



THE BY-LAWS
of
SKÅL INTERNATIONAL USA
(Skål USA)

FOUNDED 1969

Approved – August 25, 2017

**SKÅL INTERNATIONAL
(SI)**

**ASSOCIATION INTERNATIONALE DES SKÅL CLUBS
(A.I.S.C)**

**NORTH AMERICAN SKÅL CONGRESS
(NASC)**

**SKÅL INTERNATIONAL USA
(Skål USA)**

**SKÅL INTERNATIONAL USA BOARD OF OFFICERS
(Executive Committee)**

**Skål International USA DELEGATE TO THE INTERNATIONAL SKÅL COUNCIL
(I.S.C. COUNCILLOR)**

The above abbreviations have been adopted in the text of these By-laws except where necessary in order to clarify the phrasing.

Words in these By-laws, which imply the male gender, may be taken equally to imply the female gender, as stated in the Skål International Statutes.

This organization shall be governed in its deliberations by Robert's Rules of Order where the same are not in conflict with the Skål International USA By-laws.

In case of contradiction between these By-laws and the Statutes and By-laws of the Skål International, the Statutes and By-laws of the Skål International shall be binding.

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PREAMBLE

The A.I.S.C., also known as Skål International, is an International Association of Travel and Tourism Professionals. Membership is voluntary and open to those travel and tourism professionals in managerial positions of recognized honesty and integrity who qualify according to the regulations of Skål International.

By accepting Membership in Skål International, travel and tourism professionals undertake to work towards the achievement of the Mission, Principles, Objectives and Purpose of Skål International, as defined in the Statutes, and to respect the official publications listed in the By-laws of Skål International to regulate the organization of the Skål Movement.

To carry out the Mission, Principles, Objectives and Purpose of this Association of Travel and Tourism Professionals, Skål International operates with the following structures, each one having a different function:

- a) **Clubs** - the basic unit of Skål is the Club, which shall act on behalf of Skål International in regard to the Skål activities within the Club's geographical boundaries.
- b) **National and/or Area Committees** - The National Committees incorporate the Clubs in those countries where there are four or more Clubs, to assist Skål International in its relations with those Skål Clubs. If a country has more than one Club and less than four a National Committee may be formed. The Area Committees incorporate the National Committees and/or Affiliated Clubs by geographical regions. National and/or Area Committees are approved, suspended and terminated by the Executive Committee of Skål International.
- c) **International Skål Council** - The Council is an advisory body to Skål International.
- d) **General Secretariat** - The General Secretariat is the Management body of Skål International, headed by an appointed Secretary General who is accountable to the Executive Committee and employing salaried personnel.
- e) **Skål International Executive Committee** - The Executive Committee is the Governing body of Skål International. It is composed of six (6) elected Members who are accountable to and represents the General Assembly. The President of Skål International will represent the Association.
- f) **General Assembly** - The General Assembly of Club Delegates is the supreme body of Skål International and as such ensures the involvement of the Clubs and membership in the decisions, which affect the Association.

All the above structures are part of Skål International and cannot operate or exist independently of it. All the regulations which rule the above organization emanate from the Statutes of Skål International, which take precedence over, any other set of regulations within the Skål Movement, followed by the By-laws of Skål International. All additional regulations must comply with the current valid Statutes and By-laws of Skål International. The Model Statutes for a National Skål Committee have been drawn up by Skål International to regulate each National Committee in accordance with the established guidelines. Skål International must officially approve the Statutes of every National Committee.

ARTICLE 1: NATURE, NAME, AFFILIATION, ADDRESS AND OFFICIAL REGISTER

- a) National Skål Committees shall obligatorily be formed in countries, which are duly recognized and represented, as such by the United Nations and where four or more Skål Clubs exist however where less than four and more than one Club exists a National Committee may be formed. Skål Club is the official denomination of the member Clubs of the Association Internationale des Skål Clubs (A.I.S.C. - Association de Professionnels du Tourisme) and are the basic unit of the structure of the A.I.S.C., which consists of all individual Members of the A.I.S.C. grouped within its area of influence.
- b) The A.I.S.C. is also known as Skål International (SI) and is duly registered as a nonprofit making association in the Kingdom of Spain, with No. 161829. The official address of the Skål Movement is the address of the General Secretariat of Skål International, which at the present time is: Edificio España, Avenida Palma de Mallorca 15 - 1º, 29620 Torremolinos, Spain.
- c) Skål International USA is a structure of Skål International that groups all existing Skål Clubs within its boundaries and its official address is:

111 K Street NE
9th Floor
Washington, DC 20002-8110
USA

- d) The Executive Committee of Skål International has the power to approve, exempt, suspend or dissolve a National Committee, which is formed and exists only under the decision and authority of Skål International. The reason for the formation of a National Committee by Skål International, for an indefinite period of time, is to obtain assistance for the achievement of its purposes and to be represented within the administration of the Skål Clubs.
- e) Skål International United States of America (Skål USA) is legally registered as a nonprofit making association of Skål Clubs by presenting these By-laws, which are complementary to the Statutes and By-laws of Skål International, according to the local laws and procedures of the country where it is formed. If the official register of the country does not accept the By-laws of the National Skål Committee for legal reasons, then the official decision, in writing or by electronic mail, of the relevant authority explaining the motives and terms of the By-laws that require modification must be forwarded to the General Secretariat for decision of the Executive Committee.
- f) As a nonprofit making organization, Members have no personal rights to the revenue or assets that are administered by the Skål International USA Executive Committee and which must be dedicated to the aims and objectives established by Skål International for the fulfillment of the Skål Mission.
- g) Skål International USA is a part of the North American Alliance of Skål Clubs, an informal alliance with Skål International Canada, Skål International, Mexico, and the Affiliates of the Caribbean area. Subject to the approval of the Executive Committee of Skål International, a National Committee may join with other National Committees to form an Area Committee, which should include the Affiliate Club within the geographic area.
- h) The Secretary General of Skål International certifies that the Executive Committee approved the formation of Skål International USA as a structure of Skål International, on January 4, 1939 and that the last updated and valid version of its By-laws was approved on **July 18, 2017**

Name and Signature of the Secretary General of Skål International:

Official Stamp of Skål International

Date

ARTICLE 2: REPRESENTATION AND AUTHORITY

Skål International USA has the following representation and authority:

1. To represent and assist Skål International, as required, as an executive and consultative body in its relations with its Clubs and individual Members and to generally represent the Skål Movement as a whole at national level in the relation with third parties.
2. The representation and authority of the Skål Movement is vested in Skål International. The Skål Clubs are represented at the General Assembly of Club Delegates - the supreme body of Skål International - and not by the National Committees. The Executive Committee represents the General Assembly and is the Governing body of Skål International. The General Secretariat is accountable to the Executive Committee as the Management body of Skål International. Skål International grants the National Committee the authority and representation specified in point 1 above. This is not conferred on it by the Skål Clubs or Skålleagues in the country concerned who themselves are Members of Skål International.
3. The Members of the Skål International USA Executive Committee can attend with the right to speak at any meeting of a Club grouped within the National Committee. As a courtesy the President of the Club shall be advised in advance.
4. The use of the Skål name, badge, insignia, logotype, emblems and other identities of the Skål Movement shall be used only after authorization and with the guidelines and instructions given by Skål International.

ARTICLE 3: DUTIES OF THE NATIONAL COMMITTEE

1. The National Committee has the following general duties:
 - a) To publish a Skål information bulletin, for Members, Skål USA Journeys, at least once every three (3) months.
 - b) To organize annually a "Skål USA Annual Congress" in conjunction with the North America Skål Congress and to organize and present "National Skål Tourism Awards".
 - c) To encourage and promote the formation of new Skål Clubs in those areas of the country with sufficient tourism professionals who qualify for Active membership but where the Skål Movement is not yet represented by a Skål Club and to sponsor the formation of new Skål Clubs in neighboring countries where the Skål Movement is not yet present.

- d) To enhance the Skål image in the country by promoting the acceptance, understanding and recognition of Skål and Skålleagues and their role in the travel and tourism industry with other tourism professionals, national associations or organizations, tourism employers, official government bodies, tourism media and the community.
- e) To ensure that new Membership Proposal Forms are completed in accordance with the regulations before these are presented to the General Secretariat.
- f) To coordinate, promote and assist in fund raising, publicity and sponsorship programs for Skål in general.
- g) To elect the officers of the Skål International USA Executive Committee prior to the Annual General Meeting and to conduct training/workshops for Board Members when necessary.
- h) To contract full time or part-time employees or independent contractor to assist in the fulfilling of its duties.

2. In its relations with Skål International:

- a) To provide Skål International with proposals for the betterment of the Skål Movement, nationally and as a whole.
- b) To assist, whenever required and in consultation with Skål International, with the administration of the Clubs, the circulation of information and the main Skål policies set out in the Strategic and Operational Plans for Skål International.
- c) To assist, advise and follow at all times the guidelines or instructions given by Skål International and to deal with matters of national or international interest which may be referred to the Skål International USA Executive Committee by Skål International.
- d) To assist and support the fulfillment of the duties of the coordinators appointed by Skål International to promote the agreed Skål policies within the country.
- e) To communicate regularly with the General Secretariat with information on the evolution of the Skål policies in the country and the performance of each Club.
- f) To send a copy of the minutes of the Annual General Meeting, the profit and loss account, balance sheet and budget, to the General Secretariat, in one (1) of the three (3) official Skål languages. These reports shall be sent within four (4) weeks of the Annual General Meeting being held. The annual program shall be sent within six (6) weeks of the election of the Board.
- g) To participate actively in the meetings of the International Skål Council, through their chosen Councillor and to be responsible for the expenses incurred by the Councillor when attending the meetings of the Council.

3. In its relations with the Skål Clubs or Skålleagues:

- a) To mediate in matters, conflicts or disputes affecting Skål Clubs or Skålleagues, which require intervention at this level.
- b) To ensure that all the Skål Clubs within its area of influence comply with the regulations of Skål International and that the financial policy of each Skål Club is in accordance with the needs and interest of the Skål Movement.
- c) To assist, instruct, encourage and develop the Skål Clubs and help them with their problems, ensuring that all Skål Clubs are performing well revitalize them when necessary and to promote Skål events.
- d) To promote the knowledge of the Skål Movement, it's Mission, Principles and the Florimond Volckaert Fund among Members.
- e) To assist the training of the Club officers by organizing an annual seminar/workshop aimed mainly at those officers who are fulfilling a function for the first time.
- f) To check that the information held by the General Secretariat relating to each Member is correct and duly updated by the Skål Clubs.
- g) To promote and organize inter-Club events with national and international participation.
- h) To maintain regular contact with the Clubs to ensure that the Skål International USA Executive Committee is aware of the situation of the Skål Movement nationally.
- i) To encourage maximum participation of Club delegates at the General Assembly of Skål International and to present suggestions and motions for discussion when considered of general interest; to encourage maximum participation to the Annual World Congress of Skål International and other meetings of Skål Clubs, National or Area Committees worldwide.
- j) To administer on request, on behalf of Skål International, the assets of Skål Clubs which have been suspended or dissolved.

ARTICLE 4: COMPOSITION

The needs and organizational requirements of a National Committee may not be exactly the same in every country. When a National Committee due to size, legal system, current structure, economic and other situations cannot fully adopt these By-laws this must be communicated to the General Secretariat, together with the proposed modifications, for a further decision by the Executive Committee.

SKÅL INTERNATIONAL USA GENERAL ASSEMBLY

1. Composition:

The delegates of the Clubs, who must be Active, Life or Retired Members, are the only authorized persons to vote on all subjects included on the Agenda. Retired Members may not however hold representative office.

Each member Club shall be entitled to one (1) Voting Delegate for up to and including sixty-five (65) Active, Transfer Active (nonresident), Life and/or Retired (who were formerly Active) Members, and two (2) voting delegates for any Club with sixty-six (66) or more Members.

2. Voting:

A Quorum shall exist when a minimum of 50% of the Skål Clubs are in attendance, each with at least one (1) voting delegate. No proxies are permitted.

Unless otherwise stated in these By-laws or Skål International regulations, all decisions will be by a simple majority.

3. Meetings:

The Skål International USA General Assembly (AGM) is held annually in conjunction with the NASC Congress. Extraordinary General Meetings may be called in accordance with the procedures.

4. Skål USA Representatives:

Each Club shall, no later than the December Meeting held in the even-numbered years, elect a qualified Member as its Skål USA Representative(s), who will take office as of the following January 1 for two (2) years or until a successor has been duly elected. Where a Club qualifies for two (2) Representatives, the election will be held annually for one person at a time. The Secretaries of the Clubs shall advise the Skål USA Administrator of the election results by December 31.

A Skål USA Representative, elected by the Representative's own Club, represents their Club to the National Committee as a voting member of the board.

The Skål USA Representative is an officer of the Representative's own Club, who has important responsibilities, which are detailed in the Skål International USA Manual Instructions.

The Skål USA Representative is required to attend the Skål International USA General Assembly and its working meetings. If said representative is unable to attend an Active, Life, Retired Member can be appointed by the Club. Evidence of his/her appointment must be submitted, by the Club President, to the Vice President Administration for the record.

Vacancy: In the event of resignation or if a vacancy is created by any other cause during the term of office of a Skål USA Representative, the Board of the Club of such Representative shall appoint a past President or another Active, Life or Retired Member to serve the unexpired term.

5. National Committee Meetings and Skål International USA Executive Committee

Meetings: Skål International USA National Committee meetings are held at least twice a year, including the NASC meeting and AGM, and prior to the Skål International Congress. Executive Committee meetings shall be called by the President as often as deemed necessary for the administration of Skål International USA. Conference calls and webinars may be used to facilitate these meetings.

Elected Officers and the Councillor of Skål International USA cannot be voting delegates of their Clubs at the National Meetings to ensure the desired independence and control from the floor.

Composition and elections:

- a) Elected Executive Committee Officers: President; Vice President-Administration; Vice President-Finance; Vice President Membership; two (2) Directors of Membership; Director of Communications and Public Relations, and the International Skål Councillor.
 - b) The total travel and meeting expense for the Executive Committee shall not exceed 50% per year of the gross Skål International USA membership dues collected the prior year. If the Executive Committee deems it necessary to exceed the 50% rule for any reason they can show the reason why, what the additional cost are and get approval from the Clubs before exceeding the 50% year of the gross membership dues collected the prior year.
 - c) A Club must have a minimum of fifteen (15) Members, Active, Life and Retired shown on the Skål International data base as of 10 days prior to the AGM or NCM to have a voting representative on the National Committee Board. **If a Club does not reach this requirement they will not be required to attend the AGM.**
 - d) Elections for all Skål International USA National Committee officers shall be National elections. All eligible Clubs will be allowed to vote for all officers.
6. Skål USA Administrator: Skål International USA has created the position of Skål USA Administrator to provide administrative and operational support to the Clubs, the board and Skål International.

ARTICLE 5: NOMINATIONS AND ELECTION OF THE EXECUTIVE COMMITTEE

1. Nomination of Executive Committee Officers – The Board of the candidate's home Club, must file nominations of qualified candidate(s) after having obtained the consent of the nominee(s), with the Skål USA Administrator, for any office between September 16th and October 15th. This filing can be made by mail or e-mail, via a scanned PDF file.
 - a). The candidate's nomination must be supported by a signed letter of endorsement from their Club President (or in their absence, an officer of the Club), Personal Skål Curriculum Vitae and Professional Résumé. Candidate must be an Active, Life or Retired Member, excepting Retired Members may not hold representative office. Positions of President and the International Councillor are the only representative positions of Skål International USA. The presentation of candidates "en bloc" is not permitted. Should no candidates be presented, the existing Officers will provisionally remain and the General Secretariat must be informed for further action.
2. Election of Officers – Voting will begin on November 1st and will close on November 30th at 11:59 PM Central Time. Candidates shall not be allowed to campaign, nor allow anyone to campaign on the candidate's behalf prior to October 25th. A secured official ballot(s) will be sent to all Club Presidents by November 1st in the form of:
 - a) Any candidate for any Skål International USA elected office shall not visit any Skål International USA Club at Skål International USA expense during the 30 day voting period.
 - b) The candidate's nominating letter, Skål Curriculum Vitae and Professional Résumé will be sent to the Club Presidents, via electronic mail and posted on the Skål International USA website.

- c) Voting will be by secured electronic ballot.
 - e) The Club President, as noted on the Skål International website as of October 15, will cast the Club's vote(s) electronically between November 1 and November 30. Under no circumstance will the voting deadline be extended.
3. Voting procedure – Election results will be verified electronically by the two (2) Skål International USA Internal Auditors in conjunction with the Skål USA Administrator on December 1st at a pre-determined designated time. The results of the election will be made known to the membership by the Skål International USA President through the Skål USA Administrator immediately via electronic mail. Elections are decided by an absolute majority (50%+1) of the votes cast on the first ballot, except that in the event no candidate receives a majority of votes cast on the first ballot, a run-off ballot will be cast by the Clubs. In the event more than two candidates run for the same office and no one candidate receives an absolute majority, a runoff election will be held within the next 7 days, administered by the Vice President, Administration. The candidate who receives a simple majority on the second ballot shall be considered elected. In the event of a tie vote on the second ballot, the Skål International USA President will vote to break the tie.
- If the office of the Skål USA Administrator does not receive the vote of a Club by the voting deadline, then Skål International USA will consider the Club as having voted neither for nor against the question. Failure of a Club to return its ballot on questions brought to the notice of the Club, within the sixty (60) days following the mailing of said notice, may subject the Club to the charge of Failure to Function. The Board of the Member Clubs have the authority to cast a vote on all Skål International USA matters.
4. The elected Skål International USA Executive Committee will assume office at 12:01 AM Central Time on January 1st.

ARTICLE 6: INTERNATIONAL SKÅL COUNCILLOR

The position of Councillor is an important one as the Councillor is the link between the Council and the Skål International USA Board. The elected Councillor must have a good knowledge of Skål International procedures, being a member of the Skål International USA Executive Committee for a minimum of two years and have served as an officer in their own Club.

- a) The International Skål Councillor shall not be a Skål USA Representative or Club delegate, but must be an Active or Life Member.
- b) The International Skål Councillor is a full voting member of the Skål International USA Executive Committee.
- c) The International Skål Councillor attends the Council meetings as representative of Skål International USA. This representative capacity bestowed by Skål International USA is limited to perform the advisory and other powers and duties, which are given by the regulations of Skål International, to the International Council. This responsibility does not include the official and legal representation of the Skål International USA which is vested in the President.
- d) The International Skål Councillor shall ensure that the Skål International USA Board is fully informed in all matters related with the duties as Councillor as specified in the Council Operations Manual.

- e) If the Councillor is unable to attend a meeting of the Council, the Skål International USA President shall deputize as an alternate and inform the Council President. T
- f) The President and Officers of the Skål International USA Executive Committee can attend any meeting of the International Council, as observers. As a courtesy the President of the Council must be advised in advance.

ARTICLE 7: EXECUTIVE COMMITTEE VOTING

1. Quorum - the quorum for all meetings of the Executive Committee shall exist when at least 50% of the Officers are present.
2. Voting - Each Executive Committee member will have one vote for Executive Committee matters. To present any motion at an Executive Committee meetings, a proponent and a second is required. An Executive Committee member cannot be deputized nor represented by a proxy vote at any meeting. In case of urgency, the President may ask the Officers for a mail or electronic vote at any time. In the event of a tied vote, the President will cast the deciding vote.
3. Majority - Unless otherwise stated in these By-laws or Skål International regulations, voting results will be decided by a simple majority (most votes).

ARTICLE 8: NATIONAL COMMITTEE MEETINGS AND SKÅL INTERNATIONAL CONGRESS

1. The Skål International USA General Assembly- This must be held before June 30. The Agenda shall include the report of the President, Vice President-Administration and Vice President-Finance and the annual budget and financial reports.
2. Notice of meetings - The President will inform the Clubs, the Executive Committee and Skål International, in writing or by electronic mail, sixty (60) days prior to the meeting, of the time, date and location of the meeting including a draft agenda.
3. Agenda - Clubs must submit, in writing or by electronic mail, to the Skål USA Administrator any items they wish included on the agenda 30 days prior to the AGM. The Executive Committee members of the National Committee, Clubs and Skål International may also submit any item to be included in the Agenda at least thirty (30) days prior to the fixed date. The Skål USA Administrator shall send the final Agenda, approved by the President, to the Executive Committee, Clubs and Skål International at least fifteen (15) days before to the date of the meeting.
4. Extraordinary General Meetings - These will be called if two-thirds of the Executive Committee, or two-thirds of the member Clubs, or one (1) auditor or Skål International so require. Extraordinary meetings must be held within thirty (30) days of the request for the meeting, at a generally convenient time and place decided by the Executive Committee. At the request of the Skål International USA President, the Skål USA Administrator convenes the Clubs, with a copy to Skål International, at least fifteen (15) days before the date set and indicates in the convocation the detailed agenda of the Extraordinary General Meeting, according to the petition.
5. Skål International USA General Assembly is held annually in conjunction with the North America Skål Congress and is open to all Skålleagues. The attendance at the Annual General Meeting is restricted to Skålleagues, who can attend with one accompanying person.

6. Attendance - Elected representatives from all Clubs are required to attend the Annual General Meeting each year. A Club's failure to send their elected representative(s) to these meetings may result in a non participant fee being assessed.

a) Each authorized voting delegate must be confirmed in writing by the club President before either an Annual General Meeting (AGM) or National Committee Meeting (NCM) to officially receive a ballot, establish the club's eligibility for the \$500 attendance credit, and avoid any penalty for non-attendance. Presidents can send the Skål USA Vice President of Administration an email to confirm their voting delegate(s). Email must be received no less than 2 days prior to the AGM or NCM.

7. The Skål International Executive Committee members authorized to attend the Skål International Congress paid for by the National Committee shall be, Skål International USA President and the International Skål Councillor or their representative

For any additional Executive Committee members to attend a Skål International Congress at National Committee expense requires prior approval of the Club.

ARTICLE 9: TERM OF OFFICE

1. TERM OF OFFICE

a) The term of office for President: Vice President-Administration shall be one (1) year – from January 1 to December 31, with possible re-election for one additional term of one (1) year.

b) The term of office for the Vice President Finance shall be two (2) years with possible re-election for two (2) additional terms for a total of six (6) years in that position.

i. Removal from Office - Vice President of Finance

If, in the opinion of both auditors the Vice President of Finance is not performing the duties of office in a satisfactory manner and the auditors recommend to the Skå USA Executive Committee the removal from office of the Vice President Finance and a majority of the Executive Committee concurs, the Vice President Finance will be removed from office immediately.

The President shall notify all club Presidents and Skå USA Representatives of the action taken and provide them a detailed explanation why the removal from office was necessary.

The President shall within 30 days of the removal call for a special election to fill the vacancy of the office of Vice President Finance.

Any time served in office because of the special election will not be counted towards total time served in office

c) The term of office for the Vice President Membership shall be two (2) years with possible re-election for (1) one additional term for a total of (4) years in that position.

d) The term of office for the two (2) Directors of Membership shall be for two (2) years. One starting on even years and the other on odd years. No re-election for a Director of Membership position is permitted.

- e) The term of office for the Director of Communications and Public Relations shall be for two (2) years. **No re- election to Director of Communications and Public Relations is permitted.**
- f) The maximum combined term of office(s) for any Member of the Skål International USA Executive Committee shall be seven (7) years in total. Any time served as the International Skål Councillor will not be included in total time.

ARTICLE 10: COMMITTEES

The Executive Committee may appoint Members to serve on committees for the purpose of studying special projects, or of carrying out specific duties as required.

ARTICLE 11: SKÅL INTERNATIONAL

- a) Any Member who belongs to a Skål International USA Club and is an elected member of the Skål International Executive Committee will automatically be a non-voting member of the Skål International Executive Committee. Any other Member who belongs to a Skål International USA Club may attend Skål International USA Executive Committee meetings as an observer.
- b) Any member of the Skål International Executive Committee and the Secretary General can attend any meeting or activities held at National Committee level, or nominate a representative of their choice. As a courtesy, the President of Skål International USA should be advised in advance.

ARTICLE 12: ANNUAL MEMBERSHIP DUES

The main finances of Skål International USA are derived from an annual membership dues levied on all Members and which shall be paid to the Skål USA Administrator, via the Club on or before February 1st.

The amount of the annual membership dues shall be agreed by the Skål International USA Delegates at Annual General Meeting held at least six (6) months prior to the membership fees falling due.

Skål International USA membership dues increases are pegged to the US government COLA.

Additional fees such as Membership Development Fund fee and future NASC Congress Hosting Fund fee may be added agreed by the Skål International USA Delegates at Annual General Meeting held at least six (6) months prior to the membership fees falling due.

Unpaid invoices after 90 days will incur a rate of interest of 1.5% per month.

ARTICLE 13: FINANCIAL ASSISTANCE TO SKÅL USA CLUBS ATTENDING THE ANNUAL GENERAL MEETING AND NASC CONGRESS

With the exception of the voting delegate of the Skål USA Club hosting the Annual General Meeting, each club's voting delegate must pay the full registration package fee (including a host hotel accommodations, single or double occupancy) to be eligible for a \$500.00 credit. Only one \$500.00 credit will be given to each club sending a qualified delegate, regardless of the number of votes the club may be entitled to during the meeting. The VP Finance will automatically credit each participating

club membership dues for the following year within 30 days after the AGM. If a club wishes an immediate reimbursement they must submit a request in writing after the AGM. The refund will be made within 30 days of receipt of the request. Any request not submitted within 90 days after the AGM will not be reimbursed but will remain a credit.

ARTICLE 14: FINANCIAL SUPPORT FOR SKÅL CLUBS HOSTING A NASC CONGRESS IN THE UNITED STATES

Skål International USA will establish and maintain a special restricted account where each year \$1.00 per Member or \$2,000.00 whichever is less, is placed in this restricted account. The member count will be determined each year. Only Active, Life, Retired and Associate Members will be counted. The amount up to \$4,000.00 will be advanced to any Skål International Club hosting a NASC Congress in the United States. Payment of these funds will be made to the Club at least one (1) year prior to the NASC Congress

ARTICLE 15: SKÅL USA CONTRACTS

Any contract that Skål International USA enters into shall be made available to any Skål International USA Club when requested by the Club President. The request should be made to the Skål USA Administrator with a copy to the Vice President-Administration.

ARTICLE 16: SKÅL INTERNATIONAL USA AUDITORS

- a) Two (2) auditors, nominated from among the Active, Retired and Life Members, who are not members of the National Board, shall be elected by the Clubs in conjunction with the Skål International USA Officers Election.
- b) The Auditors shall be elected for a term of office of two (2) years. To ensure continuity, the election of one (1) auditor will be held in alternate years. Auditors shall be eligible for re-election of one additional term of office, for a total of four (4) consecutive years as Auditor.
- c) The Auditors are directly accountable to the Skål International USA membership and ultimately to the Skål Movement. They shall not be members of the Executive Committee of the Skål International USA during their term of office and they have no voting rights.
- d) The auditors shall annually check and verify the accounts, balance sheet and financial condition of Skål International USA, as well as review the general operating procedures to ensure that the Articles of Incorporation, Bylaws and the Manual of Instruction are being properly adhered. They will present a written report to the Board and Members, with comments, 30 days prior to the Annual General Meeting as well as present an abbreviated report at the AGM. In exercising their duties the Auditors have the right to check all financial documents, which shall be done in the presence of the Skål International USA Vice President-Finance and the Skål USA Administrator. The yearly audit is to be completed no later than the first Saturday of March in order to allow enough time for the audit report to be prepared and distributed by the above designated dates.
- e) In the event of irregularities being found, the Auditors will immediately inform all Members of the Board, in writing or by electronic mail. When, in the opinion of an Auditor, the irregularities found

are of such a nature that could cause the suspension or expulsion of a Member, then the Auditor must also immediately inform Skål International about the irregularities.

- f) Either Auditor may act independently of the other and, in the event of irregularities, either Auditor has the right to request that an Extraordinary General Meeting be called.
- g) Election of Auditors – The nomination must include a signed letter of endorsement from their Club President (or in their absence, an officer of the Club), Skål Curriculum Vitae and Personal Resume. Candidate must be an Active, Life or Retired Member. Nominations shall be filed with the Skål USA Administrator between September 16th and October 15th. This filing can be made by either mail or e-mail, via a scanned PDF file.

Candidates shall not be allowed to campaign, nor allow anyone to campaign on the candidate's behalf prior to October 25th. A secured official ballot(s) will be sent to all Club Presidents by November 1st in the form of:

- a) The candidate's nominating letter, Skål Curriculum Vitae and Personal Resume will be sent to the Club presidents via electronic mail and posted on the Skål International USA website.
- b) Voting will be by the electronic ballot on the Skål International USA website.
- c) The Club President, as noted on the Skål International website as of October 15, will cast the Club's vote(s) electronically between November 1 and November 30. Under no circumstance will the voting deadline be extended.

Voting procedure - Election results will be verified electronically by the two (2) Skål International USA Internal Auditors in conjunction with the Skål USA Administrator on December 1st at a pre-determined designated time. The results of the election will be made known to the membership by the Skål International USA President through the Skål USA Administrator immediately via electronic mail. Elections are decided by an absolute majority (50%+1) of the votes cast on the first ballot, except that in the event no candidate receives a majority of votes cast on the first ballot, a run-off ballot will be cast by the Clubs. In the event more than two candidates run for this office and no one candidate receives an absolute majority, then the two candidates receiving the highest number of votes will be the candidates voted on by the Skål International USA Clubs in a run-off election. The candidate who receives a simple majority on the second ballot shall be considered elected. The Member with the second largest vote shall be deemed Deputy Auditor until the next year's election results are final and can be deputized for the audit, vote counting and other activities as deemed necessary by the Auditors or the President of Skål International USA. In the event of a tie vote on the second ballot, the President of Skål International USA will vote to break the tie.

If the office of the Skål USA Administrator does not receive the vote of a Club by the voting deadline, the Skål International USA will consider the Club as having voted neither for nor against the question. Failure of a Club to return its ballot on questions brought to the notice of the Club, within the sixty (60) days following the mailing of said notice, may subject the Club to the charge of Failure to Function. The Board of the member Clubs have the authority to cast a vote on all Skål International USA matter.

ARTICLE 17: SANCTIONING POWER OF THE SKÅL INTERNATIONAL USA EXECUTIVE COMMITTEE

Letter of Reprimand: The Skål International USA Executive Committee can issue a letter of Reprimand to the Board of a Skål Club or to a Skålleague with the prior agreement of the Executive Committee of Skål International. Other collective or personal sanctions are the sole prerogative of the Skål International Executive Committee, although the Skål International USA Executive Committee may propose this action to the Executive Committee. The Skål International USA Executive Committee does not have the authority to expel a Member.

ARTICLE 18: SKÅL INTERNATIONAL USA HONORARY TITLES

- A. The Skål International USA Executive Committee may propose the honorary title of “**The Bill Sweet Member of Distinction – Skål International USA**” on past and present Members of Skål International USA who have distinguished themselves in their service to the Skål Movement. Members receiving such honor only enjoy special privileges within their own country, and shall not receive a special badge. Granting of this honor need not be reported to Skål International
- B. The decision to bestow National Committee honorary titles shall be an item on the Agenda for the Skål International USA General Meeting. It requires an absolute majority vote to be passed.
- C. Members receiving this distinction will retain their Active, Life or Retired membership of Skål International.
- D. The distinction “Membre d’Honneur” shall not be used by National Committees, as the distinction is reserved solely for the use of Skål International.

ARTICLE 19: MODIFICATIONS TO THE NATIONAL COMMITTEE BY-LAWS

1. Modifications to these By-laws can only be decided at a National Meeting providing that a simple majority of the delegates present approve the proposed modifications. However, when a change in the National Committee By-laws is made necessary by modifications to the official publications of Skål International, the Board shall prepare the required amendments and inform the Clubs of the reasons for the changes, without asking for the otherwise, necessary vote. All changes must be approved by the Executive Committee through the Statutes Director.
2. Proposals for modifications may only be made by the Skål International USA Executive Committee or a Skål International USA Club. They must be made in writing or by electronic mail to Skål USA Administrator at least thirty (30) days prior to an Annual or at least fifteen (15) days prior to an Extraordinary General Meeting.
3. Any proposed amendments to the By-law presented at the AGM or NCM may be modified from the floor with the approval of the proposer.
4. By-law amendments will be produced and circulated by the Skål International USA Executive Committee to cover additional details and procedures not specified in these By-laws, provided that they in no way contravene the Official Publications of Skål or the Skål International USA By-laws.

ARTICLE 20: DISMISSAL OF THE NATIONAL BOARD AND DISSOLUTION OF THE NATIONAL COMMITTEE

1. The Executive Committee of Skål International may take the decision to dismiss from their positions the members of the National Board. The Executive Committee may then decide to put the official and legal representation, supervision of the duties and wealth of the sanctioned body under the control of the General Secretariat.
2. The Executive Committee may decide to suspend or dissolve a National Committee.
3. Should a change occur whereby only one (1) Club remains in the National Committee area, Skål International must immediately dissolve the Committee.
4. If the National Committee is suspended, dissolved or terminated then the Executive Committee, in consultation with Skål International, shall first honor all debts. All payment orders and other vouchers must bear the signature of the President, the Vice President – Finance and the two (2) Auditors. All remaining assets, funds and wealth shall be administered under the authority of Skål International, which may distribute them between the existing Skål Clubs within the country or preserve them until the new National Committee is formed.

ARTICLE 21: FINAL AUTHORITY

1. In case of conflict between the different sets of regulations, the official publications of Skål International will take precedence followed by the Skål International USA Articles of Incorporation and these By-laws. Should there be any conflict between the laws of the country covered by the National Committee and the official publications of Skål International, the Statutes Director must be informed immediately, to allow the situation to be deliberated on and a decision to be made.
2. Skål International By-laws and subsequent modifications to the same always require the approval of the Statutes Director of Skål International who will consult with the Executive Committee of Skål International before publication.

NB: The President and Secretary of the National Committee must sign each page of these By-laws.

DATE & SIGNATURE

NAME AND FAMILY NAME
PRESIDENT. SKÅL INTERNATIONAL USA

DATE & SIGNATURE

NAME AND FAMILY NAME
VICE PRESIDENT-ADMINISTRATION, SKÅL INTERNATIONAL USA