



**Annual Meeting Minutes
Sons In Retirement Inc.**
Meeting held via
Electronic Video Conference



Wednesday, August 19, 2020 at 9:00 am

Members of the Corporation present:

State Board Members:

| | |
|-------------------------------------|-------------------------------------|
| President: Ed Benson | Director, Region 1: Mark Stuart |
| Vice President: Jim J. Johnson | Director, Region 2: Rick Kindler |
| Secretary: Stuart Williams (Absent) | Director, Region 3: Dennis Pangburn |
| Assistant Secretary: Ron Flagel | Director, Region 4: Vacant |
| Treasurer: Roy Hodgkinson | Director, Region 5: John Haffner |
| Assistant Treasurer: Ron Saltgaver | |
| Chief Admin Officer: Dwight Sale | |

Past Presidents:

Derek Southern, Dwight Sale, Richard Dettmer, and Robert Mannell.

Area Governors:

Adckinjo Esutoki, Bob Reuther, Bob Turner, Bruce Persons, Carl Mason, Dale Decker, Dave Gonzales, Foster Kinney, Kevin Mahoney, Lee Moy, Paul Squeri, Phil Thomas, and Richard Provost.

Big Sirs and Little Sirs (or designees):

Chartered Branches; There were 72 Big Sirs and 33 Little Sirs.

Invited Guests present:

| | |
|---|---|
| Nominating Committee: Derek Southern | Insurance: Craig Hoffhines |
| Training Committee: Barry Leskin | Policies & Procedures: Dale Decker |
| Dwight Sale: Parliamentarian | Assistant Parliamentarian: Adckinjo Esutoki |
| Infosys Committee: Dean Steichen | G&M: Pat Reed |
| Bowling Committee: Russ Salazar | Infosys Committee: Rick Sale |
| Legal Advisor: Alan Melnicoe | Milt Smith: Travel Chairman |
| Mary Odbert: Principal with MCO Associates | Tony De Lasoda. |
| Mike Burwen: Public Image Task Force member | |

Call to Order

President Ed Benson called the 62nd. Annual Meeting to order at 9:13 am on August 18, 2020. He then conducted the pledge of allegiance and the invocation before welcoming all attendees. He announced that a Quorum had been met and gave special thanks to the technical team that has made this unique electronic Annual Meeting possible & the opening go so smoothly. The team was led by Mark Stuart and included Alan Baker, Frank Crossman, Roger Lam, Neil Schmid, Mike Kerr, Peter Huston, Derek Southern, Rick Sale, Tom Hodgson, Lam Nguyen, Peter Thurston and Mike Kerr. He then asked Mark Stuart to explain the voting process and the electronic meeting etiquette.

Mark Stuart stated the importance of keeping the microphone on mute and how to ask a question during the meeting by using the "Raise Hand" & "Chat" function. Voting would be done with the use of the "Yes" & "No" function on the screen.

President Benson explained that as a result of COVID-19 and California Executive Order N-33-20, the SIR State Board is conducting meetings using electronic (Zoom) means. This action requires two important Bylaw changes to be approved today and out of order to allow this meeting be held electronically. He reviewed the steps to be used for voting on these Bylaw revisions.

Call to Order (Continued)

He then reviewed those changes as follows and ask for voting to approve these revisions:

- Bylaw 184 revised (refer to Attachment A for full text) Allows Annual Meeting to be held remotely by electronic means. A Motion was made by Vice President Jim Johnson to approve this Bylaw change and Area Governor Bruce Persons seconded the Motion. Discussion: None. The vote on the Motion passed unanimously.
- Bylaw 187 (refer to Attachment A for full text) Allows Annual Meeting to be held by electronic means. A Motion was made by Vice President Jim Johnson to approve this Bylaw change and Big Sir Les Yeffa seconded the Motion. Discussion: None. The vote on the Motion passed unanimously.

President's Remarks

President Benson talked about our SIR Mission, Vision, Motto, and Appeal while emphasizing "enhancing the lives of our members", "Making Friends for life", becoming the "best active men's organization", "improving longevity", and "providing "fun opportunities". He talked about our Motto and Appeal as well.

President Benson outlined and discussed two other key items for the future of SIR

- Our Strategy
 - Keep members engaged
 - Build SIR's public Image
 - Target and reach potential members
 - Improve Volunteerism
- Our Path Forward
 - Continue and improve our use of Zoom
 - Implement our marketing and public image plan
 - Implement our "I'm Doing My Part" program

Election of 2021 Officers:

President Benson introduced the Nominating Committee Chairman Derek Southern.

Past President Derek Southern stated that after meeting and discussing the candidates qualifications, the uncontested candidate's were accepted. The list of nominees were then presented.

The slate of Officer Nominees for 2021 is as follows:

President: Jim Johnson Vice President: Stuart Williams
Secretary: Ronald Flagel Assistant Secretary: Dale Decker
Treasurer: Roy Hodgkinson Assistant Treasurer: Ron Saltgaver
Chief Administrative Officer: Dean Steichen

President Benson then called for nominations from the floor. There were none. He asked the membership if there was any opposition or questions. There were no responses. The slate of nominees were declared elected by acclamation.

President Benson presented President elect Jim L Johnson.

President Elect's Remarks

Jim Johnson thanked everyone for the opportunity to serve together with this team of Officers, Regional Directors and Area Governors in 2021. This year of 2020 has been quite a year so far it doesn't look like it will be any different in the near future. Someone once said "Out of a great crises comes great opportunity". Jim stated he expects that to be the case for SIR in 2021.

President Elect's Remarks (Continued)

He further stated that 2021 will be the "Year of the Branches" and that we need to come out of this time of difficulty stronger than we came in. Jim talked about doing his best to lead and that teamwork will be the emphasis for 2021.

President elect Johnson spoke of the need to develop a plan for the future with an eye on our past. He stated that we need to develop a "Grand Opening" plan to be available when branches begin opening again. He ask that Barry Leskin and Lee Moy head up that effort so that we have a reopening plan sitting on the shelf when the time arises. Many branches will need new meeting locations, some new caterers, and some will have lost members.

Jim stated that Vice President Stu Williams and himself will be setting up small Zoom meetings, before the end of the year, with Big Sirs & Little Sirs to determine what the branches would like from the State next year. It will be his leadership team's intent to show that they are good listeners. Jim strongly encouraged all members to review the results of the recently completed Sir Survey, making note of the many thought provoking comments from the Branches about the Branches.

President elect Johnson spoke to the Fall Training's need to address the concerns already expressed in the recent Survey. He spoke further of the need for help with getting two popular activities going. These activities are Bocce Ball & RVing. He asked that anyone having these activities in their Branch send him an email with their contact information.

Bylaw revisions and New Bylaws

Policy & Procedures Chairman Dale Decker presented the following Bylaw revisions for approval.

Bylaw 187.2 - New (refer to Attachment B) for full text. Allows regular and special meetings of SIR (BEC, State Board, Etc.) to be held by electronically and voting to be conducted by unanimous vote or individual polling of the participants using an electronic meeting service application. A Motion was made by Vice President Jim Johnson to approve this New Bylaw and Big Sir Les Yeffa seconded the Motion. Discussion followed regarding the use of the term "internet" as being too specific. It was suggested a more general term be used. The original motion was withdrawn. A new Motion was made to approve this New Bylaw changing the term "Internet" to "Electronic" and the new Motion was seconded and passed with 2 no's.

Bylaw 17.1 - New (refer to Attachment B) for full text. Eliminates the requirement for a Branch to include a member's E-mail address in the Branch Membership List (Form 65) due to a member's privacy concern. A Motion was made by Vice President Jim Johnson to approve this new Bylaw and President Ed Benson seconded the Motion and the Motion passed unanimously.

Bylaw 17.2 - New (refer to Attachment B) for full text. Establishes that Branches should produce a membership roster at least annually and should include a members E-mail address if provided. A Motion was made by Vice President Jim Johnson to approve this new Bylaw and President Ed Benson seconded the Motion. Discussion followed regarding the extent of the Bylaw and the difference between the Branch Roster and the State Form 65. The vote was taken and the Motion passed unanimously.

Bylaw 30 - New (refer to Attachment B) for full text. Specifies that a Branch Director shall not have a proxy represent him at Branch Executive meetings. A Motion was made by President Ed Benson to approve this new Bylaw (with a change of the word "may" to "shall") and Big Sir Paul Wright seconded the Motion and the Motion passed 84 yes & 1 no.

Bylaw 142 - Revised (refer to Attachment B) for full text. Specifies that a Regional Director shall not have a proxy represent him at regular or special Board meetings. A Motion was made by President Ed Benson to approve this Bylaw revision and Big Sir Stan Bishop seconded the Motion and the Motion passed 84 yes & 1 no.

Bylaw revisions and New Bylaws Continued)

Bylaw 221.1 - New (refer to Attachment B) for full text. Allows State Executive Committee to adopt a temporary change in the Branch or Corporate Bylaws if it is in the best interest of SIR and only remains in effect until the next Annual Meeting.

Bylaw 222.2 - New (refer to Attachment B) for full text. Specifies that a temporary change in Branch or Corporate Bylaws has the same force and effect as if adopted by the SIR Membership.

These changes were taken in consideration together because of their inter dependant relationship

A Motion was made by President Ed Benson to approve both these New Bylaws and Big Sir Jim LeBlanc seconded the Motion. Discussion followed regarding the extent and intent of the bylaw, with concern over the manner that "in the best interest" may be applied. The vote was then taken and Motion passed 64 yes & 24 no's.

Treasurers Report

Treasurer Roy Hodgkinson reported on the 2020 financial year to date results along with year end Income & Expenditure projections. (Refer to data shown in Attachment C).

Referring to Chart 1 of Attachment C, Roy commented that usually this financial discussion is about Actual vs. Budget. He pointed out that the budget was created last year and since then, with the affect of COVID, it is not being met so far. A discussion of the Projected (Aug – Dec) vs. Actual is more relevant to consider. He sited the example that some expenses like travel to visit branches and meetings were not spent. He explained that the "CY" in the chart refers to the Calendar Year which is giving the end of the year projections for both Revenue & Expenses. The projected expenses shown are our best estimates at this given time.

Referring to Chart 2, he then reviewed the Income which is made up wholly from assessments and commented that there are still 5 branches we have not heard from for their July assessments (amounting to about \$1000).

Next Roy turned to Chart 3 and discussed the various expenses. He noted that Insurance is as always the big expense. The rest of the year we will have about \$25,000 in insurance costs. But, he summarized that we are good shape the rest of the year and all new budget work will be done to try to understand next year's expenses in this new environment.

Roy then entertained a Question & Answer time for some questions as follows:

- a) When does our current insurance expire? Answer: It will continue monthly at \$4100 until May 1st.
- b) With many Branches closing, how will that loss affect your revenue projection? Answer: Our Assessment is based on member count. So when a branch closes, many members move to another branch and so assessment collection is not affected as much as it appears.

President Benson spoke to the issue of the outstanding lawsuit, commenting that we are not out of the woods yet, progress has just slowed down because of COVID related issues. And he pointed out that whole issue could affect insurance cost.

- c) With considerable Branch meetings & activity restrictions in place, can we get a reduction in insurance costs: Answer: President Benson stated that due to other issues referred to earlier we are fortunate to still have insurance and that it would not be something we want to pursue at this time.
- d) Due to branches not meeting, many branches will have difficulty collecting dues and paying their assessment. How will that affect revenue and meeting insurance payments? Answer: Ed stated that if branches are having financial difficulties, as always, they should speak to incoming President Johnson for help.
- e) With membership declining, is there a minimum number whereby we would not need insurance or that the insurance cost would be reduced significantly? Answer: Ed stated that most likely any insurance policy would not be written for less \$25,000 anyhow. However, it would be very helpful to get an ongoing idea of what the loss of membership is going to be by April next year. Roy noted that membership count status comes monthly from the Form 28 reporting.

Closing of Meeting

President Benson asked if there was any New Business. There was none. Ed thanked every one for attending and special thanks to the Technical team for a well conducted meeting.

Adjournment:

President Ed Benson adjourned the meeting at 10:37 am.

Respectfully submitted,
Assistant Secretary Ron Fligel
August 23, 2020
Approved August 26, 2020

Attachments:
Attachment A (Approved Bylaws)
Attachment B (Approved Bylaws)
Attachment C (Financials)

The next scheduled State Board Meeting will be:
August 26, 2020 @ 9:00am – 1:00 pm
Via Electronic Video (Zoom) Conference

Attachment A

Full content of each Bylaw is presented below.

Comments are shown in Italics

New wording is shown in bold type

~~Removed wording is shown with a strike through~~

Bylaw 184. There shall be an Annual Meeting, at a **specified** date, time and place. **The meeting shall be held or participated in by either physical presence or by electronic means. The purpose of which is** 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. (Revised 8/7/00)(Revised 8/14/14)**(Revised 8/19/20)**.

Bylaw 187. If the Annual Meeting is being held by physical presence voting for election of State Officers shall be by secret ballot if there are two or more candidates for the same office and the candidate receiving the largest number votes (a plurality) shall be elected. If there is only one candidate for an office voting may be by voice or by show of hands. (New 8/6/12)

If the Annual Meeting is being held electronically and there is only one nominee for an office voting for Officers can be ascertained by only counting the 'No' votes to determine that the vote is not unanimous. If the vote is not unanimous or if there is more than one candidate for an office voting will take place electronically using Constant Contact to obtain anonymous responses from all voting members.

Voting on matters properly presented by the board at the Annual Meeting may be conducted electronically and the votes can be ascertained by only counting the 'No' votes to determine that the vote is not unanimous. If the vote is not unanimous voting will take place electronically using Constant Contact to obtain anonymous response from all voting members.

Electronic participation is only permissible provided that all members have a chance to read and/or hear the proceedings, raise points on matters submitted to the members, pose questions, vote and make any desired comments.
(Revised 8/19/20)

Attachment B

Full content of each Bylaw is presented below.

Comments are shown in Italics

New wording is shown in bold type

~~Removed wording is shown with a strike through~~

Bylaw 187.2 Regular and Special meetings (BEC, State Board, Etc) of SIR may be held remotely and are not required to be held at a geographical location with attendees being physically present. Remote meetings may be held individually by means of electronic participation provided that all members have a chance to read and/or hear the proceedings, raise points on matters submitted to the members, pose questions, vote and make any desired comments.

If a remote (electronic) meeting is held the following requirements must be met:

- a. A quorum must be established immediately or the meeting cannot proceed.**
- b. Once a quorum has been established voting on matters properly presented to the board that can be ascertained by one of two methods:**
 - 1. Voting can be ascertained by only counting the 'No' votes to determine that the vote is not unanimous.**
 - 2. Voting can be ascertained by the secretary using an Electronic Meeting Services application and asking for votes one by one from the participants by name, marking their vote on a participation roster, such that they cannot vote more than once, tallying the votes and reporting the result to the Big Sir or President as applicable.**

Note: Voting by E-mail is prohibited under California Non-Profit Laws.

- c. For regular and special meetings a meeting agenda along with the method of communication that will be used and how connection will be established, must be distributed to the members involved a minimum of five (5) days prior to the meeting. (New 8/19/20).**

Bylaw 17.1 Inasmuch as SIR, Inc. needs to communicate with SIR members in State matters relating to the overall operations of SIR, Inc. and the SIR Branches it is imperative that communication with all said members is achieved.

The preferred method of communication by SIRinc. is via e-mail as being the most expeditious, efficient and cost effective. However, it is realized that some members do not agree with supplying their personal e-mail addresses due to their inherent concern for privacy. And, in some cases, some members do not have e-mail capabilities or wish to divulge that they do.

This Bylaw requires that Branches submit an electronic version of their membership list utilizing Form 65 of their Branch Membership List to the State by the end of February of each year. The form has a column for entering the member's Branch, name, spouse's or significant other's name, telephone number, mailing address and e-mail address, however, the e-mail cell may remain blank if an individual member does not want to divulge personal information of this type.

Bylaw 17.1 (Continued)

In lieu of SIR, Inc., not being able to fully communicate with all SIR members utilizing e-mail addresses it is incumbent upon the Big Sir, as the Chief Executive Officer of the Branch and within his duties and responsibilities thereof of his position, to ensure that all
Bylaw 17.1 (Continued)

members receive the State communications in a timely manner and in the form as originally distributed, i.e., by distribution at luncheons if they are being held or by individual mailings to those members not receiving it by e-mail from the State. The Area Governor shall verify with the Big Sirs that distribution of State communications to all Branch members has been achieved. (New 8/19/20).

Bylaw 17.2 Inasmuch as a SIR Branch needs to communicate with its members and members need to communicate with each other a Branch membership roster should be produced at least annually. either as a published booklet, an electronic file or other appropriate document that is accessible by members. The roster should contain the member's name, spouse's or significant other's name, telephone number, mailing address and email address if provided by the member. (New 8/19/20)

Bylaw 30. In accepting a Branch office, a member assumes responsibility to be bound by the Corporate Bylaws, Policies and Procedures and the Branch Bylaws and Regulations. In addition, Directors have a fiduciary duty to the organization and shall not delegate the requirement to exercise fiduciary discretion to others. This is codified in California Assembly Bill 1233 which expressly forbids Directors from voting by proxy on matters presented for action at a Board or Board Committee meeting. (Revised 8/20/19)(Revised 8/19/20)

Bylaw 142. Only members of the State Board shall be entitled to vote on matters to be determined by the State Board. In the case of a Regional Director who cannot attend a scheduled Regular or Special Board Meeting, he can ~~cannot~~ provide a proxy to represent him. ~~The proxy shall be an Area Governor from his Region and count toward the quorum and have voting rights. The proxy's name shall be submitted in writing (or email) to the State Secretary prior to the meeting.~~ **This is not permissible under California Non-Profit provisions. (Revised 8/7/2018) (Revised 8/20/19)(Revised 8/19/20).**

Bylaw 221.1 If the State Executive Committee determines that the best interests of the Corporation require an immediate change in the Branch or Corporate Bylaws it may adopt a temporary change that will become effective immediately until approval by the State Board and thereafter notification of the SIR membership and will remain in effect only until the next SIR Annual Meeting. (New 8/19/20).

Bylaw 222.1 While in effect, temporary changes in the Branch or Corporate Bylaws adopted by the State Executive Committee and approved by the State Board shall have the same force and effect as if adopted by the SIR Membership. (New 8/19/20).

Attachment C
Roy Hodgkinson, State Treasurer

2020 Actuals through July and EOY Projections

Chart 1

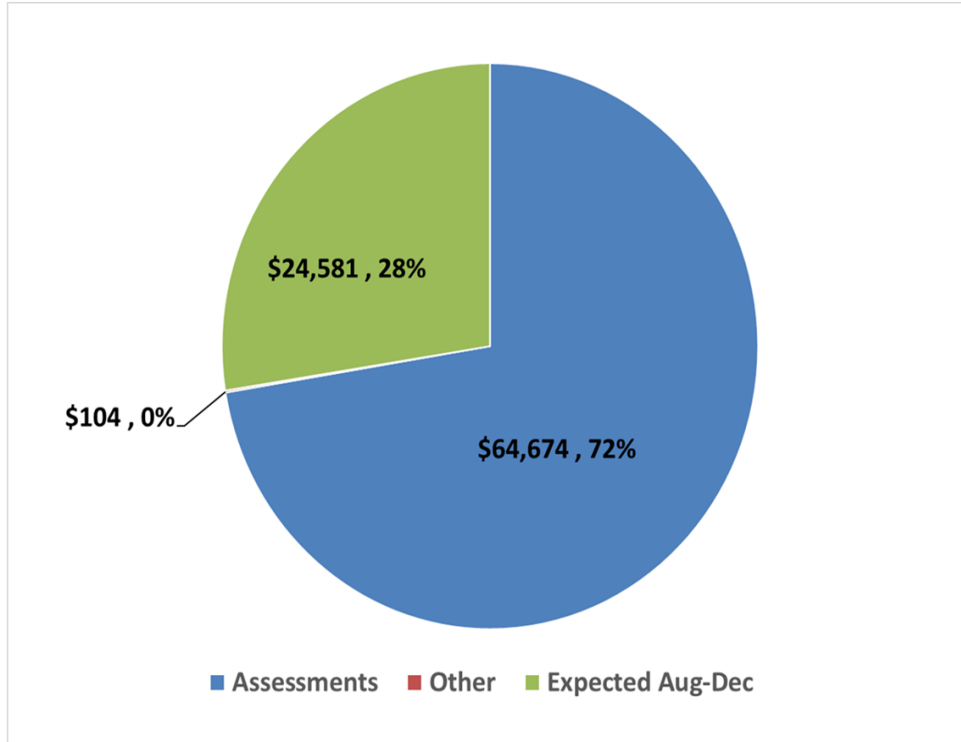
| Account | Actual | Budget | Variance | Aug - Dec |
|------------------------|-----------------|-----------------|--------------------------|--------------------|
| REVENUE | | | | |
| Assessments | \$64,674 | \$67,590 | (\$2,916) | \$24,581 |
| Foreign Travel | \$0 | \$1,458 | (\$1,458) | \$0 |
| Other | \$104 | \$44 | \$60 | \$0 |
| Total Revenue | \$64,778 | \$69,092 | (\$4,314) | CY \$89,359 |
| EXPENSE | | | | |
| Administration | \$5,110* | \$7,393 | \$2,283 | \$1,500 |
| Insurance | \$29,093 | \$29,750 | \$657 | \$24,464 |
| Committees | \$2,577 | \$6,384 | \$3,807 | \$8,000** |
| State Mtgs | \$2,977 | \$14,380 | \$11,403 | \$1,000 |
| Regions | \$2,779 | \$13,850 | \$11,071 | \$3,000 |
| Total Expense | \$42,536 | \$71,757 | \$29,221 | CY \$80,500 |
| Jan-Jul Surplus | \$22,242 | | Projected Surplus | CY \$8,859 |

* Includes MCO Marketing \$2,500 deposit

** Includes MCO Marketing \$7,500 contract

2020 Income Actual to July and EOY Projection

Chart 2



2020 Expenses Actual to July and EOY Projection

Chart 3

