

SIR State Board Meeting

May 28, 2020

DRAFT

STATE BOARD MEMBERS

President: Ed Benson

Director, Region 1: Mark Stuart

Vice President: Jim Johnson

Director, Region 2: Rick Kindle

Secretary: Stu Williams

Director, Region 3: Dennis Pangburn

Assistant Secretary: Ron Flagel

Director, Region 4: Vacant

Treasurer: Roy Hodgkinson

Director, Region 5: John Haffner

Assistant Treasurer: Ron Saltgaver

Chief Admin. Officer: Dwight Sale

INVITED PARTICIPANTS PRESENT

Past Presidents: Dwight Sale, Derek Southern

State Advisor: Stu Williams, Parliamentarian Dwight Sale, Legal Alan Melnicoe

Committee Chairmen: Dale Decker (Policy & Procedure), Derek Southern (Nominating), Patrick Reed (Growth & Membership), Lee Moy (Training)

Call to Order

President Benson Called the meeting to order at 9:07 AM on May 28, 2020, and after the pledge of allegiance announced the attendees constituted a quorum and welcomed all attendees, under these most difficult times, and announced that as a result of California Executive Order N-33-20, the Board was conducting Board Meetings using ZOOM and or other electronic means until further notice, and upon motion made by President Benson and Seconded by Secretary Williams, and without objection the entire Board agreed to allow future meetings, including the Annual Meeting, to be held electronically, and appropriate Bylaw changes would be made to coincide with the Boards actions made under these exigent circumstances.

President Benson announced the interim * appointments of Pat Reed as Chairman Growth & Membership, and Lee Moy as Chairman Training, and thanked Jerry Hicks (Growth & Membership) and Barry Leskin (Training) for their outstanding service to our organization, and after giving a report on their

health, joined with the other Board Members in wishing them a speedy recovery for their recent health issues. (**please note that on June 11, 2020, the interim appointments were made permanent)

President Benson welcomed invited guests, Richard Provost (AG) and Lee Lamp and announced that Area Governors had not been invited because the Zoom meeting process was still a work in progress.

Secretary Williams tendered the minutes from the January 30, 2020 State Board Meeting, announcing that a copy of the "Draft" Minutes and Attachments had been distributed on March 22, 2020, using Constant Contact, and upon **MOTION MADE by Dwight Sale** to approve the "Draft Minutes" of January 30, 2020 Board Meeting as circulated, and **SECONDED BY MARK STUART**, the motion to **APPROVE PASSED WITH ONE ABSTENTION**, from Vice president Jim Johnson who was absence at the January 30, 2020 Board Meeting.

President's Remarks

President Benson talked about the importance of keeping SIR members engaged during the "Shelter in Place" Executive Order N-33-20 issued in March by Governor Newsom.

President Benson announced he had ordered and received promotional merchandise (lapel pins, recruiting brochure, etc.) that had been previously approved by the Board on January 30, 2020, and he considered Engagement, Recruiting and Volunteerism the major priorities going forward, and he wanted all members to "do their part", and indicated he would speak further about these issues under the Agenda items

President Benson announced he wanted to "Restart" the Branches encouraging the use of Zoom meetings, and establishing ground rules consistent with State and County Health directives, for any meetings, activities, elections and recruitment, and following California Non-Profit Corporate Governance, including the Branch BEC's viewing the Fiduciary Responsibilities Video.

President Benson announced that he had spoken directly with the President of our Insurance Carrier and was able to consummate renewal of our current liability policy, although the premium was increased the increase had been anticipated and had been properly budgeted.

The President further announced that he had ongoing relations with UCSF and Kaiser Healthcare, and would further report about potential collaborative efforts at future Board Meetings.

Treasurer's Report

Results: Treasurer Hodgkinson presented and discussed Sir Inc. financials through April 2020 showing total revenue of \$101,247 and expenses of \$104,100, and more particularly described in attached "[Exhibit A](#)"

Status of Zoom

President Benson announced that the Sir Foundation has purchased 10 Zoom Plan licenses, for use in their stated Charitable purposes, and upon proper application to the Foundation, Branches could be allowed a "Grant of Use". Each Business plan license allows for one meeting per license times ten, with up to 300 participants, with unlimited meeting duration.

Branches are encouraged to use Zoom Meetings for BEC, Luncheons and Activities when appropriate, with training held for State Directors, Committee Chairmen, Area Governors and interested Branch Leadership.

Generic log-in credentials will be used with a common password to be used for "Grants of Use"

Each Region will have priority to access of one license, and if slot is not available, Region may go to back-up license, or alternatively change the time of meeting.

President Benson announced a Zoom Rollout Plan, involving Communication, Communication Vehicles, Training with Incentives/Rewards called Zoomer Awards Program. (See attached [Exhibit "B"](#)) REGIONAL

President Benson entertained a **MOTION FROM VICE PRESIDENT JIM JOHNSON TO CREATE A ZOOMER AWARD, (AS DESCRIBED IN EXHIBIT "B") FOR THE LIMITED PERIOD OF THREE MONTHS, AND REGIONAL DIRECTOR MARK STUART SECONDED THE MOTION, AND THE MOTION PASSED UNANIMOUSLY.**

President Benson entertained a **MOTION FROM VICE PRESIDENT JIM JOHNSON, TO MAKE A \$1,200 DONATION TO THE SIR FOUNDATION, REGIONAL DIRECTOR DENNIS PANGBURN SECONDED THE MOTION.** Directors Benson (President) Hodgkinson (Treasurer) Williams (Secretary), and Mark Stuart recused themselves in the discussion and abstained from voting on the motion, which **PASSED.**

STATUS OF ANNUAL MEETING

President Benson announced that the Annual Meeting will be held on ZOOM on August 19, 2020 and will likely take about one hour.

The preliminary agenda for the Annual Meeting will be as follows.

- a) Bylaw approval to hold Electronic BEC and State Board meetings
- b) State of SIR Presentation
- c) 2020 operating objectives-engagement of members, recruiting, volunteerism
- d) I am Doing My Part Program
- e) Election of officers
- f) Remarks by Incoming President
- g) Voting on Bylaw changes
- h) 2020 Branch training plan
- i) Responses to written questions
- j) Final remarks

STATUS OF BEST/MOST IMPROVED BRANCH PROGRAM

President Benson announced that due to the unusual circumstances of the Pandemic, and the California Executive Order N-33-20, the program was being suspended for 2020, and will resume in 2021, and the results will be judged on performances in 2020 and first quarter of 2021, with particular emphasis on how the Branches responded during the shutdown and start up.

2020 State Training Program

President Benson announced the appointment of AG Lee Moy as the State Training Chairman, in place of Barry Leskin who is recovering at Home.

President Benson announced that he would be working with Chairman Moy to create a training program for Branch leadership, and report to the Board soon.

STATUS OF I'M DOING MY PART PROGRAM

President Benson announced that the programs objective was to acquaint the BEC's with their fiduciary responsibilities, energize recruitment and volunteerism.

President Benson announced that members who bring a guest or perform significant volunteering service will receive recognition and a picture at Branch luncheons, along with a State supplied pin indicating "I'm Doing My Part".

The reintroduction of "I'm Doing My Part" program can be found in more detail in **Exhibit "C"** including the design of the Lapel Pin. State Expectations of the Branches, and the Status of the Implementation.

Nomination Committee Chairman Derek Southern reported that the Committee recommended the following Officers for 2021:

President---Jim Johnson

Vice President---Stu Williams

Secretary---Ron Flagel

Asst. Secretary---Dale Decker

Treasurer---Roy Hodgkinson

Asst. Treasurer---Ron Saltgaver

Chief Admin. Officer---Dean Steichen

Regional Director Mark Stuart **MOVED** that the names submitted by the Nominating Committee under rule 769, include on the ballot "Nominating Committee's recommendation" Director/Asst. Treasurer Saltgaver **SECONDED** the motion, and the **MOTION PASSED UNANIMIOUSLY**.

STATE ACTIVITY COMMITTEE REPORT

GOLF COMMITTEE

State Golf Committee Chairman Mark Stuart reported that the April and Reno tournaments were canceled. And the "Fall Classic" was moved to Rohnert Park, and team qualifying submission was moved to July 15, and Regional individual qualifying submission to September 15, and Team, Individual and Fall Classic were scheduled to proceed, and would send updates.

Secretary Williams **MOVED FOR APPROVAL OF THE GOLF SCHEDULE,** and **ASST. TREASURER SALTGAVER SECONDED THE MOTION, WHICH PASSED UNANIMIOUSLY.**

Chairman Stuart reported on Branch re-start plans and acquisition of updated golf tournament software, and potentially cancelling the 2020 team competition.

AND

State Bowling Committee Chairman Ray Salazar reported on health and safety measures being taken for the resumption of the Sir bowling leagues and upcoming tournaments.

Chairman Salazar reported that the Summer League will start in September with some starting possibly in July, it will be a month to month decision.

NEW BUSINESS

President Benson presented the concept that Sir needs significant assistance in building knowledge about SIR within our communities and creating a positive community image,

President Benson recommended the formation of a task force comprised of Rick Kinddle, Mark Stuart, Jim Johnson, Ed Benson and Mike Berwin to meet with MCO Associates, to define what an engagement might look like and what deliverables could be expected, and report to the Board at the next Board meeting.

PRESIDENT BENSON MOVED FOR THE APPROVAL OF THE TASK FORCE TO MEET WITH MCO AND REPORT BACK, THE MOTION WAS SECONDED BY DIRECTOR STUART AND PASSED UNANIMIOUSLY.

***On June 11, 2020, President Benson reported that the Task Force, met with MCO Associates, and reported on a "Sir Service Overview" dated June 1, 2020, with enumerated deliverables, including Expense Estimates; Fund Development (10 hours) \$1,250, Month 1 \$9,000, Months 2-6 \$2,500-\$5,000 per month.

President Benson reported that the Potential Services MCO could be funded through GoFundMe, however timing was critically important to start this process, it is time to "get the cow off the Ice"

Vice President Jim Johnson suggested that with recent developments under California Executive Order N-33-20, there may be available unexpended funds, that could be reallocated for MCO services.

Vice President Johnson, acting in his capacity as Chairman of the Budget Committee, agreed to convene the committee, and determine if a onetime reallocation of \$10,000 from the 2020 Budget, could be made available, and he would report back to the Board.

On June 15, 2020, Vice President Johnson reported to President Benson, that the Budget Committee recommended to the Board "that we (SirInc) utilize funds from our treasury for starting this (MCO) project , not to exceed \$10,000, if the project is approved by the Board. The funds would be used to develop a plan to increase the Sir Brand and recognition in the communities served by our Branches. We realize the \$10,000 is only for the development of the plan and future funds will need to be obtained from other sources for the implementation phase. Hopefully, the plan could be presented to the general membership at our August Annual Meeting for refinement and additional ideas for funding and implementation"

On June 16, 2020, the Board **APPROVED BY UNANIMOUS WRITTEN CONSENT, THE REALLOCATION OF FUNDS FROM THE 2020 BUDGET, NOT TO EXCEED \$10,000, AND FOR THE SPECIFIC PURPOSE OF A LIMITED RETAINER FOR MCO ASSOCIATES.**

OLD BUSINESS

Assistant Secretary Ron Flagel **MOVED THAT THE MINUTES FROM THE ANNUAL MEETING OF AUGUST 20, 2019 BE APPROVED AS CIRCULATED, SECRETARY WILLIAMS SECONDED THE MOTION WHICH PASSED UNANIMOUSLY.**

POLICY AND PROCEDURE RECOMMENDATIONS

Policy and Procedure Chairman Dale Decker tendered the current Policy and Procedure recommendations, (8 Policies, 3 Procedures, 5 Bylaws and changes to Form 15) however because of the duration of the meeting, **DIRECTOR MARK STUART MOVED THE ZOOM MEETING BE CONTINUED UNTIL JUNE 11, 2020 AT 1:00 P.M. TREASURER HODGKINSON SECONDED THE MOTION PASSED UNANIMOUSLY.**

SIR State Board Meeting

June 11, 2020

DRAFT

On June 11, 2020, President Benson reconvened the meeting of May 28, 2020, concerning the proposed 8 Polices, 3 Procedures and 5 Bylaws changes and changes to Form 15.

Policy and Procedure Chairman Dale Decker, distributed on June 4, 2020, 36 pages of Addendum of proposed Bylaws, Policy and Procedure changes, (Exhibit D) to be reviewed by the Board prior to the meeting.

considered, review the changes to the Bylaws, Policies and Procedures by "Group" designations referenced on the Addendums. Secretary Williams further asked for purposes of clarity, that only objections be recorded in the minutes, and if approved, changes will be recorded as "Approved Without Objection. The **MOTION WAS SECONDED BY PRESIDENT BENSON AND PASSED UNANIMOUSLY.**

Chairman Decker then placed "Group 1" Policy 31, 44, 48, for approval before the Board, **DIRECTOR KINDLE SECONDED THE MOTION TO APPROVE GROUP 1 POLICIES 31,44,48, ([Exhibit D Pages 1-16](#))), AND THE MOTION WAS APPROVED WITHOUT OBJECTION.**

Chairman Decker then placed "Group 2" Policy 12, Form 15. For approval before the Board, **DIRECTOR STUART SECONDED THE MOTION TO APPROVE GROUP 2 POLICY 12, FORM 15 ([Exhibit D Pages 17-24 & 2 Attachments](#)) AND THE MOTION WAS APPROVED WITHOUT OBJECTION.**

Chairman Decker then placed "Group 3" Policy 17.1, Procedure 18, (Exhibit D Pages 25-27) before the Board, and during discussion of the provisions of Procedure 18, Board Members disagreed with provisions "Branches not submitting email addresses shall pay processing materials and postage of messages sent by USPS by the State" and "Group 3" was amended upon their own motion, and the **MOTION AS AMENDED WAS SECONDED BY DIRECTOR PANGBURN, TO APPROVE POLICY 17.1, EXHIBIT D PAGE 26, AND PROCEDURE 18, EXHIBIT D PAGE 27, WAS APPROVED AS AMMENDED WITHOUT OBJECTION.**

Chairman Decker then placed "Group 4" Policy 37,42,50, Bylaws30 and 142, (Exhibit D Pages 28-35) For approval before the Board, **DIRECTOR KINDLE SECONDED THE MOTION TO APPROVE GROUP 4, POLICIES 37,42,50, BYLAWS 30 142 (EXHIBIT D PAGES 28-35) AND THE MOTION WAS APPROVED WITHOUT OBJECTION.**

Chairman Decker then placed "Group 5" Bylaws 221.1 & 222.1 ([Exhibit D Pages 35-36](#)) before the Board, upon further discussion the Board decided that further analysis should take place, and **MOTION FAILED FOR THE LACK OF A SECOND.**

There being No further business to come before the Board, President adjourned the Continued Meeting of June 11, 2020, at 3:07 P.M.

Dated: July 11, 2020

/s/ Stuart S. Williams
Stuart S. Williams
Secretary

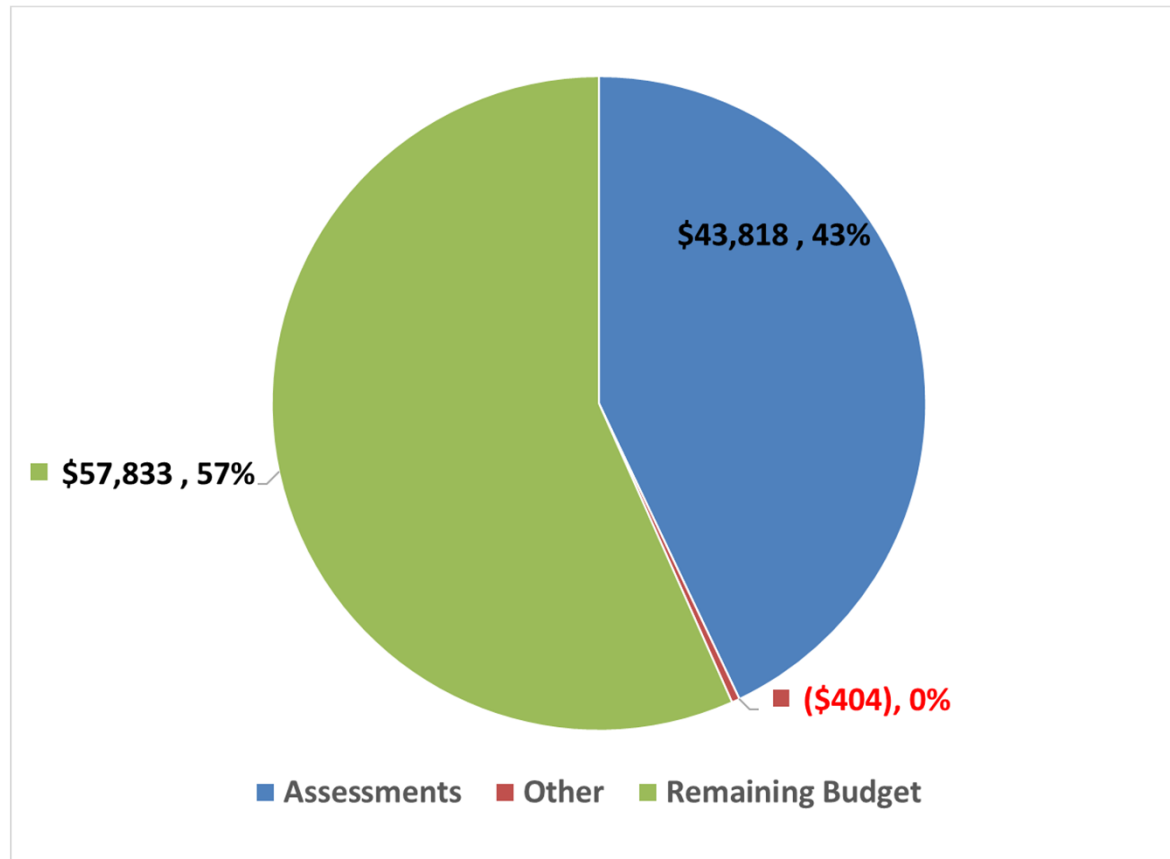
Financial Results through April 2020

Account	Actual	Budget	Variance	2020 Budget
REVENUE				
Assessments	\$43,818	\$45,286	(\$1,469)	
Foreign Travel	\$0	\$832	(\$832)	
Other	(\$404)	\$25	(\$429)	
Total Revenue	\$43,414	\$46,143	(\$2,730)	\$101,247
EXPENSE				
Administration	\$740	\$2,796	\$2,056	
Insurance*	\$22,721	\$17,000	(\$5,721)	
Committees	\$2,577	\$5,112	\$2,535	
State Mtgs**	\$3,032	\$6,250	\$3,218	
Regions	\$2,779	\$7,910	\$5,131	
Total Expense	\$31,849	\$39,068	\$7,219	\$104,100

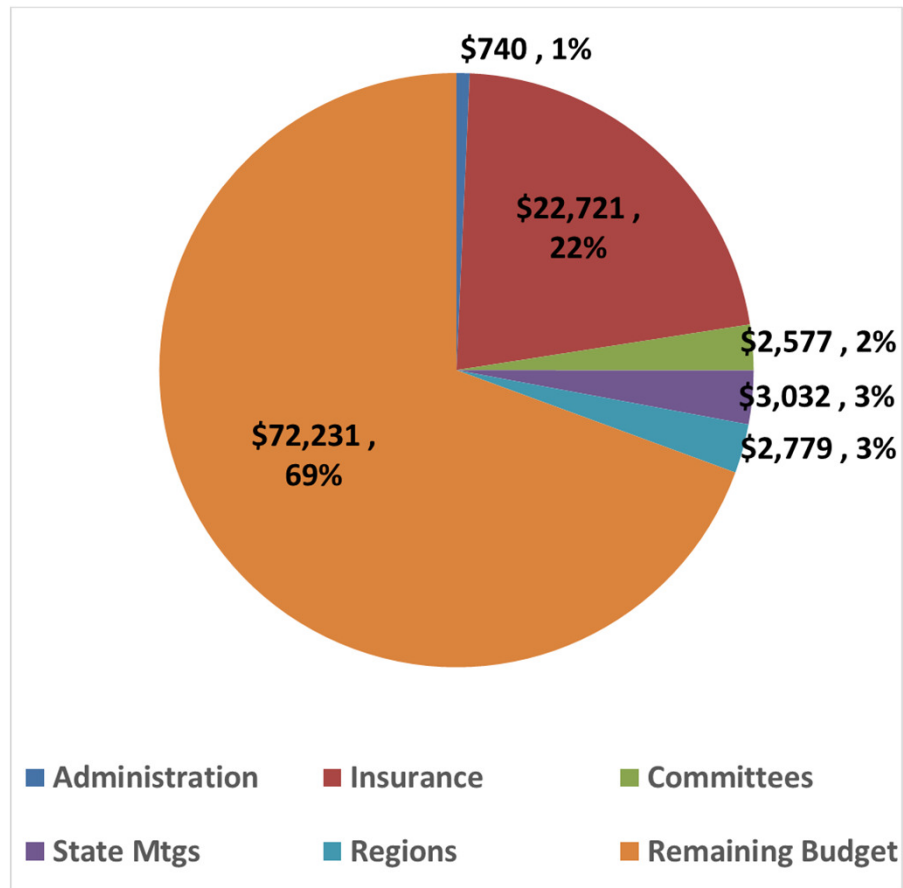
* includes \$14k 5/1/2020 Liability Renewal.

** includes \$1000 Annual Meeting deposit.

2020 Income Through April



2020 Expenses Through April



Status of ZOOM Rollout Plan

Training

- **Trainer/mentors begin working with Branches – by June 1**
- **Encourage Branch members to utilize the ZOOM videos to hold ZOOM meetings – by June 1**

Incentive/Reward

- **Kick off SIR Branch ZOOMER Award Program – by June 3**
 - **Establish ZOOMER monthly newsletter – by July 10**

SIR Branch Zoomer Award Program

Approved by the Executive Committee

Program Objectives:

- **To encourage and recognize Branches to engage their members using Zoom**
- **To share Branch Zoom best practices across SIR**

Ground Rules:

- **Program duration: June, July and August, 2020**
- **Three groups of Branches separated by Branch size**
- **Each group gets one monthly winner**
 - **\$100 gift order to the SIR Store and a**
 - **Zoomer certificate**

SIR Branch Zoomer Award Program

How to Apply:

- **Complete a standard Zoomer application form due five days after month end**
- **Application sent to the Zoom judging group consisting of the President, Vice President, G&M Chairman and one Regional Director**
- **Awards announced and best Zoom practices ten days after month end by President**

Judging criteria:

- **Monthly Zoom BEC meeting held**
- **Monthly Zoom Branch luncheon meeting held**
- **Number of Zoom activity meetings held during the month**
- **Best use of Zoom examples**

Vote on approval

2020 Annual Meeting

Will be held using ZOOM on August 19 – will likely take about one hour

Preliminary agenda items:

- **Bylaw approval to hold electronic BEC and State Board meetings**
- **State of SIR presentation**
- **2020 operating objectives – engagement of members, recruiting, volunteerism**
- **I'm Doing My Part Program**
- **Election of officers**
- **Remarks by incoming President**
- **Voting on Bylaw changes**
- **2020 Branch training plan**
- **Response to written questions**
- **Final remarks**

New and Revised Recruiting Collateral

The I'm Doing My Part Lapel Pin



State Expectations of the Branches

Publicize the program

Order the reward pins from their Region

Recognize the winners

Order and distribute the new Sir recruiting brochures and the revised Sir card

Provide an introductory free meal to guests

Implementing the “I’m Doing My Part Program”

Implementation Steps

1. Obtain Board approval for mandatory program **Done**
2. Develop program documentation **Done**
3. Introduce at our three February Town Hall meetings with the video and ppt slides **Done**
4. Follow up by AGs with Big Sirs not at Town Halls **Done**
5. AGs/Big Sirs present to Branch BECs for buy-in **Done**
6. BECs determine which SIRs should get initial batch of volunteerism and 2020 bring a guest awards
7. Branch orders pins, new brochures and Sir cards
8. Present video at each Branch
9. Praise recipients, take pictures, include in Branch bulletin
10. Repeat monthly throughout 2021

2020 Preliminary State Training Program

There are significant concerns that our method of training has not satisfactorily trained SIR leaders

- **A dramatic change is necessary**

Big and Little Sir Training

- **Utilize the successful Town Hall meetings in part as training**
- **Utilize SIR on line learning**
- **AGs hold quarterly leader meetings to discuss practices, issues, etc.**
- **Develop a set of FAQs**
- **Better utilize the SIR Leader's Guide, RAMP Toolkit, Schedule of Ops**

Secretary, Treasurer and Membership Chairman

- **One on one mentoring with capable incumbents**
- **Enhance on line learning**

Addendum A Page 1 of 36

Proposed Bylaw, Policy and Procedure Changes

comments shown thus
New wording is shown thus
~~Removed words are shown thus~~

GROUP 1 Policy and Procedure Considerations

Package of Bylaw, Policy and Procedure to allow regular and special meetings remotely

Policy 31, "Branch Executive Committee"- Page 1

- i. Allows Branch to design its own items of appreciation*
 - p. Clarifies BEC responsibilities for travel and activities*
 - q. Allows BEC to conduct regular and special meetings remotely*
- *Policy 44, "The State Board" Allows State Board to conduct regular and special meetings remotely - Page 7*
 - *Policy 48 - Page 12*
 - *Procedure for Policy 48 - Page 13*
 - *Allows electronic participation in Annual, regular and special meetings*

My Notes:

Addendum A Page 2 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 31

Note: Line item 'i' is updated at the request of Branch 152 to allow a branch to design its own Certificate of Appreciation or other item for presentation to guest speakers.

Note: During the Yuba City SIR Town Hall Meeting there was significant discussion regarding BEC approval of Branch activities. Line item 'p' is updated to clarify the BEC's responsibilities for travel and activities.

Note: Line item 'q' has been added to properly document and approve a change allowing the Branch BEC to conduct regular and special meetings remotely

Policy 31. BRANCH EXECUTIVE COMMITTEE

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. 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)

Addendum A Page 3 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 31 Continued

- 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, or design its own and **or issue it 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)

Addendum A Page 4 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 31 Continued

- n In general, subject to the control of the BEC, the Big Sir shall control all of 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 the **all travel and activity programs** of the Branch **as follows (Revised 6/11/20)**:

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. With remotely held meetings, there is a meeting and voting process that must be followed in order to be in compliance with California non-profit regulations.**

Addendum A Page 5 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 31 Continued

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 of 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*, 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.**

Addendum A Page 6 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 31 Continued

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.

See Bylaw 187.2 (New Exec Com 6/11/20)

P&P Recommendation: The P&P Committee recommends that revised Policy 31 be adopted.

Addendum A Page 7 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 44

Note: Line item 'k' has been added to properly document and approve a change allowing the State Board to conduct regular and special meetings remotely

Policy 44. THE STATE BOARD

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 can provide a proxy to represent him. The proxy shall be an Area Governor from his Region and count toward the quorum and have voting rights. The proxy's name shall be submitted in writing (or email) to the State Secretary prior to the meeting. (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

Addendum A Page 8 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 44 Continued

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 a majority 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.

Addendum A Page 9 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 44 Continued

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. With remotely held meetings, there is a meeting and voting process that must be followed in order to be in compliance with California non-profit regulations.**

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 of 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:

Addendum A Page 10 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 44 Continued

- 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*, 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.**

Addendum A Page 11 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 44 Continued

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. See Bylaw 187.2 (Exec Com 6/11/20)

P&P Recommendation: *The P&P Committee recommends that revised Policy 44 be adopted.*

Addendum A Page 12 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 48

Note: Sir President Ed Benson proposed changing the appropriate Bylaws, Policies and Procedures to allow electronic participation in Regular and Special Meetings.

Note: Sir Vice President Jim Johnson proposed that the changes also include electronic participation in 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 ~~in attendance~~ 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).**

P&P Recommendation: *The P&P Committee recommends that revised Policy 48 be adopted.*

Addendum A Page 13 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure for Policy 48

Note: Sir President Ed Benson proposed changing the appropriate Bylaws, Policies and Procedures to allow electronic participation in Regular and Special Meetings.

Note: Sir Vice President Jim Johnson proposed that the changes also include electronic participation in Annual Meetings.

Procedure for Policy 48: How to Conduct the Annual Meeting:

- a. There shall be an Annual Meeting, at a date, time and place, **if not being held by electronic means (see Bylaw 187.2)** set by the State Board for the purpose of electing corporate officers and acting upon proposed changes in the Branch and Corporate Bylaws. **(Revised 5/28/20)**

- 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 Procedure **Policy 47 – How to Elect State Officers Elections**. The Annual Meeting date, time, and place, **if not being held by electronic means (see Bylaw 187.2)**, for the following year shall be finalized not later than the November meeting of the State Board. (See Bylaw 184) **(Revised 5/28/20)**

- c. Prior to the Annual Meeting:
 1. The President shall appoint a committee of three to serve as tellers in the event that 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.

Addendum A Page 14 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure for Policy 48 Continued

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 5/28/20)**

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 5/28/20)**

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

- 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)

- 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 5/28/20)**
 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 election, if the meeting is held electronically, roll call shall be by means of a verbal acknowledgement from each member entitled to vote at the request of the State Secretary. (New 5/28/20)**

Addendum A Page 15 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure for Policy 48 Continued

1. **At the end of the roll call 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 from the participants by name, 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 5/28/20)**

- h. All State chairmen and appointees, although not eligible to vote, should register in lieu of roll call at the Annual Meeting.

- i. **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 5/28/20)**

- j. **In the case of an electronic meeting there shall be no electronic distribution of campaign materials of any kind after to 12:00 am on the day of the meeting. (New 5/28/20)**

- j. 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 the **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 5/28/20)**

 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**

Addendum A Page 16 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure for Policy 48 Continued

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 5/28/20)

- 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 5/28/20)**
5. For two or more nominees for an office, the candidate receiving the largest number of votes (a plurality) shall be elected. (See Bylaw 187).
6. The Minutes of the Annual Meeting may be approved at the next meeting of the State Board. (See Bylaw 186)

P&P Recommendation: The P&P Committee recommends that revised Policy 48 be adopted.

Addendum A Page 17 of 36
Proposed Bylaw, Policy and Procedure Changes
comments shown thus
New wording is shown thus
~~Removed words are shown thus~~

GROUP 2 Policy and Procedure Considerations

Package of Policy and Procedure re managing funds

- *Policy 12, “Managing Funds – Branch and State” - Page 18*
 - *Clarifies that a Sir cannot approve his own expenses*

- *Procedure for Policy 12 - Page 19*
 - *Sets guidelines for meals and adds a new column on Form 15 for an additional account number*
 - *Sets a not to exceed rate for lodging expenditures*
 - *Establishes a revised justification for approving lodging expenses*

- *Revised Form 15, “Expense Claim Voucher” - Follows Page 24*
 - *Revises the reporting form and its associated instructions*

My Notes:

Addendum A Page 18 of 36
Proposed Bylaw, Policy and Procedure Changes
Policy 12

Note: SIR President Ed Benson proposed clarifying that a Sir cannot approve his own expenses.

Policy 12. MANAGING FUNDS – BRANCH and STATE

No member of the Corporation or any Branch shall be given nor receive any compensation for performing his assigned duties from the funds of the Corporation or Branch. A Branch member and a member of the Corporation may be reimbursed for authorized expenses as prescribed in Procedure 12- How to Manage Funds in State Committees and Branches.

State-related expenses incurred by **Area Governors, Regional Directors, State Chairman, etc.** ~~SIR members must be authorized by the State and must be filed on Form 15. – Expense Claim Voucher during the year of expenditure, by the quarter preceding April 15th, July 15th, October 15th, and not later than January 15 of the following year except with prior authorization of the President.~~ **File expense claims within 30 days and by December 1, if possible, to support year end financial reporting. (Revised 6/11/20).**

Expenses for continuing group activities in which all members do not participate such as bowling, golf, bridge, and the like, shall be borne totally by those participating.

Special activities, including in lieu luncheons, dinners or picnics, shall not be intended to be profit-making.

The President shall review and approve all State expenses, provided that the President may delegate any terms and conditions as the President deems necessary or desirable in the best interests of SIR.

~~Neither the President nor the Vice President or any other~~ **No** SIR shall approve his own expenses. **(Revised 6/11/20).**

A Branch Officer or member may be reimbursed by the Branch Executive Committee for expenses following the same guidelines.

See Procedure 12- How to Manage Funds in State Committees and Branches which prescribes standard financial and banking procedures, remuneration procedures for SIR officers visiting Branches, as well as insurance add-on procedures for foreign travel.

P&P Recommendation: *The P&P Committee recommends that the revised Policy 12 be adopted.*

Addendum A Page 19 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure 12

Note: SIR Vice President Jim Johnson proposed setting guidelines for meals and adding a new column for an account number.

Note: SIR Secretary Stu Williams proposed establishing a base rate for lodging based upon the price of the least expensive local 3 star, single occupancy hotel or motel in the destination area.

Note: SIR President Ed Benson proposed changing the justification for lodging for trips over 100 miles one way and early morning meetings requiring night driving to one based on driving time.

Note: SIR P & P Chairman Dale Decker analyzed various trips and established a new criteria that those exceeding 2 1/2 hours driving time each way and a meeting duration of 5+ hours or early morning meetings requiring night driving would be better in-line with reality.

Note: SIR Treasurer Roy Hodgkinson proposed a change in regards to the submittal timing of the expense voucher and adding 'box' for the AG/RD to enter his Region #.

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

Standard financial and banking procedures for State Committees that receive and disburse funds pertaining to their activities and expenses are:

- a. A Committee Treasurer shall be appointed by the Committee Chairman
- b. Funds received by the Committee or a representative of the Committee shall be received by the Committee Treasurer in the name of the Committee.
- c. The establishment of bank accounts for State Committees shall receive prior approval from the State Treasurer or Assistant State Treasurer.
- d. The Committee Treasurer shall deposit and/or distribute such funds through an insured depository approved by the State Treasurer in an account bearing the title "SIR, Incorporated, 'Committee name' " with the SIR State Treasury federal identification number.

Addendum A Page 20 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure 12 Continued

- e. There shall be three authorized signatories on the account—the Committee Chairman, Secretary, and Treasurer. All checks or withdrawals from the account for \$500 or more shall be approved in writing (email okay) in advance by two of the three authorized signers.
- f. At least every three months, the Committee Treasurer shall prepare a financial report showing the receipt, disbursement, and amount on hand of all funds in his possession. A copy of this report shall be sent to the Committee Chairman, State Treasurer, and President.
- g. The funds and accounts of the Committee shall be audited annually not later than January 31 by the State Audit Committee. The audit report shall be submitted to the Committee Chairman, State Treasurer, and President.

PROCEDURE FOR PROCESSING STATE EXPENSES

- h. Approved vouchers will be sent to the State Treasurer for payment.

Note: State related expenses incurred by Area Governors, Regional Directors, State Chairman, etc., must be filed on Form 15. File expense claims within 30 days and by December 1, if possible, to support year end financial reporting. (Revised 6/11/20).

- i. All reimbursable expenses except mileage, **Bridge** and **road** tolls and authorized **Branch** luncheon attendance meals must have receipts or explanations for more than \$20.00 **(Revised 6/11/20):**

Note: When a Branch invites an Area Governor (AG) or any other SIR Inc Officer to a luncheon or other SIRinc function the branch will pay; this includes the spouse or significant other (Revised 6/11/20).

An Authorized Branch Luncheon is when an AG or any other SIRinc Officer invites himself to a Branch luncheon or other SIR Branch function for official business he will pay and SIR State will reimburse the SIRinc Officer. The SIRinc Officer will pay for his spouse or significant other, not the State. (Revised 6/11/20).

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Proposed Bylaw, Policy and Procedure Changes
Procedure 12 Continued

j. Allowable expenses include (**Revised 6/11/20**)

k1. Mileage: Personal motor vehicle usage at the reimbursable rate shown on Form 15, Expense Claim Voucher.

~~k2. Tolls: Bridge and road tolls.~~

k2. Lodging: For trips exceeding 2 ½ hours driving time each way and a meeting duration of 5 hours or early morning meetings requiring night driving: When an overnight stay is necessary check Hotels.Com for the price of the least expensive local, 3 star rated, single occupancy hotel or motel in the area of your destination. It's likely to be a Motel 6 or a La Quinta Inn. This sets the base rate (room rate plus taxes & fees) for charges that are reimbursable.

Note: Sirs can stay anywhere they want, however, only charges up to the base rate will be eligible for reimbursement without an acceptable explanation.

~~k3. Lodging: For trips over 100 miles one way, and early morning meetings requiring night driving.~~

k3. Meals: Guidelines for all meals are Breakfast \$15, Lunch \$20 and Dinner \$25 with receipts for actual cost including gratuity (alcoholic beverages are not reimbursable). Vice President approval is required if these amounts are exceeded.

~~k4. Meals: Actual cost including gratuity, but not including alcoholic beverages.~~

k4. Postage: Mailing and other delivery charges.

~~k5. Copies and Printing: Copy purchases. Copies produced on personal copier or printer, at \$0.10 per side.~~

k5. Supplies: Such as envelopes, blank labels, etc.

k6. Area meetings and Branch Training: Coffee and light refreshments and pastries purchased by the Area Governor for Branch personnel attending

Addendum A Page 22 of 36
Proposed Bylaw, Policy and Procedure Changes
Procedure 12 Continued

the annual Branch Officer Training session and the Area meetings and meeting room rental fees when a free meeting room is not available.

I. Non-reimbursable expenses also includes the following (Revised 6/11/20)

- I1. Attendance at own Branch meetings or other functions.
- I2. Meals for spouses.
- ~~I3. Alcoholic beverages unless approved by the Regional Director or President.~~
- I3. Set-up or printing of personalized stationery.**
- I4. Computer hardware, software or supplies unless pre-authorized by the State President or his designee.
- I5. Expenses of committee members must be approved by the Committee Chairman either by signature on the expense report, or by electronic approval such as email.
- I6. State expenses of Area Governors shall be approved by the appropriate Regional Director by signature on the expense report, or by electronic means such as email.

STANDARD FINANCIAL AND BANKING PROCEDURES FOR BRANCHES

1. Opening a Branch bank account:
 - a. Opening a Branch bank account, including accounts for the Branch committees in need of separate accounts, shall be authorized and controlled by the Branch Treasurer or Big Sir with the approval of the Branch Executive Committee. Approval must be recorded in the BEC minutes and kept on file with the Branch Secretary and Branch Treasurer as long as the account is active.
 - b. Any Branch account must be in the name of the Branch or its committee, such as "SIR Reynolds Branch 1" or "SIR Reynolds Branch 1 Golf Committee" account.

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Proposed Bylaw, Policy and Procedure Changes

Procedure 12 continued

- c. A copy of the Branch Articles of Incorporation may be provided to the bank along with the Branch federal identification number, known as the Employer Identification Number (“EIN”) that is assigned by the IRS. This information is contained in local Branch files and/or on the SIR Website SIRinc.org under Members Information – Branch Information – Membership Information – Branch Data Sheets. Banks and Savings and Loans used by Branches must be fully insured by FDIC, or in the case of Credit Unions, the National Credit Union Administration (NCUA). (Revised 11/11/08)
2. Procedure for processing Branch expenses
- d. Branch **related** expenses ~~are submitted on~~ **incurred by Officers, Directors, Chairman, etc., may use** Form 15, ~~approved by the Big Sir, or in his absence the Little Sir, and processed by~~ **or a locally produced one developed and approved by the BEC. The expense form used shall be approved by the Big Sir, or in his absence the Little Sir, and submitted to the Branch Treasurer for processing. (Revised 6/11/20).**
- e. Allowed and disallowed expenses are to follow the same guidelines listed above for State expenses.

~~REMUNERATION OF MEAL COSTS FOR SIR OFFICERS VISITING BRANCHES~~

- ~~f. When a Branch invites an Area Governor (AG) or any other SIRinc Officer to a luncheon or other SIRinc function the branch will pay; this includes the spouse or significant other. (Deleted 6/11/20)~~
- ~~g. When an AG or any other SIRinc Officer invites himself to a Branch luncheon or other SIR Branch function for official business he will pay and the SIR State will reimburse the SIRinc Officer. The SIRinc Officer will pay for the spouse or significant other, not the State. (Deleted 6/11/20)~~

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Proposed Bylaw, Policy and Procedure Changes
Procedure 12 continued

INSURANCE ADD-ONS:

h. To provide adequate funding for insurance coverage for each event involving travel outside the United States, Canada and U.S. Territories and Possessions (Puerto Rico, Guam, U.S. Virgin Islands, Northern Mariana Islands and American Samoa) a \$27 insurance add-on shall be included in the fare to be paid by each participant contracted by **the Travel an Activity Standing Committee (SIRARC, Golf, Bowling, RV, Boats)**. (Rev 10/18/19)(**Revised 6/11/20**).

The State Activity Committee or Branch Designated Member (DM) authorized to sign SIR contract Form 50 or 50B for the event, shall be responsible for notifying the Agency providing the goods or services that the Agency shall collect, account for and remit all insurance add-ons, by a separate check, made payable to the State Treasurer. The check should be issued no later than the event departure date.

AREA OR REGIONAL ACTIVITY:

i. All funds received in connection with an Area or Regional activity shall be received in the name of the Area or Regional fund, and deposited in and distributed through the treasury of a designated Branch or in the depository of a designated Branch treasury in an account bearing the designated Branch's federal identification number.

P&P Recommendation: The P&P Committee recommends that the revised Procedure 12 be adopted.

NOTE: Form 15 is included as Addendum B for review purposes and to discuss mileage reimbursable rate of \$0.35/mile which only appears on this form



SIR, INCORPORATED
EXPENSE CLAIM VOUCHER

CLAIMANT -	TITLE -	BADGE NO.-	BRANCH NO.-
------------	---------	------------	-------------

ADDRESS -	ZIP -	PHONE -
-----------	-------	---------

Expenses incurred for (check one) - State Board or Branch If AG/RD Enter Region #

Date	Visit to/Attendance at Location	Purpose	Acct #	Tolls	Motel Hotel	Miles	B'fast	Meals Lunch	Dinner
TOTAL				0	0	0	0.00	0.00	0.00

OTHER:	\$ Amount		\$ Amount
Postage & Delivery		Total miles 0 @ \$ 0.35 per mile = Mileage	0.00
Copies & Printing		For mileage pertaining to SIR State business 0.35 (\$ per mile). Branches may also use the State policy or set their own policy by Regulation.	Tolls 0.00
Supplies			Lodging 0.00
Area Meetings/Branch Training			Meals 0.00
Miscellaneous			Phone
TOTAL OTHER	0.00		Other
TOTAL			0.00

I certify that the above claimed expenses were incurred in the performance of official business of SIR, INC.

Signed: _____ Date: _____

Approved: _____ Date: _____

NOTE: Forward expenses incurred for the SIR STATE Organization as follows:

- Area Governors to the Regional Director.
- All others (Regional Director, State Chairman, etc) to the State Vice President.
- (Committee Chairman must approve expenses of committee members prior to submittal)

Forward expenses incurred for the SIR BRANCH to the Big Sir or if unavailable, the Little Sir.

NOTE for STATE EXPENSES

State related expenses incurred by Area Governors, Regional Directors, State Chairman, etc., must be filed on Form 15. Please file expense claims within 30 days and by December 1, if possible, to support year end financial reporting.

STATE EXPENSES -

If you are an Area Governor or Regional Director be sure to enter your Region Number in the box provided following the 'Expenses incurred for' boxes.

All reimbursable expenses except mileage, Bridge and road tolls and authorized Branch luncheon attendance meals must have receipts or explanations for more than \$20.00:

Note: When a Branch invites an Area Governor (AG) or any other SIRinc Officer to a luncheon or other SIRinc function the branch will pay; this includes the spouse or significant other.

An Authorized Branch Luncheon is when an AG or any other SIRinc Officer invites himself to a Branch luncheon or other SIR Branch function for official business he will pay and the SIR State will reimburse the SIRinc Officer. The SIRinc Officer will pay for the spouse or significant other, not the State.

k1.Mileage: Personal motor vehicle usage at the reimbursable rate shown on Form 15,

k2.Lodging: For trips exceeding 2 ½ hours driving time each way and a meeting duration of 5+ hours or early morning meetings requiring night driving:

When an overnight stay is necessary check Hotels.Com for the price of the least expensive local, 3 star rated. single occupancy hotel or motel in the area of your destination. It's likely to be a Motel 6 or a La Quinta Inn. This sets the base rate (room rate plus taxes & fees) for charges that are reimbursable.

Note: SIRs can stay anywhere they want, however, only charges up to the base rate will be eligible for reimbursement without an acceptable explanation.

k3.Meals: Guidelines for all meals are Breakfast \$15, Lunch \$20 and Dinner \$25 with receipts for actual cost including gratuity (alcoholic beverages are not reimbursable).

Vice President approval is required if these amounts are exceeded.

k4.Postage: Mailing and other delivery charges.

k5.Copies and Printing purchases. Copies produced on personal copier or printer \$0.10 per side.

k6.Supplies: Such as envelopes, blank labels, etc.

k7.Area meetings and Branch Training: Coffee and light refreshments and pastries purchased by the Area Governor for Branch personnel attending the annual Branch Officer Training session and the Area meetings and meeting room rental fees when a free meeting room is not available.

Non-reimbursable expenses also includes the following:

i1. Attendance at own Branch meetings or other functions.

i2. Meals for spouses.

i3. Set-up or printing of personalized stationery.

i4. Computer hardware, software or supplies unless pre-authorized by the State President.

NOTE for BRANCH EXPENSES

Branch related expenses incurred by Officers, Directors, Chairman, etc., may use this Form 15 or a locally produced one developed and approved by the BEC and submitted per the instructions on page 1.

BRANCH EXPENSES --

Reimbursable and non-reimbursable expenses are to follow the same guidelines listed above for State expenses.

Expense reimbursement policy pertaining to purely Branch business shall be consistent with the SIR policy as detailed in Procedure 12,

Individual Branches may set their own policy by regulation.

Addendum A Page 25 of 36

Proposed Bylaw, Policy and Procedure Changes

comments shown thus
New wording is shown thus
~~Removed words are shown thus~~

GROUP 3 Policy and Procedure Considerations

Package of Bylaw, Policy and Procedure re Branch Membership List

- *New Bylaw 17.1 - Page 26*
 - *Establishes that Branches shall submit an electronic version of their Branch Membership List to the State for its use in communicating with members*
- *Policy 18, "Membership Roster" - Page 26*
 - *Enables Bylaw 17.1*
 - *Establishes requirement for Form 65, Branch Membership List*
 - *Establishes that Branches not submitting member email addresses shall pay for processing, materials and postage of messages sent by USPS by the State*
 - *Sets standards for Branch Rosters*
- *New Procedure 18 - Page 27*
 - *Makes Branch Secretary responsible for timely submittal of Form 65*

My Notes:

Addendum A Page 26 of 36
Proposed Bylaw, Policy and Procedure Changes
New Bylaw, Policy and Procedure

Note: Sir President Ed Benson requested a new Bylaw, Policy and Procedure dealing with Branches submitting a membership list to the State for its use in communicating with SIR members, SIR-wide.

Under Branch Bylaws, Article 3 - Membership:

Bylaw 17.1 Branches shall submit an electronic version of their Branch Membership List to the State by the end of February of each year for its use in communicating with all SIR members. (New 6/11/20).

Branches should ensure that their Branch roster is produced at least annually. The roster shall contain at a minimum the member's name, spouse's or significant other's name, telephone number, mailing address and email address. (New 6/11/20)

Under Policy 18 Membership/Roster:

A membership list or roster is a corporate asset, and shall only be used internally by and for SIR members.

Branches shall submit an electronic version of their Membership list using and complying to the requirements of Form 65 to the State for its use in communicating with all SIR members. (New 6/11/20).

In the case where a Branch does not wish to include email addresses in their electronic Membership List submittal the State shall contract with an outside party or parties to provide communications directed to all SIR members via USPS and the branch shall be assessed the expenditure. (New 6/11/20).

Branches should ensure that their Branch roster is produced at least annually. The roster shall contain at a minimum the member's name, spouse's or significant other's name, telephone number, mailing address and email address. (New 6/11/20)

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Proposed Bylaw, Policy and Procedure Changes
New Bylaw, Policy and Procedure Continued

Directly follows Policy 18 in new SIR Manual:

Procedure for Policy 18.

The Branch Secretary or his designee completes Form 65, Branch Membership List, and submits it to the State InfoSys Email Subcommittee Chairman by the end of February. Information contained in the membership list should be in conformance with the instructions on Form 65A and current as of January 1 of each year. (New 6/11/20).

The P&P Committee recommends that the new Bylaw 17.1, the revised Policy 18 and the new Procedure for Policy 18 be adopted.

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Proposed Bylaw, Policy and Procedure Changes

comments shown thus
New wording is shown thus
~~Removed words are shown thus~~

GROUP 4 Policy and Procedure Considerations

Package of Bylaw, Policy and Procedures to clean up and clarify

- *Policy 37, “Disbanding/Merging Branches...” - Page 29*
 - *Allows Branches not to be classified inactive due to failure to hold a luncheon meeting due to National or State emergencies*

- *Policy 50, “SIR Websites” - Page 31*
 - *Enables www.WeAreSIR.com website*
 - *Allows link exchanges with selected SIR partner organizations such as senior centers, health care organization... and organizations serving individuals that match SIR members' interests and demographics. Generally such organizations shall be non-profit. President may approve certain for profit organizations.*
 -

- *Bylaws 30 and 142 - Page 33*
 - *Establishes that Director fiduciary responsibility cannot be delegated*

- *Policy 42, “Branch Bulletin” - Page 34*
 - *Establishes common standards of taste for Branch Bulletins*
 - *Establishes that the Big/Little Sir should review for compliance prior to publication.*

My Notes:

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Proposed Bylaw, Policy and Procedure Changes
Policy 37

Note: The current health situation in the country has caused the understandable cancellation of all SIR meetings and activities.

Note: It is left to the discretion of the State Board if they need to temporarily amend or suspend Policy 37e.

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 for Policy 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. New 1/31/19 (Rev. 5/31/19)

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 **except in the case of a National or State emergency such as the Corona Virus Pandemic, earthquake, Wildland fire or the like (Revised 6/11/20).**

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Proposed Bylaw, Policy and Procedure Changes
Policy 37 Continued

- 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.

The P&P Committee recommends that the revised Policy 37 be adopted.

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Proposed Bylaw, Policy and Procedure Changes
Policy 50

Note: SIR President Ed Benson noticed that Policy 50 needs to be rewritten in light of what we want to do with our new website WEARESIR.COM.

Policy 50. SIR WEBSITES

SIR Websites are an integral SIR resource; the SIR Website effort is led by the Information Systems Committee whose members are appointed by the President. This policy refers to any website on the Internet that uses the name SIR and/or the SIR logo.

SIR websites are intended to impart information concerning the organization. **A new** The primary website, www.wearesir.com, shall contain information of a general nature which is easily available to the public including information **about the SIR organization, their activities, what they do and how to contact SIR.** ~~on how to reach SIR by telephone and email. It shall not contain names or addresses of individual SIR members. It shall contain a method whereby a viewer can communicate directly with a SIR Officer. Information may be found by the use of an internal search function of the SIR Roster.~~ **A link to a password protected SIR Member Information web page shall be provided (Revised 6/11/20).**

A second web page can be accessed through www.sirinc.org by clicking on Member's Information. It is intended primarily for SIR members. It shall contain information largely of interest only to members. It is available directly or by a link from the sirinc.org website. It may contain names, such as authors of documents, without the approval of the individual. It may contain names and addresses of individuals, or proprietary SIR information which shall be password protected using a password obtained from a Branch Secretary or Branch Big Sir.

Exchanging website links with other organizations is a significant factor in improving search engine optimization and a free opportunity to publicize SIR to a broader audience. Therefore, SIR encourages link exchanges with selected SIR partner organizations who in turn shall include a link to www.wearesir.com in their websites. These partner organizations might include senior centers, health care organizations, mental health organizations and organizations serving individuals that match SIR members' interests and demographics. Generally, these partner organizations shall be non-profit. The President may approve certain for profit organizations for link exchange if they meet the general criteria outlined above. (New 6/11/20).

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Proposed Bylaw, Policy and Procedure Changes
Policy 50 Continued

SIR Website content shall meet the following criteria:

Any use of the copyrighted SIR logo shall be in accordance with Policy 9 – Logo in the SIR Policy Manual.

No text or image in a SIR Website shall include any profanity or immoral subject matter.

With the above exception no advertising for or other mention of any product, service, specific religious denomination, political preference, affiliation, group, or organization other than the SIR is to be listed on any SIR Website.(Revised 6/11/20)

The P&P Committee recommends that the revised Policy 50 be adopted.

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Proposed Bylaw, Policy and Procedure Changes
Bylaws 30 & 142

Note: Sir State Secretary Stu Williams proposed stating that fiduciary responsibility of Directors cannot be delegated and that a Regional Director cannot provide a proxy to represent him if he cannot attend a board or committee meeting.

Article 5 - Officer Responsibility

Bylaw 30. In accepting a Branch office, a member assumes responsibility to be bound by the Corporate Bylaws, Policies and Procedures and the Branch Bylaws and Regulations. **In addition, Directors have a fiduciary duty to the organization and may not delegate the requirement to exercise fiduciary discretion to others. This is codified in California Assembly Bill 1233 which expressly forbids Directors from voting by proxy on matters presented for action at a Board or Board Committee meeting.** (Revised 8/20/19)(Revised 6/11/20)

Article 5 - Officers

Bylaw 142. Only members of the State Board shall be entitled to vote on matters to be determined by the State Board. In the case of a Regional Director who cannot attend a scheduled Regular or Special Board Meeting, he ~~can~~ **cannot** provide a proxy to represent him. ~~The proxy shall be an Area Governor from his Region and count toward the quorum and have voting rights. The proxy's name shall be submitted in writing (or email) to the State Secretary prior to the meeting.~~ **This is not permissible under California Non-Profit provisions.** (Revised 8/7/2018) (Revised 8/20/19)(Revised 6/11/20).

The P&P Committee recommends that the revised Bylaws 30 & 142 be adopted.

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Proposed Bylaw, Policy and Procedure Changes
Policy 42

Note: SIR President Ed Benson recently came across a Branch Bulletin that included a completely tasteless, sophomoric and puerile 'joke' pointed at politicians that included the words 'bullshit' and 'ass kissing'. Sir Benson requested that the P&P Committee author a policy revision for the State Board to consider adopting.

Policy 42 - BRANCH BULLETIN

Each Branch shall have a monthly Branch bulletin to communicate information to its members.

Inasmuch as Branch Bulletins are available and read by our members, their spouses and significant others and may be read by the general public it is imperative that the following guideline be adhered to in the preparation and publishing of Branch Bulletins (New 6/11/20):

Inappropriate content that is tasteless, sophomoric (immature or juvenile), puerile (childishly silly and trivial) that makes fun of others on the basis of their gender, race, ethnicity, national origin, religion, sexual gender or heritage, pointed at State, local or community leaders or makes light of situations that most people would perceive as not suitable or proper or that contain blasphemous, obscene, vulgar, or otherwise offensive words is not in keeping with the image of SIR and is not acceptable (New 6/11/20).

Paid advertising may be accepted, consistent with Policy 41.

Each bulletin shall have a link to the State SIR bulletin "SIR Happenings".

The Big Sir, or in his absence, the Little Sir, should review the Branch Bulletin for compliance to this policy prior to distribution (New 6/11/20).

Bulletin distribution and communication within the Branch of State events are covered in the Branch Bulletin Editor position description.

P&P Recommendation: *The P&P Committee recommends that the revised Policy 42 be adopted.*

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Proposed Bylaw, Policy and Procedure Changes

comments shown thus
New wording is shown thus
~~Removed words are shown thus~~

GROUP 5 Policy and Procedure Considerations

Package of new Bylaws to allow Executive Committee to adopt temporary Bylaws that are in the best interests of SIR, Inc.

- *Bylaws 221.1 and 222.1 - Page 36*
 - *Allows Executive Committee to adopt temporary Branch and Corporate Bylaws that are in the best interests of SIR and that are effective upon approval by the State Board until the next Annual meeting.*

My Notes:

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Proposed Bylaw, Policy and Procedure Changes
New Bylaws 221.1 and 222.1

On Friday, May 8, the Executive Committee approved a Bylaw change formally allowing SIR, Inc. and through it the SIR Branches to hold Board meetings electronically.

Note: The Branch and Corporate Bylaws do not specifically allow the State Executive Committee to adopt temporary changes in either the Branch or Corporate Bylaws. See Bylaws 221 and 222 repeated below for convenience.

Therefore, new Bylaws 221.1 and 222.1 are proposed to address this omission which can be presented to the general membership for approval at the next Annual Meeting:

Bylaw 221.If the State Executive Committee determines that the best interests of the Corporation require an immediate change in the Policies and Procedures, it may adopt a temporary change in the Policies and Procedures which will become effective upon notification of those affected by the change and remain in effect only until the next regular or special meeting of the State Board. (Revised 8/20/19)

Bylaw 221.1 If the State Executive Committee determines that the best interests of the Corporation require an immediate change in the Branch or Corporate Bylaws it may adopt a temporary change that will become effective immediately upon approval by the State Board and thereafter notification of the SIR membership and will remain in effect only until the next SIR Annual Meeting. (New 6/11/20).

Bylaw 222. 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. (Revised 8/20/19)

Bylaw 222.1 While in effect, temporary changes in the Branch or Corporate Bylaws adopted by the State Executive Committee and approved by the State Board shall have the same force and effect as if adopted by the SIR Membership. (New 6/11/20).

P&P Recommendation: *The P&P Committee recommends that new Bylaws 221.1 and 222.1 be adopted.*
