

# MINUTES as corrected

**Sons In Retirement, Inc.  
State Board Meeting – January 19, 2010  
Elks Lodge - Vallejo, CA**

*Slogan: "Recruit, Vitalize and Retain Membership in 2010"*

**Present were the following:**

**State Board Members -**

Elected State Officers

Buck Kendrick – President  
Robert Mannell – Vice President  
Hal Stephens – Ass't Secretary  
Mike Berry – State Treasurer  
Karl Ryden – Ass't Treasurer

Regional Directors

1. Kenneth Edson	6. James Stedman
2. Ralph Lingis	7. Richard Kabanek
3. George Christman	8. John Levis
4. Larry Powers	9. Richard Dettmer
5. John Mason	10. Donald Davis

**State Chairmen, State Appointees, other participants –**

Past Presidents – Mel Augustine (2000), Dwight Sale (2001), Jim Donovan (2005), Art Pufford (2008), Dave Reiser (2009)  
Chaplin/Parliamentarian – Bill Short, Publicity – Walter Schick, Bill Lewis – Meeting Arrangements, Harry Hubinger – Growth and Membership, Smitty Smith – Rules, Harry Slack – Audit, John Thomason – Insurance, Carl Elvik – Bowling, Gene Drennan – Golf, Bob Perry – Travel, Neil Mayo - River Cats

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**President Kendrick** called the meeting to order at 9:40 a.m.

**Chaplin Short** gave the Invocation and led the Pledge of Allegiance.

**President Kendrick** announced that a quorum was present, with the required two-thirds of Board members present. He then requested approval of the minutes of the November 10, 2009 Board Meeting. and the minutes were accepted as posted previously on the SIR Website.

He stated his Slogan (printed above), and his Mission Statement as: **It is the Mission of SIR incorporated to provide leadership at all SIR levels that will result in strong long term Branch health and vitality by recruiting and inducting enough new members annually to grow the membership level of the Branch and providing a wide variety of activities of interest to Branch members, to retain their current members.**

He asked that all present take the opportunity to read the mission statement "and maybe we can get on the same page." "In that regard, I view this group right here as the team that will lead SIR in 2010." "This is the leadership group." "We don't delegate to anybody, it doesn't work."..... "I want to focus this year on leadership." "If we're going to get anything done this year, or next year, it's going to be because of the teamwork right here in this room." He described a document that he prepared entitled "Regional Directors Duties and Responsibilities" (attached) that summarizes those spelled out in the Rules, duties that have or have not been done in the past. "Past President Tom Ross created a similar document when he was President directed at the Area Governors regarding their duties and responsibilities". "The document provided for the Directors was patterned after what Tom had done." "It contained the theme of that" "In my opinion, effective leadership cannot be delegated; we all have to step up to it and if we don't step up to it we'll bear the consequences." "I know from experience that if we are in agreement we can collectively move SIR forward." "I think the key to resolving the membership crisis that we're in is to focus on pro-active leadership." "This will mean the Regional Directors and Area Governors must assume a more intensive role in guiding and supporting the Branch operations and their membership efforts." "It means much more face to face interaction with the Branch leaders; to train them and to lead them so they can be successful." Further discussion will be in the "Leadership Strategy Session" in the afternoon primarily for the State Board Members, but others are invited to sit in as part of the team.

## **Installation of Officers -**

President Kendrick conducted the installation of **State Assistant Secretary, Hal Stephens** and **Regional Director (3) George Christman** for the year of 2010 in their respective offices.

**Vice President Mannell** reported on the Portfolios used last year to be procured for the Annual Meeting in August 2010. Discussion held regarding purchase of these or something similar for the leadership. Motion made and seconded to authorize up to \$1500 for portfolios as gifts for those who do not already have them at the Annual Meeting. Motion carried unanimously.

**Secretary Stephens** reported that Secretary Gary Gruber is in the hospital having back surgery; that Hal was there in his stead. Hal also reported on filings done for the Branches of the SI-100 to the California State Department of Corporation and a "scam" being done by an outside vendor who solicits corporations to do their filings for a fee of \$235. The cost of the filing is \$20 plus five cents for a stamped receipt. The balance of the money is payment to the vendor for its service.

**InfoSys Chairman, Dwight Sale** agreed to send an e-mail to each Officer and Branch advising them this "scam" was happening and to ignore the solicitation.

A member of the Board asked that Secretary Gruber be commended on his efficiency, timeliness in keeping the records and the website up to date; "that he just does a marvelous job." President Kendrick noted that Secretary Gruber is part of a team lead by Dwight Sale and that the Team is doing a great job.

**Treasurer Berry** described that he was finishing off the 2009 year and preparing to file the IRS statement for the year which establishes that SIR is a "non-profit." He said he was eight Form 28s short for wrapping up December, and that one branch did not send a form 28 in for all of 2009 (Branch 82). A new Branch 82 treasurer indicated he will properly send the forms once he determines the financial well-being of the Branch. There is a problem, but to what extent Treasurer Berry doesn't know. This may affect our filing with the IRS he said.

It was noted our insurance premium will be lower for 2010 with Travelers Insurance Company. This company understands our type of organization and we will stay with them. He thanked the Insurance Committee and its Chairman John Thomason for their expertise and willingness to meet to bring about a policy for SIR.

Year end finances for SIR were addressed by **Past Treasurer Bob Mannell**. "We ended up the year with a net \$3,571 reduction in funds for last year which is about where we need to be." "We still had at the end of the year \$105,369.86 in the treasury." "We're in pretty good shape and can afford to take some hits." "We are where we need to be and can afford to take the losses for a few years to be back down to a manageable amount of money in the treasury."

**Assistant Treasurer Ryden** endorsed the use of automation in filing the Form 28 reports. He has been working with Branch Treasurers in this endeavor. Some Branches are using outdated forms but that will be corrected.

**Information Systems Chairman Sale** - Members of that Information Systems Committee handle ALL of the administrative duties involved in Sons In Retirement. One of the tasks last year was the Data Base update to assist Branches in keeping their data electronically instead of in a shoe box, a file cabinet, etc.

The job has taken a year rather than two months that was anticipated. A "beta" program will be becoming out soon. It will have a roster program, an attendance program, and others. He answered many questions posed by the attendees on their expectations.

A discussion about enforcement of the Rules took place. **President Kendrick** said "every Regional Director has the authority to enforce the rules if the Branches are not complying the rules, but you should do it with mercy, or whatever is appropriate to the situation, but Directors have the authority." "You can shut down that Branch if they are not following the rules." "You can." "I don't recommend it,

but you can.” “That’s your big stick.” It also says under number seven, the Regional Director is responsible for the conduct of all the activities in the Branch.” “It doesn’t say Area Governors, it says Regional Director is.” “Through your Area Governors it’s up to you to enforce and control, but beyond that I want you to support, to lead, and to train them when you have to, and to work with them to implement those rules.” **Director Ken Edson** described “progressive discipline” and suggested proper use of that process.

**Past President Reiser** outlined the process for nominations of officers for the coming year and that Form 43 needs to be completed prior to April 15<sup>th</sup> as the Nominations Committee must meet prior to June 1st to have the report to the President. The form is on the website. He encouraged all to be expeditious in getting the forms to him prior to that date.

He also talked about meeting with the president of a local union for the purpose of recruiting retirees from the union to join SIR. He was successful in having a letter drafted and prepared for distribution within the structure of the union. He provided a copy of the letter for the Board to review and said “it’s a start!

**Publicity Chairman Schick** talked about publicity for Sons In Retirement and its work with the LAP of last year. He introduced **Harry Hubinger**, Chairman of the Growth and Membership Committee who will talk more about membership development. As well he provided documents to describe methods of determining our state of membership development. He asked for a commitment of a new recruit to as well recruit new members to keep SIR alive. He suggested a reward be provided for those who sponsor a number of new members, such as a bolo tie, or something of value to be given as a reward. A motion was made to award to a member who brought in seven members a special token of recognition. After a second and much discussion a motion to table the issue and refer it to the Rules Committee was made, seconded and passed by a unanimous vote of the Board.

**Bowling Chairman Elvik** Described the twenty three tournaments that are scheduled this year and that they are posted on the Bowling Committee Website. He passed out a copy of the schedule to the Board. A motion to approve the tournaments as posted was passed by the Board unanimously. A discussion of the level of involvement of last year versus this year along with the funding for the year occurred. He suggested the use of the teleconference procedure be used to reduce costs of travel, postage, and multiple telephone calls. He sent our 66 invitations to Area Governors as well as Branch leadership to attend an annual meeting but was disappointed with the response from only 35. He asked for a better response.

He expressed the need for assistance in funding for the printing of flyers for the proposed attendees. **President Kendrick** asked him to prepare a proposal and a quote along with a cost analysis of effectiveness for a future State Board Meeting.

**Golf Chairman Drennan** said that due to economics, participation in State golf events was down compared to previous years, so a focus on new venues was needed. Events in 2010 will take place in Coeur D’alene, Idaho, Santa Ynez, California as well as Mesquite, Nevada. Reno is scheduled again as it did well last year, but Mexico will be dropped. A motion to approve the schedule for 2010 as posted on the State Golf Website was passed by the Board unanimously. Membership was discussed and a ten percent loss has been experienced in the larger tournaments but in the “scramble” events membership is improving. Golf brings in members!

**President Kendrick** opened the Sporting Events reporting with a report from **Chairman Chuck Roberts** who was unable to attend this meeting. He has scheduled a SIR Day on July 29<sup>th</sup> for a game between the SF Giants and the Florida Marlins starting at 12:30 p.m.

**Past President Mel Augustine** reported he was responsible for the A’s, Warriors, and Raiders. He expressed concern about the lack of attendance by SIR members on scheduled days. He asked that we go back to our Branches and promote the trips to the games. A motion was passed unanimously to approve the dates as was done last year with refinements for this year.

**Chairman Mayo** has scheduled a SIR Day on the 26<sup>th</sup> of May with the River Cats playing Nashville. He is sending out 500 flyers to the Branches and has asked it to be announced in the SIR HAPPENINGS. He asked for fifty dollars for a gift certificate to be given out to a SIR participant at the game. A motion to fund the gift certificate and approve the date was passed by the Board.

**Insurance Chairman Thomason** reported the insurance premium has been lowered for 2010 as compared with the previous year. Travelers Insurance Company has reviewed our risks and lowered the premium slightly. He noted there is an opening on the Insurance committee for a qualified person; that being a person who has a background in property management and casualty issues. Additionally, he is working on a new rule that would allow bus trips to be taken using locally owned busses which meet the requirement of the California Public Utility Commission approval list and have a Certificate of Insurance. The Branch Executive Committee must approve the trip but under our insurance if the conditions are met the parties will be covered by Travelers.

**Travel Chairman Perry** read a statement saying during the year 2009 SIR Branches scheduled 139 Branch Travel Events, 25 went to foreign destinations, 8 were cruises to Alaska and the remaining events were local or domestic. For year 2010 currently received are forms for 42 foreign destinations. He has been the Chairman for the past ten years and is retiring. He expressed concern for the many Branches that have been remiss in submitting necessary forms to meet the adopted SIR Travel Code. He stated that Rule 882 empowers the Regional Director with the authority to suspend any activity of a Branch within his Region which he finds to be in violation of Standing Rules and implies that power might be used.

There is a Branch Training Guide that is available on the SIR website which outlines the rules which must be followed regarding travel.

**OPEN FORUM - President Kendrick** asked that if there was anyone here who wished to address the Board do so at this time. He then called upon **Past President Jim Donovan** regarding Certificates. His comment was to order certificates in a timely manner and not too early, especially with the Senior Certificates.

New members of the Board were asked to introduce themselves and give a bit of a background of their responsibilities within SIR. Each was pleased to do so.

**OLD BUSINESS** 200 copies of the Tri Fold SIR brochure are available here today. The question was addressed as to whether they need to be reprinted, how effective they were, and if we should print some more. The response was not too great. Some Branches liked them, some were just ok and some were just not happy about them. One Director suggested a bumper sticker would work better. There was a "mixed reaction" and the conclusion is was that we "must ask men to join." A motion was made to "convert the file from PDF to a WORD file and send to contacts in the Branches." **Dwight Sale** stated he could do that. The motion was passed by the Board.

**NEW BUSINESS - Treasurer Mike Berry** reviewed the mileage reimbursement rate and compared it with the IRS rate. He proposed a reduction from fifty cents to forty five cents a mile. Dwight Sale noted there was a lot of work to change this and the pseudo relationship with the IRS is not worth the administrative work. Discussion on the issue was extensive. The motion to reduce the reimbursement rate did not carry.

## **LEADERSHIP STRATEGY SESSION -**

**Past President Mel Augustine** expressed that there are three items to consider: Leadership – Management- Administration. Individually we are usually one of the three...not all. We need to strive to be all three.

**President Kendrick** stated the following: SIR objectives which come from our charter and on which SIR was granted a Non-Profit Public Benefit Charter from the State of California to achieve the goal of serving the need of retired men in our communities. He made the statement that we are not meeting our corporate obligation by letting SIR diminish in size. Branch leaders can no longer provide the

activities and associations desired by the retirees. The prime responsibility of leaders is to maintain the health and vitality of their Branches so their Branches will meet the specific need of retired men over the long term in their community.

Rule eight, a chain of command rule in our rule book is also a chain of responsibility according to **President Kendrick** and that responsibility flows right up to the Board. We are the leaders. From the Branch Big Sir on up we are responsible for Sons In Retirement and its well being. All of the rules are posted on the website and are kept up to date by Dwight and his crew. Branch officers must become knowledgeable about the content of all those documents to perform their duties and their responsibilities and must be held accountable in the event of non-compliance. Ignorance of the rules is no defense.

Leaders must step up to personal responsibility for performance of the duties and the assignments to any position to which they are assigned or elected. The Branch membership crisis demands that we change without delay. We are starting a process that will solve the problem in the long term.

Directors have the rules and authority necessary but also have the responsibility to lead, not just imposing the rules. We can solve this membership crisis together by developing and implementing an effective leadership from the Board of Directors thru you Regional Directors and Area Governors to the Branch Executive Committee.

It will take time and effort. It will go against your grain sometimes, and theirs sometimes, but gentlemen, if we don't do it, it won't be done. The leadership change is the answer to the membership crisis.

**Training Committee Chairman Stedman** was introduced and then he presented a set of charts showing how membership has diminished and how it will continue to decline if the current path is taken. He showed that membership has gone from 32,000 at the peak down to 20,000 currently. He stated that as the Branches get older they lose the ability to get leadership, activities, etc to the point that they can't recover. His view is that the resolution is to induct 10% of its membership each year. He offered a RESOLUTION for consideration which outlines the process for membership improvement and the survival of the Branches.

A discussion was held by the members of the Board with closing remarks by President Buck Kendrick:

He encouraged the Board to "focus on ideas that work, focus on success stories and what works and share them with each other as we go forth."

"We're the leadership team and as a team we can succeed with this membership loss crisis we have."

We can "**Recruit, Vitalize and Retain Membership in 2010**".

He then adjourned the meeting at 2:53 p.m.



Hal Stephens  
State Assistant Secretary  
SIRinc

Attachments –  
LAC – RD DUTIES 20090309 03  
State 10% Membership Resolution

## **DUTIES AND RESPONSIBILITIES OF REGIONAL DIRECTORS**

*“It is the mission of SIR Inc. to provide leadership at all SIR levels that will result in strong, long term Branch health and vitality by recruiting and inducting enough new members annually to grow the membership level of the branch and by providing a wide variety of activities of interest to branch members to retain current members and attract new members.”*

1. Each of the 10 Regions shall have a Regional Director elected to serve for one year beginning on January 1<sup>st</sup> of each year. He shall be restricted to three consecutive terms, excluding any partial year immediately proceeding the first such year. If a Regional Director vacates the position for one or more calendar years, eligibility is reestablished. Rule 781 & 785
2. The Regional Director shall call a meeting of the Area Governors in his Region not later than August 31 each year to elect a Regional Director for the next calendar year beginning on January 1. The Regional Director shall act as Chairman and shall have no vote except to break a tie in the balloting. Immediately following the election of the Regional Director, the Regional Director-elect shall complete Form 44A- Notification of Election – and submit the form according to the distribution shown on the form.  
Rule 781
3. Rule 784 sets forth the criteria and prior experience required for a candidate for election to the position of Regional Director. The office of a Regional Director shall be vacated upon his transfer to a Branch in a Region other than the one in which he was elected and the vacancy shall be filled at the earliest possible date in an election conducted in accordance with Rule 781 and those following. Rules 781 & 784
4. The Regional Director is an Officer of the Corporation and a member of the Board of Directors of the Corporation. Rule 755 & 756
5. The Regional Director is responsible for effective and timely communications and liaison between the State Officers and the Branches via the Area Governor.  
Rule 8 & 880
6. Each Regional Director shall submit to the President by April 25, July 25, October 25 and January 25 of the following year a report on the status of Areas within his Region. The Director who submitted the previous three reports shall prepare the January 25 report and submit a copy to the Presidents of both the current and previous year.  
Rule 786
7. The Regional Director is responsible for the conduct of the activities of the Branches within his region in accordance with the Articles of Incorporation, Bylaws, Standing Rules and Directives of the State Board and the President, with due consideration being given to appropriate guidelines as approved by the President.  
Rule 881

8. The Regional Director has the authority, subject to an appeal to the President, to suspend any activity of a Branch within his Region which he finds to be in violation of the Corporate Articles of Incorporation, Corporate Bylaws, Standing Rules, or the Branch Bylaws.

The Regional Director shall give the offending Branch written notice of the violation and such reasonable time as may be appropriate under the circumstances to correct the deficiency. Rule 882

9. The Regional Director should meet with the Area Governors in his Region within two weeks after each meeting of the State Board of Directors, unless those Area Governors were in attendance at that meeting, and at such other times as he may deem necessary or desirable to carry out his duties and responsibilities. Rule 883

10. In addition to his normal duties, the Regional Director, in the extended absence of an Area Governor or when the Area Governor position is vacant, shall receive and act for the Area Governor on specific reports or correspondence and SIR forms normally directed to the Area Governor. Rule 884

***The following are excerpts from the Guidelines for Regional Director that are contained in the back of the SIR Manual.***

**a.** The Regional Director should be sensitive to the positions, needs and desires of the Branches in his Region which he represents on the State Board of Director, with information from the Branches and advice of the Area Governors in his Region, he should espouse positions which reflect the best interests of those Branches commensurate with the purposes and objectives of Sons In Retirement, Incorporated. To that end, he should encourage the Branches, through their Area Governors, to make their positions, needs and desires known to him. GL 780.1

**b.** The Regional Director is charged with the general overall direction of the Area Governors and Branches in his region and insure that the Area Governors, in the day to day supervision of the Branches in their respective Areas, comply with the corporate and Branch Bylaws and Standing rules. The Regional Director should give careful consideration to the communications received from the Branches and Area Governors and, through his Area Governors, attempt to resolve misunderstanding and other problems. GL. 780.2

**c.** The Regional Director must develop a system for insuring the prompt and effective method whereby the Branches receive and understand information from the State organization (State Board, President, Secretary, Regional Director, Area governor, etc.) GL. 780.3

**d.** The Regional Director should meet with his Area Governors as required by the Standing Rules and at such other times as he deems necessary or desirable for training or informational purposes. He should be careful not to advise or direct actions which are not directed by the President or expressly supported by the Bylaws or Standing Rules. GL. 780.4

e. The Regional Director, in effect, should act as a buffer for the President. He should handle matters within his competence and authority so as to relieve the President from un-necessary detail and minor problems. At the same time, the Regional Director must be sensitive to the needs of the President and bring to his attention all matters of which he should have knowledge. GL. 780.5

f. The Regional Director should work with his Area governors, as a team, to bring to the individual members of the Branches an understanding as to the relationship between the Branches and the State (or Corporate) organization and the need for acting together in order to maintain a strong and effective body. GL. 780.6

g. The Regional Director should be prepared to accept special assignment and duties which would assist or relieve other State officers. GL. 780.7

h. The Regional Director, in carrying out his duties and responsibilities, must avoid interfering with the proper activities of the Area Governors. The Regional Director should act through, and with the concurrence of, the Area governor where practical; provided that in an unusual situation where the Area Governor's actions are in direct conflict with the provisions of the Bylaws or Standing Rules, the Regional Director, with the approval of the President, may take remedial action. GL. 780.8

i. The Regional Director should attend meetings of his own Branch and such meetings of other Branches in his Region as he deems necessary or desirable to carry out his duties and responsibilities. When taking any action, which affects the activities of a Branch in his Region, the Regional Director must be sure to act through its Area Governor, if possible. GL. 780.9

j. The Regional Director should train, or cause to be trained, Area Governors in his Region in a manner sufficient to enable them to effectively carry out their duties and responsibilities. GL. 780.10

***The following duties and Responsibilities of the Regional Director are not specifically addressed in the Bylaws and Standing Rules but are the expectations of the Directors by the President and State Board:***

1. The Regional Director should provide direct leadership to assure, or cause to occur, the training of the Area Governors and Branch Officers for the effective operation and growth of the Branches. The primary resources for this training are contained in the Branch Leaders Training Guide and the information on the State Website. This training should include but not be limited to the use of the SIR Manual, the schedule of Meetings and Reports and how to conduct Branch Luncheon and Branch Executive Committee Meetings in accordance with Roberts Rules of Order.

2. The Regional Director should provide the leadership, together with the Area Governors of his Region to enable, or cause to happen, the development of Branch membership goals and objectives in formulating a plan for maintaining and increasing Branch membership. This should include retaining and improving the vitality of the Branch in recruitment and activities so that potential for growth and retention of membership is enhanced. The addition of Branch activities that would attract newly



retired men is essential to recruiting members capable of future leadership in the Branches.

3. The Regional Director should promote and monitor together with his Area Governors all the activities sponsored by the Areas and Branches of his Region for compliance with the Corporate Bylaws and Standing Rules. This is especially important in the area of Travel Activities. Compliance is important to control the costs of our State provided insurance coverage. A high level of involvement and wide diversity of Branch activities is important for supporting our membership growth and retention goals. Regional Directors should consider supporting and encouraging activities at both the Area and Regional levels to support branches with minimal activities involvement.

4. Regional Directors should encourage the use of Area or Regional speaker bureaus where they are available to enhance the quality and vitality of the Branch Luncheon Meetings.

5. Regional Directors, together with their Area Governors, should assume the responsibility for leadership development in their Branches to assure the future of the SIR organization. This is vital, not only to the Branch officers, but also for the future Area Governors, Regional Directors and State Officers. The identification and development of potential candidates for branch leadership must be an ongoing and continuous effort. It is not sufficient just to fill the seats with warm bodies at the last moment.

Compiled by Buck Kendrick, VP  
Modified 1/8/2010  
LAC-RD DUTIES-20090309-03



## **RESOLUTION**

**WHEREAS** the total membership of SIR branches has declined from about 32,000 members in 1992 to about 20,000 members at the end of 2009

**WHEREAS** the annual rate of membership decline has been about 4% since 2001

**WHEREAS** thirty branches have closed since 1999 (13 branches in the three year period 2007-2009)

**WHEREAS** the current membership of over 95% of existing branches is below peak membership

**WHEREAS** the average branch size of the larger, mid-sized and smaller branches are declining annually

**WHEREAS** these rates of decline are likely to continue into the foreseeable future without intervention

**WHEREAS** the Board of Directors does not have knowledge as to why branch leaders do not induct enough new members to prevent annual membership loss

**WHEREAS** there is evidence that induction of new members at the rate of at least 10% of branch membership at the end of the previous year will prevent membership loss (10 new members annually for a branch with 100 members)

**BE IT THEREFORE RESOLVED** that the Board of Directors hereby establishes the goal of inducting new members at the rate of at least 10% of branch membership at the end of the previous year for all SIR branches.

**BE IT THEREFORE RESOLVED** that the Board of Directors directs all branch Big Sirs to report membership statistics monthly on a form to be approved by the Board of Directors.

**BE IT THEREFORE RESOLVED** that the Board of Directors directs all Branch Big Sirs to present written reports quarterly in which there are descriptions of why or why not their branches are inducting new members at the annual rate of 10%. The Area Governors are to include these written reports in their quarterly reports, add comments and forward to the Regional Directors who are to summarize these reports, add comments and include them in their quarterly reports to the President

**BE IT THEREFORE RESOLVED** that there shall be an item for Membership on the Agenda for every Board meeting for the purpose of reviewing quarterly membership reports and taking appropriate action in response

Adopted: