



Skal International USA Board Meeting Minutes

April 11, 2013

Hyatt Sacramento

In attendance

President- Tom White

V. P Administration – Carlos Banks

V. P Finance – Dick Knorpp

V.P Region 1- Edward Davis

V.P Region 2 - Mike Kleine-Kracht

V.P Region 3- Toni Koster

V.P Region 4 - Martha McClintock

V.P Region 5- Cyndi Golden

V.P Region 6- Tom Moulton

ISC Councilor- Lou Conkling

Immediate Past President- Llana Smith

Senior Auditor- Rick Adams

Junior Auditor- Dave Barela

SISUA Administrators- Eric Braendel

President Tom White called the meeting to order at 10:15am.

President White asked all present to stand for the SKAL toast, followed by a moment of silence.

The SIUSA Board did self introductions followed by introduction of the observers - list attached.

Carlos Banks, VP Administration established there was a quorum present from the board. Mr.

Banks reminded the observers there is a charge of \$30 for lunch.

Lou Conkling moved to approve the SIUSA Board meeting minutes from February 2, 2013 in Washington DC, Dick Knorpp seconded. Motion carried.

REGION REPORTS:

For the record all Board member reports are posted on the SIUSA website. President White asked that each Board member only touch on highlights of report to keep the meeting moving.

Region VI- Tom Moulton

Mr. Moulton reported he is working on the reactivation of Phoenix and has had meetings with those interested in getting the club back up. There will be another meeting on May 3rd. Mr. Moulton stated he is working with the area CVB on the reactivation, they have compiled a list of young stars with enthusiasm who work in the hospitality industry. The goal is to have a series of meetings throughout the summer to keep the interest and by fall there should be at least 15 prospects ready to reactivate the club. SI Tucson has been involved including the current president. Ed Davis moved to approve Region VI report as presented, Lou Conkling seconded. Motion carried.

Region IV-Martha McClintock

Ms. McClintock reported SI Charlotte is up and running and having monthly meetings all are invited to attend meetings if in the Charlotte area. She also recognized Francis Tsai; club SIUSA Representative present at the meeting as an observer.

Membership- two letters have been created to assist clubs with recruiting new members. One letter is an official invitation from the club president and SIUSA president; the other is a thank you to the prospect for attending the meeting and inviting them to join SKAL International. Ms. McClintock will have posted on the website. Ms. McClintock and our SIUSA Administrator have the letters and will gladly email to any interested club.

Brandon Buchanan has sent follow up letters to the 75+ prospects generated from ABA Marketplace thanking them for their interest in SKAL and letting them know the local club in their area will be reaching out to them. The RVP's were sent a complete list of prospects to forward on to their clubs. It is up to the individual clubs to follow up.

Young SKAL- Llana Smith, immediate past president SIUSA is currently chairing a task committee focusing on Young SKAL and will present a full proposal during the Seminar on Friday under membership. President White reported that SI Orlando has submitted to SI a By-laws change for Young SKAL. The Club is proposing two categories for Young SKAL: Professional and Student. Lou Conkling moved to approve the Region IV report as presented, Toni Koster seconded. Motion carried

Region II- Michael Kleine-Kracht

Mr. Kleine-Kracht reported a fundraising manual has been compiled and it is a working document, every club needs to have a fundraising program. SI Cleveland has closed; the other clubs in Region II are holding steady. Martha McClintock moved to approve Region II report as presented, Tom Moulton seconded. Motion carried.

Region I- Edward Davis

Mr. Davis reported there were approximately 14 leads generated during the RSAA convention recently held at Caesars Atlantic City. RSAA provided a table for SIUSA complimentary during the two day receptive operators meeting.

Mr. Davis recognized SI Boston for being the only SIUSA club that didn't lose members this year and actually gained members. Mario Heche, SI Boston President commented they work hard to keep their members. Carlos Banks moved to approve Region I report as presented, Toni Koster seconded. Motion carried.

Region III- Toni Koster

Ms. Koster apologized for being a little behind with the Education Committee due to assisting SI Sacramento with the NAASC Congress. She announced she is working with TMCC and UNR hospitality classes for Young SKAL. Ms. Koster commented that we need to re-educate clubs as to why individuals should join SKAL. SI Reno's membership is relatively young; we can get fresh clear ideas from young people.

Ms. Koster reported she has been working on reactivating Salt Lake City. She has requested a list of the last members from SKAL International. Martha McClintock will contact David Nelson with SI Myrtle Beach and ask if he can assist since he is a past president of SI Salt Lake City.

Ms. Koster stated she is confident that the club will be reactivated by July. Martha McClintock moved to approve the Region III report as presented, Ed Davis seconded. Motion carried.

Ms. Koster announced that unfortunately SI Spokane has closed. They are only interested in being a dinner club.

Region V- Cyndi Golden

Ms. Golden announced that Karen Trevino and Dave Barela will continue handling the newsletter. She would like to see more members register with Facebook and LinkedIn.

SI Dallas will host a membership meeting this month; they have invited 100 prospects and currently have 30 RSVP's. SI Omaha club has closed; a reception is planned for Oklahoma City, there are six (6) new member prospects interested. She hasn't been able to organize an event in Branson yet, her contact has been busy. Ms. Golden reported she has been in contact with SI Houston, they currently have 25 members, but logistics seem to be the major issue with organizing meetings. They are considering meeting quarterly verses monthly. Ms. Golden is planning on blending St. Louis with Branson. Ed Davis moved to approve the Region V report as presented, Toni Koster seconded. Motion carried.

VP Finance- Dick Knorpp

Mr. Knorpp presented the Final Financials for 2012. He reported SIUSA generated \$38,913.56 in income due to several facts: 1) Not having a paid SIUSA administrator; Carlos Banks handled the financials for the year 2) Toni Koster and SI Reno hosted the board for the winter board meeting 3) Martha McClintock and SI Jacksonville were able to provide comp rooms and meals for the board and reduce expenses for the NCM held in St. Augustine. Llana Smith reminded the board that Martha McClintock also took on administrator responsibilities by handling the SIUSA store and minutes for all board, AGM and NCM meetings. Mr. Knorpp stated that there would have been a \$36,000 loss under normal conditions. Orizon is the CPA firm on record; he suggested they continue through 2013 since they are familiar with all of the accounts. During 2013 we should begin searching for a new CPA for 2014 that will be in close proximity to Washington DC where the SIUSA Administrator is located. Eric Braendel is currently working on finalizing 2012 financials to file the 990, all will be sent shortly after April 15th to Orizon. Mr. Knorpp reported SIUSA would have had a loss in 2012 without the donated items.

Mr. Knorpp commended Mr. Braendel on getting January- March 2013 posted even while on vacation. Mr. Knorpp is projecting the 2013 budget will be break even by controlling expenses. He explained that Euros have caused a deficit in expenses in the past due to changes in exchange rates. We are establishing a Euro deposit account with Wells Fargo to reduce losses. Currently we have a credit with SI in the amount of \$11K. Mr. Banks presented a comparison of Euro to US dollar reflecting the dues collected from members' verses dues that was actually paid. SIUSA has lost money over the last few years because of conversion.

Mr. Knorpp reported Accounts Receivables are only \$7425.77; these are all current. The corporation documents were filed with the State of NE before April 1st as required. Mr. Knorpp is researching insurance for the board with Travelex to purchase a blanket insurance policy that will cover medical expenses and rental car while board members are on SIUSA business.

Mr. Knorpp reported that the Auditors report has been completed and posted on the SIUSA website. The auditors Rick Adams and Dave Barela have included action items in the report regarding clubs filing with the IRS. Mr. Braendel commented that all clubs must file form 990 each year by May 15th with the IRS. There are a number of clubs that have had their 501 tax status revoked because of not filing the proper paperwork. Mr. Braendel will be hosting a webinar before the 15th of June focused on the filing process. All clubs should have a representative on the webinar. Carlos Banks moved to approve the VP Finance report as presented, Cyndi Golden seconded. Motion carried.

VP Admin Report- Carlos Banks

Mr. Banks presented for discussion the items that will be voted on during the AGM. After discussion, Carlos Banks moved to advise not to accept SI Nashville's proposal to combine the Articles of Incorporation and By-laws into one document, Lou Conkling seconded. Motion carried.

Mr. Banks presented the proposed change of EST to SIUSA Administrator. No discussion.

The Board asked Bill McGarry, SI Nashville to clarify his clubs proposal for modification to Articles of Incorporation Article XIX at an AGM and NCM. He explained that if a proposal is on the floor for a vote and it needs cosmetic or minor modifications that majority agrees on the proposal at that time in order to move forward and not wait until the next meeting. Tom Moulton moved to accept the proposal submitted by SI Nashville, Carlos Banks seconded. Toni Koster commented we move too slowly; Tom Moulton stated SIUSA needs to move at a faster pace and be more reactive to our membership; Lou Conkling expressed concern about the wording. Motion carried to accept proposed change to Articles of Incorporation Article XIX, with modification to the wording.

Proposal by SI Nashville: By-laws Article 14- Balanced budget and use of funds. Bill McGarry explained concern with using reserve funds. Lou Conkling stated that SIUSA has presented a Balanced Budget for approval by the membership. Toni Koster explained that all expenses for some board members are not billed back to SIUSA, because the board member has been able to combine work with SIUSA and travel has been subsidized by employer. Lou Conkling moved to not support the proposal, Dick Knorpp seconded. Motion carried.

SI Nashville proposed to change By-laws Article 19 to read: Any proposed additions and changes to the Articles of Incorporation at the AGM or NCM can be changed or amended from the floor with the permission of the proposed party in accordance with Roberts Rules and unless otherwise stated in these Articles of Incorporation or Skål International regulations, all decisions will be by a simple majority. After discussion, Tom Moulton moved to recommend to approve, with modification of the wording. Lou Conkling seconded. Motion carried.

Mr. Banks reported Brandon Buchanan and he are discussing and updating the MOI. Mr. Banks recognized clubs with increase year over year as of March 31st. Dick Knorpp moved to approve the VP Administration report as presented, Toni Koster seconded. Motion carried.

ISC Report- Lou Conkling

Mr. Conkling reported Louisville Geeks have been hired to rewrite programs for the SIUSA website; once they start, they will have the website up and running within a week but will need to wait to do anything until SI has completed their changeover of servers. There was much discussion regarding who owns the website. It was stated that ultimately ABA would become administrator of website.

FVF donations were not as strong as should have been for 2012 because of the shorter year. Some clubs have already donated for 2013. Carlos Banks moved to approve the ISC report as presented, Dick Knorpp seconded. Motion carried.

Rick Adams thanked Dave Barela, Hans Van Doorne and Lou Conkling for all the work they each have done to keep the website up and going.

SIUSA Administrator Report- Eric Braendel

Mr. Braendel requested ideas for future webinars. The next webinar will focus on IRS issues related to clubs. He is considering one on club member deletions later in the year and possibly one on the new website once it is up and working. Mr. Braendel requested that clubs have their membership rosters updated no later than January of each year. Dick Knorpp moved to approve the SIUSA Administrator report as presented, Ed Davis seconded. Motion carried.

President Report - Tom White

President White asked Toni Koster to present her findings on the realignment of clubs/ regions. Ms. Koster reported she looked at the number of clubs in each region and where they are located and after reviewing each region she is recommending keeping the six regions at this point. President White commented that SIUSA has lost 816 members over the last four (4) years.

President White commented that SIUSA is the only National Committee in Skål that has an organizational structure with Regional Vice Presidents; In other National Committees each club has a member on the board, therefore giving the clubs more direct participation in the direction of their National Committee. Other National committees usually have a President, Secretary, Treasurer, Membership Development Office a Communications and PR person and the ISC, a total of six (6) people verses the 10 people that SIUSA has.

There was much discussion from board members as well as the observers regarding how and what should be done with the organization moving forward. Nothing was resolved and President White suggested that the discussion continue at the AGM.

The meeting was adjourned at 3:45pm.

Observers
SIUSA Board Meeting
Thursday, April 11, 2013
Hyatt Sacramento

David Doyle, SI Palm Springs
Jim Main, SI San Francisco
Laura Lothridge, SI Tampa Bay
George Howell, SI Seattle
Richard Ransome, SI Portland
Dan Boyne, SI Hawaii
Anita Peck, SI Albany
Frank Klare, SI Philadelphia
Clark Goodwin, SI Atlanta
Francis Tsai, SI Charlotte
Fred Harris, SI Columbus
Bill McGarry, SI Nashville
Rod Hurt, SI Orange Coast
Rhonda McDowell, SI Memphis
Gershwin Sprauve, SI St. Thomas
Jim Reist, SI Austin
Mario Hache, SI Boston
Michael Weldon, SI Sacramento
David Ryan, SI Sacramento
Jeff Jenks, SI Detroit
John Rada, SI Memphis
Graham Mosey, SI Chicago
Rene Vanderjagt, SI Connecticut
Carol Kizer, SI Columbus
Ramon Antelo, SI Miami
Gran Bannen, SI Orlando
Peter Pantuso, SI Washington DC
Deborah Eck, SI Los Angeles
Jay Harry SI Central PA
Dick Stafford, SI Ft. Lauderdale/Palm Beaches
David Kosser, SI Anchorage
Tim Melicon, SI Anchorage
Mary Pignalberi, SI Anchorage
Kara Duncan, SI Reno Tahoe