



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



Thursday, September 10, 2020, at 9:00 A.M  
(Continuation of the meeting held August 26, 2020)

**State Board Members:**

President: Ed Benson

Vice President: Jim J. Johnson

Secretary: Stuart Williams

Assistant Secretary: Ron Flagel (absent)

Treasurer: Roy Hodgkinson

Assistant Treasurer: Ron Saltgaver

Chief Admin Officer: Dwight Sale

Director, Region 1: Mark Stuart

Director, Region 2: Rick Kindle

Director, Region 3: Dennis Pangburn

Director, Region 4: Vacant

Director, Region 5: John Haffner (absent)

**Invited Participants:**

Derek Southern: Past President

Dale Decker: P & P Committee and AG

Barry Leskin: Training

Pat Reed: G&M

Bruce Persons.

Dwight Sale: Parliamentarian and Past President

Lee Moy: Training & Area Governor

Dean Steichen: Infosys Committee:

Foster Kinney

**Call to Order**

President Ed Benson called the meeting to order at 9:06 am on September 10, 2020. He then conducted the pledge of allegiance and welcomed all attendees. Secretary Stu Williams verified the Quorum.

President Benson announced that the minutes of the Meeting of August 26, 2020, had been circulated by Assistant Secretary Ron Flagel on September 9, 2020, which included changes from his first draft, however President Benson wanted the Minutes corrected for Additional MCO Findings points 4 & 15". Point 4 of the minutes, expressing concern that the wording was misleading, and point 15 should read that the "program will be implemented when the timing is appropriate" and asked that the Zoom recording be reviewed prior to approval. After some discussion, a Motion was made to hold approval of the minutes until the October Board meeting and until these issues are clarified. The motion was seconded and passed with a 7 yes vote.

## Draft #1 (10/10/20)

President Benson expressed his appreciation and congratulations to all those who made the Annual meeting a success. He noted that the survey revealed 89% of the respondents gave the meeting a "Good" to "Great" rating.

### **Survey Recommendations:**

Vice President Jim Johnson reported that Lee Moy and Pat Reed are reviewing the verbatim comments from the Survey. He pointed out that two other categories hold special importance based on the survey comments. He stated that those issues are member diversity and ladies/wife's involvement.

Jim noted that there were 26 comments about diversity and asked for discussion. There followed a general discussion expressing concern over the need for some action being taken on the part of the organization. Jim stated that he and Vice President elect Stuart Williams are considering establishment of a Membership/Diversity Development committee for 2021. Stuart Williams commented on the 135 comments dealing with Ladies/Wives from the Survey. He pointed out that women will be an important factor in getting SIR restarted after COVID restrictions get lifted, as well as keeping going now. He also noted that women seem to want to be involved, especially with co-ed activities. Discussion included suggestions such as placing more focus on existing ladies' activities, providing more joint activities, and consideration of a Ladies Auxiliary".

### **Treasurers Report**

State Treasurer Roy Hodgkinson, presented the August Financials and 2020 Year to Date, see attached reports marked Addendum "A". Treasurer Hodgkinson reported that 2020 August YTD, showed \$66,174 revenue, and total expenses of \$54,377, and \$11,798 surplus, which included \$10,000 paid to MCO Marketing.

Jim Johnson stated the Budget Oversight Committee will be meeting before the October Board meeting. Roy noted that he has received comments from Branches asking about 2021 assessment and he pointed out the importance of getting that established sooner than later. Stu Williams commented on the possible insurance premium changes in 2021.

### **Public Image and Marketing**

President Benson commented on and expressed his concern as outgoing President over the decisions made at the August 26, 2020 Board Meeting, such as the Board turning down three of the Recommendations made by MCO after spending the money for that effort. Ed spoke to the three issues being Visual Branding, YouTube Channel, and Community Outreach & Speaker Bureau and asked for comments from the Board. Roy Hodgkinson commented that he understood that they can and should be addressed again next year. Lee Moy commented

that he understood them to be turned down because of other possible financial issues. Ed pointed out that they were not approved as concept but turned down.

**Branch Status:**

President Benson announced that Branch 81, Rossmoor had recently announced their closure due to their inability to secure leadership, and this situation saddened everyone concerned considering how helpful they had been in accommodating Board and Town Hall meetings in the past. SirInc. should and would make all efforts to save this Branch from closure. Dale Decker shared an example from his Area whereby a past big sir of one branch went over to another branch having difficulty finding a Little Sir and filled that position. He remains a member of both Branches and is planning on filling the Big Sir position. After some discussion it was suggested that either Branch 8 or 146 could do a similar thing and that the AG and RD of Branch 81 should investigate facilitating that action.

President Benson announced that Branches 114 and 38, located at the "Villages" in San Jose, were confronted with restrictions from these retirement communities that restrict outside organizations from using their facilities. Ed stated that Bruce Persons would be working to maintain this Branch viability in the future.

**Training:**

Vice President Johnson reported progress on the Training for this year, stating that it will be a sort of back to the basics. He introduced Lee Moy who has been highly active getting things going. Lee reported that he has reviewed survey comments to get a sense of member attitude. He stated that he has made many phone contacts with A/G's & RD's to get an idea of what worked and their willingness to participate. He spoke with those involved in Zoom support as well. In talking with A/G's he found that at least two have done an excellent job and will continue as before. He stated however, that some newer A/G's and others not as comfortable with the training will need some help. Also, he noted that there are Branches with no A/G's and that will have to be covered. Lee explained that he spoke to several active officers about being part of his Zoom training meetings. Lee also shared a concept of year around training that would include Zoom sessions during the year and when the subject matter is relevant to the actions needed. Lee shared many of the flyer designs he has done that can promote membership participation in online activities. He stated however, that he needs help publishing & posting them.

A lengthy discussion followed Lee's presentation covering many important points. Mark Stuart asked for clarification regarding the material that would be used. It was explained

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that the material would be from the website and/or from the individual R/D & A/G. The material would be basically from the website and Lee will review & make modifications as needed. Each Region would determine the material and timing. Concern was expressed about when the material will be ready and how it would be distributed. Dean pointed out that the material on the website was from 2017. Ed Benson expressed concern about the large number of meetings that would be required to cover all branch positions. It was noted that many Zoom meetings will require a large amount of technical support. Roy Hodgkinson suggested that with the use of Zoom and the best presenters' videos could be used effectively. Dale Decker expressed the fact that there is so much material scattered on the website that a major function the trainer is to bring focus on important issues facing a new officer. Dale also emphasized the use of an Area Support team that would be available to new officers in his own Area.

### **Policy & Procedure:**

Chairman Dale Decker Reviewed Policy and Procedure change as shown in Addendum B of these minutes as follows:

- Change to Procedure 48d that keeps an established quorum in place for the duration of the Annual meeting.
- Dale asked that the proposed change to Policy 34: c3 be amended to define a quorum at Branch Election Meetings. A motion was made to define the quorum as 30%+1. The motion was seconded and passed.
- A motion was made by D. Sale to accept the proposed changes to Policy 31, 34 (as amended above), 44, and 48. The motion was seconded by R. Saltgaver. After discussion, the motion was passed.
- Chairman Decker introduced a new Procedure 51 to define the requirements of electronic meetings. Dale then asked that the proposed Procedure 51: item4 be amended to define a quorum as 30%+1. After much discussion, an amendment motion was made to define a quorum as 50%+1. The amendment motion was seconded and passed.
- A motion was made by E. Benson to accept the new Policy 51 (as amended above). The motion was seconded by S. Williams and the motion passed.
- A motion was made by E. Benson to accept a new Bylaw 192 to support the new Policy 51. The motion was seconded by R. Saltgaver and the motion passed.  
Note: This new Bylaw is in affect until voted on at the Annual Meeting.

**New Business:**

President Benson announced that the All Member Survey was ready and would be released in a few days. He noted that there were 35 branches with at least 35% completion and that he will be sending those branches a report that would show the results of their branch as well as the total survey results. Ed also reported that he has five guys available to help those branches interpret the results.

**New Business:**

Mark Stuart suggested a late fee be assessed to branches that are late with their quarterly assessment payments. He explained that this would hopefully take the burden off the A/G's and Assistant Treasurer having to chase these payments down. The subject was discussed with consideration given to the timing and the need for the problem to be addressed in the training. Further consideration of the subject was passed on to the Budget Committee.

President Benson led a brief discussion relating to Branches charging dues in 2021. He suggested that charging a \$10 assessment in January would aid them to get immediate capital and more importantly determine what their membership count is after the damage of COVID shutdown. The subject was discussed with consideration given to the chilling effect it may cause and that we may expect considerable push back from the branches. Further consideration of the subject was passed on to the Budget Committee.

Mark Stuart asked for clarification from Jim Johnson about Jim & Stu's planned meetings with branches. Mark noted that when he informed his A/Gs they had questions that he could not answer. President elect Johnson explained that the meetings would only involve various Branches of different size and location. The meetings would include the A/G and designed to mainly give the Branch an opportunity to ask questions & provide opinions. He and Stu would have about five subjects they would touch on with the Branches.

Ed Benson spoke to the subject of distribution of the 2020 President's Appreciation Certificates for the Big Sirs. Normally they are sent to the A/G to distribute in person to the Big Sir, but due to COVID the certificate would likely be mailed via postal system. Should Ron mail all the B/S certificates or leave it to the A/G to mail their own B/S certificates. Some discussion and subject deferred to the October meeting.

Dale Decker reported that the Luncheon Guide and BEC document was complete and inquired as to who it should be sent to. It was determined that it be sent to Training (Lee Moy) with copies to the Board and Area Governors.

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Vice President Johnson reminded D. Decker and R. Kindle to send their training material to Lee Moy.

Director Stuart asked for clarification regarding the distribution of "Past Officer" badges for 2020. Stu Williams will send Mark the list that was worked from.

**Adjournment:**

President Benson adjourned the meeting at?

Minutes Submitted By:  
Secretary Stuart Williams  
Assistant Secretary Ron Fligel  
October 10, 2020

Addendum A  
Financials

## SIR Inc. Financials Through August 2020

Account	Actual	Sep - Dec
<b>REVENUE</b>		
Assessments	\$66,064	\$23,306
Foreign Travel	\$0	\$0
Other	\$110	\$0
<b>Total Revenue</b>	<b>\$66,174</b>	<b>CY \$89,480</b>
<b>EXPENSE</b>		
Administration	\$12,818*	\$1,500
Insurance	\$33,171	\$13,929
Committees	\$2,577	\$500
State Mtgs	\$2,977	\$1,000
Regions	\$2,834	\$3,000
<b>Total Expense</b>	<b>\$54,377</b>	<b>CY \$74,306</b>
<b>2020 Surplus YTD</b>	<b>\$11,798</b>	<b>CY \$15,174</b>

\* Includes \$10,000 to MCO Marketing

Addendum B  
Proposed Policy and Procedure  
Changes

Comments in Italics  
~~Deletions with Strike Through~~  
New Wording in Bold

August 8, 2020

Proposal 1: *Revise Procedure for Policy 48, Annual Meeting to clarify the duration of a quorum.*

Reference: *Executive Board Meeting Action July 28, 2020*

Background: *A concern was raised that during an electronically held Annual Meeting if several members left prior to adjournment the quorum originally established could be jeopardized and no further business could be conducted.*

Action: *The State Executive Committee consisting of President Ed Benson, Vice President Jim Johnson, Treasurer Roy Hodgkinson, and Secretary Stu Williams approved unanimously via email a proposal to clarify Procedure for Policy 48 to include a statement that ‘Once a quorum is established for either a physical or an electronic meeting it shall remain in effect for the duration of the meeting.’*

Note: *Pursuant to Bylaw 221 this is a temporary change that became effective immediately and will only remain so until the next regular or special meeting of the State Board (currently scheduled for August 26, 2020).*

P&P Recommendation: *The Policy and Procedures Committee recommends that the Procedure for Policy 48 be clarified as follows:*

Procedure for Policy 48

d. A quorum for Annual Meetings shall consist of most of all Members of the Corporation. (See Bylaw 182)

**Once a quorum is established for either a physical or electronic meeting it shall remain in effect for the duration of the meeting.**

*Note: An editorial clarification of Bylaw 182 with the above wording will be included in the next SIR Manual update to support the revision of the above procedure.*

Proposal 2: *Revise Policy 31 (Branch Executive Committee), Procedure for Policy 34 (Election of Branch Officers), Policy 44 (The State Board) and Procedure for Policy 48 (Annual Meetings) to clarify the electronic meeting voting process to ensure an effective and legal voting process.*



Addendum B (Continued)  
*Proposed Policy and Procedure  
Changes*

Reference: *Annual Meeting Prep Meeting, July 23, 2020*

Background: *A concern was raised during the meeting that the voting process for remote (electronic) meetings needed to be clarified. Stu Williams, State Secretary, mentioned that he had been reviewing the 12<sup>th</sup> Edition of Robert's Rules of Order wherein 'electronic meetings' is covered in several scenarios.*

Action: *President Ed Benson asked Stu Williams to work with Dale Decker, P&P Chairman, to develop the necessary changes to the SIR Policies & Procedures to effectively document a workable voting process for electronic meetings.*

P&P Recommendation: *The Policy and Procedures Committee recommends that Policy 31 (Branch Executive Committee), Procedure for Policy 34 (Election of Branch Officers), Policy 44 (The State Board) and Procedure for Policy 48 (Annual Meetings) be revised to remove all sections that discuss or govern an electronic meetings and the voting process. To properly document a workable electronic meeting and voting process a new Policy 51 and Procedure (pages 11 - 13) has been developed for approval by the State Board. Additionally, a new Bylaw 192 is proposed on page 14 to support the new Policy 51.*

*NOTE: Pages 3 – 10 are the revisions shown in their entirety for Policy 31 (Branch Executive Committee), Procedure for Policy 34 (Election of Branch Officers), Policy 44 (The State Board) and Procedure for Policy 48 (Annual Meetings) that are proposed removing all sections that discuss or govern an electronic voting process.*

Policy 31. BRANCH EXECUTIVE COMMITTEE -REVISED

The Branch is governed by the Branch Executive Committee (BEC). The Big Sir reports to the BEC.

- a. The Branch Executive Committee (BEC) is comprised of the following Branch Officers: Big Sir, Little Sir, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and from two to six Directors. A Branch Director is a Branch Officer and member of the Branch Executive Committee. He has equal voting rights with other members of the committee and shares equal responsibility for the conduct of all Branch operations and activities. (See Bylaw 25 and 40)
- b. A Branch Director shall serve one-year terms and be restricted to three consecutive terms, excluding any partial year immediately preceding the first such year. If a Branch Director vacates the position for one or more calendar years, eligibility is reestablished. Upon request by the Big Sir, the Regional Director or State President may make an exception to this Policy.
- c. The Branch Executive Committee by majority vote may adopt, amend, or repeal Branch Regulations governing the procedures applicable to the Branch that are not in conflict with the State Policies, Procedures or Bylaws. (See Bylaw 41)
- d. Only members of the Branch Executive Committee may make and second motions at a BEC meeting and have the right to vote on such motions. (See Bylaw 42)

- e. Subject to the supervisory responsibilities of the State Board of Directors, the activities and affairs of the Branch shall be conducted, and all powers shall be exercised by or under the direction of the Branch Executive Committee (BEC). (See Bylaw 43)
- f. The BEC may delegate the management of such activities to any member or members of the Branch, or committee thereof, provided that such activities shall be exercised under the direction and be the full responsibility of the BEC. (See Bylaw 44)
- g. A BEC quorum for its meetings shall consist of a majority of all its BEC members. (See Bylaw 45)
- h. Directors are encouraged to hold a branch role- e.g. as Chairman of Recruitment, Activities, Member Relations, Publicity& Image, or Membership.
- i. A BEC may obtain a Certificate of Appreciation (Form 7) from the SIR Website, design its own or issue an appropriate item such as a coaster to guest speakers, entertainers, or Branch members as it deems appropriate. (Revised 6/11/20).
- j. A vacancy in any Branch office shall be filled by a member approved by the BEC. (See Bylaw 26)
- k. The BEC of each Branch in the Area is responsible for nominating a candidate for its Area Governor by July 31 of each year. See Policy 47 – State Officer Elections.
- l. The BEC may authorize the Big Sir, Branch Secretary, or other officer to execute any document or other instrument authorized by the State Board (duly recorded in the minutes).
- m. A BEC may terminate a member's membership for a serious breach of a State Bylaw, Policy, Procedure, or Branch Regulation. See Policy 26 – Termination of a member. (See Bylaw 19)
- n in general, subject to the control of the BEC, the Big Sir shall control all the affairs of the Branch in accordance with State Policies, required State procedures, Bylaws, or Branch Regulations.
- o. When present, the Big Sir shall preside at all meetings of the Branch and its BEC except when, at his request, that function is occasionally performed by the Little Sir.
- p. The BEC is responsible in every respect for all travel and activity programs of the Branch as follows
  - At the January BEC Meeting the full list of planned travel, special events and activities, hereafter referred to as TEA, and their schedules shall be presented. A motion shall be made for approval of the list, seconded, followed by a discussion period, and then approved. This is to include the TEA's name, purpose, schedule and location(s) or destination as appropriate. (New 6/11/20).

Should a new TEA start during the year the process noted above shall be followed prior to the TEA's first meeting or outing. If a TEA is scheduled at a different location, date or destination than previously approved the BEC shall be notified in advance and must formally approve the change at the next BEC meeting. If the TEA is scheduled to occur prior to this next BEC meeting, then approval by the Big Sir via E-mail is acceptable. In either case, this change shall be documented in the minutes of the next BEC meeting. (New 6/11/20).

q. Regular and special meetings of the BEC may be held remotely and are not required to be held at a physical location with attendees physically being present. The meetings may be held individually by means of teleconferencing or utilizing other forms of electronic participation. **See Policy 51 for the requirements involving meetings held electronically.**

~~Board members present remotely must constitute a quorum to conduct Branch business:~~

- ~~1. Each member participating must be able to hear one another.~~
- ~~2. Each member participating in the meeting must be able to communicate with ALL the other members concurrently,~~  
~~and~~
- ~~3. Each member must be provided the means of participating in all matters before the Board, including without limitation the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation.~~

~~If these three conditions are not met, no legally binding Board actions can be taken. In cases where the Board is voting on matters other than officer election:~~

- ~~1. A voice vote will only be valid if the vote is unanimous.~~
- ~~2. Should the vote not be unanimous, an email or Zoom vote must be taken and the vote of each member recorded in the minutes.~~

~~In cases where the Board is conducting an electronic election:~~

- ~~1. If the presented slate of officers is approved by acclamation or unanimously the election is valid.~~
- ~~2. If there is just *one objection*, then the voice vote is not valid, and the members must be voted by secret ballot. There is a method for doing this using Constant Contact. If that methodology is not used, the members must be furnished a ballot with two envelopes, one to be used without any markings to hold the ballot, and the other to be used to mail the ballot back to the impartial Branch vote counter. He will open the mailing envelop, place the unmarked envelope aside and when possible open the unmarked envelop and tabulate the votes. The member has 30 days from date of receipt to complete and mail the ballot. The vote by mail is obviously quite a complex task.~~

~~An alternate method to the above for actions addressing officer elections is presented for consideration:~~

- ~~1. Maintain the current Branch officers in their positions until such a time as the vote can be taken in a live luncheon meeting.~~
- ~~2. Hold an electronic luncheon meeting and expect a unanimous vote for the slate of officers presented.~~
- ~~3. If an electronic meeting is held, and if the vote is not unanimous, delay the final vote until it can be taken in a live luncheon meeting.~~
- ~~4. If it of utmost importance to the Branch that an election needs to be held more immediately as opposed to waiting until restrictions are lifted and the members can meet, hold a secret ballot election using Constant Contact.~~
- ~~5. Same as 4, above, except use mail out/mail back ballots.~~

~~It is critical that one of these processes be followed. Should a vote be held in an inappropriate manner, it will be invalid. Thus, any actions taken by the Board, or in the case of election, the newly elected officers, will also be invalid. Obviously, this is a breach of fiduciary responsibility, and the Board members participating in such an action could potentially open themselves up to personal liability.~~

~~(New Exec Com 6/11/20)~~

~~(Revised 8/26/2020)~~

Policy 34. ELECTION OF BRANCH OFFICERS - REVISED

All Members of the Branch shall be entitled to vote in the election of Branch Officers: Big Sir, Little Sir, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and from two to six Directors. The election shall follow the procedures specified in Procedure 34 - How to Elect Branch Officers.

Procedure for Policy 34:

How to Elect Branch Officers

- a. Candidate Qualifications- A candidate shall be capable of performing the responsibilities contained in the position description for the elected position. Further, a Branch Officer shall not serve concurrently as a State Officer. Upon application to the President, the President may make an exception to this Policy.
- b. Term of Office: A Branch Officer shall take office January 1<sup>st</sup> of the ensuing year. He shall serve a one-year term. He shall continue to serve until his successor is elected and installed. Branch Directors shall be elected to one-year terms and may serve three consecutive terms, excluding any partial year immediately preceding the first such year. If he vacates the position for one or more calendar years, eligibility is reestablished. Upon request by the Big Sir, the Regional Director may make an exception to this Policy.
- c. Election Procedures: These Branch Officers shall be elected by Branch members as follows:
  1. By May 31- The Branch Nominating Committee shall identify potential candidates, using their own knowledge of members and recommendations from others within the Branch. The candidates shall be vetted through a succession planning list if any, Branch biographies if available, Branch applications, positions held, and other means. The Committee shall provide a slate of nominees, ensuring that each candidate is willing to serve, to the Big Sir and BEC by May 31. If no BEC meeting is held in May, do so by April 30. If the election will not be held in August due to an August scheduled event, the May 31 date shall be changed to April 30.
  2. July- the names of all nominees shall be published in the July Branch bulletin.
  3. August- **The presence of a Quorum is established by the members present and entitled to vote providing they do not represent less than 30% plus 1 of the Branch memberships.** Once a quorum is established it shall remain in effect for the duration of the meeting. Election of the Officers shall be held at the August luncheon meeting. In the case of a scheduled event in August, the election shall be moved to July. Additional nominations may be made from the floor. A nominee from the floor must signify his agreement to accept the office if elected. Voting shall be by secret ballot, provided that for any office for which there is but one nominee, voting may be by voice or by a show of hands. For two or more nominees for an office, the candidate receiving the largest number of votes (a plurality) shall be elected. **If a remote luncheon meeting is being held See Policy 51 for the requirements involving meetings held electronically. (Revised 8/26/20)**
  4. November/December- Installation of Officers shall be completed at the Branch luncheon or other suitable meeting during these months. If an Officer is not installed then, the installation shall be completed as promptly as possible afterward. The Big Sir, a past Big Sir of any Branch, a member of the State Board of Directors, an Area Governor or a Past President shall be the installing officer.

5. The Installing Officer shall instruct the elected or appointed Officer(s) to stand before him. He shall then ask the following: "Do you accept the office to which you have been chosen, and do you assume the responsibility to perform faithfully the duties of your office and to be bound by the Corporate and Branch Bylaws and the Policies and Procedures of SIR, Incorporated?" (See Bylaw 30)
  6. After receiving an affirmative response, the Installing Officer shall announce: "I hereby declare you installed to serve during the ensuing year and until an elected or appointed successor has been installed. Congratulations."
- d. When new officers are elected, the outgoing officers shall present all records to the incoming officers by not later than the meeting in January.

Month	Action
Prior to December 31	Big Sir appoints Nominating Committee Chairman
January through May	Nominating Committee recruits and vets officer candidates
July	Nominee names are published in the Branch Bulletin
August	Officers are elected at the regular Branch meeting (If a conflict exists, the election shall be at the July luncheon meeting.)
November to December	New Officers are installed

**(Revised 8/26/2020)**

Policy 44 - THE STATE BOARD - REVISED

The State Board (also called the Board of Directors of the Corporation) shall consist of the President, Vice President, Chief Administrative Officer, State Secretary, State Treasurer, Assistant State Secretary, Assistant State Treasurer, and the Regional Directors. (See Bylaw 141)

The President shall preside at all meetings of the State Board. If the President is unable, or refuses to act, the Vice President shall act in his behalf. (See Bylaws 180 and 181)

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 cannot provide a proxy to represent him. (See Bylaw 142)

The State Board shall have and exercise the powers set forth below, in a manner consistent with the corporate Articles of Incorporation and the General Non-Profit Public Benefit Corporation Law of California. (See Bylaw 200)

- a. Adoption of Policies and Procedures – The State Board may adopt Policies and Procedures, consistent with the Corporate Articles of Incorporation and the Corporate Bylaws, as it deems necessary or desirable to further the purposes of SIR, Incorporated. (See Bylaw 201)
- b. Corporate Seal – The State Board may adopt, make, and use a corporate seal and alter the form of the seal. (See Bylaw 202)
- c. Contracts/Agreements – The State Board or the State Executive Committee if the State Board is unable to meet in a timely basis may authorize any State Officer to execute any contract or other instrument in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the State Board or the State Executive Committee as specified above, no officer, employee or member shall

have authority to bind the Corporation by any contract or agreement, or pledge its credit to render it liable for any purpose or of any amount.

- d. Payments Authorization – All checks, drafts and other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by a resolution of the State Board.
- e. Branch Charters- The State Board may grant and issue charters to Branches established under the authority of this corporation and may institute proceedings to revoke or suspend said charters. The authority to grant and issue charters may be delegated to the President. (See Bylaw 203)
- f. Outside Groups- The State Board may cooperate with groups outside the geographical boundaries of the Corporation by providing assistance and advice as to the steps to be taken in organizing branches and in establishing requirements for acceptance for membership of individual applicants, in the formation of corporations similar to SIR, Incorporated. No legal responsibility or financial obligation on the general funds of the treasury of this corporation shall result from providing such assistance and advice. (See Bylaw 204)
- g. Quorum Call – A quorum for State Board meetings shall consist of most of all Board members. (See Bylaw 187.1)
- h. Regular Meetings – The regular meetings of the State Board shall be called by the President, and generally they will be held in January, April, June and November at the time and place designated by the President. (See Bylaw 188) Each member of the State Board and such other individuals as may be designated by the President shall be mailed or emailed notification and the agenda by the State Secretary not less than 10 days before the date of the meeting. (See Bylaw 190)
- i. Special Meetings – Special meetings of the State Board shall be held on the call of the President or upon a request to the State Secretary by a majority of the State Board in the form of a signed petition from the State Board stating the purpose of the meeting and specifically approved by a majority of the State Board. (See Bylaws 189 and 191)
  - 1. Such petition may be in the form of emails from State Board members with each email clearly showing the purpose of the meeting and the member's approval or disapproval of holding a special meeting.
  - 2. The State Secretary shall summarize the results of these emails showing the purpose of the meeting and listing the names and how they voted for all State Board Members responding.
  - 3. Such summary with emails attached or a signed petition shall become a permanent part of the minutes of said special meeting.
  - 4. Written notice of a special meeting of the State Board whether on the call of the President or by petition or summary setting forth the purpose, time and place of the meeting, shall be given to each member of the State Board not less than 10 days before the date of the meeting.
- j. Bylaws Security/Access – The State Board shall keep in its principal office, or such other place as it may prescribe, the original or copy of the Bylaws as amended to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.
- k. Regular and special meetings of the State Board may be held remotely and are not required to be held at a physical location with attendees physically being present. The meetings may be held individually by means of teleconferencing or utilizing other forms of electronic participation. **See Policy 51 for the requirements involving meetings held electronically.** (Exec Com 5/28/20) **(Revised 8/26/20)**

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- ~~1. If the presented slate of officers is approved by acclamation or unanimously the election is valid.~~
- ~~2. If there is just *one objection*, the voice vote is not valid, and the members must be voted by secret ballot. There is a method for doing this using Constant Contact. If that methodology is not used, the members must be furnished a ballot with two envelopes, one to be used without any markings to hold the ballot, and the other to be used to mail the ballot back to an impartial vote counter. He will open the mailing envelope, place the unmarked envelope aside and when possible open the unmarked envelope and tabulate the votes. The member has 30 days from date of receipt to complete and mail the ballot. The vote by mail is obviously quite a complex task.~~

~~An alternate method to the above for actions addressing officer elections is presented for consideration:~~

- ~~1. Maintain the current officers in their positions until such a time as the vote can be taken in a live luncheon meeting.~~
- ~~2. Hold an electronic luncheon meeting and expect a unanimous vote for the slate of officers presented.~~
- ~~3. If an electronic meeting is held, and if the vote is not unanimous, delay the final vote until it can be taken in a live luncheon meeting.~~
- ~~4. If it of utmost importance to the Board that an election needs to be held more immediately as opposed to waiting until restrictions are lifted and the members can meet, hold a secret ballot election using Constant Contact.~~
- ~~5. Same as 4, above, except use mail out/mail back ballots.~~

~~It is critical that one of these processes be followed. Should a vote be held in an inappropriate manner, it will be invalid. Thus, any actions taken by the Board, or in the case of election, the newly elected officers, will also be invalid. Obviously, this is a breach of fiduciary responsibility, and the Board members participating in such an action could potentially open themselves up to personal liability. (ExecCom 5/28/20) (Revised 8/26/20)~~  
**(Revised 8/26/2020)**

#### Policy 48. ANNUAL MEETINGS

##### Policy 48. ANNUAL MEETINGS

All State officers except Regional Directors and Area Governors shall be elected at the Annual Meeting of the Corporation. (See Bylaw 143)

The Annual Meeting shall have the Members of the Corporation, in attendance if a physical meeting or participating if an electronic meeting, each of whom shall have one vote; provided,

that in the case of a Big Sir who cannot attend the meeting, the Little Sir shall be entitled to vote in his absence. Lacking the Big Sir and Little Sir in attendance, one other Branch Officer from the same Branch in attendance shall be entitled to vote. (Revised 6/11/20).

Procedure for Policy 48: - REVISED

- a. There shall be an Annual Meeting, at a date, time and place, if not being held by electronic means set by the State Board for the purpose of electing corporate officers and acting upon proposed changes in the Branch and Corporate Bylaws. (Revised 6/11/20)
  
- b. The meeting agenda; notice of nominees and Bylaw amendments; and other business as specified in the agenda shall be circulated to all Branches not less than 30 days prior to the meeting. (See Bylaw 184) The election of officers shall be conducted in accordance with Policy 47 State Officers Elections. The Annual Meeting date, time, and place, if not being held by electronic means, for the following year shall be finalized not later than the November meeting of the State Board. (See Bylaw 184) (Revised 6/11/20)
  
- c. Prior to the Annual Meeting:
  1. The President shall appoint a committee of three to serve as tellers if more than one candidate is nominated for any office. A committee member shall be a Regional Director, Area Governor, or a Big Sir.
  2. By June 1, the State Nominating Committee shall submit a list of all the qualified nominees for each position to the President. (See Policy 47 - State Officer Elections.
  3. At least 45 days prior to the Annual Meeting, the President shall cause a ballot to be created with the names of the nominees submitted by the Nominating Committee, as well as write-in space for any names of nominees from the floor. The ballot also shall include the Committee's recommendation (if any) for each of the positions.
  4. If the Annual Meeting is to be held at a physical location: At least 30 days prior to the Annual Meeting the State Secretary shall notify those entitled to vote (the Members of the Corporation) the date, time, and place of the Annual Meeting. The notice shall list each candidate's name, Branch number, qualifying data, and a brief resume (250 words or less) from each candidate. (Revised 6/11/20)
  5. If the Annual Meeting is to be held electronically: At least 30 days prior to the Annual Meeting the State Secretary shall notify those entitled to vote (the Members of the Corporation) that the meeting will be held individually by means of teleconferencing or utilizing another form of electronic participation. The notice shall list each candidate's name, Branch number, qualifying data, and a brief resume (250 words or less) from each candidate. (New 6/11/20)
  
- d. A quorum for Annual Meetings shall consist of most of all Members of the Corporation. (See Bylaw 182)

**Once a quorum has been established it shall remain in effect for the duration of the meeting. (Revised 8/26/20)**

- e. The President shall, when present, preside at the Annual Meeting. In the absence of the President, the Vice President shall preside. If the President is unable, or refuses to act, the Vice President shall act in his behalf. (See Bylaws 180 and 181)



Draft #1 (10/10/20)

- f. For the Officer election if the meeting is held at a physical location, in lieu of roll call, each qualified voter, at the time of registration, shall receive a ballot. This ballot shall contain: (Revised 6/11/20)
  - 1. Names of the candidates for State Offices.
  - 2. Write-in space is provided for the names of other eligible candidates nominated from the floor and who are willing to serve if elected.
- g. For the Officer elections if the meeting is held **remotely see Policy 51 for the requirements involving these types of meetings. If the meeting is held at a physical location** roll call shall be by means of a ~~verbal acknowledgment from each member entitled to vote~~ **signing in at the check-in table.** ~~at the request of the State Secretary. At the end of the roll call~~ **at the appropriate time** the State Secretary shall ask for nominations from the floor and cause a list to be developed. In the case wherein this results in two or more nominees for the same office the secretary shall ask for ~~verbal votes one by one~~ **a raise of hands** from the participants ~~by name for each nominee, mark their vote on a participation roster such that they cannot vote more than once,~~ tally the votes and report the result to the President. (New 6/11/20) **(Revised 8/26/20).**
  - a. For two or more nominees for an office, the candidate receiving the largest number of votes (a plurality) shall be elected. (See Bylaw 187).
- h The Minutes of the Annual Meeting may be approved at the next meeting of the State Board. (See Bylaw 186)
- i. All State chairmen and appointees, although not eligible to vote, should register in lieu of roll call at the Annual Meeting.
- j in the case of a physical meeting there shall be no display of campaign materials of any kind in or around the premises of the Annual Meeting place. (Revised 6/11/20)
- k in the case of an electronic meeting there shall be no electronic distribution of campaign materials of any kind after 12:01am on the day of the meeting. (New-6/11/20)
- l. Voting:
  - 1 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. (See Bylaws 131, 185)
  - 2. In the case of a Big Sir who cannot attend a physical meeting, the Little Sir shall be entitled to vote in his absence. Lacking the Big Sir and Little Sir in attendance one other Branch Officer from the same Branch in attendance shall be entitled to vote. (See Bylaw 185) (Revised 6/11/20)
  - 3. Voting for Officers shall be by secret ballot only if a meeting is held where invitees are physically present and provided that for any office for which there is but one nominee, voting may be by voice or by show of hands. ~~If an electronic meeting is held voting for Officers can be ascertained by counting the 'No' votes to determine if it is not unanimous. If the vote is not unanimous an E-mail vote is not legal, and a paper ballot must be used on a mail out/mail back basis following California non-profit regulations. In the event of unanimous consent, the vote can be confirmed by E-mail, constituting unanimous written consent, which is an exception to E-mail voting.~~ (Revised 6/11/20)

- ~~4. In the case of a Big Sir who cannot participate in an electronic meeting and vote, the Little Sir shall be entitled to participate and vote in his absence. Lacking the Big Sir and Little Sir participation one other Branch Officer from the same Branch in attendance shall be entitled to vote but only if the State Secretary is notified by the Big Sir a minimum of 24 hours prior to the start of the meeting. (See Bylaw 185) (New 6/11/20)~~
4. For two or more nominees for an office, the candidate receiving the largest number of votes (a plurality) shall be elected. (See Bylaw 187).
  5. The Minutes of the Annual Meeting may be approved at the next meeting of the State Board. (See Bylaw 186)

**(Revised 8/26/2020)**

#### ELECTRONIC MEETINGS Policy 51 ELECTRONIC MEETINGS - NEW

**In the case of a State, National or other type of emergency that prevents an SIR body (Executive or State Board, Annual, Branch, activity committee, etc) from holding a physical meeting the meeting may be held electronically.**

**Additionally, Executive and State Board, Annual, Branch Executive Committee and other similar meetings may be held remotely at any time if it is found that they are as conducive and effective as a physical meeting would be.**

**See Procedure for Policy 51 Requirements for Electronic Meetings.**

#### Procedure for Policy 51 - NEW

#### REQUIREMENTS FOR ELECTRONIC MEETINGS

**Equipment required for electronic meetings requires the use of a meeting services application (**such as Zoom**) or a Smart Phone with integrated audio and video, text and voting capabilities. Typically each participant, using his own computer or other device, can view the current list of all participants - with an indication of which member has the floor or which members are seeking recognition by the chair - can seek recognition, submit motions, view the text of pending motions, vote and see or hear the results of a vote.**

**The requirements listed below mandate that anonymous voting be supported (in other words, that a participant that is properly logged in to a meeting can cast an 'electronic vote' that does not identify that vote as belonging to him). Additionally, that non-anonymous votes can also be taken.**

**Audio transmissions can be integrated directly via the Internet, so that participants listen and speak through microphones and speakers or headsets at their computers or other devices. Alternatively, there is the ability to join in a conference call, with access codes for the participants, that is dialed into by telephone but is also linked to the Internet meeting interface, so that participants speak and listen by telephone, but use the Internet service (which remains aware of the identity of each caller) for all other features. If the participants have webcams for transmitting live video, a portion of the**

screen might show their faces, or else (perhaps depending on the total number of participants) just those of the chair and/or the person.

The organizers of the meeting must also have access to a control panel for use by the chair, the Recording Secretary, and their assistants, which enables them to perform their duties during the meeting, such as ensuring that the text of item being presented is properly displayed, assigning the floor to a member, opening and closing the polls for taking a vote, controlling the camera view, recording the meeting, etc.

1. **LOGIN INFORMATION.** The Secretary shall send by Email to every member, thirty days (30) before each meeting, the time of the meeting, the URL and passwords and ID's necessary to connect to an internet meeting service, and as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate orally by telephone, along with a link to these requirements.
2. **LOGIN TIME.** The Secretary shall schedule Internet meeting service availability to begin at least thirty minutes (30) before the start of each meeting.
3. **ROLL CALL.** Members shall identify themselves by signing into the Internet meeting service and shall maintain Internet and audio participation throughout the meeting but shall sign out if they leave before adjournment.
4. **QUORUM CALLS.** The presence of a Quorum shall be established by the online list or visual identification of participating members entitled to vote providing that they **do not represent less than 50% plus one of the board or committee members** Once a quorum has been established it shall remain in effect for the duration of the meeting.

Voting Board members must be connected remotely to constitute a quorum in order to conduct Branch business:

- a. Each member participating must be able to hear one another.
- b. Each member participating in the meeting must be able to communicate with all the other members concurrently,
- c. Each member must be provided the means of participating in all matters before the Board, including without limitation the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation.

If these three conditions are not met, no legally binding actions can be taken.

5. **TECHNICAL REQUIREMENTS AND MALFUNCTIONS.** Each member is responsible for his audio and Internet connections; **NO ACTION** shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. **FORCED DISCONNECTIONS.** The President may direct the disconnection or muting of a member's connection if it is causing interference with the meeting. The President's decision to do so, which is not subject to appeal, shall be announced if appropriate during the meeting and recorded in the minutes.

7. **MOTIONS BEING MADE.** A member intending to make a motion, or offer an amendment, shall, after being recognized by the chair, voice his motion preceded by the member's name and Branch number.
8. **REPEAT OF MOTIONS.** The Chairman shall repeat the pending motion, and to the extent feasible, shall cause such documents related to the motion, or any other related documents that are currently before the meeting, to be displayed. This shall be followed by a call for a second and if not received the motion fails. If a second is received a call for discussion is made after which the motion is restated, and a vote taken.
9. **VOTING.** Votes shall be taken by the anonymous voting feature of the Internet meeting service unless a different method is ordered by the Board. When required or ordered, other permissible methods of voting are by electronic roll call, a visual showing of hands either physically or by means of the Internet meeting service using icons or by audible roll call. Business may also be conducted by unanimous consent.

In cases where the Board is voting on matters other than officer election:

- a. An E-mail vote is only valid if it is unanimous.
- b. If the vote is not unanimous a permissible method of voting by electronic means must be followed.

In cases where the Board is voting on officer election:

- a. The slate of officers is approved by acclamation or unanimously and is valid.
- b. If there is more than one candidate for any office then another permissible method of voting is required.

Clarification: There is a difference in the statements for voting: If, while using an electronic Meeting Services Application, the Board was asked to vote by E-Mail on a matter, without the benefit of discussion, then that vote would need to be unanimous to be approved.

However, if the matter were discussed during the meeting and all Board members were able to see and hear each other then a majority vote would be sufficient unless otherwise provided for under current Bylaws.

It is critical that the voting process established be followed. Should a vote be held in an inappropriate manner, it will be invalid. Thus, any actions taken by the Board, or in the case of election, the newly elected officers will also be invalid. Obviously, this is a breach in fiduciary responsibility and the Board members participating in such action could potentially open themselves up to personal liability.

In the case of a Big Sir who cannot participate in an electronic meeting and vote at the Annual Meeting, the Little Sir shall be entitled to participate and vote in his absence. Lacking the Big Sir and Little Sir participation one other Branch Officer

from the same

10. **VIDEO DISPLAY.** For meetings using video presentations, wherein the number of participants is too large for all to be displayed simultaneously, the chair, the recording Secretary, or their assistants shall cause the video presentation along with the member currently recognized to speak to be displayed simultaneously if germane. (New 8/26/2020).

ELECTRONIC MEETINGS  
Bylaw 192 ELECTRONIC MEETINGS - NEW

*Proposed New Bylaw to support Policy 51:*

**Bylaw 192.** Meetings may be held electronically and conducted through use of an **electronic** meeting services **application** ~~designated by the President~~ that supports anonymous voting and supports visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings shall be subject to the requirements of Policy 51 and the procedures thereof followed. (New 8/26/2020.)

*Note: Inasmuch as new Bylaws 221.1 and 222.2 (allows the State Executive Committee [SEC] to adopt a temporary change in Branch or Corporate Bylaws) is on the Annual Meeting Agenda for approval August 19<sup>th</sup> Bylaw 192 needs approval by the SEC prior to the next State Board Meeting so it can be included in the SIR Manual update.*