



**Sons In Retirement Inc.
Minutes of State Board Meeting
Rossmoor Hillside Complex
3400 Golden Rain Road
Walnut Creek, California 94595**



Friday May, 31, 2019 at 9:00 am

State Board Members

| | |
|--|---|
| President: Ed Benson | Director, Region 1: Mark Stuart |
| Vice President: Dick DeVoe | Director, Region 2: Rick Kindle |
| Secretary: Ron Flagel | Director, Region 3: Dennis Pangburn |
| Assistant Secretary: Jim Johnson | Director, Region 4: Patrick O'Keefe |
| Treasurer: Roy Hodgkinson | Director, Region 5: John Haffner for B. Holly |
| Assistant Treasurer: Jimmie Johnson* | |
| Chief Admin Officer: Dean Steichen (* absent) | |

Invited Participants present

Past Presidents: Dwight Sale, Derek Southern, and Jim Steadman.

State Advisor: Stu Williams, Parliamentarian: Dwight Sale

Area Governors: Carl Mason, Dale Decker, John Haffner, Ken Newton, Pascual Perez, and Walt Busenius.

Committee Chairmen: Barry Leskin, Derek Southern, Lee Moy, Stu Williams, & Tony de Losada.

Guest: Foster Kinney & David Heflich.

Call to Order

President Ed Benson called the meeting to order at 9:00 am and welcomed Board Members and invited participants.

Secretary Ron Flagel verified a quorum (11of12). The March 2019 State Board meeting minutes were approved.

President's Remarks

President Ed Benson spoke to the following issues:

- Non response to requests for input prior to the Board meetings has improved; however, two committee reports were not submitted.
- Response to RSVP requests improved with five non responders.
- Stu Williams provided an update on two outstanding legal matters. One had to do with a discrimination claim against a Branch. The other had to do with a luncheon related claim against a different Branch.

Treasurer's Report

Treasurer Hodgkinson discussed the January to May Financials (Refer to Attachment A). He noted that assessment collections are running behind and stressed the importance of Branches getting their payments in on time. He stated he will be sending out a notice soon. Pat O'Keefe commented on difficulties of meeting the budget in his Region. There followed a general discussion on Region Budgets. Roy noted that some Regions are over and others are under their Budgets. It was noted that budgeting Regions is new and we are still in the learning process. Next year should be more precise.

SIR Mileage allowance

President Benson reported receiving a request to change the Mileage Travel Allowance from; \$.35 to be \$.58 to more closely match government allowances. Roy pointed out that that amount of increase would amount to approximately \$4000 annually which would result in an increased assessment which may cause some difficulty with the branches. A considerable discussion followed about what the allowance is intended to cover and not to cover. It was noted as well, that some Regions have a higher travel requirement than others. **A Motion was made and Seconded to keep the allowance at the \$.35 amount.** During discussion, another motion was made to modify the original motion to a compromised amount, the motion was not seconded and so failed. **The vote was taken on the original Motion (to leave the allowance at \$.35) and Passed (7 yes / 2 no).**

State Activities reports

Golf – Mark Stuart reported that the changes in this activity include revised policies, use of new software, and improved NCGA liaison. He also noted that they have created a new Golf website and restored the “Golf Operations Chair” position. He noted as well, that he may do a golf survey to better understand what is needed to attract new prospects. Mark emphasized the critical need of filling the Golf Treasurer Position. He asked for help from all A/G & R/D members to assist him in fulfilling this need.

A Motion was made to approve two additional State Golf Tournaments on or about the dates shown:

The Chairman’s Tournament to be held August 12, 2019 at Rancho Solano GC in Fairfield, CA.
The Individual State Championship & Open Play to be held October 14 & 15, 2019 at Hiddenbrook GC in Vallejo, CA.

The Motion was seconded and Passed.

Bowling

Ed Benson reporting for Russ Salazar stated that the Bowling Activity has conducted 8 local tournaments with an average of 142 participants. Russ has implemented training for several Bowling positions, improved several forms, improved promotion literature, and added one new tournament. It was noted that the Paradise Tournament was lost and that the overall activity participation is up, but below target. President Benson stated that he & his staff will look for ways of increasing exposure of the Bowling Activity.

Bocce

President Benson noted that a report was not available. Mark Stuart commented on the difficulties this activity has experienced in getting support from Branches. He spoke of the need for A/G & R/D’s to help in this matter. Discussion followed with observations and suggestions. It was noted that many branches have this activity and it was suggested that Area Bocce Chairmen be put in place to bring it together. One hindrance seems to be that many don’t want to drive long distances in traffic etc. to play in tournaments outside their areas. Lee Moy offered his services for making up flyers and promotion literature. Ed & Mark will do some follow up.

RV

President Benson noted that a report was not available. There was some discussion regarding this activity by those present. Many expressed the fact that there are many Branch and Area RV groups in existence with active participation. It was highly recommended that a State Jamboree be organized and held.

Best Branch update

Ed Benson reported that Branch response was poor and he is concerned about the program. Much discussion followed with comments having to do with the difficulty experienced getting responses from the Branches. Some reasons given were that Branches don't want to brag on themselves, some felt the forms put them in a lower category and would not have a chance, while others felt the program was just a way to measure their performance. More discussion continued favoring the concept of the A/G being more involved in the selection including pros & cons. The conclusion was that the selection be put back in the hands of the A/G & R/D' s. The A/G's will select from their Area, selection must include a suitable defense, and the A/G will help the branch with filling out the form.

Policies and Procedure Committee

Policy and Procedures Dick DeVoe introduced eight changes affecting both Policies & Procedures (Attachment B). He reminded all that they were asked to review all these items and contact him prior to this meeting. There was no input reported. Dick reviewed / explained each of the Policy and Procedures changes for the those listed. He further asked that discussion be held until the review of all seven & Policy 16a be addressed separately. The seven being changed are as follows: Policy 5 - Definitions. Procedure 12 - How to manage Funds. Procedure 14 - How to Amend Policies, Procedures & Position Descriptions. Policy 22 – Membership Applications. Policy & Procedure 30 – Fund Raising. Policy & Procedure – 37 Merging/Disbanding Branches. Policy & Procedure 46 - State Committees. **A Motion was then Made to approve seven of the Policy and Procedure changes as reviewed, with one vote. Discussion** followed and during the discussion of the seven policies. **A Motion was Made, Seconded, and Passed to Amend Procedure 14** by changing the wording; “to the State Policies and Procedures Committee” to read; “to the State Policies and Procedures Chairman”. **Discussion continued** and the vote to approve the seven policies passed. **The Motion Passed.**

Policy 16a – Insurance Requirements. (Attachment B) Dick explained the background for this change. There had been a Executive Committee Action establishing this new Policy relating to a problem involving Branch Luncheons. That policy was in affect until approved by the State Board at this meeting. After review by the P&P committee the Policy was rewritten for Board Approval today. **A Motion was Made & Seconded to approve this revised Policy.** Discussion and background was shared. Derek Southern emphasized the importance of this message getting out to the Branches. President Benson will send a communiqué to all Branches with this message. The vote was taken and **Passed to accept this rewritten version of this Policy.**

State Committee Chairman Position Descriptions. Dick briefly explained & reviewed 14 Position Descriptions that were distributed prior to the meeting for concept approval as a whole. **A Motion was Made, Seconded and Passed to Approve by concept these 14 Committee State Chairman Position Descriptions (PD's) and allow the Policy & Procedure Committee to make changes without Board Approvals.** The 14 PD's will become part of the SIRinc websites PD's under a revised title “State Officer & Committee Chairman Position Descriptions”.

After discussion having to do with out dated Branch literature etc. **Dick DeVoe agreed to send out a notice to all branches to delete obsolete reference to “Rules” in their Branch Regulations and other Branch literature.**

2019 State Training

Ed Benson reviewed a detailed Regional Training status matrix. He then summarized the 5 Regions as follows:

- Region 1 has heavy reliance on “on-line” learning.
- Region 2 shows no apparent problems in delivering.
- Region 3 may need trainer assistance.
- Region 4 will be meeting in mid-June to decide what to.
- Region 5 has training slides and material available for other trainers to use.

There was some discussion about training methodology past and present. Dwight commented that when we had regional training with State provided trainers there was apparent success. Why go back to the way it was before that? More discussion on the subject continued. Some reservations were discussed about the effectiveness of on-line learning.

Ed summarized by saying training is up to the Region Directors, this is your plan, make it happen.

Derek Southern shared the status of the on-line program. He began by explaining the difference between “on-line learning” vs. “on-line teaching”. He showed the website for the program and walked us through much of the steps. The program is available on the SIR Website. One key purpose of this program is to give people a place to get information when they need it and not have to wait for a class presentation. That makes it “learning”. It also has a “Frequently asked questions” section. The program can be easily updated. It was suggested that this program be tied in to the Leadership Guide.

At Risk Branches

President Benson reviewed a list of 25 at risk branches identified by AG/RD’s.

At risk Branches by Region are as follows: Region 1 has 7, Region 2 has 6, Region 3 has 7, Region 4 has 3, Region 5 has 2. That means 21.7% of our Branches are “at risk”.

It was also noted that these at risk branches are made up of 1,579 members or 11.68% of our 13,508 total membership. Ed Benson noted that now that we identified them, the next job is to do something about it. Ed stated that the best place to start is with the at-risk Branches that have the most likely opportunity to succeed, then work down the list to those who are least likely to succeed.

Dick DeVoe shared a real life experience that Ken and Dick experienced while addressing directly an at risk-branch. Ed will be sending out to distribution, the details of this presentation along with the action plan schedule. Ed emphasized that the protocol that Dick has just laid out is bullet proof. Give it a try.

The schedule:

- | | | |
|---|--------|-------------------|
| • Communicate the program to AG’s/RD’s | Feb 20 | By Ed - done |
| • Review & Finalize the toolkit | Feb 27 | Ed – done |
| • Select at Risks | Apr 1 | AG’s, RD’s – done |
| • Communicate with BS’s & Schedule a meeting with BEC’s of highest At-Risks | ???? | AG’s BS’s Status |
| • Meet with BEC’s & Members & begin action planning process. | ???? | Ag’s, BS’s, BEC’s |
| • Report on results to the Board | ???? | RD’s |

Branch Nominating Committee Training

Ed Benson thanked the A/G's for the completion of this training task. Ed noted that it is a process and not an event. There was some discussion about the term of a Nominating Chairman with no action taken. However, the one item that remains is to get the training to those not in attendance at your sessions.

Branch Fiduciary Expectations

Ed introduced the subject and Stu Williams summarized the whole issue by stating that if we are to be treated as a corporation of limited liabilities, then we need to start acting like one. That means accurate and timely submission of forms such as forms 20, 27, 28, 63 or 64 and probably others.

Ed listed & discussed other expectations as follows:

- Monthly bulletins & Board minutes to AG/RD
- Fill all Branch Officer, Nominating Committee & RAMP positions
- Assist in nominating A/G's
- Work to follow SIR Policies & Procedures
- Attend training & Town Hall meetings
- Cooperate with the State SIT & other Branches
- Work to increase membership, activities, & member satisfaction

There was then some discussion relating to how Branches may react to this criteria?

Ed suggested presenting this requirement at the annual meeting with Stu Williams explaining what a "responsible corporation" means and then Ed outlining what it means for our Branches.

More discussion occurred about the Schedule of Operation, what is Fiscal responsibility, and others with no further actions. Another important point was made that not following this puts to the whole organization at risk. How this all gets communicated was outlined by President Benson as follows. Introduced at the Annual Meeting, we make a video for A/G's to take around to BEC's, and include it somewhere in the "How SIR Runs" on the SIR website.

Ed asked the question; what about a list for the State expectations. He stated that he will select a few of his SIR leadership Council to develop a similar list for State leaders.

How do we deal with Branches not fulfilling these responsibilities will be addressed at an upcoming R/D meeting.

Growth and Membership

1. Tony de Losada reported the status of the "Single Online Purchasing" program. He reported that 30 days into the test it was decided to shorten the test period and because of difficulty with getting Branch response to also reduce the number of test Branches down from ten. In addition Tony reported that there was a shipping cost difficulty with the supplier, but that fortunately they have other suppliers to work with.

2, Stu Williams reported that work continues on the SIR leaders' Picnic in Napa. He explained that he attempted to use an Elks lodge and that did not work out. He stated that he contacted the Chardonnay Country Club in Napa. They will provide a turnkey event with linen table clothes, no cork fees, and we can bring our own food. The cost being \$1600 and can accommodate up to 320 people. Discussion was held concerning such details as what to charge, use of raffles, winery offers, and who would be invited. It was agreed that tickets would first be offered to State officers, second would be BS&LS's, and thirdly anyone else. A motion was made and passed to allow Ed & Stu to proceed with a \$1600.00 deposit to Chardonnay Country Club for a October 11th. date.

3. President Benson spoke to the need to have someone take over the building of a SIR recruiting website. He asked for help from those in the meeting. Stu Williams nominated Carl Mason to take it over and see what can be done.

6/11/2019

4. Ed reported that Derek Southern has volunteered to work with Ed on the Survey Assistance for Branches task. Together they will develop a template for the Branch Member Survey.

Mission/Vision Task Force update

Ed Benson reported that the task force recommended a change to the Mission statement, but it was generally agreed to not change it because members are just getting to understand the current one. **A Motion was Made, Seconded, and passed to keep the Mission statement as is.**

Ed then shared a proposed Vision statement and after some discussion a **Motion was made, Seconded, and Passed to accept a revised Vision Statement as follows:**

“The Vision of SIR is to become the preeminent active men’s organization in Northern and Central California by improving quality of life through physical, mental and social activities.”

INFOSYS Report

Roster format: Dean Steichen & Dwight Sale reported on the progress towards replacing the requirement of a printed (or electronic) membership roster and email list from each branch. The replacement list request would be for a spreadsheet containing the roster information along with the email of each member of the Branch. Dean stated that INFOSYS would provide support to any Branch needing help. Implementation should be started this year soon so that next year we will be fully implemented. Discussion followed about who in the Branch should be responsible for providing the spreadsheet. It was generally decided that the Secretary (or another designee named by the Big Sir) be required to supply the report. **Action: Dwight Sale will write up a proposed procedure to be presented at the next Board Meeting.** President Benson suggested it could be announced at the Annual Meeting.

Cloud Sharing: Ed introduced the subject, commenting that there are many key documents that get sent to a lot of people that then store them for reference. He then raised the question; why not just send them to a “Cloud storage”. They then would be available as “read only” for interested parties. Mark Stuart explained that what we are discussing today are the requirements of such a system and not the solution. The requirement is to have a common tracking of receipts & storage of those documents sent to the State organization from Branches. From that, State officers have a means to determine quickly if a particular document has been provided. The system for accomplishing this must be secure and with limited access. It should be a system that does not require new or additional software programs. Discussion followed touching on what documents are we talking about, who would manage the system, who’s responsibility is it to track these documents, making the job easier for the A/G and administrative difficulties involved. Ed pointed out that the first order of importance in implementing this type of process is to identify what documents should be stored and tracked. Then we can talk about the how. Board approval and implementation to be determined.

UCSF Partnership and Survey.

Barry Leskin reported that the SIR Member Survey conducted jointly with UCSF seems to be back on track and timing should allow us to announce results at the Annual Meeting. Barry was asked to provide advanced notice to all SIR Leaders regarding the surveys and Big Sirs will be asked to encourage SIR members to complete it in a timely manner.

2019 Annual Meeting

President Benson outlined his objectives for the Annual Meeting.

- Transact corporate business
- Information sharing
- Provide special speaker
- Create more social opportunities
- Getting spouse/partnership involvement
- Town hall meeting format
- SIR theme song. Not looking that good
- Expectations of State leaders participation
- Improve Branch participation to 100%

Old Business

SIR Foundation – Derek Southern named the committee members as Roy Hodgkinson, Ed Benson, Stu Williams, & Mark Stuart. Receipts to date are approximately \$42,000 with some still coming in. He shared a letter that is about go out to the affected members of the affected Branches explaining that it will have an application. They are out looking providing \$300 checks to those affected. Some branches have asked if the foundation can provide resources to purchase needed equipment. He noted that there is a website www.sirinc2.org. Derek demonstrated use of the website.

Nominating Committee – Derek reported that he has a candidate for each of the 2020 State Officers except Assistant Treasurer. He is working on applications for Assistant Treasurer. The slate at this time is:

President – Ed Benson Vice President – Jim Johnson
Treasurer – Roy Hodgkinson Assistant Treasurer – TBD
Secretary – Stu Williams Assistant Secretary – Ron Flagel
Chief Admin Officer – Dean Steichen

Form 27 update – Jim Johnson explained that President Benson has asked him to oversee the form 27 process. Jim then briefly explained the current process. Dennis Imhoff (Branch 103 member) receives the form and inputs the data to a master spreadsheet. Jim has asked Jerry Strain to update the master spreadsheet to reflect five Regions instead of the old nine region layout. He shared statistics from the form. He expects to provide Regional Directors with data for their regions shortly. Jim also encouraged all A/G's & R/D's to use the "document check sheets" to track receipt of form relevant to their responsibilities.

Travel Task Force – Ed stated they are still seeking a candidate & will send out a request to all Area Travel Chairmen.

State Sporting events – Lee Moy requested that all attendees encourage the sale of the last few tickets for the A's/Giants game on August 25. Lee was also recognized for the outstanding turn out of approximately 350 Sirs and guests for the recent GGF Sir's Day at the Races. It was mentioned that the 2020 Sir's Day at the Races might take place on Kentucky Derby Day.

New Business

Location of frequently used contacts on the website – Dennis Pangburn requested to have the State officer information (names, addresses, phone, email address) more readily available as it appears on the State Website. He will take this up with Dwight Sale (Infosys) prior to the next State meeting.

6/11/2019

Updating Logos on the SIR website - Dale Decker was recognized for working on SIR Leader Best Practices which will be included in the SIR Leader's Guide. It is currently out for review.

Adjournment:

President Ed Benson adjourned the meeting at 3:39 pm.

Respectfully submitted.

Secretary Ron Flagel - June 11, 2019

Next State Board Meeting:

Monday, August 19, 2019
9:30 am – 4:00 pm
Thunder Valley Resort / Casino
1200 Athens Ave.
Lincoln, CA 9564

Attachment A**SIR Inc. Financials January to May 2019**

| Account | Actual | Budget | Variance |
|----------------------|-----------------|-----------------|----------------|
| REVENUE | | | |
| Assessments | \$39,465 | \$39,841 | (\$376) |
| Foreign Travel | \$2,110 | \$974 | \$1,136 |
| Other | \$683 | \$0 | \$683 |
| Total Revenue | \$42,283 | \$41,018 | \$1,265 |
| EXPENSE | | | |
| Administration | \$1,360 | \$2,999 | \$1,639 |
| Insurance | \$10,961 | \$20,292 | \$9,331 |
| Committees | \$960 | \$1,962 | \$1,002 |
| State Mtgs* | \$6,466 | \$6,250 | (\$216) |
| Regions | \$7,682 | \$5,115 | (\$2,568) |
| Total Expense | \$27,440 | \$37,013 | \$9,573 |

* includes \$3180 Annual Meeting deposit.

Attachment B

Policy 5- DEFINITIONS

Paragraph I. **The term “Bylaw” means an action adopted as mandatory by eligible voters (called Members of the Corporation) at a SIRinc. Annual Meeting.** The terms “Policy” and “Procedure” mean an action approved **as mandatory** by the State Board governing the operations of the State and the Branch Corporations. (Bylaw 6, 122) **An exception or exemption to a Policy or Procedure may be approved by the State Board, or by the President with notification to the State Board).**

[COMMENT: Submitted by P&P Chairman Dick DeVoe. The Bylaw definition is added for clarity; it was not in the former rules and is not in the new P&P. The word “mandatory” is added to clarify that Bylaws, Policies, and Procedures are not “guidelines”, and are expected to be followed. Authorization for an exception/exemption is added here, since it is not found elsewhere in the SIR Manual. There are individual Branch situations occasionally that do not fit a particular Policy or Procedure. Rather than to change a Policy or Procedure to fit all Branches, this proposal allows the President or State Board to approve an exception or exemption.]

Procedure 12- HOW TO MANAGE FUNDS IN STATE COMMITTEES AND BRANCHES

Paragraph e under State Committees. There shall be three authorized check **signatories** signatures on the account—the Committee Chairman, Secretary, and Treasurer. All checks or withdrawals from the account for \$500 or more **shall bear** ~~the signatures of any two of the three authorized signers~~ be approved in writing (email okay) in advance by two of the authorized signatories.

[COMMENT: Submitted by State Treasurer Roy Hodgkinson. Clarifies the process for \$500+ check approvals.]

Procedure 14 – How to Amend Policies, ~~and~~ Procedures, **and Position Descriptions**

Policies & Procedures

- a. Any proposal involving SIR Policies and Procedures shall be submitted to the State Policies and Procedures Committee (P&P) Chairman with a copy to the President ~~by~~ **The following may submit such a proposal:** the State Board, a State Officer, a State Committee Chairman, any member of the P&P, or a Branch Executive Committee at least 15 days prior to the next State Board meeting.

- b. The P&P ~~and other reviewers of a proposal~~ **members** shall **review the proposal and shall** contact the referrer if there is a recommended change, alternate proposal, or rejection - to provide the opportunity for agreement with the referrer on a final proposal. However, a proposal shall not change unless agreed to by the referrer(s). If such disagreement exists, the P&P may comment on **its** ~~their~~ position in the agenda addendum ~~that it presents in the proposal~~ to the State Board.
- c. The P&P shall then submit the proposal through the President to the State Board with its recommendations.
 - 1. Such submittal shall be in the form of an addendum to the agenda of the next State Board meeting.
 - 2. A policy and procedure proposal for clarification purposes without changing the item's intent, to standardize the format or to correct word processing may be approved and published at the discretion of the P&P or its Chairman.
- d. The State Board approves or disapproves the policy or procedure by a simple majority vote.
- e. If the State Executive Committee by majority vote determines that the best interests of the Corporation require an immediate change in the policies and procedures, it may adopt a temporary change which will become effective upon notification of those affected by the change and remain in effect only until the next regular or special meeting of the State Board. (See Bylaw 221).
- f. While in effect, temporary changes in the policies and procedures adopted by the State Executive Committee shall have the same force and effect as if adopted by the State Board. (See Bylaw 222)

Position Descriptions

- a. **A proposal involving Position Descriptions of State and Branch Officers shall be submitted by a State Officer or P&P member to the State Policies & Procedures Committee (P&P) Chairman.**
- b. **If the P&P Chairman determines that a revision is considered minor or is to clarify, standardize format, or correct word processing, it may be approved and published at his discretion. Otherwise, the P&P members shall review the revision; the Chairman then shall submit a recommendation for the agenda through the President to the State Board for approval.**

[COMMENT: Submitted by Policies & Procedures Committee Chairman Dick DeVoe. Position description procedures are added. Other changes are for clarification.]

Policy 22. MEMBERSHIP APPLICATIONS

An application for membership, Form 2 and its associated instructions, shall be reviewed for proper completion by the Membership Chairman and expeditiously presented to the Branch Executive Committee for approval. **Branches shall leave the first page intact, but wording may be added in the box that states 'For Branch Use'; the second page may be customized to reflect specific Branch offerings and the needs of the Branch.** ~~Branches may modify the second page of Form 2; the first page shall not be changed.~~

[COMMENT: Submitted by P&P Member Dale Decker.

Form 2 has been updated to reflect the new emblem, to remove "retired-related" wording, and to make it more attractive. Some Branches wish to add wording specific to their own branch on the first page; the revision above authorizes first-page word additions, while leaving the State Form wording intact on that page]

Policy 30. FUNDRAISING/DUES/RAFFLES/CONTRIBUTIONS

Branches may raise funds through dues or voluntary contributions as approved by the BEC. No membership initiation fees shall be charged (See Bylaw 17, 132).

Branches may conduct Raffles only by following the guidelines provided by the California Attorney General, which requires a license approved by that office. See Procedure 30, How to File For a California Raffle License.

~~No Branch or Branch Activity shall conduct a raffle or lottery in violation of California State or Federal laws. Other fund raising events are not allowed.~~

[COMMENT: Submitted by P&P Chairman Dick DeVoe. Clarifies by changing wording from a negative to a positive statement, adds that a license is required from the CA Office of the Attorney General, and refers to new Procedure 30- How to File for a California Raffle License.]

Procedure 30- HOW TO FILE FOR A CALIFORNIA RAFFLE LICENSE (New)

This procedure is found on the SIRinc website, MEMBER INFORMATION page, under BRANCH INFORMATION/How to Information. Click on "Raffle REQUIRED License Instructions". (This process has been used successfully for years by Branch 149).

[COMMENT: Submitted by P&P Chairman Dick DeVoe. This new procedure is provided for the convenience of Branches interested in using raffles.]

Policy 37. **DISBANDING/MERGING BRANCHES
AND MANAGING INACTIVE BRANCHES**

DISBANDING/MERGING BRANCHES

The primary objective is to retain a Branch and its members. If all reasonable efforts to save a Branch fail, a Branch shall disband. However, its members shall be encouraged to join another Branch.

A Branch that is to disband may merge with another branch. For disbandment as well as merging, see Procedure 37- How to Disband or Merge with Another Branch.

MANAGING INACTIVE BRANCHES

When the circumstances listed below occur, the Branch shall be managed on an interim basis by the President, Vice President, State Secretary, State Treasurer, Assistant State Secretary and Assistant State Treasurer. They will constitute the Interim BEC, and be vested with all the powers of all SIR BECs.

The following situations shall trigger the interim management of a Branch:

- a. During such time as the Charter of the Branch is suspended.
- b. Upon the revocation of the Charter of the Branch.
- c. Upon surrender of the Charter of the Branch by action of the BEC with the approval of 80% or more of the Branch members present and voting. (Revised 9/9/03)
- d. During such time as the State Executive Committee determines that the Branch is in the state of bankruptcy.
- e. During such time as the State Executive Committee determines the Branch to be inactive. A Branch is conclusively considered inactive when it fails to hold a luncheon meeting for four consecutive months.
- f. During such time as the State Executive Committee determines that the BEC can no longer function because Branch Officers have resigned or otherwise refuse to perform their duties.

For interim management use Procedure 37–How to Disband or Merge with Another Branch. ~~Process a Branch Closure.~~

[COMMENT: Submitted by P&P Chairman Dick DeVoe at President Ed Benson's request. The policy is expanded to include branch mergers.]

Procedure 37. HOW TO DISBAND OR MERGE WITH ANOTHER BRANCH

~~How to Process a Branch Disbandment~~

In either a branch disbandment or a merger, one branch shall disband. There are two principal options for the branch and its members:

OPTION 1 (DISBANDING). A branch disbands in a locale with no other branches for its members to transfer, or with no transfer agreement with any other branch(es); some members transfer to another branch(es) of their own individual choosing.

OPTION 2 (MERGER). A branch disbands, but merges with another branch in the locale. The disbanding members transfer to the remaining branch. (See BRANCH MERGER PROCESS below.)

BRANCH DISBANDING PROCESS (OPTION 1)

- a. The BEC shall consider the need to disband and the options available. At that time, the Area Governor (AG) is informed if he has not already been involved in the disbandment/merger options issue. The AG provides advice as appropriate regarding the pros/cons of remaining as a viable branch or choosing one of the three options. If another branch(es) may be involved in member transfers, their Big Sirs are informed of the disbandment/merger possibilities, as well as their Area Governor.
- b. If there is another branch(es) in the locale, key leaders from each of those branches with the AG(s) are encouraged to discuss details that could affect their branch(es) and the members involved.
- c. Once an AG is informed, he notifies his Regional Director, State President, State Secretary, and State Treasurer so that these parties are aware of the pending action.
- d. If the decision is made to disband without an agreement for a merger, the following process shall be followed. If there is an agreement for a merger with another branch, see MERGER PROCESS (Option 2) below.
 1. The Big Sir of the disbanding branch shall write a letter to the State President with a copy to the State Secretary and State Treasurer that covers the following:
 - (a) A vote was held by email and regular mail (for those members not having email capability) with a 21 day window for voting. 80 percent of those voting elected to disband and surrender the Branch Charter.
 - (b) The last Branch meeting will occur or has occurred on (date), which is the disbandment date.
 - (c) Any discussions/agreements with other branches regarding disposition of the disbanding branch's members
 - (d) Termination status of outstanding events, travel, or other member activities- unless assumed by another branch.
 - (e) Other explanatory information that the Big Sir may care to put in the letter.
 2. The President shall confirm to these administrators of the Branch disbandment and its date of disbandment:
 - Database Chairman.
 - Area Governor(s) and Regional Director(s) involved.
 - State Treasurer.

3. The Branch Secretary shall exercise his best efforts to pass on to his AG on or about the last meeting date the following information:
 - (a) Branch Charter.
 - (b) Branch Articles of Incorporation.
 - (c) Tax Exemptions from IRS and State of California.
 - (d) Employer Identification Number assignment from IRS.
 - (e) Branch Record of Organization.
 - (f) Minutes of Branch Executive Committee meetings(recent five years).
 - (g) Final or most recent copy of Form 28 – Monthly Cash Report.
 - (h) Documents pertaining to closing down of the Branch including any information about merging with another Branch.
 - (i) Branch membership roster and membership records.
 - (j) Any other records that in the Area Governor’s judgment are relevant enough to be retained in the State Secretary’s Branch files.

4. The AG shall forward those records to the State Secretary.

5. The Branch Treasurer, after the outstanding checks have cleared, shall do the following:
 - (a) Write a check for the balance of the account payable to Sons in Retirement, thereby closing the account.
 - (b) submit to the State Treasurer the following:
 - the above check.
 - a final Form 28-Monthly Cash Report showing the amount of the check on line 207, with line 8 and cash elements showing a zero balance.
 - branch financial records for the prior three years.
 - bank statement annotated to indicate disposition of final bank funds.

6. The State Board of Directors, at its sole discretion, shall then direct the State Treasurer to disperse such remaining funds, using the following general guidelines:
 - (a) If a significant number of members have transferred to more than one branch and the situations are clearly defined then the funds should be split among those Branches on the basis of numbers of transferees. Any amount, so determined, that is less than \$5.00 shall be retained by the State Treasury.

- (b) If the State Board has determined that the transferee situation is unclear then the funds are retained by the State Treasurer until clarity occurs.

7. Interim Branch Executive Committee (IBEC) shall be the State Elected Officers who shall serve as the Big Sir, Little Sir, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer respectively. The IBEC may require action from the former Branch Officers as may be required to carry out the provision of this Procedure and the related Policy.

8. Interim management of the Branch shall begin after the date of the last meeting and/or the surrender of the Branch's charter. The Branch shall continue as a shell corporation with all branch matters such as future SI-100 submittals being handled by SIRinc. This interim management shall continue until a newly formed branch is assigned that branch's number along with a name change if required or, at the discretion of the State Board of Directors, the Branch may be dissolved (unincorporated).

BRANCH MERGER PROCESS (OPTION 2)

- a. The disbanding branch in a merger shall follow the "DISBANDING BRANCH PROCESS" above, except that the membership roster and membership records shall be given to the Branch Secretary of the remaining branch.
- b. The merging branches shall agree to transfer all the members from the disbanding branch to the remaining branch, or -if there is no agreement- the members from the disbanded branch shall complete Form 2- Application For Membership In Or Transfer to SIR, Branch ____.
- c. The merging branches prior to the merger shall decide on a Branch name change if desired. The Branch Secretary of the remaining branch then shall follow Procedure 38- How to Change a Branch Name for BEC approval.
- d. Internal matters concerning new BEC members and committee chairmen shall be the responsibility of the remaining branch, following applicable procedures. Such matters should be discussed between the branches prior to the merger.

[COMMENT Submitted by P&P Chairman Dick DeVoe at President Ed Benson's request. The present Procedure 37 has been revised and expanded. Additions clarify that a Branch disbandment occurs with or without a Branch merger, and incorporate the "Branch Merger Process".]

Policy 46. State Committees

- a. Standing Committees are permanent Committees established by the State Board. Special Committees are temporary, created by the President to make special studies as prescribed in Bylaw 265.
- b. The following are the established Standing Committees.

~~11. President's Advisory Committee~~

[COMMENT: See COMMENT following Procedure 46 below]

Procedure 46 – How to Appoint and Organize Standing Committees

- b. Administrative Standing Committees like INFOSYS, Growth & Membership, Travel, Rules, Audit, Nominating, ~~President's Advisory~~, Insurance, Budget Oversight, Training & Development, etc.

3. The Administrative Standing Committees shall have these additional requirements:

~~—(c) President's Advisory Committee— It shall be composed of all Past Presidents. The most recent Past President available shall serve as Chairman.~~

[COMMENT: Submitted by President Ed Benson. The President's Advisory Committee has been one of the many Standing Committees for years, but has existing in name only. Should a President wish to have a special Committee like this one during his term, he has the authority to establish one. It is proposed to eliminate this Standing Committee and related wording found in Policy 46/Procedure 46 above.]

New Policy 16a- Form 64 Insurance Requirements:

Branches not completing Form 64, Insurance Requirements for Sons in Retirement, or meeting the requirement to have Sons in Retirement named as additional insured by the time their contract with their caterer commences are not to serve any meal to Branch members until such time when the necessary documents are received and accepted by the State Insurance Committee.

Failure of a Branch to adhere to this policy can result in ~~the removal of the Big Sir and/or the BEC~~ and the potential loss of the Branch Charter.

Exception to this policy may be granted by the State President in consultation with the State Insurance Chairman.

[COMMENT: The Executive Committee approved this new Policy April 17. These temporary changes remain in effect until the next regular meeting of the State Board. (Ref. Article 8 Section 221 & 222). President Ed Benson requests the wording strikeouts as part of the Board approval.]