



**SIR STATE BOARD OF DIRECTORS MEETING**

Conducted via Electronic Video Conference (Zoom)  
 The Meeting Was Recorded  
 3:00 p.m. Thursday, April 20, 2023

Board Members Present:

X	President: Dave Gonzales	X	Area 1 Rep.: Lee Lamp
X	Vice President: Dale Decker	X	Area 18 Rep.: Jeffery Chin
X	Secretary: Rich Carlston	X	Area 19 Rep.: Bruce J. Corwin
X	Treasurer: Carl Mason	X	Dir. Of Activities: Mark Stuart
X	Chief Admin. Off.: Roy Hodgkinson	X	Dir. Of Reports: Hugh Thompson
X	State Advisor: Derek Southern	X	Dir. Of Support Services: Jerry Morrow
X	Parliamentarian; Stu Williams		

Others Present: Andy Danver, Chair of Marketing and Communication Committee.

**Our Focus: Members, Leaders, Volunteers, Fun and Friendship**

**Opening & Verification of Quorum:** Quorum confirmed at 3:01 and Dave Gonzales called the meeting to order.

**Election of New Board Member:**

Dale Decker discussed the need to adopt Addendum A of the Policy & Procedure and Bylaw Changes, including the provisions for replacing a member of the Board, see Exhibit A.

**Motion:** Dale moved, with Jerry Morrow’s second, to approve Addendum A, Proposed Policy & Procedure and Bylaw Changes. **Motion passed.**

Dale nominated Lee Lamp, Area 1 Representative, to fill the board position vacated by Paul Squeri for the duration of this term.

**Motion:** Dale moved, with Carl Mason’s second, that Lee Lamp be appointed to fill the board position vacated by Paul Squeri for the duration of the term. **Motion passed.** Lee joined the meeting.

**Introduction of new Secretary:** Dave introduced Rich Carlston as the new secretary. Thereafter, both Rich Carlston, as Secretary, and Jerry Morrow, as Director of Support Services, took the oath of office for their respective offices as given by Dale Decker.

**Adjournment to Executive Session:** The meeting was temporarily adjourned and the Board of Directors went into Executive Session.

**Reportable Action from Executive Session:** The following action was taken in Executive Session: On motion duly made and seconded, the Board (on a 7 – 1 vote) accepted a form of email to be sent to the Big Sirs consisting of two questions to be answered by their Branches relative to their position on the possible admission of women members. President Dave Gonzales and Andy Danver were given editorial discretion to clarify either of the two questions.

**Board Meeting Post Executive Session:**

**Covid Standards:** Andy Danver asked to know the Covid requirements presently applicable to SIR. After discussion, Dave will research and ensure that the Branches are aware of what restrictions still apply.

**Template for Branches Wishing to Use Meal Delivery Services:** Andy Danver presented a power point presentation discussing an Alternative Food Delivery Approach program that he and Stu Williams have been developing to enable Branches to reduce the costs associated with their monthly lunches. Under the program, members of the branch can order their food and have it delivered to them at the luncheon site. Branch 35 had success with this program. If a Branch adopts such a program, the Branch will need to get a form of release from each member participating in the program. Alternatively, members can bring their own lunch.

After positive discussion, it was determined that Dale will prepare a Policy and Procedure for the Board to review at a future meeting.

**Adjournment:** The meeting was thereafter adjourned.

Lee joined the meeting. Dale installed him onto the Board pursuant to the procedure documented in Policy 47.

The Board recognized and appreciated the service and contributions made by Paul. Dave will prepare a letter of appreciation for Paul.

**Consent Calendar:**

1. March 28 Special Board Meeting Minutes
2. Revised State Secretary Position Description
3. New Board Meeting Protocols
4. SIR State Bank Account Change

**Motion:** Rich moved, with Carl's second, that the foregoing items on the Consent Calendar be approved and adopted. **Motion passed.**

**Announcements:**

1. Form 27 Revision

Dave provided an update on the work being done on the form by Dale, Derek and Andy.

2. Branch Survey Update

Responses have been received from 29 Branches relative to the survey. Most branches reporting to date do not want women members. Approximately 60% of the reporting branches are in favor of letting other branches have women members. It is hoped that, by the end of May, all Branches will have responded.

3. Merger of Branches 169, 175 and 179

Branch 169 is the surviving branch with the merger of the other two into 169. Dave gave a summary of the advantages to be achieved through the merger.

4. Area Representatives to be invited as guests to the May Board Meeting

Dave asked if there are any objections to inviting Area Representatives to the May Board Meeting. Roy Hodgkinson indicated they need to be clear that they would not participate if there is a closed session. Dave will advise the Area Representatives of their role and the goal that they take news back to their assigned branches.

5. Townhall Meeting: Tuesday, May 23.

Dave announced that there will be a zoom townhall meeting on May 23. He will perform a survey to determine the topics for discussion.

6. Next Executive Committee Meeting: Thursday, May 11.

The date for Executive Committee Meetings is changed to the second Thursday of the month.

7. Next Board Meeting: May 25

The date for Board Meetings is changed to the fourth Thursday of the month.

Roy asked that a written notice of the new Executive Committee and Board Meetings be provided.

### **New Business:**

#### 1. New State Functional Organization Chart

Andy Danver discussed the need for both State SIR and the branches to develop a functional organization chart that provides clear lines of responsibility and authority and tasks to be performed by each position. He showed the Organizational Chart for Branch 35 which performs these functions. See, Exhibit B.

And discussed the benefits derived from a functional organization chart. Dale, Dave and Andy are currently drafting a chart for State SIR.

Roy suggested that the Branch 35 Chart could become a template for each Branch.

#### 2. Building Trust for State in Branches

Derek Southern led the discussion about the importance State SIR gaining the trust of the Branches. He expressed the view that trust can be built through personal contacts by the Area Representatives taking information to the branches. Derek suggested they learn that State SIR wants to improve and to listen to the branches – not to lecture them. Teamwork is critical to building trust.

Andy stressed that Branches don't want to be given work. They need assistance. We need to determine what is valuable to a branch, then provide value through our actions. Andy also stressed that trust is based on personal relationships.

#### 3. 2024 Budget Process & Innovations

Carl presented a PPT discussion of the State SIR changing financial condition. See, Exhibit C. He discussed the status of our finances. Among the information presented was the following:

- 95% of income comes from branch assessments.
- 83% of costs are fixed, leaving approximately 14% as variable costs.
- Increased revenue can come from:

Increasing the assessment.

Developing Additional Income Sources (commercial advertising).

Increase Membership.

After discussion, Dave summarized that we can immediately improve our revenue by (i) better money management and (ii) increase our commercial advertising through revising our newsletter and soliciting ads. In the longer term, fund raising is available.

Carl will make a presentation at the next Board Meeting so that this information can be given to the Area Representatives.

4. **Motion:** Carl moved, with Dale's second, that Carl be authorized, on behalf of State SIR, to open an account for State SIR at Bank of the West and to sign such forms and take such other steps as may be necessary to complete this process. The motion included that the authorized signatories on the account for State SIR will be Carl Mason and Roy Hodgkinson. **Motion passed.**
5. **Motion:** Carl moved, with Dale's second, to authorize Craig Hoffhines, State Insurance Chair, to execute a new insurance agreement for a cost of up to \$51,000. **Motion passed.**

**Old Business:** None

**Meeting Highlights:** Dave and Dale will determine what information from the meeting should be shared with Area Representatives for purposes of disseminating to the Branches.

**Adjourned in Peace and Harmony**



## EXHIBIT A

### A Quick Look at Addendum A Proposed Policy and Procedure Changes

*April 7, 2023*

At first glance the proposed policy and procedure changes documented in Addendum A (22 pages) appear overwhelming. Thus the reason for preparing this 'Quick Look.'

The entire SIR Manual has been updated to reflect the new title of the Area Representative (formally Area Governor), the addition of four new State Director positions & three new Area State Representatives and the deletion of the Regional Director position.

Specific pages revised:

Pages 1 - 7 revises the Procedure for Policy 10 to add a procedure that addresses branches that do not have an Area Representative to ensure their members are not deprived of earning a Distinguished Service Award.

Pages 8 -10 revises Policy 12 to clarify the policy for the re-imbusement of branch and State Officer expenses and reinforces the guidelines.

Pages 11 - 12 revises Policy 16a to allow Branches to use food delivery services for their luncheon programs.

Pages 13 - 17 revises Policy 47 to add a new procedure for the election of Area State Representatives and State Directors an deletes the procedures for Regional Directors.

Pages 18 - 20 revises Policy 48 to clarify the requirements for write-in candidates in both physical and electronic Annual meetings.

Pages 21 - 22 covers the revisions to the Bylaws associated with the Policy 47 and 48 revisions that changes the name of Area Governor to Area Representative, deletes the position of Regional Director and adds the new positions of Area State Representative and State Director.

These need approval by the State Board to become effective now to document the current SIR, Inc organization and be ratified by the Members of the Corporation at the August 24, 2023 Annual Meeting.

Dale Decker  
P&P Chairman

**Addendum A.**  
**Proposed Policy & Procedure**  
**and Bylaw Changes**  
*Comments in Italics*  
*New Wording in Red*

**April 20, 2023**

**Proposal 1:** *Revise Policy 10 - SIR Awards/Certificates*

**Reference:** *Lack of a full compliment of Area Representatives in 2023*

**Background:** *Three (3) of the seventeen (17) 'Areas' in 2023 did not have an Area Representative (formally Area Governor) which prevented the approval and award process of the new Distinguished Service Award*

**Revised Policy 10:**

Policy 10. SIR AWARDS/CERTIFICATES

SIR, Incorporated provides three levels of meaningful, tangible and visible awards to recognize the many contributions of its members. They are the Honorary Life Member (HLM), the Distinguished Service Award (DSA) and the I'm Doing My Part awards.

In addition, there are two types of award certificates available. They are the Presidential Award Certificate for members that reach the age of 90, 95 and 100, and a Certificate of Appreciation for recognizing guest speakers, State and Branch members.



**The Honorary Life Member Gold Lapel Pin**

**1. Honorary Life Member (HLM)** - This award is the highest and most prestigious award available within SIR. It is bestowed only to those who, upon careful review and scrutiny by the State Honorees Committee, are found to have:

- been a member for a period of 5 years or more.
- clearly earned it through exceptional and extraordinary service.
- steps forward whenever the need arises
- would be recognized by his peers to have earned it

The HLM is not to be treated lightly or awarded merely on the basis of good fellowship.

An HLM shall remain a member of his Branch until death, transfer, resignation or permanent relocation, but shall not be subject to attendance requirements.

An HLM shall be permitted to transfer from one Branch to another. The transferring HLM shall no longer be counted by either Branch in determining the number of HLMs authorized.

In the case of an HLM recipient that is no longer a member of SIR he will not be eligible for the HLM Gold Lapel Pin. However, the Big Sir may request one **by letter** from the **State Certificates Chairman** for a deceased member so it may be presented to his widow/partner or family member if appropriate. *.(Rev 04/20/23)*



There is a State HLM and a Branch HLM. Each is entitled to a framed certificate, an "HLM Gold Lapel Pin", and HLM badge: The State Certificates Chairman will prepare the HLM certificate and mail it to the person designated to receive it along with the HLM Gold Lapel Pin and an order form for the HLM badge.

**a. State HLM-** the State Honorees Committee shall review and recommend HLM candidates to the State Board. A State Board member also may recommend a candidate to the Committee using a formal letter of nomination. See Policy 10 Procedures for details.

A State HLM shall be awarded to each State President at the completion of his term.

All past active HLM recipients shall be identified and scheduled to receive the "HLM Gold Lapel Pin" to fully recognize their achievement.

**b. Branch HLM-** This HLM award is initiated by a member of the Branch's BEC, a Branch Honorees Committee or a current HLM member as appropriate using Form 45 accompanied with a formal letter of nomination. See Policy 10 Procedures for specific details.

Approval shall not result in the number of HLMs in a Branch with less than 100 members being more than two, or being more than two percent of the total membership for a Branch with 100+ members, on the date of application.

There are two subcategories of members currently holding a Branch HLM:

**(1) HLM Emeritus-** In situations where the BEC has determined that the HLM can no longer attend or participate in branch functions, the BEC may approve by two-thirds affirmative vote assigning that member HLM Emeritus status. (Rev 04/20/23)

The Branch shall notify the State Certificates Chairman and the State Database Chairman to update the State records for that Branch. (Rev 04/20/23)

An HLM Emeritus shall no longer count toward the Branch's HLM limit. However, his status shall be part of that Branch's and the Corporate HLM membership records.

**(2) Senior HLM-** When a Branch HLM has been an HLM for 10 years he shall automatically be elevated to Senior HLM in the Corporate HLM records and the State Roster, and he will no longer count toward the Branch's HLM limit. Also, an HLM Emeritus who has been an HLM for 10 years automatically becomes a Senior HLM.



### **The Distinguished Service Award Silver Lapel Pin**

**2. Distinguished Service Award (DSA)** This "Silver Lapel Pin" award is the 2nd highest award in SIR, to recognize exceptional/extraordinary service at the Branch and/or State levels. This award is to provide a level of recognition for their members that have not earned that which an HLM award requires but have been highly contributing to the success of the Branch and have:

- been a member for a period of 3 years or more.
- clearly earned it through exceptional and extraordinary service.
- steps forward whenever the need arises
- would be recognized by his peers to have earned it



The DSA is not to be treated lightly or awarded merely on the basis of good fellowship. A DSA shall remain a member of his Branch until death, transfer, resignation or permanent relocation, but shall not be subject to attendance requirements.

A DSA shall be permitted to transfer from one Branch to another. The transferring DSA shall no longer be counted by either Branch in determining the number of DSAs authorized.

A DSA award is authorized for a past HLM recipient when justified by exceptional contributions made subsequent to the HLM award. Additionally, the recipient of a DSA award does not preclude the member from earning an HLM.

A DSA award may be recommended for Branch-related or separately for State-related contributions / service and once earned is carried forward as a one- award into new SIR positions

Approval shall not result in the number of Branch DSAs in a Branch with less than 100 members being more than three, or being more than four percent of the total membership for a Branch with 100+ members, on the date of application. This is exclusive of the DSA awarded to the Branch Big Sir as noted below which does not count towards the Branch limit.

Branch Limit Exception: A new Big Sir shall be awarded the Branch DSA lapel pin at the completion of his term or 12 months, whichever comes first. In the case of a previous Big Sir in a second or greater term, regardless of the previous time period he served in, shall receive the DSA award immediately

**a. State DSA Award-** This "DSA Silver Lapel Pin" award is initiated with a State DSA Application Form 45A by a member of the State Board, an Area Representative, or a State Committee Chairman; reviewed by the State Honorees Committee, and recommended to the State Board. Approval by the State Board requires a 2/3rds vote of the State Board members. See Policy 10's Procedure for details.

**b. Branch DSA Award-** This "DSA Silver Lapel Pin" award is initiated with a Branch DSA Application Form 45B by a BEC member, approved by the Branch BEC, and forwarded to the Area Representative\* for approval and presentation under the authority granted to him by the SIR President.

\*Note: If the Branch does not have an Area Representative the Form 45B shall be forwarded to the State Vice President for approval. Upon approval a DSA lapel pin will be sent to the Branch Big Sir for presentation.

**c. DSA Emeritus-** In situations where the BEC has determined that the DSA can no longer attend or participate in branch functions, the BEC Shall, by two-thirds affirmative vote, that the DSA be assigned Emeritus status in the Branch's DSA membership records.

A DSA Emeritus shall no longer count toward the Branch's DSA limit. However, his status shall be part of that Branch's DSA membership records. (Rev 04/20/23)

**d. Senior DSA Award -** When a Branch DSA has been a DSA for 5 years he shall automatically be elevated to Senior DSA in the Branch records and he will no longer count toward the Branch's DSA limit.



### The I'm Doing My Part Lapel Pin

**3. "I'm Doing My Part" Award-** This lapel pin award is for Branches to provide special recognition for their members that have not earned the level that a DSA or HLM award requires but have been contributing to the success of the Branch. Branches shall establish their own individual criteria for

candidate selection and approval but keeping in mind the need to recognize all members that volunteer as it's these members that a Branch cannot survive without.

There is no limit to the number of these awards presented within a Branch. State initially supplied 1,000 of these award pins across all the Branches and with the announcement of this new award program will supply another 500. Additional award pins may be ordered by Branches using Form 21.

**4. Presidential Awards** - Senior Sir, Super Senior Sir, and Century Sir Certificates are milestone-related awards for members who have reached the ages of 90, 95, and 100 respectively. A Branch may offer these awards, using instructions found under Forms (Forms 6A, 6B and 6C) to print their own certificates without having to involve State as previously required.

**5. President's Appreciation Certificate** - The President's Appreciation certificate has been discontinued and replaced with the Distinguished Service Award.

**6. Certificate of Appreciation**— A Branch Executive Committee or a State Officer may obtain a Certificate of Appreciation (Form 7) and issue it to guest speakers and other members under the signature of the Big Sir.

### **Procedures for Policy 10**

#### **State HLM Procedures**

**Approval Process**- A State HLM shall be awarded to each State President at the completion of his term.

For other State HLM awards, the State Honorees Committee shall review and recommend candidates to the State Board. A State Board member also may recommend a candidate to the Honorees Committee using a formal letter of nomination noting the specific contributions relative to the requirements stated in Policy 10 and why this award is merited. The facts related in the application and formal letter describing the member's contribution should only concern SIR Branch achievements. Non-SIR activities and achievements are immaterial and will not be considered in determining the worthiness of an application.

Note: The formal letter of nomination is very important as it provides the presenting officer a clear summary of the nominees contributions that will be used in the presentation of the award.

The State Board shall award a State HLM with a two-thirds affirmative vote.

Upon notification by the SIR State Secretary the Certificates Chairman shall prepare the appropriate HLM certificate, frame it appropriately and order an official badge. When completed these will be mailed along with an HLM Gold Lapel Pin to the person designated to present the award. After the date of the presentation the Certificates Chairman will notify the State Database Chairman to update the Branch and State HLM records.

**Award Presentation**- The conferring of all State HLMs is reserved to the State Board.

#### **Branch HLM Procedures**

Before proceeding to initiate an application for a Branch HLM review your Branch Data: Go to Sirinc.Org, click on Rosters 'under' Key Documents, click on the most current roster 'date wise' in the list and enter sirinc as the user name. if you don't know the password it may be obtained from your Big Sir. When you get to the Roster press and hold the Control Key and the 'F' key to bring up a search box. Type in Branch No. xx where xx is your Branch number in the search box and press the enter key.

Find HLMs in your Branch info and it will list all your current HLMs.

Use the HLM Coding below to determine how many HLMs in your Branch are coded with BR preceding your Branch Number. These are the only HLMs that count toward your limit. If you are under your limit of 2 if your membership is below 100 or 2% (1 per 50 members) if your



membership is 100 or more then you may proceed with your HLM application.

### **HLM Authority Coding-**

The Authority codes noted below will appear in the SIR State Roster preceding the name of each HLM recipient. Following is the definition of those codes.

1. Branch 0 ( zero) indicates that the HLM's present affiliation is not known, and the HLM does not count toward any branch's limit.

**2. "Authority" code "BR" preceding a branch number indicates a Branch award and is the only HLM that counts toward that branch's limit.**

3. The following "Authority" codes that precede a Branch number indicate that the HLM does not count against any branch's limit. The Branch number is the affiliated branch when the first Authority code became effective.

"SB" indicates a SIR State Board of Directors HLM award.

"PP" indicates a Past President HLM award.

"EM" indicates an Branch HLM Emeritus.

"SR" indicates a Branch Senior HLM. 10 years or more since Approved Date.

"UN" indicates that the awarding branch has since surrendered its charter.

"TR" indicates the HLM transferred to the listed branch. The Branch number is the branch from which he transferred.

4. Should the recipient of a State awarded HLM have been awarded a Branch HLM previously, the Authority code shall be changed from "BR" to "PP" (Past President) or "SB" (State Board). The previously awarded Branch HLM shall no longer count against the Branch's HLM limit.

**1. Approval Process-** An application is initiated by a member of the Branch's BEC, a Branch Honorees Committee or a current HLM member as appropriate using Form 45 (Application for Honorary Life Membership) accompanied with a formal letter of nomination noting the specific requirements stated in Policy 10. It requires approval by a 2/3rds vote of his Branch BEC.

The facts related in the formal letter describing the member's contribution should only concern SIR Branch achievements. Non-SIR activities and achievements are immaterial and will not be considered in determining the worthiness of an application.

Note: The formal letter of nomination is very important as it provides the presenting officer a clear summary of the nominees contributions that will be used in the presentation of the award.

The application, along with the formal letter describing the member's contributions and why this award is merited is **sent** to the **State Honorees Committee** for their approval and then forwarded to the President for approval. Upon approval, the President forwards the approved application to the Certificates Chairman for processing. **.(Rev 04/20/23)**

**2. Certificate Preparation -** The Certificates Chairman shall prepare the appropriate HLM certificate and mail this to the Branch Big Sir along with and HLM Gold Lapel Pin and a copy of Form 23A so the Branch may order a badge. Included is a letter with instructions to contact the SIR State President to discuss the presentation **and** notify the Area **Representative if the Branch has one assigned so he** can attend if available. After being notified by the Big Sir as to the date of the presentation the Certificates Chairman will notify the State Database Chairman to update the Branch HLM record. **.(Rev 04/20/23)**

**3. Certificate Framing/Badge Ordering-** The Branch shall receive the Certificate provided by the State Certificates Chairman, which sets forth the facts on which the honor has been bestowed. The Branch then shall frame the certificate appropriately and order an official badge using Form 23A.



**4. Award Presentation-** When an HLM is conferred upon a Branch member, he shall be presented with the Honorary Life Member certificate described above, an HLM Gold Lapel Pin and an HLM Badge.

The award ceremony may be at a Branch Luncheon, a Ladies Day event or another special Branch occasion. The Branch is strongly encouraged to keep the award secret from the recipient beforehand, to confidentially invite the recipient's wife or partner as a further presentation surprise, and to take a photo(s) of the event for inclusion in the Branch's monthly newsletter and SIR Happenings.

The President or a present/past State Officer designated by the President should present the HLM unless another arrangement is made with the Big Sir. In some cases it might be appropriate to have the closest friend of the recipient or even his wife or partner present the award.

### **State DSA Procedures**

**Approval Process** - A DSA shall be awarded to each Area **Representative**, State Secretary, State Treasurer, Chief Administration Officer and Committee Chairman by the SIR President or his designated representative for their leadership and contributions to SIR at the State level. The DSAs awarded are to recognize the significant **and continuing** leadership contributions the members in these positions carry forward each day. Annual Certificates of Appreciation for these and other related positions have been discontinued. **.(Rev 04/20/23)**

There is no limit to the number of DSAs that can be awarded at the State Level

The DSA award for all others at the State level may be initiated, with a State DSA Application Form 45A noting the specific contributions relative to the requirements stated in Policy 10, by a member of the State Board, an Area **Representative** or a committee Chairman, reviewed by the State Honorees Committee and recommended to the State Board. Approval requires a 2/3rds vote of the State Board members.

Note: The specific contributions relative to the requirements is very important as it provides the presenting officer a clear summary of the nominees contributions that will be used in the presentation of the award.

The facts related in the application should only concern SIR State achievements. Non-SIR activities and achievements are immaterial and will not be considered in determining the worthiness of an application.

### **Branch DSA Procedures**

**Approval Process** - A Branch DSA award is initiated by a member of the Branch's BEC, Branch Honorees Committee or a current HLM member as appropriate using Form 45B and presented to the Branch BEC for review noting the specific requirements stated in Policy 10. If approved by the BEC with a 2/3rds vote the nomination is sent to the Area **Representative** for review and approval. If the Branch does not have an Area Representative then the nomination is sent to the State **Vice President** for review and approval. **Upon approval a DSA lapel pin will be sent to the Branch Big Sir for presentation. .(Rev 04/20/23)**

Upon approval the Branch Big Sir will be notified and the presentation of the DSA will be scheduled for presentation by the **Area Representative, if available, or the Big SIR for Branches that do not have an Area Representative.****(Rev 04/20/23)**

Note that approval shall not result in the number of Branch DSA's in a Branch with less than 100 members being more than three, or being more than four percent of the total membership for a Branch with 100+ members, on the date of application. This is exclusive of the DSA awarded to the Branch Big Sir as noted below:

Branch Limit Exception: A new Big Sir shall be awarded the Branch DSA lapel pin at the completion of his term or 12 months, whichever comes first. In the case of a previous Big Sir in a second or greater term, regardless of the previous time period he served in, he shall receive the DSA award immediately.

The visible recognition of a lapel pin is so much more important than framed certificates at home on a member's wall which is totally invisible to other members.

The Branch shall maintain sufficient records of all DSA awards and their recipients to ensure they are within Branch limits. Upon the five year anniversary of the date of a member's DSA award the letter 'S' shall be added in the Branch records to indicate the member is a Senior DSA recipient. This action results in the DSA being excluded from the Branch limits and allows other deserving members to become eligible for the award.

#### **Branch I'm Doing My Part Procedures**

Approval Process - A 'I'm Doing My Part' lapel pin award only requires the submittal of a simple letter to the BEC for consideration and a 2/3rds vote. Upon approval by the BEC the presentation of the I'm Doing My Part lapel pin will be scheduled by the Big Sir.

There is no limit to the number of these awards and additional lapel pins may be ordered by Branches using Form 21.

It is believed that the more members that receive this award will inspire others to earn one which is very easy. Just become a contributing volunteer and encourage others to do the same. It could be a big or small task but any one that helps promote the success of the Branch earns this award.

Since this award is a lapel pin, wearing it is visible to others and promotes recognition of the person wearing it. Hopefully, others that do not volunteer will understand the recognition these members are receiving through their contributions and consider joining the 'club'. (Rev 7/20/22)

*P&P Recommendation: The Policy and Procedures Committee recommends that the revision to Policy 10 be approved.*



**Proposal 2:** *Revise Policy 12 - Managing Funds - Branch and State*

**Reference:** *Clarify SIR Policy for the re-imbursement of Branch and State Officer expenses*

**Background:** *Some expense vouchers were received without being signed by the submitter, without required receipts and for expenses that significantly exceeded guidelines.*

**Revised Policy 12:**

**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. 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. 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.

**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. (Rev 4/14/22) (Rev 7/20/22)
- 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.

- 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.
- h. Approved vouchers will be sent to the State or Branch Treasurer as applicable for payment by the approving authority

#### PROCEDURE FOR PROCESSING STATE EXPENSES (Rev 04/20/23).

Note: State related expenses incurred by Area Representatives, State 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).

Note: Unsigned expense vouchers will not be accepted for payment.

- i. Mileage, Bridge & road tolls and authorized Branch luncheons do not require receipts. Receipts are required for all other expenses as noted below.

Note: When a Branch invites an Area Representative (AR) or any other SIR Inc Officer to a luncheon or other SIRinc function the branch is responsible to pay; this includes the spouse or significant other if they were invited.(Revised 6/11/20).

An Authorized Branch Luncheon is when an AR or any other SIRinc Officer invites himself to a Branch luncheon or other SIR Branch function for official business he will pay if the Branch does not provide the meal 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).

#### j. Allowable expenses include

- k1. Mileage: Personal motor vehicle usage at the reimbursable rate shown on Form 15, Expense Claim Voucher.
- 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. (Revised 6/11/20)

Note: Sims can stay anywhere they want, however, only charges up to the base rate will be eligible for reimbursement without an acceptable explanation. (Revised 6/11/20).

- k3. Meals: Guidelines for all meals **when an overnight stay is necessary** 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.
- k6. Supplies: Such as printer paper, ink cartridges envelopes, blank labels, etc.
- k7. Meetings: Coffee, **soda**, light refreshments, pastries **area recommended**. **Meals beyond light refreshments are to be paid for by attendees**. Meeting room rental fees when a free meeting room is not available **require prior approval from the Vice President and a receipt from the establishment**.

**Non-reimbursable expenses also includes the following:**

- l1. Attendance at own Branch meetings or other functions.
- l2. Meals for spouses.
- l3. Set-up or printing of personalized stationery.
- l4. Computer hardware, software or supplies unless pre-authorized by the State President or his designee.

***P&P Recommendation:** The Policy and Procedures Committee recommends that the revision to Policy 12 be approved.*



**Proposal 3:**      *Revise Policy 16a- State Providing Food at Sir Functions*

**Reference:**      *Branch 35 request to allow the use of Food Delivery Services*

**Background:**      *The availability of sites that can cater SIR Branch Luncheons has always limited and now the number of options is decreasing while prices are rising dramatically. As a result, many Branches are exploring alternative options, such as moving their lunches to community sites like town recreation centers or church facilities that do not have kitchens. To cope with daunting catering costs many branches are encouraging members to bring their own lunches in 'brown bags' or to order their meals from 'Meal Delivery Services' such as Saltalk, DoorDash, Grubhub, Uber Eats, etc.*

*In collaboration with Andy Danver, Branch 35, State SIR developed a straight forward approach that minimizes both the Branch's and State SIRs liability when using a food delivery service.*

**Revised Policy 16a:**

**Policy 16a. PROVIDING FOOD AT SIR FUNCTIONS**

Food at Sir luncheons and events **could** be provided in one of **five** cases:

1. By a licensed restaurant
2. By a caterer hired by a third party (usually the owner of the facility hosting the occasion)
3. By a caterer hired directly by the Branch or State
4. By other Sirs
5. **By using a food delivery service such as Saltalk, DoorDash, GrubHub, Uber Eats, etc.**

**Cases 1 and 2:** Form 63 "No Caterer Document" is to be completed and **and a copy sent to** the State Insurance Chairman.

**Case 3:** Form 64 "Insurance Agreement" and the associated documents are to be completed and forwarded to the State Insurance Chairman, who shall review and **approves** them prior to the caterer preparing and serving food at any Sir luncheon or event. Special note should be made of this policy by Branches who ordinarily follow Cases 1 and 2, but hire caterers for events such as BBQs, picnics and Ladies' Days.

Note: Branches not completing Form 64, Insurance Requirements for SIR or meeting the requirement to have SIR 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 potential loss of the Branch Charter. Exception to this policy may be granted by the State President in consultation with the State Insurance Chairman

**Case 4** All Sir cooks and food handlers shall familiarize themselves and comply with Procedure 16a – How to Handle Food Safely, which follows USDA requirements.

**Case 5:** In order for a Branch to use this type of luncheon program that involves a member preordering menu items that are delivered by a third party each member must agree to the following waiver which will be part of their lunch invitation/registration email.

I RELEASE FROM LIABILITY AND WAIVE MY RIGHT TO SUE SONS IN RETIREMENT, INC. AND/OR SIR BRANCH \_\_\_\_\_, FROM ANY AND ALL CLAIMS, INCLUDING CLAIMS OF NEGLIGENCE, RESULTING IN ANY ILLNESS (INCLUDING DEATH) OR ECONOMIC LOSS I MAY SUFFER OR WHICH MAY RESULT FROM MY PARTICIPATION IN ANY THIRD PARTY MEAL DELIVERY PROGRAM, OR ANY EVENTS INCIDENTAL TO SUCH ACTIVITY.



Note: The manner in which this waiver is documented is dependent upon how the Branch implements the program. Some Branches may choose to use an eMail system where the member responds by clicking on 'Register' and selecting the food delivery service and menu items and therefore agrees that they have read and accept the terms of the above wavier.

Additionally, the program must include provisions for members that are inviting guests or a potential new member to ensure they have also read and accept the terms of the above wavier.

*P&P Recommendation: The Policy and Procedures Chairman recommends that the revision to Policy 16a be approved.*

**Proposal 4:** *Revise Policy 47- State Officer Elections - revise procedure for the election of Area Representatives. add a new procedure for the election of Area State Representatives and State Directors, delete the procedures for the election of Regional Directors*

**Reference:** *State Board reorganization*

**Background:** *The reorganization of the State Board, effective 1/1/2023:*

- *Changed the title of the Area Governor to Area Representative and eliminated the responsibility of ensuring Branch compliance in regards to documents required by State*
- *Created three (3) new positions of Area State Representatives that are State Board Members with voting rights*
- *Eliminated the position of Regional Director*
- *Created four (4) new Director positions that are State Board Members with voting rights*

**Revised Policy 47:**

#### **Policy 47. STATE OFFICER ELECTIONS**

- a. The election of State Officers or filling vacancies in State Officer positions (President, Vice President, State Secretary, State Treasurer, State Directors, Area and Area State Representatives and Chief Administrative Officer) shall follow the procedures specified in Policy 47. (Rev 4/14/22) (Rev 8/25/22)(Rev 04/20/23).
- b. A regularly elected State officer shall serve for one calendar year and be restricted to three consecutive terms (excluding any partial year immediately preceding the first such year) until his successor is elected and installed. (See Bylaw 148) (Rev 04/20/23).
- c. A State Officer shall not serve concurrently as a Branch Officer or in any other elected State office (except when serving in an Interim Management position - See Policy 37- Disbanding/Merging Branches). Upon application, the President may make an exception to this Policy. (See Bylaw 144).
- d. The responsibility to ensure all State Board, State Committee and Branch Big Sir positions are filled is as follows: (Rev 04/20/23)
- The President - to ensure all State Board and State Committee positions are filled.
  - The Vice President to ensure all Area Representative positions are filled  
*Note: If an area does not have a candidate to nominate to fill the position of Area Representative the Vice President will work with the Big Sirs of the area to establish one Branch as a Mentoring Branch (see section F4c).*
  - The Area State Representative - to assist Branches in filling Big Sir Positions.
  - A Big Sir - to ensure all BEC and Branch Committee Chairmen positions are filled.  
*(See Bylaw 25 that specifies the minimum size allowed under California Non-Profit law).*
  - A State Committee Chairman - to ensure all his Committee positions are filled.

#### **Procedure for Policy 47:**

A. How to Elect State Officers (President, Vice President, State Secretary, State Treasurer, Directors (State Support, Activities, Communications & Marketing, Reports), Area State Representatives (3) and Chief Administrative Officer) (Rev 04/20/23).



1. Candidate Qualifications- A candidate for President or Vice President shall be a past or present State Board Member, **Area Representative** or a Big Sir. A candidate for any other position needs only to be a member of SIR.
2. All candidates must be **qualified and** willing to serve if **appointed, nominated** and/or elected.
3. These **twelve** State Officers shall be elected by eligible voters (called Members of the Corporation) at the Annual Meeting. See Policy 48 – Annual Meetings. (Bylaw 143)
  - a. By May 15- A candidate for any of these offices shall complete Form 43 (Declaration of Candidacy for State Elected Office) by following its instructions and submit it to the Chairman of the State Nominating Committee.
  - b. By June 1- The State Nominating Committee shall vet each candidate by reviewing the Form 43 submittal with **their** resumes submitted and by holding candidate interviews as appropriate. The **State Nominating** Committee shall recruit candidates if there **were** none **nominated** for a **vacant** position.
  - c. **If, after the completion of the above selection process, a qualified candidate was not identified by the committee the President, after consultation with the Vice President, other State Board members and the State Nominating Committee Chairman, shall appoint a past member of the State Board or another qualified member to be the candidate(s) for the position(s). )**
  - d. The Committee shall then submit a list of all nominees for each position to the President and indicate its recommendations for each office, if it has a recommendation.
  - e. **The President shall then review the list of recommended candidates for each office with the State Board which shall require a majority vote prior to placing their names on the ballot. )**
  - f. For the voting process, see Policy 48 – Annual Meetings.

**B. How to Fill a vacancy in the Position of President. (Rev 04/20/23).**

A vacancy in the office of the President shall be filled by the Vice President (Bylaw 150)

**C. How to Fill a vacancy in the position of Vice President, Secretary, Treasurer or Chief Administrative Officer. (Rev 04/20/23)**

1. **In the event that there is no successor identified by the Chairman of the State Nominating Committee the State Board shall appoint, by a majority vote, a qualified candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting. (See Bylaw 150)**

**D. How to Fill a Vacancy in a State Director Position. (Rev 04/20/23).**

1. In the temporary absence of a **State** Director, the **current State** Director may appoint a present or past **State Director with the approval of the State Board**.to serve during his absence. (See Bylaw 151).
2. In the event the **current State** Director is unable to make this appointment, the **State Board** shall **appoint** a qualified past or present **State Director or other qualified**



candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting. (See Bylaw 152)

E. How to Fill a Vacancy in an Area State Representative (ASR) position (Rev 04/20/23).

1. In the temporary absence of a Area State Representative the current Area State Representative may appoint a present or past Area State Representative with the approval of the other current ARs to serve during his absence. (See Bylaw 153)
2. In the event the current Area State Representative is unable to make this appointment the position shall be filled by the State Vice President with the approval of the State Board to serve the unexpired term of the position until a successor is elected at the next Annual Meeting. (See Bylaw 154) )

F. How to Elect an Area Representative (AR) for the ensuing Year (Rev 04/20/23).

1. A candidate for AR must be willing to serve and must be or have been a member of a (BEC) for at least two years at the time he assumes the office. A past or present Big Sir has the preferred qualifications. The Vice President may waive the qualifications at his discretion. The AR candidate may be from a branch outside the assigned Area.
2. An AR shall not serve concurrently as a Branch Officer, or as any other elected State office. (See Policy 37- Interim Branch Management). (See Bylaw 145) An exception may be granted by the Vice President.
3. Any member of a Branch may announce his interest to the Branch's Nomination Committee of becoming an Area Representative. This member, along with any other candidate(s) selected by the Nomination Committee, including the current Area Representative that has submitted a letter seeking re-election, shall be vetted by the Branch BEC. One or more of the candidates shall be presented to the Area State Representative for consideration of being elected to the position using Form 44.
  - a. The BEC of each branch within the Area shall receive the name of an AR candidate from its Nominating Committee (see the Schedule Table that follows) by the July BEC meeting. At that meeting the BEC shall nominate a candidate or candidate(s) and submit a list to the current Area State Representative on one or more Form 44s - Candidacy for Area Representative by July 31.
4. The Area State Representative shall screen the AR nominees from each BEC and may recruit other candidates as well. (Rev 04/20/23)
  - (1) He shall complete a list of nominees for the Branches in his assigned areas and may note a preferred nominee, if he so desires. The list shall be submitted with resumes to the Election Committee, comprised of the Big Sirs and Little Sirs of the Chartered and Provisional Branches within each Area, prior to a meeting of the Election Committee.
  - (2) The Area State Representative shall call a meeting of the Election Committee no later than August 31. If the Big Sir or Little Sir cannot attend the meeting, the BEC or Big Sir shall appoint an alternate or alternates from the elected officers of the Branch. The Area State Representative shall act as chairman of the meeting but shall have no vote except when required to break a tie.
  - (3) In the event there is only one AR candidate from an area who meets the qualifications, the Area State Representative may poll the Election Committee in lieu of calling a meeting.
  - (4) Upon notification of being elected by the Area State Representative the newly



elected AR shall promptly submit Form 44A – Notification of Being Elected to the State Secretary.

c. In the event that an area does not have a candidate to nominate to fill the position of Area Representative the Vice President will work with the Big Sirs of the area to establish one Branch as a Mentoring Branch to assist the others. If this is not successful then the Branches shall be informed that they will not have the benefit of any support of an Area Representative or direct representation on the State Board.

**SCHEDULE (Rev 04/20/23)**

<b>Important Date</b>	<b>Required Action</b>
July BEC meeting date	Branch BEC receives name(s) of any member wishing in becoming an Area Representative along with other candidates, including the current AR that has submitted a letter seeking re-election, from the Branch Nomination Committee. The candidates shall be vetted by the Branch BEC. One or more of the candidates shall be presented to the current Area State Representative for consideration of being elected to the position using Form 44.
July 31	BEC submits Form 44 to current Area State Representative
Month of August	The current Area State Representative develops a list of the AR nominated candidates and submits the list to each Branch BEC in the Area to the Big Sir.
By August 31	The current Area State Representative conducts an Election Committee meeting of Big and Little Sirs in the Area to select an AR. If there is only one nominee the Big and Little Sirs may be polled.
By September 15	AR candidate elected submits Form 44A upon notification of being elected by the current Area State Representative
January 1st of the ensuing year	Area Representative elect takes office

**F. How to Fill a Vacancy in an Area Representative (AR) Position (Rev 04/20/23)**

1. In the temporary absence of a Area Representative, the Area Representative may appoint a present or past Big Sir of his Area to serve during his absence. The appointee shall have all the powers of Area Representative. (See Bylaw 155).

2. In the event the Area Representative is unable to make this appointment the position shall be filled by a majority vote by the Big and Little Sirs of the Area at a meeting called by Vice President to serve the duration of the unexpired term. The Area State Representative shall have no vote except to break a tie. (See Bylaw 156)

**G. How to Elect an Area State Representative (ASR) for the Ensuring Year (Revised 04/20/23)**

1. A candidate for Area State Representative (ASR) must be willing to serve and must be a current Area Representative for at least one year at the time he assumes the office. The Vice President may waive the qualifications at his discretion. The ASR candidate may be from a branch outside the assigned Area.

A candidate should start a campaign with the current Area Representatives to solicit at least one nomination no later than March and if obtained declare his candidacy for State Elected Office using Form 43 which must be submitted by April 15th with the name of his sponsor.



2. An ASR shall not serve concurrently as a Branch Officer, or as any other elected State office. (See Policy 37- Interim Branch Management). (See Bylaw 147) An exception may be granted by the President.
3. If a current Area State Representative wishes to be re-elected as an Area State Representative for the ensuing year he need only declare his candidacy for State Elected Office using Form 43 and insert 'Incumbent' on the line that says: Nominated by current AR' and submit the form by May 15th to the State Nomination Chairman.
4. The nominees for the position of Area State Representative shall be placed on the ballot for Election at the Annual Meeting. If more than three (3) candidates are nominated the three with the most votes will be elected.

#### I. INSTALLATION PROCEDURES (ALL STATE AND BRANCH OFFICERS).

The Installing Officer shall instruct the elected or appointed Officer(s) to stand before him. He shall then ask the following:

"Do you accept the office to which you have been chosen, and do you assume the responsibility to perform faithfully the duties of your office and to be bound by the Corporate Bylaws, Policies, Required Procedures and Branch Regulations of SIR, Incorporated?" (See Bylaw 30)

After receiving an affirmative response, the Installing Officer shall announce:

"I hereby declare you installed to serve during the ensuing calendar year and until an elected or appointed successor has been installed. Congratulations."

*P&P Recommendation:* *The Policy and Procedures Committee recommends that the revision to Policy 47 be approved.*

**Proposal 5:** *Revise Policy 48- Annual Meetings - revise the Policy to include the new State Directors and Area State Representatives in the election process that reflects the new State organization.*

*Clarify that write-in candidates for an elected State Office are fully vetted by the State Nomination Committee to ensure they meet the requirements of the position and are prepared to present them at the Annual Meeting if nominated from the floor*

**Reference:** *State Board reorganization*

**Background:** *The reorganization of the State Board, effective 1/1/2023:*

- *Changed the title of the Area Governor to Area Representative*
- *Created three (3) new positions of Area State Representatives that are State Board Members with voting rights*
- *Eliminated the position of Regional Director*
- *Created four (4) new Director positions that are State Board Members with voting rights*
- *The current policy for Annual Meetings could allow candidates that were not qualified to be elected to State Offices.*

**Revised Policy 48:**

#### Policy 48. ANNUAL MEETINGS

##### Policy 48. ANNUAL MEETINGS

All State officers, **State Directors and Area State Representatives (except Area Representatives)** shall be elected at the Annual Meeting of the Corporation (See Bylaw 143) (Rev 04/20/23).

The Annual Meeting shall have the Members of the Corporation, in attendance if a physical meeting or participating if an electronic meeting, each of whom shall have one vote; provided, that in the case of a Big Sir who cannot attend the meeting, the Little Sir shall be entitled to vote in his absence. Lacking the Big Sir and Little Sir in attendance, one other Branch Officer from the same Branch in attendance shall be entitled to vote. (Revised 6/11/20).

#### Procedure for Policy 48:

- a. There shall be an Annual Meeting, at a date, time and place, if not being held by electronic means set by the State Board for the purpose of electing corporate officers and acting upon proposed changes in the Branch and Corporate Bylaws. (Revised 6/11/20) If a remote meeting is being held See Policy 51 for the requirements involving meetings held electronically. (Revised 09/10/20).
- 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 Annual Meeting date, time, and place, if not being held by electronic means, for the following year shall be finalized not later than the November meeting of the State Board. (See Bylaw 184) (Revised 6/11/20)
- c. Prior to the Annual Meeting:
  1. The President shall appoint a committee of three to serve as tellers in the event that more than one candidate is nominated for any office. A committee member shall be a **State Director, Area State Representative**, or a Big Sir. (Rev 04/20/23)



2. By June 1 the State Nominating Committee shall submit a list of all the qualified nominees for each position to the President. (See Policy 47 - State Officer Elections.
3. At least 45 days prior to the Annual Meeting, the President shall cause a ballot to be created with the names of the nominees submitted by the Nominating Committee, as well as write-in space for any names of nominees from the floor. The ballot also shall include the Committee's recommendation (if any) for each of the positions
4. If the Annual Meeting is to be held at a physical location: At least 30 days prior to the Annual Meeting the State Secretary shall notify those entitled to vote (the Members of the Corporation) the date, time, and place of the Annual Meeting. The notice shall list each candidate's name, Branch number, qualifying data, and a brief resume (250 words or less) from each candidate. (Revised 6/11/20)
5. If the Annual Meeting is to be held electronically: At least 30 days prior to the Annual Meeting the State Secretary shall notify those entitled to vote (the Members of the Corporation) that the meeting will be held individually by means of teleconferencing or utilizing another form of electronic participation. The notice shall list each candidate's name, Branch number, qualifying data, and a brief resume (250 words or less) from each candidate. (New 6/11/20)
  - a. Write-in candidates must submit Form 43, Declaration of Candidacy for Elected State Office, 45 days prior to the Annual Meeting, to ensure they meet the qualifications of the office they are seeking and be prepared to present these at the Annual Meeting which may necessitate a delay in the election process for that office. (Rev 04/20/23)
- d. A quorum for Annual Meetings shall consist of a majority of all Members of the Corporation. (See Bylaw 182)
 

Once a quorum is established it shall remain in effect for the duration of the meeting. (Revised 09/10/20)
- e. The President shall, when present, preside at the Annual Meeting. In the absence of the President, the Vice President shall preside. If the President is unable, or refuses to act, the Vice President shall act in his behalf. (See Bylaws 180 and 181)
- f. For the Officer election if the meeting is held at a physical location, in lieu of roll call, each qualified voter, at the time of registration, shall receive a ballot. This ballot shall contain: (Revised 6/11/20)
  1. Names of the candidates for State Offices.
  2. Write-in space is provided for the names of eligible candidates nominated from the floor who are qualified and are willing to serve if elected. Write-in candidates must be fully vetted by the State Nomination Committee to ensure they meet the qualifications of the office they are seeking and/or be prepared to present their qualifications at the Annual Meeting which may necessitate a delay in the election process for that office. (Rev 04/20/23)
- g. All State chairmen and appointees, although not eligible to vote, should register in lieu of roll call at the Annual Meeting.
- h. In the case of a physical meeting there shall be no display of campaign materials of any kind in or around the premises of the Annual Meeting place. (Revised 6/11/20)

- i In the case of an electronic meeting there shall be no electronic distribution of campaign materials of any kind after 12:01am on the day of the meeting. (New-6/11/20)
- 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, and on amendments to the Corporate and Branch Bylaws. (See Bylaws 131, 185)(Rev 4/14/22) (Rev 8/25/22).
  - 2. In the case of a Big Sir who cannot attend a physical meeting, the Little Sir shall be entitled to vote in his absence. Lacking the Big Sir and Little Sir in attendance one other Branch Officer from the same Branch in attendance shall be entitled to vote. (See Bylaw 185) (Revised 6/11/20)
  - 3. Voting for Officers shall be by secret ballot only if a meeting is held where invitees are physically present and provided that for any office for which there is but one nominee, voting may be by voice or by show of hands.
  - 4. For two or more nominees for an office, the candidate receiving the largest number of votes (a plurality) shall be elected. (See Bylaw 187).
  - 5. The Minutes of the Annual Meeting may be approved at the next meeting of the State Board. (See Bylaw 186)

*P&P Recommendation: The Policy and Procedures Committee recommends that the revision to Policy 48 be approved.*



## BYLAW CHANGES ASSOCIATED WITH POLICY 47 & 48 CHANGES:

Bylaw 30. In accepting an **Officer, Director or Area State Representative Position**, a member assumes responsibility to be bound by the Corporate Bylaws, Policies and Procedures and the **State and Branch Bylaws and Regulations**. In addition, **Officers, Directors or Area State Representatives and Branch Directors** have a fiduciary duty to the organization and shall not delegate the requirement to exercise fiduciary discretion to others. This is codified in California Assembly Bill 1233 which expressly forbids Directors from voting by proxy on matters presented for action at a Board or Board Committee meeting. (Revised 8/20/19)(Revised 8/19/20) *(Rev 04/20/23)*.

Bylaw 143. All State officers, **State Directors and Area State Representatives (except Area Representatives)** shall be elected at the Annual Meeting of the Corporation. (Revised 8/7/95) *(Rev 04/20/23)*.

Bylaw 144. A **State Officer or Director** shall not serve concurrently as a **Branch Officer** or any other elected State office. Upon application, the President may make an exception to this policy. (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 145. An **Area Representative** shall not serve concurrently in any other elected State office. Upon application, the **Vice President** may make an exception to this Policy. (Revised 8/20/19)(New Format 4/7/20). *(Rev 04/20/23)*.

Bylaw 146. Each **Area Representative** shall be elected for the ensuing calendar year by the Big Sirs and Little Sirs of the Branches within the Area as provided in the Policies and Procedures. (Revised 8/20/19) (New Format 4/7/20) *(Rev 04/20/23)*.

Bylaw 147. An **Area State Representative** shall not serve concurrently in any other elected State office. Upon application, the **Vice President** may make an exception to this Policy. (Revised 8/20/19) *(Rev 04/20/23)*.

### Vacancies in Office

Bylaw 150. A vacancy in the office of the President shall be filled by the Vice President. A vacancy in the office of any other State Officer, **except Area Representative**, if there is no **successor identified**, shall be filled by the **State Board** by a **qualified candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting**. (Revised 8/7/95) *(Rev 04/20/23)*.

Bylaw 151. In the temporary absence of a **State Director**, the **current State Director** may appoint a **present or past Area State Director with the approval of the State Board** to serve during his absence. New 2/4/19 (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 152. In the event the **State Director** is unable to make this appointment, the **State Board** shall **appoint a qualified past or present State Director or other qualified candidate to serve the unexpired term of the position until a successor is elected at the next Annual Meeting**.. *(Rev 04/20/23)*.

Bylaw 153. In the temporary absence of a **Area State Representative**, the **current Area State Representative** may appoint a **present or past Area State Representative with the approval of the State Board** to serve during his absence. New 2/4/19 (Revised 8/20/19) *(Rev 04/20/23)*.

Bylaw 154. A vacancy in the office of **Area State Representative** shall be filled by the **State Vice**



President with the approval of the State Board to serve the unexpired term of the position until a successor is elected at the next Annual Meeting. A vacancy in the office of Area State Representative shall be filled as soon as possible. (Rev 8/20/19) (Rev 4/14/22)(Rev 8/25/22) (Rev 04/20/23).

Bylaw 155. In the temporary absence of an Area Representative, the current Area Representative may appoint a past or present Big Sir of his Area to serve during his absence. The appointee shall have all the powers of the Area Representative. (Rev 04/20/23).

Bylaw 156. In the event the current Area Representative is unable to make this appointment, the Vice President shall make the appointment after consultation with the Big Sirs in the Area. (New Format 4/7/20) (Rev 04/20/23).

Bylaw 166. ~~If an Area Governor (AG) finds that his Regional Director (RD):~~

~~has seriously breached or refused to conform to, any Policy, Procedure, Bylaw or Presidential directive, or~~

~~is, or has been, engaging in a course of action determined to obstruct or harm the best interests of SIR, Inc., its members and or its Branches.~~

~~the AG shall call a meeting of the AG's of that Region. The meeting shall be to determine by a two-thirds affirmative vote of those in attendance whether the RD should be terminated or removed from office. In the event that there are less than three Areas in the Region, either action shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04) (Revised 8/20/19)~~

Bylaw 161. A Regional Director, after notice and hearing as provided herein, may be removed from office by a two-thirds affirmative vote of the Area Governors in the territory that comprises the Region that the Regional Director represents. In the event that there are less than three Areas in the Region, removal shall require the affirmative vote of all Area Governors in the Region. (Revised 8/2/04)

Bylaw 184. There shall be an Annual Meeting, at a specified date, time and place. The meeting shall be held or participated in by either physical presence or by electronic means. The purpose of which is set by the State Board for the purpose of electing corporate officers, acting upon proposed changes in the Branch and Corporate Bylaws which have been circulated to all Branches not less than 30 days prior to the meeting and such other business as is specified in the agenda for the meeting. The Annual Meeting date, time, and place, ~~if not being held by electronic means~~, for the following year shall be finalized not later than the November meeting of the State Board. (Revised 8/7/00, 8/4/14) (Revised 8/19/20) (Rev 04/20/23).


*P&P Recommendation:* *The Policy and Procedures Committee recommends that the revision to the noted Bylaws be approved.*



# SIR Branch 35 2023 Organization Chart


SIR Area 13 Governor - Foster Kinney		SIR Officers		Dave Gonzales - Sons in Retirement, Inc. President		Dale Decker - Sons in Retirement, Inc. Vice President					
Send updates to Andy Danver		Branch 35 Big SIR (President) : Ron Nakamoto		- Branch Auditor		7-Mar-22					
Officers				Directors & Committee Chairmen							
Officers & Directors	Peter Wong	Dave Squellati	Larry Low	Paul Schutz	Bruce Karney	Richard Blackborow	Ben Gikis	Ben Gikis	Andy Danver	***	
Titles/Chairs	Little Sir (VP)	Secretary	Treasurer	Membership	Communications	Technology	Activities	Events	Advisor		
Assistants		Asst. Leland Chan	Asst. Jim Narva								
General Assigned Responsibilities	Luncheon Meeting Speaker Program	Record Creation & Official Files	Financial Management	Member Recruiting, Member Relations	Public Relations, Member Communications	Member Database & Tech Support	Activity Creation & Member Participation	Picnic, Holiday Party & Special Events	Officers/Director Succession Planning, Parliamentarian		
State Form Submission		Forms 2 & 20 Membership and Leadership Rpts.	Form 28 (Financials)	Form 27 (Membership) Qtrly Gov Report Membership Directory		Form 65 (Branch Membership)		Forms 63, 64 (Catering) Forms 50, 51, 52, 53, 59 (Travel Forms)			
Functional Responsibilities & Oversight	Luncheon Hosts	BEC Minutes	Dues Collection	Member Recruiting	External Comm	Web Technology	Activities Coordinator	Annual Picnic	Exec Committee		
	Elks Relationship	SIR Forms to State	Luncheon Reviewers	Member Orientation	Internal Comm	Zoom Technology	Activity Creation	Holiday Party	Succession Plan		
	Car Pools	SIR Forms Retention	Expense Mgmt.	Member Integration	Trail Tips Editor	Member DB	Breakout Rooms	Special Events	Awards & Recognition		
	Welcome & Comfort	Historian/Photos	Financial Mgmt.	Member Roster	Web Content	Audio/Visual		MERT Team			
Honorary Life Members		Date Honored		Staff Function		Chair		Activity		Chair / Co-Chair	
Senior HLMS		Peter Barba Stanley Barkey Buck Kendrick Dick Knock Carl Mayer Charles R. Peacock Robert Simon		10/24/2011 10/24/2011 8/25/2009 10/24/2011 4/3/2012 8/2/2004 4/17/2008		Attendance Audio/Visual Auditing Carpools Historian/Photos Luncheon Hosts Medical Emergency Resp Membership Roster New Member Orientation Trail Tips Editor Website Maintenance Welcome & Comfort		Bill Young Ron Schoengold Gerry Feeney Ken Jones-Asst Frank Crossman Terry Barnhart Dave Ogle J.Belden/G.Tong Paul Schutz Del Fillmore John Ray Don Lintz		G.Tong /H. Bottino G. Eakins/N. Pass Jerry Belden Timothy Topole Doug Anderson Mark Levi Alan Gaudie Joe Cioni Peter Thurston Jim Quillinan J Dunaway/B Booth David Skurnick Alan Gaudie	
HLMS		Del Fillmore Bob Garten		2/23/2015 9/23/2016						On Hold	

## EXHIBIT C



## Our Changing Financial Condition


- 4/20/23
- SIRinc.org for member info
- WeAreSir.com for the public



1

## Source of SIR State Revenue 2023

• Assessments	\$ 74,868
• Hardware Sales	600
• Interest	30
• Other	300
• Branch Closings	<u>4,000</u>
• Total Revenue	\$ 79,798



2



## The Nature of Costs

- Fixed Costs
  - Cost that will not change during the year
  
- Variable Costs
  - Costs that can be controlled during the year



3

## Fixed vs. Variable Cost SIR Budget

Total Budgeted State Revenue		<u>\$ 79,790</u>
Fixed Costs	83%	\$ 66,050
Variable Costs	17%	<u>13,670</u>
Total Budgeted SIR Expense		<u>\$ 79,790</u>



4



## SIR State Fixed Expenses 2023

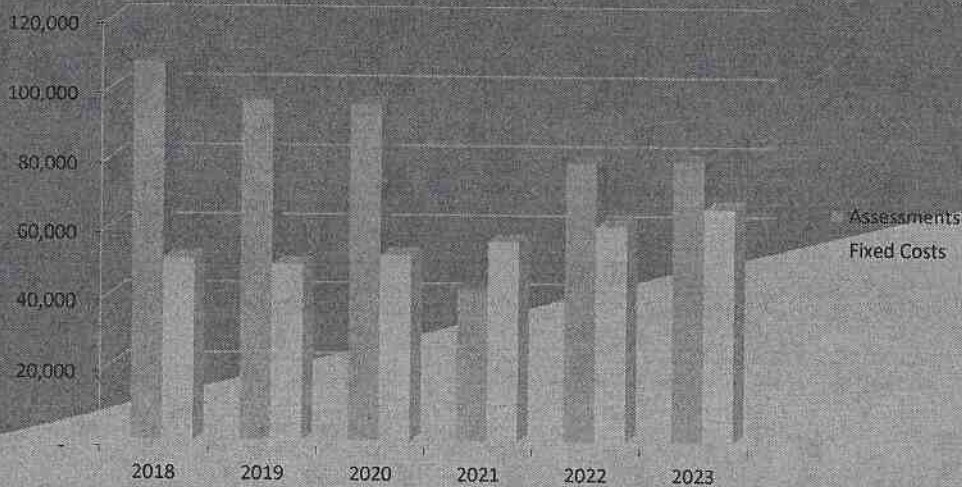
Fixed costs account for 83% of expenses:

• Insurance	\$ 57,000
• License Fees	1,500
• Software Costs	3,500
• CA S-100 Tax	1,400
• Attorney General Filing Fees	<u>2,650</u>
<b>Total Fixed Costs</b>	<b><u>\$ 66,050</u></b>



5

## Fixed Cost to Revenue



6



## Variable Cost 2023

The remaining \$13,670 or 17% :

### Variable Expenses

• Officers Expense	\$ 2,950
• Office Expense	1,820
• Committee Expense	3,900
• State Meetings	1,000
• Area Representative Expense	<u>4,000</u>
<b>Total Variable Expense</b>	<b>\$ 13,670</b>



7

## Why Do We Summary Public Image

Our operations are limited as Discretionary Funds decline

The only way to increase Discretionary Funds is to:

- a. Decrease expenses
- b. Increase revenue



8



## What Can be Done to Increase Revenue?

- Increase Assessments Rate
- Develop Additional Income Sources
  - State or Federal Grants
  - Commercial Advertising
  - Fundraising
  - Better Money Management
- Increase Membership



9

## We Are a Great Organization

We need others to hear about us

We need to get directly involved in branch assistance

We need to transfer Best Practices

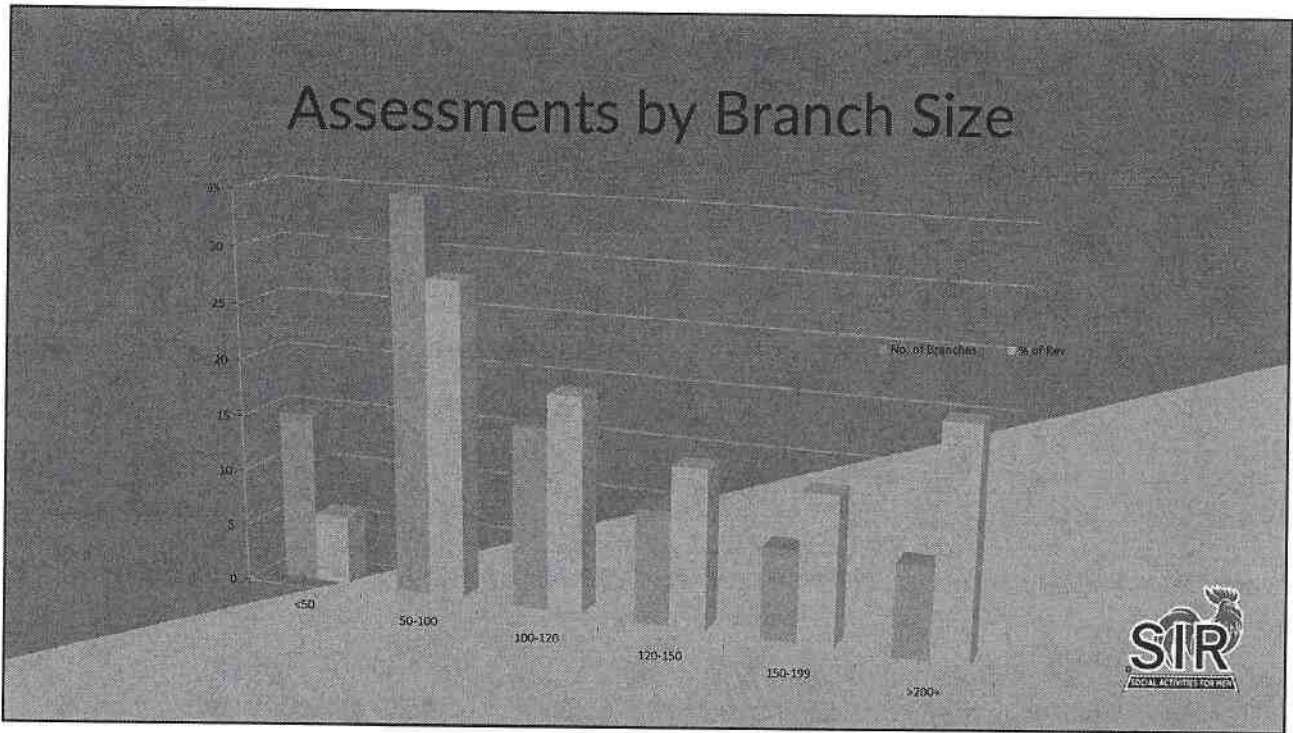
We need to find out what the real issues are causing  
loss of membership

We need to stop concentrating on failing branches



10





11



12