



MINUTES OF THE 2019 SKÅL USA NATIONAL COMMITTEE MEETING WEBINAR

In accordance with the Article of Incorporation of Skål International USA, the President of Skål International U.S.A., Lisa Conway invites the Representatives of Skål International USA to attend the National Committee Meeting (NCM) Webinar on Friday, October 4th, 2019 at 3:00 PM EST.

The following Committee Members were present at this meeting:

Lisa Conway – President	Holly Powers – International Skål Councilor
Jim Dwyer – VP of Administration	JoAnne Ford – Senior Auditor
Richard Scinta – Director of Membership	Tom Moulton – VP of PR & Communications
Art Allis - Junior Auditor	Alton Hagen - VP of Finance
Dave Ryan - VP of Membership	

Call to Order by President Lisa Conway

President Conway called the NCM to order at 3:06 PM and then led the attendees in the Skål Toast. She welcomed all the delegates, guests, members and then introduced the past Skål Presidents in attendance: Carlos Banks and Holly Powers. President Conway announced that Director of Membership William Tullmann had to step down due to work commitments, she wished him well and noted that his consent agenda report has not yet been submitted. Conway then requested that VP of Administration Jim Dwyer conduct roll call to determine quorum.

Roll Call of the Clubs by VP of Administration Jim Dwyer

- Determination of Quorum - Attendance was automatically recorded via Gotowebinar as members logged onto the call. At this time Dwyer read the names off of each member in attendance for the record. The following clubs were marked as present:
 - SI Albany - Ernie Bruno
 - SI Arkansas- Karen Trevino
 - SI Atlanta - Lorene Sartan
 - SI Baltimore - Katie Doherty
 - SI Boise - Kathy Pidgeon
 - Skål Boston - Ed Friedrich
 - SI Central Pennsylvania - Sharon Arnold
 - SI Charlotte - Bob Cooke
 - SI Chicago - Cheryl Gatto
 - SI Colorado - Olga Hellweg
 - SI Columbus - Scott Wise
 - SI Fort Lauderdale & Palm Beaches - Carlos Banks
 - SI Hawaii - Pam Davis (*2 Votes)

- SI Kansas City - Joe Andrick
- SI Las Vegas - Chris Allen
- SI Miami - Xavier Lividini
- SI Myrtle Beach - Hans van Doorne
- SI New Orleans - Stu Barash (*2 Votes)
- SI New York - Iris Salazar (*2 Votes)
- Skål Northern New Jersey - Robert Lowell
- SI Orange Coast - James Ferguson
- SI Orlando - John Stine
- SI Orlando - Duane Winjum
- SI Philadelphia - Greg DeShields
- SI Phoenix - Pam Wadding
- SI Pittsburgh - Marisa Haney
- SI Portland - Stephanie Warrington
- SI Puerto Rico - Ronald Flores
- SI Reno-Tahoe - Dana Shores
- Skål Sacramento - Carol Fox
- SI San Francisco - Mike Caplin
- SI San Jose - Rick Adams
- SI Southwest Florida - Jack Wert
- SI Tampa Bay - Kristina Alspaw
- SI Tucson - Nancy Purdin
- SI Washington - Morgan Maravich (*2 Votes)
- Skål Representative Ken Hamm
- Skål Representative Monica Pasquerello
- Skål Representative Paul Dhadda

Upon completion of the roll call, VP of Administration Dwyer determined they had met quorum.

Approval of “Consent Agenda” of Executive Committee Reports – President Lisa Conway

- President Conway reviewed some housekeeping items, reminding the attendees about the upcoming elections, noting that the nominations close on October 15th, and that voting will take place from November 1-30th, 2019. She said the winners would be announced December 2, 2019. President Conway also announced the anniversary events for SI Chicago and SI San Juan. She concluded by letting everyone know that the 2020 NASC would be held in Winnipeg, Canada from April 29 - May 2, 2020. And that the 2020 World Congress would take place in Croatia from October 15-20, 2020.
- Approval of the Consent Agenda
 - Presidents Report – Lisa Conway
 - Financials 2019 YTD – Alton Hagen
 - VP Administration - Jim Dwyer
 - VP Membership - Dave Ryan
 - VP PR & Communication - Tom Moulton
 - Director of Membership Richard Scinta
 - Director of Membership William Tullmann – *Not submitted*

- ISC Report - Holly Powers
- Approval of AGM & NCM minutes held in Honolulu, HI on April 27, 2019

President Conway briefly reviewed the Executive Committee Reports and asked if any of the delegates had questions or wanted a report pulled for discussion. Rick Adams made a comment regarding the spelling and punctuation going forward. President Conway thanked him for his feedback and clarified that the vote is only regarding the content of the consent agendas. There being no further questions, Conway asked for a motion. Karen Trevino motioned to accept the Consent Agenda, seconded by Mike Caplin. There being no further discussion, a vote was called: 35 voted in favor, 1 opposed, no abstentions. Motion to approve the Consent Agenda passed.

Vice President Finance Report – Alton Hagen

- 2020 Club Insurance Renewal – Hagen reviewed the letter that was sent out to the clubs regarding the replaced general liability policy. The policy now extends to all clubs and their individual members regarding any accident that is incurred as a result of a Skål activity. The exclusions are if alcohol or drugs are contributing factors or if the accident happens outside of the United States. This policy is in excess to any primary coverage that the individual may have. The EC has elected to pay this out of the general fund, making this policy a benefit to members. Hagen stated that they are continuing with the crime and directors and officer’s insurance. This coverage is currently in place and the invoices will be sent out next week for those who opted in. Hagen then opened the floor for questions or comments. Ronald Flores asked if Puerto Rico is considered part of the United States for the policy coverage. Hagen responded that he will look into it and get back to them with an answer. Hans van Doorne reported that he had not received the letter that went out, Hagen confirmed that it was sent to all club presidents, secretaries and treasurers. Skål Administrator Shea McConnell said he will look into the email accounts that this letter was sent to.
- 2020 EC Travel Insurance Policy Changes – Hagen reported that these changes went into effect before 2019 and that this was also presented at the AGM. Hagen stated the rationale was to address the increase in premiums, so they decided that only the Skål USA President and the ISC Councilor would have year-round coverage with the travel insurance. All other EC members will have to purchase insurance on a case-by-case basis. Hagen also noted that during the WECM, the EC will not cover the travel expenses for the outgoing officers, with the exception of the outgoing Skål USA President. Hagen then opened the floor for questions or comments. Rick Adams asked a question to clarify Hagen’s statement, Hagen clarified that this is not a year-round change, but that it only applies to the WECM.
- 2020 SI & Skål USA Dues Reminder & Prorated Dues – Hagen reviewed the new terms and stipulations for the prorated membership opportunities for members who join between July 1– August 31. Those members will only be charged 50% of the annual dues for Skål International and Skål USA. Hans van Doorne reported he also did not get this notice. Rich Adams asked if a member joins in November, when would they be invoiced, the EC

responded that the club would receive the invoice in January of the coming year. Bob Cooke asked what the 2020 dues are. Hagen responded with the following numbers:

- Active Individual: \$65.00 Skål International, \$75.00 Skål USA (Total \$140.00)
- Retired/Life: \$61.00 Skål International, \$75.00 Skål USA (Total \$136.00)

Hagen also clarified that the new member administration fee remains at \$30.00. Stu Barash asked if clubs are able to pre-pay in November, for example. Hagen responded that they could absolutely do that.

2019 End of Year Financial Prognostication – Hagen stated that through August, the EC has received \$132,000 of the \$138,000 anticipated dues as reflected in the 2019 budget. In terms of expenses for the year, they are almost 24% below projected expenses and Hagen forecasted that if this trend continues, they will end the year with significantly less expenses than he had originally anticipated. Hagen also reported that both the 2019 and approved 2020 budgets are available online. Hagen then opened the floor for questions or comments. Rick Adams asked about the budget he downloaded, noting that it was named as the first draft, not the approved budget. Shea McConnell reported that the document had been corrected and updated. There being no further questions, Carols Banks motioned to accept the report, seconded by Kathy Pidgeon. There was a call for a vote, 33 in favor, 2 opposed, and 1 abstention. Report is accepted.

Proposed Statutes & Bylaws Amendments – Jim Dwyer

- Statutes & Bylaws Change: Removal from Office – Proposed by Skål USA
 - Article IX – Term of Office – Currently states that “Any member of the Skål International USA Executive Committee who, without valid reason, fails to attend two consecutive Committee meetings is considered to have resigned from the Skål International Executive Committee.”
 - Proposed Change: Any member of the Skål International USA Executive Committee who, without valid reason, fails to attend two Committee meetings is considered to have resigned from the Skål International Executive Committee. Any Skål USA Executive Committee who is derelict in their duties, as determined by a majority vote of the Skål USA Executive Committee, will resign from the Skål USA Committee.
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President Conway added clarification that the concern is that a board member can miss every other meeting, and as it is written, this bylaw allows them to remain on the board. She then opened the floor for discussion. Carlos Banks stated that he could not support the amendment as written and motioned that a two-thirds vote replace the majority vote in the proposal. Seconded by Rick Adams who also commented on grammatical errors in the proposed amendment. Hans van Doorne requested Dwyer re-read the proposal. After some discussion, Carlos Banks withdrew his original motion. Carlos Banks then made a new motion to clarify that if a member of the EC fails to attend two Executive Committee meetings they are considered to have resigned from the EC and that a two-thirds vote is required to remove (not resign) a member of the EC. Hagen read the new proposed

amendment on the floor as follows: Any member of the Skål USA Executive Committee who, without valid reason, fails to attend two Executive Committee meetings is considered to have resigned from the Executive Committee. Any member of the Executive Committee who is derelict in their duties, as determined by a two-thirds vote of the Skål USA Executive Committee, will be removed from the Executive Committee. Carlos Banks agreed. Cheryl Gatto seconded the motion, there was a call for a vote. 28 in favor, 5 opposed, 3 abstentions. Amendment passes. At this time President Conway also clarified that the auditors are recording the votes during this meeting. Rick Adams proposed that the changes be posted so the members can see them on the screen as they are happening. President Conway answered that these will be included in the meeting minutes. Holly Powers also noted that these changes will be posted in the statutes and bylaws and marked in red to indicate the new changes.

- Amendment to Bylaws: Article 13: Financial Assistance to Skål USA Clubs Attending the Annual General Meeting and NASC Congress. Jim Dwyer gave the floor to Alton Hagen. Hagen reviewed the article and proposed changes:
 - The Article currently states that “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 packing fee (including a host hotel accommodation, 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 of 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.”
 - Proposed Change: “With the exception of the voting delegate of the Skål USA club hosting the Annual General Meeting, to be eligible for the \$500.00 credit from Skål USA each club must: (i) Have their voting delegate must pay the full registration packing fee (including a host hotel accommodation, single or double occupancy) (ii) Have a net gain of at least one paying member over the Same Time Last Year (STLY). 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 of Finance will automatically credit each participating club membership dues for the following year withing 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.”

Alton Hagen opened the floor for discussion. Stu Barash motioned that the net gain should be measured over the course of two years, motioned seconded by Hans van Doorne. There was some further discussion and in the chat, Karen Trevino stated that she understood the intent, but that in order to prevent the interpretation being abused that the amendment should clarify that the attendee is a paying member. Alton Hagen suggested that the language could say “one paying, active member attending”. Katie Dougherty suggested

they also include language that states that the club is in good standing. President Conway clarified that this is intended to help Skål USA keep the \$500 incentive, while also continuing to bring in money for Skål USA through membership. After there was continued discussion, President Conway reminded the members that there was still a motion on the floor by Stu Barash, after some deliberation, he withdrew his motion on the floor. Carol Fox then motioned that a club must apply and request the \$500 credit needs to be applied for, seconded by Ernie Bruno. Katie Doherty voiced agreement that the credit should be applied for, Dave Ryan also agreed. There was some discussion regarding the validity of modifying the proposal, followed by Pam Davis suggesting a time limit on when the credit could be requested. Alton Hagen agreed that the credit could be applied for within a time limit after NASC. Karen Trevino sent a comment in the chat function agreeing with Pam Davis's comment. President Conway noted that Carol Fox would need to come and amend her motion or withdraw it. Morgan Maravich asked if the credit could be applied to a club based on the clubs financial situation. There was some discussion about the financial record keeping of the clubs, Carlos Banks clarified that there was a former law but it has since been removed. Rick Adams recommended that because this clause seems to be such a hassle and there is so much debate that they get rid of it altogether. Alton Hagen provided some background on why the clause was originally written. Carol Fox modified her motion to include that a club must also apply for the credit in addition to meeting the requirements. Seconded by Ernie Bruno. There was some discussion and Carol Fox again modified her motion that the club must apply for the credit within 90 days following NASC. Ernie Bruno seconded. Floor open for questions. Stu Barash recommended that the modified language read as "to an average of two years and that the club must apply for the credit within 90 days". Carol Fox agreed and so motioned, seconded by Pam Davis. After some discussion Katie Dougherty requested that a member of the EC read out the amendment as it is currently proposed. Alton Hagen read as follows, "Clubs must have a net gain of at least one active, paying club member over the average of the previous two years and the credit must be applied for within 90 days after the AGM's conclusion." President Conway then called for a vote. 21 voted in favor, 7 opposed and 4 abstentions. Per Skål Auditor JoAnne Ford, the motion passes.

- Amendment to Bylaws: Credit/Debit for NASC Attendance / Non-Attendance – Proposed by Skål USA. Alton Hagen reviewed the article and proposed changes:
 - Article 8, Section 6: Attendance– Currently states that "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.
 - Proposed Change: 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 penalty being

assessed. 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. The delegate(s) of a Club with payments due to Skål USA that are more than six months past due at the time of an Annual General Meeting (AGM) or National Committee Meeting (NCM) will not be permitted to cast votes/ballots.

Alton Hagen summarized that this change was made to improve the funds that are due to Skål USA. Stu Barash motioned to accept the changes as proposed, seconded by Karen Trevino. The floor is open for discussion. Hans van Doorne stated that he could not support the changes because he disagreed with the verbiage used for the word fee vs. penalty. Alton Hagen said he understood, but that the EC wanted to give the potential for a penalty if it's necessary, not mandate it. President Conway asked if the confusion is regarding the use of the word 'may' in the amendment, Alton Hagen asked if there was an alternative phrase that they would like to use, Hans van Doorne proposed that they get rid of the penalty and fee language entirely. Alton Hagen responded saying that they can remove the last sentence of the proposal. At this time, Pam Davis thanked everyone and apologized that she had to leave the call. President Conway asked Auditor JoAnne Ford if they still have quorum, Ford responded in the affirmative that they still have quorum. Bob Cooke asked about the second part of the proposal, noting that for smaller clubs that are struggling, sending a delegate can be a far bigger ask than for the bigger clubs. President Conway clarified that the \$500 penalty had already been removed, and that the penalty was initially proposed for and voted on by the membership. President Conway then call for a vote on the present motion. Rick Adams states that if there is going to be a penalty that it needs to be in writing so all the clubs are aware. Carlos Banks clarified that the penalty used to be \$1,000, which was then lowered to \$500, and now the penalty fee had been completely removed. Stu Barash withdrew his initial motion. Hans van Doorne made a new motion to accept the changes, but exclude the portion of the proposal that states "and avoid any penalty for non-attendance.". There being no further discussion, there was a call for a vote. All in favor with, no opposed and no abstentions, motion passes unanimously. Carlos Banks and Kristina Alspaw had to leave the call at this time and thanked everyone for their time. Auditor JoAnne Ford confirmed they still have met quorum and can proceed.

- President Conway then directed the membership on the last proposal regarding voting stipulations for clubs with outstanding fees. As written earlier, the proposal states:
 - The delegate(s) of a Club with payments due to Skål USA that are more than six months past due at the time of an Annual General Meeting (AGM) or National Committee Meeting (NCM) will not be permitted to cast votes/ballots.

Stu Barash motioned to accept the proposal as written, seconded by Sharon Arnold. Floor open for discussion, Rick Adams noted a discrepancy in the name of Skål International USA, Alton Hagen said the mistake would be fixed to read "The delegate(s) of a Club with payments due to Skål International USA". There being no further discussion, there was a call for a vote. All in favor with, no opposed and no abstentions, motion passes

unanimously. President Conway thanked everyone for their participation and patience through this process.

ISC – Holly Powers

- Holly Powers introduced the 2020 Skål International Executive Committee:
 - President Peter Morrison, Skål New Zealand
 - Senior VP Maria Teresa Diaz, Skål Spain
 - VP William Rheaume, Skål Canada
 - Director Fiona McFarlane, Skål Australia
 - Director Vijay Mohan Raj, Skål India
 - Director Burcin Turkkan, Skål USA
 - Auditor John Rusich
 - Deputy Auditor David Fisher

Holly Powers also informed the membership that the bylaws that were put forward by Skål USA in the midterm meeting in May were voted on and passed. They changed the term of office from congress-congress to serve for a full calendar year January 1 – December 31.

- Skål International World Congress 2019 Recap – Holly Powers said this World Congress was a great success by Skål Miami and Skål USA. After this congress Skål USA is viewed in high esteem and they have received wonderful feedback. The congress was positive, the conversations were civil and she congratulated Skål Quebec for the 2021 Skål World Congress. Skål USA had 27 clubs represented with over 100 members and guests. She also congratulated Burcin Turkan and John Rusich with their wins. Holly encouraged everyone to start fundraising now, thanked everyone and concluded her report. Rick Adams asked about the dates for the upcoming World Congress, Holly Powers answered that it is available on the Skål International website and that it's taking place in October 2020. Stu Barash motioned to accept the report, seconded by Jack Wert. There was a call for a vote, 26 in favor, no opposed, no abstentions.

Vice President Membership – Dave Ryan

- Update on New and Reactivated Clubs – Dave Ryan reported that the Southwest Florida club now has 24 members and is doing very well. He thanked Jack Wert and Holly Powers for all their efforts there, noting that this was the first Skål USA club that was started in 17 years. He said that Skål Richmond had not been able to get off the ground. Skål Phoenix is reactivated and sitting at 20 members, they are working to get their members up. Skål Central California (Fresno) has been unable to get their membership numbers up, but that they are still working hard. Dave Ryan also reported that he is making contact to reactivate the Skål Connecticut club.
- Membership Numbers – Dave Ryan said they are currently sitting around 1,853 Skål USA members, but that they are losing members to attrition and them aging out. He encouraged

the clubs to focus on gaining and keeping members. Rick Adams motioned to accept his report, seconded by Katie Doherty. Call for a vote, 24 in favor, no opposed, no abstentions.

Vice President PR & Communications – Tom Moulton

- Newsletter Format & Statistics – Tom Moulton announced that there are new branding opportunities coming down the pipeline for Skål USA to help them focus and make a push for membership. He reported his team changes the newsletter format from a quarterly newsletter to a monthly one that was sent out twice. As a result of those changes, they have seen an open rate of 20-23% and a click rate of 8-12% (the industry medians are 25% and 8.1%, respectively). The goal is to get the click rate up, and he stated that the newsletter for September and October would feature the events that took place at the World Congress. Tom Moulton also emphasized that the communication and focus would shift towards recruitment based, rather than just information.
- Going Forward – Tom Moulton stated that they would continue to refresh the newsletter as the metrics continued to come in, that they want to increase those who read and use the newsletter, continue to grow their reach, and said that the new branding techniques from Skål International would be employed soon.

Other Business – President Lisa Conway

- WECM 2020 Location Announcement – President Conway announced that the 2020 WECM would be hosted in New Orleans. Stu Barash thanked the EC for the honor. Jim Dwyer thanked all the clubs who submitted bids and asked them to consider applying for 2021. Rick Adams asked about if a date was set, President Conway stated it would be sent out within a week, and thanked everyone who applied to host.

As there were no further items to be discussed, President Conway asked for a motion to adjourn the meeting. Jack Wert so motioned, seconded by Rick Adams. All in favor, no opposed, no abstentions. Motion passes, the 2019 National Committee Meeting is adjourned. President Conway thanked everyone for their participation.