Bylaws to Align with Current Policies and Procedures – 8 Changes
 - Bylaws 50, 144, 145, 147, 154, 165, 166 and 167

A motion was made and seconded to approve all 34 Bylaw changes as presented. Motion passed. (Refer to Attachment C for more detail)

A motion was made and seconded to change the word "improve" to "enrich" in the Sir Mission Statement, Article 1 Bylaw 1. The motion passed.

The Mission of SIR is to ~~improve~~ **enrich** the lives of our members through fun activities and events while making friends for life.

Closing Remarks - President, Ed Benson

President Benson drew an analogy between the most successful franchise operator in the world, McDonalds and SIR. McDonalds is successful because:

- They collect the best ideas from their people
- They emphasize training
- They have strong, efficient processes and procedures that are expected to be followed
- They have a worldwide name and image
- They adapt to customers' changing tastes
- They spot and grow talent
- They are philanthropic
- They are consistent

President Benson then discussed Sir State responsibilities to the Branches, Branch Expectations and Sir Leader Expectations.

State Responsibilities to Branches

- Provide more Branch flexibility
 - Laws and Corporate fiduciary responsibilities, good governance (Policies and Procedures) are requirements for all Branches
 - Rules have been replaced with Policies and Procedures
 - Meet SIR's Branch Expectations
 - If compliance is a problem, request relief from RD – don't ignore it
- Improve Volunteerism
 - Member expectations developed
 - Application Form revised
 - "What Can a Member Do" video
 - "Three Steps to Successfully Recruit Volunteers" process
 - Nom. Comm. training completed in April/May
 - Need to focus on newer members – involve them from day one
 - Need to build the Member Expectations into the Swearing In Oath
- Develop Leader's Computer Skills
 - State Forms only require completion
 - Establish Area mentors
 - Branch systems too complex? Take a look at them to see if they are the problem
- Provide adequate Notice for Meetings
 - 2019 Training sessions
- Promulgate Best Practices
 - Sirinc. website
 - Area Governor quarterly meetings with Big and Little Sirs
 - Town Hall meetings – Plan for two sets in 2020 east and west
 - Better trained AGs

- Create vibrant and interesting luncheon meetings
 - Area/Region Speaker's List
 - State is developing a check list for improving luncheon meetings
 - Key figure is the Big Sir
- Solicit feedback before action – reduce “top-down” decisions
 - Logo/Emblem issue
 - Elimination of inactive member category
 - SIR is a Republic, not a Democracy – you elect your AGs
- Provide feedback on SIR's performance
 - Town Hall meetings
 - Sirinc website
- Develop a publicity program and build SIR's image in the communities where we are located
- Seven things to consider
 - Constantly remind members to recruit – supply with materials
 - Train and build a cadre of Branch member-recruiters
 - Man booths at community health fairs, non-profit days, farmers' markets, golf expos, home shows, etc.
 - Participate in parades
 - Advertise in free or almost free vehicles – Patch, Nextdoor, local shoppers' guides
 - Place Sir posters in grocery stores, pro shops, bowling alleys, libraries
 - Give your members yard signs

SIR Branch Expectations

- Accurate and timely reporting – Form 20, Form 27, Form 28, Forms 63 or 64
- Provide Branch monthly bulletins and Board minutes to AG/RD
- Emphasize and follow the Branch Schedule of Operations
- Fill Branch officer, Nom. Com. and RAMP positions
- Assist in nominating Area Governors
- Work to follow SIR Policies and Procedures
- Attend State meetings including State Training, the Annual Meeting and the Town Hall
- Cooperate with the State and other Branches
- Work to increase membership, activities and member satisfaction

SIR Leader Expectations

- Enthusiasm
- Open Mindedness
- Recognition
- Influence Others
- Consensus Problem Solving and Decision Making
- Knowledge of SIR
- Ability to Lead Others

First Annual Best Branches in SIR Awards – Ed Benson

President Benson announced the Annual Best Branches Award would be known as the Dwight B. Sale Best Branch in Sir Award. He asked Dwight Sale to join him in giving the 2019 awards to the best three Branches in SIR.

The first place perpetual trophy was given to:

- Bidwell Branch 110, Chico – Big Sir, Phil Morgan

First Runner-Up Plaque

- Contra Costa Branch 146, Walnut Creek – Big Sir, Jonathan Korfhage

Second Runner-Up Plaque

- Arnold Branch 152, Town of Arnold – Big Sir, Brian Raley

Honorable Mentions

- Mission Trails Branch 35, Palo Alto
- San Ramon Valley Branch 128, San Ramon

Area Governor Citation Awards – Ed Benson & Dale Decker

Area Governor Citation Awards were also given to the following Branches:

Bidwell Branch #110 – Area 1

Rocklin Branch #98 – Area 3

Arnold Branch #152 – Area 5

Lake Tahoe Branch #160 – Area 6

Stanislaus Branch #103 – Area 18

Fresno Branch #159 – Area 19

Wine Valley Branch #149 – Area 7

Westgate Branch #125 – Area 125

Mission Trails Branch #35 – Area 13

Contra Costa Branch #146 – Area 16

San Ramon Valley Branch #128 – Area 17

Adjournment: President Benson adjourned the meeting at 3:00 pm.

Respectfully submitted,
Jim Johnson for Secretary Ron Flagel

Attachment A

SIR Inc. Financials January to July 2019

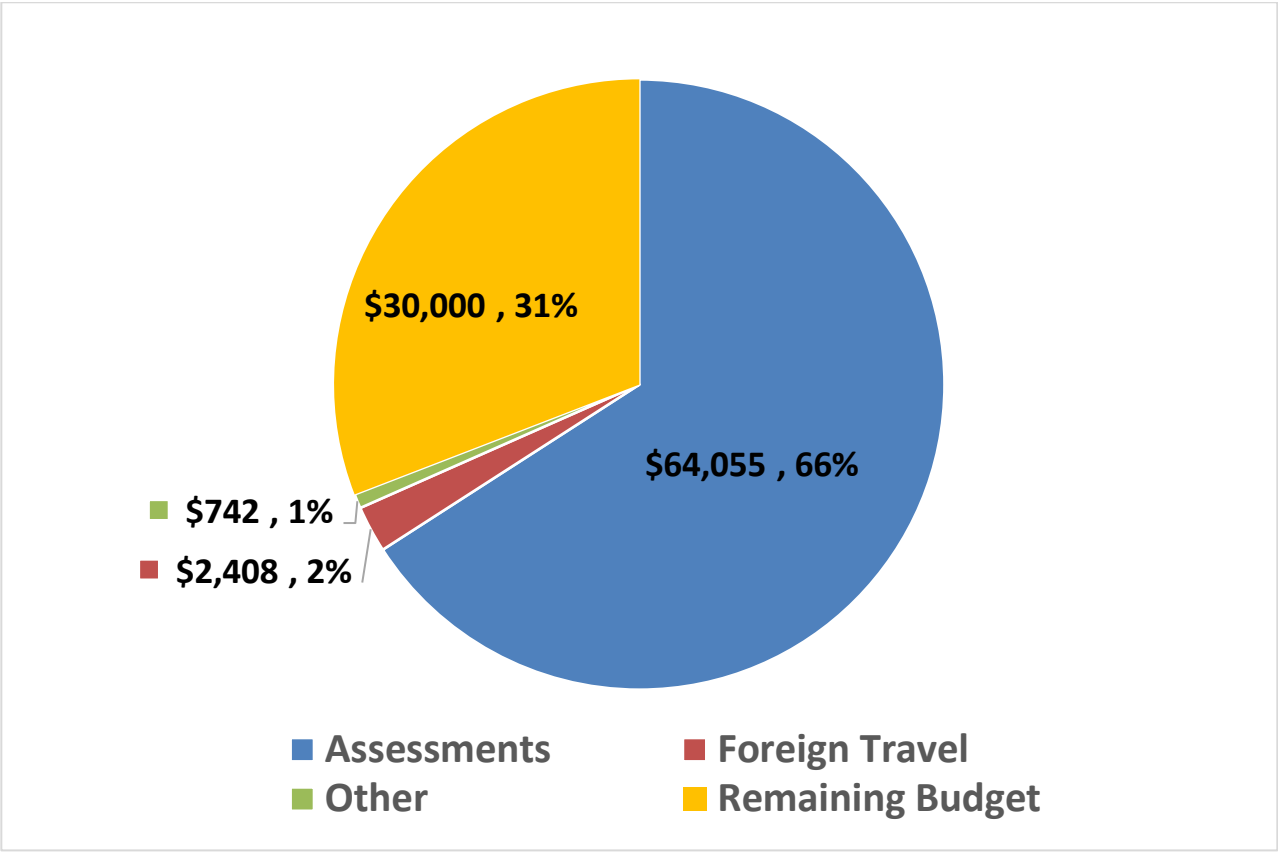
Account	Actual	Budget	Variance	2019 Budget
REVENUE				
Assessments*	\$64,055	\$64,173	(\$118)	
Foreign Travel	\$2,408	\$1,400	\$1,008	
Other	\$742	\$1,690	(\$948)	
Total Revenue	\$67,205	\$67,263	(\$59)	\$97,048
EXPENSE				
Administration	\$2,630	\$4,328	\$1,698	
Insurance	\$28,800	\$29,162	\$362	
Committees	\$2,139	\$2,735	\$596	
State Mtgs**	\$6,266	\$6,250	(\$16)	
Regions	\$8,860	\$7,350	(\$1,510)	
Miscellaneous	\$9	\$575	\$566	
Total Expense	\$48,704	\$50,400	\$1,696	\$100,500

* includes \$4520 Special Annual Meeting assessment.

** includes \$3180 Annual Meeting deposit.

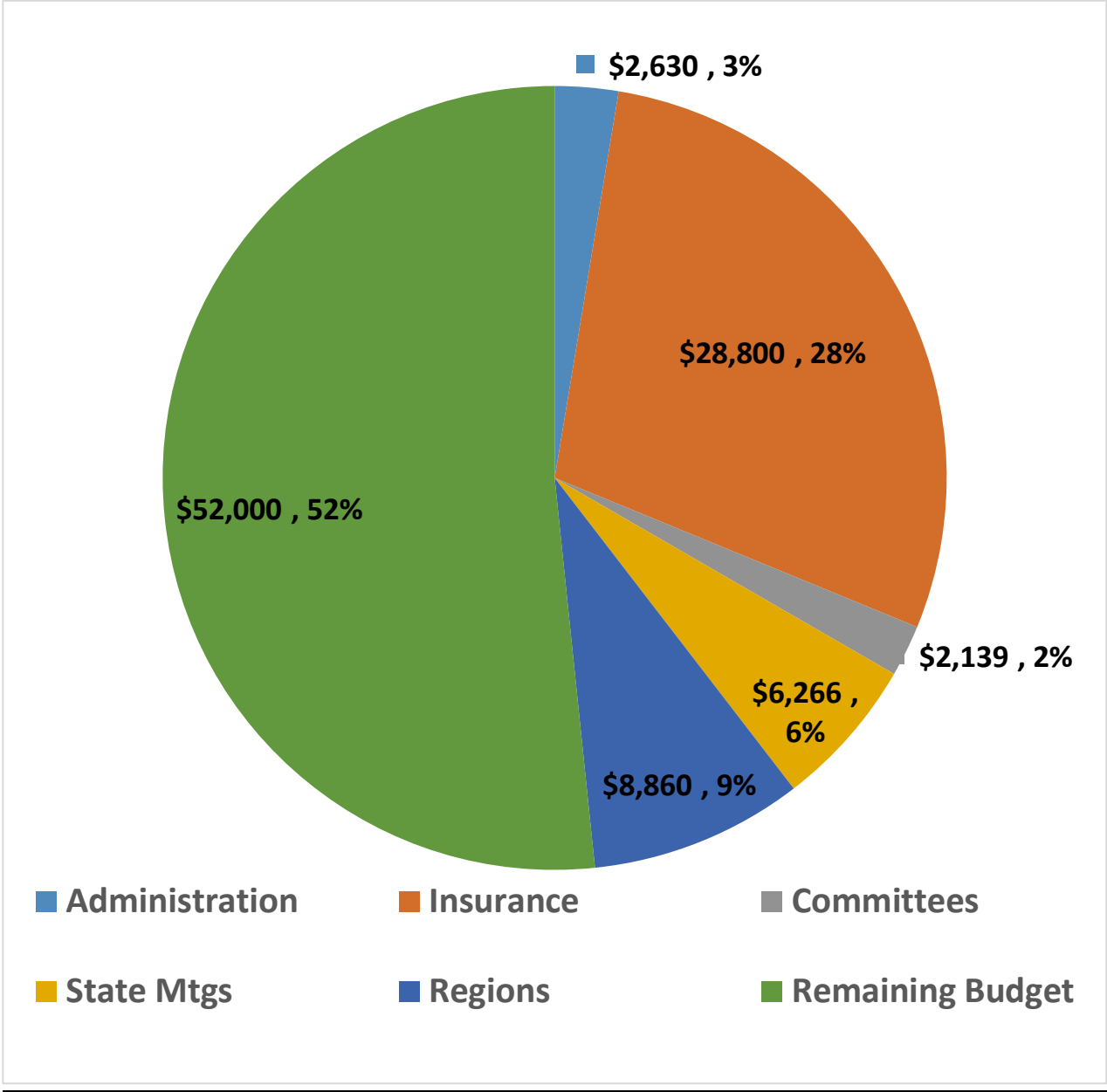
Attachment A - Continued

2019 Income Through July



Attachment A - Continued

2019 Expenses Through July



Attachment B

Fiduciary Responsibilities of Directors

- **Responsible for managing within the Articles of Incorporation and Bylaws**
 - **This includes SIR Policies and Procedures which expand on the Bylaws**
- **Conduct all activities and affairs under Board direction**
- **Legal obligation to use proper care**
 - **Perform duties in good faith, in the corporation's best interest as a "prudent person" would**
 - **Make reasonable inquiries to properly evaluate a situation**
 - **Applies to virtually all duties and responsibilities including election of Directors**

Liability Exposure for Board Members of a Non-Profit

- **As long as duties are performed in good faith and best interests of the corporation – no liability**
 - **You are protected as a volunteer, non-compensated Director**
 - **This does not limit the liability of the Corporation for acts or omissions caused by the volunteer Director**
- **In Summary, provided a volunteer Director:**
 - **Acts within the scope of his duties**
 - **Does not commit gross negligence, act in wanton and reckless ways or engage in self-dealing, and**
 - **Liability insurance in the required amount is maintained**
- **He is provided strong protection from personal liability**

Attachment C

Bylaw Changes

BYLAW AND POLICY REVISIONS/ADDITIONS

A. PROPOSED BYLAW REVISIONS RESULTING MOSTLY FROM THE SIR POLICIES & PROCEDURES MANUAL PROJECT

(The following Bylaws are approved by the State Board for action at the Annual Meeting. Additions/revisions in bold with strikethroughs)

Bylaw 1. The purpose of a Branch of Sons In Retirement, Incorporated ~~and its Branches~~ is to promote the SIR Mission. ~~The Mission of SIR is to improve the lives of our members through fun activities and events – while making friends for life.~~ (Revised 8/20/19)

~~operate a public benefit organization providing for the welfare of retired men from all walks of life who are pursuing a common goal, namely, the enjoyment of their later years with dignity and pride, by assisting these senior citizens to renew former friendships and associations and affording them an opportunity to make new friends through association with other retired men who also face the particular problems that confront men upon their retirement.~~

[Comment: This revision simplifies the purpose, focuses on the SIR Mission and materially reduces the emphasis on retired and semi-retired men.]

Bylaw 6. ~~As used herein, the term “Standing Rules” means rules adopted by the State Board of Directors.~~ (Deleted 8/20/19)

[Comment: The Bylaw is deleted because there are no longer Standing Rules.]

Bylaw 8. The operation of a Branch and its activities shall conform to the provisions of the Policies and Procedures ~~Standing Rules.~~ (Revised 8/20/19)

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 15. Membership shall be open to any man regardless of age, race, color or religion who is sociable, will participate in SIR activities, events, luncheon meetings, and is also willing to volunteer and bring guests for the purpose of perpetuating the organization. (Revised 8/20/19)

~~Membership shall be open to men retired from full-time gainful occupation, regardless of age, race, color or religion.~~

[Comment: This revision more accurately summarizes the criteria for SIR membership and the behaviors encouraged for its members.]

Bylaw 16. ~~An active~~ **A** member has the right to vote on all matters before the Branch membership for decision, and to hold a Branch ~~or~~ State office. (Revised 8/20/19)

Attachment C - Continued

[Comment: This revision deletes the obsolete word “active”; other changes added for clarity]

Bylaw 18. To maintain his membership, a member must attend his Branch meetings as required by the **Policies and Procedures** ~~Standing Rules~~. **(Revised 8/20/19)**

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 19. The breach of any **Policy or Procedure** ~~Standing Rule~~, Bylaw or Regulation, or refusal to conform thereto, may be cause for membership termination. ~~expulsion or suspension.~~

[Comment: This revision changes the wording from Standing Rule to Policy or Procedure, and deletes the terms “expulsion or suspension” as unnecessary]

Bylaw 20. The procedure for effecting the termination, ~~expulsion or suspension~~, after due notice and opportunity to be heard, shall be as prescribed in the **Policies and Procedures** ~~Standing Rules~~.

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures, and deletes the terms “expulsion or suspension” as unnecessary]

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 ~~active~~ membership each year to serve for the ensuing calendar year and until their successors have been elected and **installed** ~~qualified~~. **(Revised 8/20/19)**

[Comment: This revision deletes the obsolete word “active”, and corrects other wording]

Bylaw 26. A vacancy in any Branch office shall be filled by ~~a an active~~ member selected by the members of the Branch Executive Committee. **(Revised 8/20/19)**

[Comment: This revision deletes the obsolete word “active”]

Bylaw 30. In accepting a Branch office, a member assumes responsibility to be bound by the Corporate Bylaws, **Policies and Procedures**, ~~and Standing Rules~~ and the Branch Bylaws and Regulations. **(Revised 8/20/19)**

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 36. Special meetings of the officers or members may be held **in accordance with the Policies and Procedures**. ~~at the discretion of the Big Sir. Notice of special meetings shall be mailed to the members involved at least five days in advance of the date set.~~ **(Revised 8/20/19)**

[Comment: This revision transfers procedural items to Policies and Procedures approved by the State Board.]

Bylaw 41. The Branch Executive Committee is empowered to formulate regulations governing the procedures applicable to the Branch not otherwise provided in the **Policies and Procedures** ~~Standing Rules~~, and not in conflict therewith. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Attachment C - Continued

Bylaw 50. The **Policies and Procedures shall be followed when appointing Committee Chairmen**. ~~Big Sir shall appoint committee chairmen and members to conduct the administrative~~

~~details and records of membership, attendance and various Branch activities, to serve at the pleasure of the Big Sir. (Revised 8/20/19)~~

[Comment: This revision transfers procedural activities to the State Board. Additionally, the current Bylaw requires that the Big Sir appoint **all** members of Branch Committees, which is considered unnecessary and inappropriate operationally.]

~~**Bylaw 60.** Date handling instructions moved to the rule manual protocol. (Deleted 8/20/19)~~

[Comment: This Bylaw is deleted as unnecessary/obsolete.]

~~**Bylaw 100.** The purpose of the Corporation is to provide a governing entity which, through its Board of Directors, will manage the Organization to assure uniformity of administration and operation of the Chartered Branches in furtherance of the objectives of Sons In Retirement, Incorporated: the providing for the welfare of the retired men from all walks of life who are pursuing a common goal, the enjoyment of their later years with dignity and pride by assisting these senior citizens in renewing former friendships and associations, and affording them an opportunity to make new friends through association with other retired men who also face the particular problems that confront men upon their retirement. (Deleted 8/20/19)~~

[Comment: Existing Bylaws 1 and 100 are essentially duplicates, with one for Branch Bylaws and one for State Bylaws. Bylaw 1 as proposed replaces Bylaw 100.]

Bylaw 122. As used herein, the term “**Policies and Procedures Standing Rules**” means the **Policies and Procedures** rules governing the Corporation and the Branches adopted by the State Board. (Revised 8/20/19)

[Comment: This revision changes the wording from “Standing Rules” and “rules” to Policies and Procedures]

Bylaw 133. The conferring of Honorary Life Membership **process as outlined in the Policies and Procedures shall be followed.** ~~is reserved to the State Board.~~(Revised 8/20/19)

[Comment: This revision clarifies that the HLM process, including conferring, is as outlined by the State Board in Policies and Procedures.]

Bylaw 144. Each Regional Director shall be elected for the ensuing calendar year by the Governors of the Areas comprising the Region, as provided in the **Policies and Procedures Standing Rules.**-(Revised 8/20/19)

[Comment: This revision changes the wording from Standing Rules to Policies and Procedures]

Bylaw 145. A Regional Director shall not serve concurrently as an Area Governor or any other elected State office. **Upon application, the President may make an exception to this Policy.** (Revised 8/20/19)

[Comment: This addition provides flexibility to make an exception.]

Bylaw 146. Each Area Governor shall be elected for the ensuing calendar year by the Big Sirs and Little Sirs of the Branches within the Area as provided in the **Policies and Procedures.** ~~Standing Rules.~~ **(Revised 8/20/19)**

[Comment: This revision changes Standing Rules to Policies and Procedures]

Bylaw 147. An Area Governor shall not serve concurrently in any other elected State office. **Upon application, the President may make an exception to this Policy.** **(Revised 8/20/19)**

[Comment: This addition provides flexibility to make an exception.]

Bylaw 149. Duties of State Officers shall be as prescribed in the **Policies, Procedures, and Position Descriptions.** ~~Standing Rules.~~ **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies, Procedures, and Position Descriptions]

Bylaw 154. A vacancy in the office of Area Governor shall be filled by a majority vote of the Big Sirs and Little Sirs of the Area at a meeting called and presided over by the Big Sir of the **lowest numbered Branch of the Area.** ~~Branch of which the Area Governor vacating the office was a member.~~ A vacancy in the office of Area Governor shall be filled as soon as possible. **(Revised 8/20/19)**

[Comment: An Area Governor may be from a Branch in another Area. This revision addresses that possibility.]

Bylaw 165. If the State Board finds that any State Officer, other than a Regional Director or an Area Governor:

- has seriously breached or refused to conform to, any Policy, Procedure, Bylaw or Presidential directive, or
- is, or has been, engaging in a course of action determined to obstruct or harm the best interests of SIR, Inc., its members, and/or its Branches,

the State Board at the next scheduled meeting or at an earlier meeting called for that purpose, shall determine by a two-thirds affirmative vote of those in attendance whether the officer should be terminated or removed from office. (Revised 8/2/04) **(Revised 8/20/19)**

~~Bylaw 165. Upon the finding by the State Board that any State Officer, other than a Regional Director or an Area Governor, has breached or refused to conform to, any Standing Rule, Bylaw or Presidential directive, or is, or has been, engaging in a course of action determined to be inimical of the best interest of Sons In Retirement, Incorporated, the question as to whether the membership of the officer should be terminated or suspended shall be placed before the State Board at the next scheduled meeting or at an earlier meeting called for that purpose. (Revised 8/2/04)~~

[Comment: This revision (1) changes wording from Standing Rule to Policy, Procedure and (2) augments/clarifies the wording involving termination or removal from office.]

Bylaw 166. If an Area Governor (AG) finds that his Regional Director (RD):

- **has seriously breached or refused to conform to, any Policy, Procedure, Bylaw or Presidential directive, or**
- **is, or has been, engaging in a course of action determined to obstruct or harm the best interests of SIR, Inc., its members, and/or its Branches,**

the AG shall call a meeting of the AG's of that Region. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the RD should be terminated or be removed from office. In the event that there are less than three Areas in the Region, either action shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04) (Revised 8/20/19)

~~Bylaw 166.— Upon the finding of a Regional Director's breach of any Rule, Bylaw or Presidential Directive, or refusal to conform thereto, by any one of the Area Governors in his Region, or if the State Board through the President advises the Area Governor in which the Regional Director's Branch is located, that a transgression has taken place, the Area Governor so notified shall call a meeting of the Area Governors of that Region to determine if the membership of the Regional Director shall be terminated or suspended. In the event that there are less than three Areas in the Region, removal shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04)~~

[Comment: This revision (1) changes wording from Rule to Policy, Procedure and (2) augments/clarifies the wording involving termination or removal from office.]

Bylaw 167. If the Executive Committee of a Branch finds that its Area Governor (AG):

- **has seriously breached or refused to conform to, any Policy, Procedure, Bylaw or Presidential directive, or**
- **is, or has been, engaging in a course of action determined to obstruct or harm the best interests of SIR, Inc., its members, and/or its Branches,**

a special meeting of the Big Sirs and Little Sirs of the Branches in the Area shall be called and conducted by the Regional Director (RD) of the Region in which the Area is located. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the AG should be terminated or be removed from office. The RD also shall call a meeting if the State Board through the President advises him that such a transgression has occurred. (Revised 8/20/19)

~~Bylaw 167. If the Executive Committee of a Branch finds that its Area Governor has breached any Rule, Bylaw or Presidential Directive, or has refused to conform thereto, a special meeting of the Big Sirs and Little Sirs of the Branches in the Area shall be called and conducted by the Regional Director of the Region in which the Area is located, to determine by majority vote whether the membership of the Area Governor should be terminated or suspended. Such a meeting will be called by the Regional Director if the State Board through the President advises the Regional Director of the Region in which the Area Governor is a member, that such a transgression has occurred. The Regional Director shall have no vote in the matter except to break a tie.~~

Attachment C - Continued

[Comment: This revision (1) changes wording from Rule to Policy, Procedure and (2) augments the wording involving termination or removal from office.]

4/3/2020

Bylaw 188. The regular meetings of the State Board shall be held on such dates as may be specified by the State Board in the **Policies and Procedures** ~~Standing Rules~~, at which time the Board may consider and act on all such matters as may properly come before it. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 201. The State Board may adopt such **Policies and Procedures** ~~Standing Rules~~, not inconsistent with the Corporate Articles of Incorporation and the Corporate Bylaws, as it deems necessary or desirable to further the purposes of Sons In Retirement, Incorporated. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 221. If the State Executive Committee determines that the best interests of the Corporation require an immediate change in the **Policies and Procedures** ~~Standing Rules~~, it may adopt a temporary change in the Standing Rules 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. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

Bylaw 222. While in effect, temporary changes in the **Policies and Procedures** ~~rules~~ adopted by the State Executive Committee shall have the same force and effect as if adopted by the State Board. **(Revised 8/20/19)**

[Comment: This revision changes wording from rules to Policies and Procedures]

Bylaw 256. Audits shall be conducted in accordance with the Policies and Procedures. ~~As soon as practical after the appointment of its members, the committee shall make an audit of the books and records covering the financial transactions of the Corporation, including State activities such as golf, bowling, travel and the like, for the calendar year just past and report thereon to the President.~~ **(Revised 8/20/19)**

[Comment: This revision transfers procedural items to Policies and Procedures approved by the State Board.]

Bylaw 280. Subject to the limitations in the Articles of Incorporation, of these Bylaws, the **Policies and Procedures** ~~Standing Rules~~ and the California Non-Profit Public Benefit Corporation Law, Robert's Rules of Order shall, where applicable, govern the conduct of all meetings. **(Revised 8/20/19)**

[Comment: This revision changes wording from Standing Rules to Policies and Procedures]

~~**Bylaw 291.** Date handling instructions moved to the rule manual protocol. **(Deleted 8/20/19)**~~

[Comment: This Bylaw is deleted as unnecessary/obsolete.]