



Annual General Meeting (AGM)

In accordance with the Article of Incorporation of Skål International USA, the President of Skål International USA, Holly Powers invites the Skål USA Representatives of Skål International USA to attend the Annual General Meeting (AGM) on June 17, 2017 at 8:30 AM in Toronto, Canada.

I. Call to Order

- Welcome to Delegates, Guests and Members
- Pledge of Allegiance
- Skål Toast led by President Powers
- Introduction of Skål International Dignitaries, past Skål and Skål USA Presidents in attendance
- Moment of Silence for Skål Members who have passed
 - SI Albany – David Thornton
 - SI Atlanta – Diane B. Denney
 - SI Atlanta – Mark Hodges
 - SI Atlanta – Martin Kelley
 - SI Boston – Michawl Schweiger
 - SI Colorado – Bill Sweet
 - SI Jacksonville – Thomas Shouvlín
 - SI Kansas City – Robert Vohs
 - SI Memphis – Charles Curtis
 - SI New York – Joseph Malone
 - SI San Francisco – Herrick (Rick) Laylin
 - SI Tampa Bay – Samuel Charles Johns
 - SI Sacramento – Dick Patterson
 - SI Tucson – Rick Fink
 - SI Tucson – Bob Cote
- Presidents' Remarks
President Powers welcomed and thanked all attendees. She addressed tackling the declining membership issue by partnering with other organizations, attending national events for visibility such as IPW and reaching out to club presidents for feedback. President Powers also proposed the adoption of the Skål International rule that when a member is discussing an issue that they are limited to a three-minute maximum. All in favor, no abstentions, motion approved.

II. Roll Call of the Clubs – Burcin Turkkán

- SI Albany – Ernie Bruno
- SI Anchorage – Mary Pignalberi
- SI Arkansas – Chuck McGill
- SI Atlanta – Harry Huff
- SI Atlantic City – Edward Davis
- SI Austin – Jim Reist
- SI Boise – Cheryl Perry
- SI Boston – Carrie Campbell
- SI Boston – Daniel Donahue
- SI Central Pennsylvania – Jay Harry
- SI Charlotte – Francis Tsai

SI Chicago – William Kauke
SI Colorado – David Barela
SI Columbus – Joanne McHugh
SI Ft Lauderdale & Palm
Beaches – Carlos Banks
SI Ft Worth – Dave Leck
SI Hawaii—Douglas Okada
SI Jacksonville – Martha
McClintock
SI Kansas City – Ken Hamm
SI Las Vegas – Nathen
Waldschmidt
SI Long Island – Ken Walles
SI Louisville – Dwayne Huff
SI Memphis – Daniel Bamrick
SI Miami – David Ross
SI Myrtle Beach – Sandra
Milliron
SI Nashville – Joanne Ford
SI New Orleans – Joseph
Bonomolo
SI New York – James Hyatt
SI New York – John Ruzich
SI Northeast Pennsylvania –
Carl Wilgus
SI Northern New Jersey –
Robert Lowell

SI Orange Coast – Michael
Smith
SI Orlando – Tom White
SI Orlando – Richard Scinta
SI Philadelphia – Deborah
Magaldi
SI Pittsburgh – Bill Caraway
SI Raleigh – Ian Sauer
SI Reno-Tahoe – Anna McArdle
SI Sacramento – Paul Dhadda
SI San Francisco – Brigitta
Weder Ammann
SI San Jose – Rene
Schneeberger
SI Seattle – Barbara Jean
Phillips
SI Tampa Bay – George Hoch
SI Tucson – Arnie Jacobsen
SI Washington D.C. – William
Moyer
SI Washington D.C. – Morgan
Maravich
SI Baltimore – Katie Doherty
SI Los Angeles
SI Portland
SI Puerto Rico
SI Santa Fe

Quorum is met. Motion made to suspend the Roll Call for the NCM Meeting.
Seconded. All in favor, no opposed, no abstentions, motion passes.

III. Approval of the Minutes Skål USA NCM from September 10, 2016

President Powers requested a motion to approve the meeting minutes from the prior NCM meeting. Motion is made to approve the meeting minutes, seconded by Robert Lowell, a Northern NJ Member. No further discussion. All in favor, one opposed, no abstentions. Motion passes.

IV. VP of Finance Report – Alton Hagen

The report has been available on the Skål website since January. Skål USA ended the year with a positive balance for the fifth straight year. Skål dues were down 3.5% overall from the decrease in membership. For 2016 expenses were down 8.1% as well. Overall, we are below last year by \$20,000. The total income was 5.5% below the 2016 budget, but the expenses were 15% below budget so the net revenue 300% above anticipation for 2016 budget. We ended the year with a net income of \$36,913. Hagen reported the cash on hand went up 16% from the cash on hand in 2015. Joann

Ford from SI Nashville inquired about the total number of members in 2016. Toni Koster answered that at the end of 2016, Skål USA had 2,175 members. Koster reported from January 1, 2017 through May of this year Skål USA has 1,987 members. Last year at this time Skål reported 2,153 members. President Powers asked for a motion to accept the financial report. SI Atlanta representative Harry Huff motioned, there was a second. All in favor, no opposed, one abstention, the motion carries.

Hagen reported on the Internal Audit Report. The complete report has been posted on the website for the members to view. The audit took place on February 16, 2017 at the ABA Offices in Washington, D.C. All Skål USA policies and procedures have been followed and complied with. Going forward they recommend that we obtain three competitive bids for general liability, prime and directors & officers liability insurance coverage. Motion to accept the report, motion seconded. There was discussion about the “previous previous” website referred to in the report. No further discussion. All in favor, no opposed, no abstentions, the motion to accept the report and recommendations passes.

V. Presentation of Past President Plaque

President Powers recognized former Skål USA President, John Mavros and on behalf of Skål USA, she presented him with the Past Presidents Plaque. Mr. Mavros gave an address to the attendees.

VI. Presentation of 2016 Skål USA Club of the Year

VP of Administration Burcin Turkkan reviewed the requirements for the Skål Club of the Year Award. On behalf of Skål USA, President Powers awarded SI Arkansas as the 2016 Skål USA Club of the Year. The award was presented to SI Arkansas President Chuck McGill and Skål USA Representative Karen Trevino.

VII. Presentation of Nominated Candidates for “Member of Distinction” Award 2017

President Powers gave remarks on Tom White, and his contributions to Skål USA. She then requested a motion to nominate Tom White for the “Member of Distinction” Award. SI Northern New Jersey Robert Lowell so motions, seconded by a SI New York member, Keith Hyatt. There being no discussion, all in favor, no opposed, two abstentions. Motion passes.

President Powers then introduced Carlos Banks from SI Ft. Lauderdale and made remarks on his accomplishments with Skål USA. Motion made to nominate Carlos Banks for the “Member of Distinction” Award. Motion seconded by an SI Albany member. All in favor, no opposed, two abstentions. Motion passes.

The 2017 Members of Distinctions are Carlos Banks and Tom White.

VIII. North American Skål Congress Bid Process

President Powers raised the issue of North American Skål bid process, noting that the EC has been trying to come up with a new RFP for bidding for this Congress. They

outlined the bid process on a flyer handed out to those in attendance. Powers requested a motion to adopt the new process so they can go forward and prepare the RFP to go out. SI Colorado Dave Barela, inquired about the future bidding process, Powers replied that there will still be a rotation. Motion to accept made by Kansas City member Ken Hamm, seconded by Albany member Ernie Bruno. Discussion took place. It is clarified that document is about the process for the RFP. This motion will apply for 2019, as 2018 is set. All in favor, no opposed, no abstentions, motion passes.

President Powers announced a short break

IX. Presentation of Bylaws and Articles of Incorporation Amendments

President Powers turned the floor over to VP of Administration Burcin Turkkan. Turkkan reported that there are 42 clubs present, 46 delegates present and a total of 47 votes present. Per the articles of incorporation, quorum is met. President Powers noted that the EC has made the decision to defer to the members. She then introduced Tom White.

- SI Orlando – proposed Skål USA Bylaws Amendments – Tom White
 - o Tom White thanked the attendees for the award. White raised the changes that were made in Boise, the recommendations he is presenting were previously sent to the EC and approved by them. In the bylaws, Article 9, White proposes to change (1) the term of office for VP of Finance to a two-year term with the option to reelect for a total of three terms. There will also be an addition, 9(A), which will remove the VP of Finance from office if her or she is inadequate in that role. In order to being the removal process of the VP of Finance, both auditors must make the recommendation to the EC. If a majority of the EC agreed, the VP of Finance will be removed immediately. (2) the term of office of VP of Membership will change to a two-year term with no option for reelection.
 - o A SI Orlando representative proposed to bring the amendments to the floor. Motion seconded by a SI Northern New Jersey representative. Discussion took place regarding the rationale and opinions of former VP's of Finance. A SI Atlanta representative asked for clarification about the removal process of the VP of Finance if it is appropriate and the role of the auditors. Tom White clarified that the EC will being the removal process, not the auditors.
 - o SI Sacramento representative Paul Dhadda inquired about the possibility to reelect for the VP of Membership. A motion is made to amend the proposal to allow the VP of Membership to run for a second term if they wish to do so. Motion seconded. SI New York representative Keith Hyatt, raised the issue of the upward mobility within the EC, citing that they would like to see more opportunities for upward mobility. Discussion takes place about the written structure of the rule. There being no further discussion, all in favor, one opposed, one abstention. Motion passes.
 - o Section 9(C) will change the term of office for the VP of Membership with the possibility of reelection for a total of two terms. There being no further discussion, all in favor, no opposed no abstentions, motion passes.
- Vote on Orlando Bylaws Amendments
 - o SI Raleigh/Durham representative Ian Sauer seconded the proposed bylaws changes for the SI Orlando club. There being no further discussion on the bylaws

changes for VP of Finance and Membership. All in favor, no opposed, no abstentions, motion passes.

- Proposed Amendments to the Skål Articles of Incorporation – Ed Davis
 - o Ed Davis noted that we are looking at a 2-5% decrease in membership dues. In terms of a club reaching the minimum of 15 members, if the club does not meet that minimum, they have until 10 days prior to the AGM to come up to that minimum. If they do not, then they do not qualify to vote. There being no further discussion, all in favor, no opposed, no abstentions, motion passes. Second?
 - o The first amendment change applied to the planning of the travel budget. The amendment is seconded by a representative Jay Harry from SI Central PA. Much discussion took place, the main points being that the budget is based off of the previous years' performance, that the budget should coincide with the membership of that year, and that this is not favorable as this budgeting method is an estimate, it is not exact. There being no further discussion, a vote is called. Those in favor, all opposed, three abstentions. The opposed carry it, motion fails.
 - o The second proposed change pertains to when a club fails to meet the 15-member minimum to qualify for a vote. Davis proposes that we waive the penalty fee associated with not attending the AGM for those clubs who do not qualify to vote. Presently, there is nothing in the bylaws now that addresses this. The motion is seconded. Discussion: A representative from SI Northern New Jersey expressed disagreement with the motion and that the clubs who do not qualify should still be penalized. A representative from SI Tucson inquired as to why 15 is the minimum, he was answered that it is a Skål International standard. SI Pittsburgh representative Bill Caraway asked if this becomes a repeated event, what is the consequence. President Powers clarifies that if a club is repeatedly under the 15-member minimum, the club will be suspended. The club is given a period of time to raise their numbers, but if it continues over a year, then they are suspended. President Powers also reported that there currently no clubs in this position. There being no further discussion, All in favor, opposed, two abstentions, motion passes.
- SI Atlantic city – proposed Skål USA bylaws and Articles of Incorporation amendments – Ed Davis
 - o Davis proposes that as there is no stipulation on the number of years a President needs to serve on a board, that in order to maintain continuity with ISC standards, in order to be eligible for Skål USA presidency, one must serve two years on their own club board as an officer and be President of their club. SI members expressed concern at creating a road block to becoming the president. President Powers called for a vote. Vote: 5 in favor, 42 opposed, no abstentions. The opposed carry it, motion fails.
- Skål USA – Proposed Bylaws Amendments
 - o Name of Member of Distinction Award—by President Powers
 - President Powers proposed the Member of Distinction Award to be changed to the “Bill Sweet Member of Distinction Award”, in his honor. This proposal is being put forward by the EC and was seconded by SI Colorado Dave Barela who gave information about Bill Sweet. There being no discussion, all in favor, no opposed, no abstentions. Proposal unanimously passes.
 - o Clarification of wording of \$500 credit –by Alton Hagen

- Every voting club that is present will receive a \$500 credit to their account, or they may request a check. The amendment proposed is that to earn the credit, not only do they need to be in attendance, but they also need to be a part of the hotel package. (This does not apply to the host club). The motion is seconded by a SI Raleigh representative Ian Sauer. is a second by Raleigh. There being no further discussion, All in favor, no opposed, three abstentions. The motion passes.
- Skål USA EC recommended changes to the SI bylaws –by President Powers
 - o SI will allow members who have lost their status due to hardships, to be reinstated waiving the fee, aside from the admin fee. No vote is necessary. SI President David Fisher said that he agreed with the proposal and would take back to SI EC for a vote, the EC will send it to all clubs once approved.

X. Adjournment

President powers requests a motion to end the AGM meeting. Seconded. No discussion, all in favor, motion passes. AGM is adjourned.

National Committee Meeting (NCM)

In accordance with the Article of Incorporation of Skål International USA, the President of Skål International USA, Holly Powers invites the Skål USA Representatives of Skål International USA to attend the National Committee Meeting (NCM) on June 17,2017 at 11:00 AM in Toronto, Canada.

I. Call to Order by President Holly Powers

President Powers call the NCM to order and welcomed the delegates and guests.

II. Roll Call of the Clubs

III. Approval of the Consent Agenda of Executive Committee Reports

- Presidents Report – Holly Powers
- Financials Year to Date – Alton Hagen

2018 Anticipated Membership Dues	\$148,395.00
Total Projected Income	\$279,229.00
Skål International Dues	\$122,131.00
Total Projected Expenses	\$269,952.00
Projected Net Income	\$4,806.00

- Administration & Sponsorships –Burcin Turkkan
 - o Burcin Turkkan gave a review of the Skål USA website update and upcoming app. They are trying to attach Skål to the technology that is relevant. Turkkan also reviewed the media kit that recently was sent out to every member, and the upcoming sponsorships to generate additional income resource for Skål USA and the Clubs other than membership dues. The media kit projects will allow Clubs to generate additional income, that income generated will be used towards growing membership.
- Membership & Futures Committee –Toni Koster

- Koster noted the importance of Skål USA to continue to grow the membership and show that the organization is relevant. An incentive plan was submitted for both new members and a referral incentive plan for those bringing in the new members, the plan is actively growing. They are also looking into a “Skål Rising Star” program that focuses on Young Professionals
- Public Relations & Communications, Adopted Positions, Website – Steve Richer
 - Richer review the major issues Skål has adopted: supporting Project Time Off; supporting the public private partnerships authorized in the National Park Centennial Act; support the trillion-dollar infrastructure initiative of the Trump Administration, and supporting the freedom to travel with security in an expedited and simple process. Richer also covered the organizations Skål USA has approached with partnerships to promote both the organizations. Richer also covered the focus group results that are imperative to the success of Skål USA: 1. Is Skål relevant to the industry? 2. – Will it help my business? 3. – Will it help my career? 4 – will I learn something?

IV. **VP of Finance Report** – Alton Hagen

- Proposed Budget for 2018
In the discussion, there was the suggestion to change the title of “favors” as a line item in the budget. Proposal made to accept the budget by Hagen, motion made by SI Kansas City representative Ken Hamm, seconded by Harry Huff, a representative from SI Atlanta. All in favor, no opposed, motion passes.

V. **ISC Report** – Cyndi Golden

- Review of recent ISC meeting in South Africa. Golden reported 45% of the membership was present so they did have quorum. She noted the ISC has come under criticism lately, and to respond the committee went back to their international bylaws. Going forward, if a member does not attend the meeting, they will enforce the stripping of the title after the 2 years of no activity as outlined in the bylaws. Golden reported that the FVF fund is still in good shape, it will not be touched, only for Skål members in need. Golden also announce that a membership development was needed. The ISC will take on a silent auction, and all donations will go to the funding of the membership fund. They received two bids to handle the mid-year meeting. For Skål International, revenue is up \$7,000 from where there were last year. They reviewed the social media policy, it is available on the website to help clarify branding. Golden reviewed the strategic plan major points: brand management, securing sponsorships, membership retention and growth. Elections will take place at world congress. Two people will exit the board and two people are running for president. Another seat will be vacated, that announcement will take place at the world congress. Since the mid-year meeting, Golden addressed the fires that have ravaged South Africa, affecting 11 of our Skålleagues’ businesses, she made a call for donations to help them out. ABA will facilitate the donations, to keep it simple so there will be one check sent from the US to the affected South African Skålleagues.

- SI Jacksonville representative Martha McClintock commented there should be a process put in place for clubs in areas of disaster to help assist them without the clubs having to request it, using the FVF fund.

VI. Presentation of Member of Distinction Awards

President Powers presented both Tom White and Carlos Banks to commemorate their winning of the Member of Distinction Award.

VII. Twinning Ceremony: SI Arkansas and SI Northern New Jersey

VIII. Adjournment

A motion was made to adjourn, it was seconded. All in favor, motion to adjourn passes.