



## **Skal International USA Annual General Meeting Minutes**

*April 13, 2013*

*Hyatt Sacramento, Sacramento CA*

### **In attendance**

President- Tom White

V. P. Administration – Carlos Banks

V. P. Finance – Dick Knorpp

ISC Councilor- Lou Conkling

V.P. Region 1 – Edward Davis

V.P. Region 2- Michael Klein-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

SIUSA Administrator – Eric Braendel

President Tom White called the meeting to order at 8:35am followed by introductions of Mok Singh, SI President; Richard Hawkins, SI Singapore and past SI President and current FVF chairman; Bernhard Wegscheider, Secretary General SI and Pete Pantuso President of ABA. President White led the SKAL toast followed by a moment of silence.

Carlos Banks, VP Administration recognized deceased members over the last year.

Carlos Banks confirmed a quorum. Not present: Detroit (check in late), Houston, Long Island, Minneapolis/St. Paul, Myrtle Beach, New Orleans, NE PA, Orange Coast, Pittsburgh, Puerto Rico and Santa Fe.

Minutes of the SIUSA NCM in St. Augustine, August 11, 2012 could not be approved since they have not been posted on the SIUSA website for the membership to review. They will be voted on during the next NCM.

### **Reports for last Administrative year:**

#### *President Report 2012 – Llana Smith*

Llana Smith, Immediate Past President presented an overview of the last year. She reported: workshops were held at the NAASC congress in Bermuda and seminars here in Sacramento; exhibited at ABA Marketplace for a third year generating approximately 300 leads over the last three years, she thanked Pete Pantuso for all his support; recognized the reactivation of SI Charlotte and Martha McClintock; quarterly Membership letters were initiated; SIUSA website is working better than in the past; strong presence on Facebook and LinkedIn; monthly/ weekly conference calls- open communication between the board and the RVP's and their clubs; first NCM in St. Augustine in USA; ABA was hired as SIUSA's administrator- helping with day to day activities- thanked Pete and Eric for all they have been doing and will do; bank accounts are all in one place and in order. Llana then compared SIUSA to an Indy race car- driven to the finish line- all are responsible working as a team. Ms. Smith recognized the board for all the work they accomplished over the last 21 months and challenged Tom White as the new president. State of SIUSA is the best it has been in many years! Rhonda McDowell, SI Memphis

moved to approve the report as presented, Ray Sargoni, SI San Francisco seconded. Motion carried unanimously.

President White congratulated Ms. Smith and presented her with a plaque along with her past president medallion and a gift- a charm bracelet representing her many offices held in SIUSA.

*VP Finance Report 2012 - Carlos Banks*

Mr. Banks reported the Accounts Receivables are current; no club owes for 2011; closed all books and filed with Orizion, CPA for SIUSA. Mr. Banks reported 2012 reflects the first profit since 2006; review SIUSA dues with relation to COLA; transferred files to ABA in DC; the President, Vice President Administration and VP Finance can view all records from remote access; every SIUSA board member and auditors receive monthly financial reports. For the first time, Clubs can view the SIUSA financial report on a quarterly basis. Llana Smith SI Memphis moved to approve the VP Finance report as presented, Graham Mosley, SI Chicago seconded. Motion carried.

*ISC Report 2012 – Lou Conkling*

Mr. Conkling reported collections for FVF 2012 were a little lower from previous year due to short year based on the change to SI fiscal year. Donations have already been received for 2013 first quarter from SI Jacksonville, SI LA, SI Nashville and SI Orlando.

Louisville Geeks have been hired to take care of the SIUSA website at a cost of \$2k to rebuild the website. The plan is to have the site working within a month once SI has completed the new hosting process. Jeff Jenks SI Detroit moved to approve ISC report as presented, Jay Harry SI Central PA seconded. Motion carried. Carlos commented that Mr. Conkling will present each club that donated a token of appreciation following the meeting.

SI President Mok Singh addressed the members and thanked the membership for guidance and for votes and support. President Singh presented his President's banner, centered with the American eagle which represents ambition and strength and his President's gift of an Indian gold eagle to a number of SIUSA members for their contributions to the organization.

Mr. Banks follow up on roll call to account for SI Detroit arriving late. He states that 26 votes are needed for normal approvals and 35 votes for Articles of Incorporation approval.

*VP Finance- Dick Knorpp-*

Mr. Knorpp reported that the new SIUSA Administrator ABA is on board and financials are all up to date and 2012 financial reports are posted on SIUSA website. Mr. Knorpp commented for the record that 2012 generate an income, but not a normal operating year for SIUSA and specific budgeted items were not spent. Mr. Banks acted as the EST which saved about \$30k. He redid much of the accounting for 2011 instead of Orizion which saved \$9k; Toni Koster and SI Reno took care of all expenses for 2012 winter board meeting a \$6600 savings; Martha McClintock and SI Jacksonville saved the board \$4600 for the 2012 Summer board meeting and NCM in St. Augustine. There would have been a loss of \$15K. There was a \$11k loss on exchange on the euro; working on eliminating the loss of revenue on exchange by purchasing Euros in advance with assistance of Eric Braendel and Wells Fargo in Charlotte NC this will reduce the loss for 2014 dues paid to SI. \$50K was used from reserves for the Euro exchange due to a loss in exchange rate during the last five years. Ian Sauer SI Raleigh Durham moved to approve the 2012 financial report as presented, Ramon Antelo SI Miami seconded. Motion carried.

*Auditors Report- Rick Adams*

Mr. Adams thanked Carlos Banks for overseeing the finances for 2012 and reported SIUSA is solvent. There are 12 clubs not participating in the insurance offered to cover their Officers, the annual cost is only \$320 a year. All SIUSA inventory is in order; Mr. Adams thanked Eric Braendel and Brandon Buchanan for counting and logging all items and Martha McClintock (for handling the store for the last year) and for Llana Smith and Martha for getting the inventory to

the ABA offices in DC. The Auditors suggested that clubs use the EST title verses ED for their administrator. The Auditors suggested 14 action items; they will be address by the VP Finance Dick Knorpp. David Doyle moved to approve the Auditors report as presented, Frank Klare SI Philadelphia seconded. Motion carried.

Mr. Knorpp reported that the 2013 budget was approved in Bermuda in April 2012 but some line items have been tweaked. The revised budget is posted on website; the revisions include an increase in membership dues of \$2800 budget for 2013 which is based on 2350 members verses original number of 2300 members; outside contract services have been reduced by \$4700. Expenses of \$6450 for a summer board meeting and NCM have been deleted based on the anticipation of a quorum at the World Congress on the cruise at which time the board will meet and there will be an NCM. The board also wanted it noted the reason for this was to show support of SI President Mok Singh and SI NY for the World Congress. The revisions in the budget reflect \$12,120 for SI World Congress registration (inside cabins). The bottom line of the budget is staying within the original proposed budget. Graham Mosely SI Chicago expressed concern with the budget; he would like to see a budget based on actual membership. Jeff Jenks SI Detroit stated the travel budget needs to be cut and reduce number on board. Bill McGarry SI Nashville is concerned with decreasing membership numbers. Jim Reist SI Austin reminded the members SIUSA already has collected dues for year, any new money is an increase. Transparency to membership is the reason for presentation per Mr. Knorpp with realignment of funds. Mr. Knorpp explained how the 2013 budget was determined; the past several years have reflected losses. The most recent boards have been more conservative. Ian Sauer SI Raleigh Durham moved to approve the 2013 budget presented with revisions, Tom Klein SI San Francisco seconded. Motion carried with 1 opposed and 2 abstentions.

*Presentation of 2014 proposed budget: Dick Knorpp*

The 2014 budget reflects a net income of \$119. Mr. Knorpp is proposing a 2014 dues increase of \$10 per member and going forward dues will increase annually based on COLA. Members expressed concern about a budget based on nonrealistic numbers. Life of this club is membership. Comments from the members were to look at ways to cut the number on board. Jim Stark SI Baltimore would like to see contingency built in budget. Tom Klein SI San Francisco complimented the board on minimizing expenses; he is concerned with reducing number of members. Toni Koster SI Reno stated that when a number of RVP's travel they combine work with SIUSA to reduce expenses for SIUSA. Ian Sauer SI Raleigh Durham asked those present - who is committed to bring in at least (1) new member in 2013? All hands rose. Regarding Congresses, Llana Smith SI Memphis commented that ABA (SIUSA Administrator) will be assisting in negotiating congress fees for the board going forward. Ian Sauer SI Raleigh Durham moved to approve an increase in dues of \$10 per member for 2014 and then increases going forward based on COLA, Thomas Klein SI San Francisco seconded. 6 NO, motion carried.

Grant Bannen SI Orlando moved to approve the 2014 budget as presented, Charlie Newton SI Dallas seconded. 4 NO, 2 abstentions, motion carried.

*VP Administration- Carlos Banks*

*Proposals for Articles:*

SI Nashville proposing Articles and By-laws be combined- the SIUSA board doesn't support proposal because of voting numbers required for approval. Bill McGarry SI Nashville commented the documents need to be simplified, the reason for proposal. President Singh commented that SI would not allow the combination. 2 in favor, 3 abstentions- motion failed. Proposed change in mailing address for SIUSA Administrator to Washington DC, no discussion. Motion carried unanimously.

Proposed National Secretary, National level only, change title from EST to SIUSA Administrator. Motion passed unanimously.

Proposal by SI Nashville- Modification to the SIUSA Articles of Inc. and by-laws Article XIX (3) changes to proposals can be amended from the floor with the permission of the proposer at a NCM or AGM. Ian Sauer SI Raleigh Durham made a motion that any proposed amend to the Articles of Inc. presented at the AGM or NCM may be modified from the floor with the approval of the proposer, Rene Vanderjagt - SI Connecticut seconded. 3 NO, no abstentions- Motion passed.

Bylaws changes: SI Nashville proposed to combine into one document. This proposal doesn't apply since previously defeated earlier in meeting.

By-laws changes: Proposed change for SIUSA Administrator address to Washington DC- Motion passed unanimously.

By-laws changes: Proposed change in title of EST to SIUSA Administrator on a National level only. Motion passed unanimously passed.

By-laws changes: Proposed by SI Nashville-requesting SIUSA present a balanced budget. SIUSA board did not support. The SIUSA board for the last couple of years has presented a balanced budget. There were comments from several members. 9 in favor, 2 abstentions- Motion failed.

By-laws changes: Proposed by SI Nashville: changes to Article XIX – no discussion. Ian Sauer SI Raleigh Durham made a motion that any By-Laws changes presented at an AGM or NCM may be modified from the floor with the approval of the proposer, Thomas Klein SI San Francisco seconded. Motion passed unanimously.

By-laws changes: SIUSA proposed a Bylaws change to charge interest on unpaid balances by clubs at a rate of 1.5% per month. Jim Stark SI Baltimore made a motion to include in the By-laws that clubs will be assessed 1.5% interest monthly after 90 days on unpaid balances, Jay Harry SI Central PA seconded. 3 NO, 2 abstentions- Motion passes.

*Other Business:*

SI World Congress will be hosted by SI New York September 28 thru October 5, 2013  
SIUSA National Committee meeting will be held in conjunction with World Congress on the cruise.

President White opened the floor for additional discussion from Board meeting regarding make up of SIUSA Board. Mr. White explained the RVP's represent the clubs in SIUSA and other national committees the clubs send representation to national meetings. Jim Main SI San Francisco is very much in favor of the RVP's; they are the back bone of SIUSA! Bill McGarry stated we don't need to get rid of RVP's, just cut cost by reducing number of meetings. Rene Vanderjagt SI Connecticut stated there are pros and cons of eliminating the RVP's, they help each club greatly. It was stated the board needs to have continuity with the RVP's. Another question asked was- do we want a board of directors of 55 people? Toni Koster SI Reno asked the members/clubs for assistance when SIUSA officers or SI officers visit an area by providing complimentary rooms and reducing cost.

Meeting adjourned at 12:05pm.