

THE BYLAWS
of
**SKÅL INTERNATIONAL
UNITED STATES OF AMERICA
(SIUSA)**

FOUNDED 1969

Approved - May 1, 2006

**SKÅL INTERNATIONAL
(SI)**

**ASSOCIATION INTERNATIONALE DES SKÅL CLUBS
(AISC)**

**NORTH AMERICAN AREA SKÅL COMMITTEE
(NAASC)**

**SKÅL INTERNATIONAL USA
(SIUSA)**

**SIUSA BOARD OF OFFICERS
(Board)**

**SIUSA DELEGATE TO THE INTERNATIONAL SKÅL COUNCIL
(ISC COUNCILLOR)**

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

Words in these Bylaws, 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 SIUSA Bylaws.

In case of contradiction between these Bylaws and the Statutes and Bylaws of the Skål International, the Statues and Bylaws of the Skål International shall be binding.

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PREAMBLE

The AISC, 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 Bylaws 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 seven (7) 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 Bylaws of Skål International. All additional regulations must comply with the current valid Statutes and Bylaws 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 (AISC - Association de Professionnels du Tourisme) and are the basic unit of the structure of the AISC, which consists of all individual members of the AISC grouped within its area of influence.

b) The AISC 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:

**PO Box 241957
Omaha. NE 68124-6957
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 (SIUSA) is legally registered as a nonprofit making association of Skål Clubs by presenting these Bylaws, which are complementary to the Statutes and Bylaws 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 Bylaws 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 Bylaws 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 SIUSA Board and which must be dedicated to the aims and objectives established by Skål International for the fulfillment of the Skål Mission.

g) As approved by the Executive Committee of Skål International, SIUSA is part of the North American Area Skål Committee (NAASC).

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 _____ and that the last updated and valid version of its Bylaws was approved on _____.

Name and Signature of the Secretary General of Skål International:

Official Stamp of Skål International
Date

ARTICLE 2: REPRESENTATION AND AUTHORITY

SIUSA 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 SIUSA Board of Officers 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 should 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 bulletin (3) bulletins, for members, SIUSA News, at the discretion of the Secretary General.
- b) To organize annually a "SIUSA Annual Congress" in conjunction with the NAASC 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 SIUSA Board 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 SIUSA Board 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, its 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 SIUSA Board 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 Bylaws this must be communicated to the General Secretariat, together with the proposed modifications, for a further decision by the Executive Committee.

SIUSA 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.

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

3. Meetings: The SIUSA General Assembly is held annually in conjunction with the NAASC Congress. Extraordinary General Meetings may be called in accordance with the procedures.

4. SIUSA Representatives: The structure of the SIUSA National Committee provides for elected Regional Vice Presidents who represent the SIUSA Clubs, The SIUSA Representatives are not members of the SIUSA Board.

Each Club shall, no later than the January Meeting held in the odd-numbered years, elect a qualified member as its SIUSA Representative(s), who will take office as of the following April 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 corresponding Regional Vice President and the SIUSA Executive Secretary-Treasurer of the election results by January 31.

A SIUSA Representative, elected by the Representative's own Club, represents the Club to SIUSA and also represents SIUSA to the Club of which the Representative is a member.

The SIUSA Representative(s) is an officer of the Representative's own Club, who has important responsibilities, which are detailed in the SIUSA Manual Instructions.

The SIUSA Representative is required to attend the SIUSA General Assembly and its working meetings, but in the event the SIUSA Representative is unable to attend due to illness or other personal reasons, the Club's Board shall designate an alternate representative.

Vacancy: In the event of resignation or if a vacancy is created by any other cause during the term of office of a SIUSA Representative, the Board of the Club of such Representative shall appoint a past President or former Representative to serve the unexpired term.

5. SIUSA Board of Officers:

Meetings: Board Meetings must be held at least four (4) times annually, including on the occasion of the SIUSA General Assembly.

Composition and elections:

a) Elected Officers: President, Vice President-Administration, Vice President - Finance, International Skål Councilor and six (6) Regional Vice Presidents are elected by the Clubs. Elected Officers and the Councilor cannot be voting delegates of their Club at the SIUSA General Assembly to ensure the desired independence and control from the floor.

b) When, in the opinion of the Board, it is necessary for any reason to increase the number of Regions, the Clubs in the new Region shall nominate candidates for the Regional Vice President who shall be elected by popular vote of the Clubs in the new Region.

c) The Board may also combine two or more Regions when such action is advisable, and decrease the number of Regional Vice Presidents: and shall choose the new Regional Vice President from among the Regional Vice Presidents affected until the next normal election.

6. SIUSA Executive Secretary/Treasurer: SIUSA has created a permanent position of Executive Secretary-Treasurer to provide administrative and operational support to the clubs and Skål International.

ARTICLE 5: NOMINATIONS AND ELECTION OF BOARD OFFICERS

1. Nomination of Officers – The Board of the candidate's home club, can file nominations of qualified candidate(s) after having obtained the consent of the nominee (s), for any office between January 1 and January 31.

a) The candidate's nomination must be supported by a letter of endorsement from their Club President, Personal Skål Curriculum Vitae and Personal Resume. Candidate must be an Active, Life or retired member, excepting retired members may not hold representative office. 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 - The nominations shall be filed with SIUSA Executive Secretary-Treasurer between January 1 and January 31. Candidates shall not be allowed to campaign, nor allow anyone to campaign on the candidate's behalf prior to February 15. A secured official ballot(s) will be sent to all Club Presidents after February 15 but before March 1 in the form of:

a) The candidate's nominating letter, Skål Curriculum Vitae and Personal Resume will be sent to the Club President, via electronic mail and posted on the [SIUSA Website](#).

b) Voting will be by electronic mail.

c) The Club President will cast the Club's vote(s) electronically between February 15 and April 15. Under no circumstances will the voting deadline be extended.

3. Voting procedure - The President, the SIUSA Auditors and the SIUSA Executive Secretary-Treasurer will open the electronic ballot box received from the NAASC Webmaster on April 16. The results of the election will be made known by the SIUSA President through the SIUSA Executive Secretary-Treasurer 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, then the two candidates receiving the highest number of votes will be the candidates voted on by the SIUSA Clubs. 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 President of SIUSA will vote to break the tie.

If the office of the Executive Secretary-Treasurer does not receive the vote of a Club by the voting deadline, then SIUSA 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 SIUSA matters.

ARTICLE 6: INTERNATIONAL SKÅL COUNCILLOR

The position of Councillor is an important one as the Councillor is the link between the Council and the SIUSA Board. The elected Councillor must have a good knowledge of Skål International procedures, being a member of the SIUSA Board 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 SIUSA Representative or Club delegate but must be an Active or Life member.
- b) The International Skål Councillor is a full voting member of the SIUSA Board.
- c) The International Skål Councillor attends the Council meetings as representative of SIUSA. This representative capacity bestowed by SIUSA 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 SIUSA which is vested in the President.
- d) The International Skål Councillor shall ensure that the SIUSA 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 SIUSA President shall deputize an alternate and inform the Council President.
- f) The President and Officers of the SIUSA Board 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: BOARD VOTING

1. Quorum - the quorum for all meetings of the Board of Officers shall exist when at least 50% of the Officers are present.
2. Voting - Each Officer of the SIUSA Board will have one vote. To present any motion at a Board meeting, a proponent and a second is required. A member of the Board 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 Bylaws or Skål International regulations, voting results will be decided by a simple majority (most votes).

ARTICLE 8: NATIONAL COMMITTEE MEETINGS

1. The SIUSA General Assembly- This must be held before 30 June. 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 Officers of the Board 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 SIUSA Executive Secretary-Treasurer any items they wish included on the Agenda. Officers 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 Executive Secretary-Treasurer shall send the final Agenda, approved by the President, to Board Officers, 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 Board Officers, 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 Board. At the request of the SIUSA President, the SIUSA Executive Secretary-Treasurer 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, according to the petition, for the meeting.

5. SIUSA General Assembly is held annually in conjunction with the NAASC Congress and is open to all Skålleagues. The attendance at the Annual Meeting is restricted to Skålleagues, who can attend with one accompanying person.

6. Attendance - Elected representatives from all SIUSA Clubs are required to attend the Annual Meeting each year. A Club's failure to send their elected representative(s) to these meetings will result in a fine being assessed by SIUSA equal to, but not less than, the single registration cost of the particular meeting.

ARTICLE 9: TERM OF OFFICE

a) The term of office for President, Vice President-Finance and Vice President-Administration shall be from May 1st through April 30th. The term of office for Regional Vice Presidents is two (2) years and Regional Vice Presidents are eligible for one (1) additional two-year term. None of these elected officers are eligible for more than two (2) consecutive terms in that position. The term of office for the International Skål Councilor is two years and the Councilor is eligible for an additional (2) two-year terms. The maximum combined term of office for a member of the SIUSA Board shall be nine years in total, excluding the International Skål Councilor.

b) Any member of the SIUSA Board who fails to attend two (2) consecutive Board meetings is considered to have resigned from the Board and will be so advised by the President.

c) If for any reason a SIUSA Board Officer is unable to complete his term of office, the SIUSA Board will appoint an Active, Life or a retired member for non representative office, from one of their Clubs to the vacant position until a new election will take place. The duration of this appointment will not be taken into consideration for time limit purposes.

ARTICLE 10: COMMITTEES

The SIUSA Board 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 of SIUSA who is a current, elected member of the Skål International Executive Committee will automatically be a nonvoting member of the SIUSA Board. Any other SIUSA members holding other offices within Skål may attend SIUSA Board 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 SIUSA should be advised in advance.

ARTICLE 12: ADDITIONAL DUTIES OF THE SIUSA PRESIDENT

- a) The SIUSA President is entrusted with the duties of executing the decisions of the General Assembly and the SIUSA Board.
- b) The SIUSA President will preside over all meetings of the National Committee, direct the discussions and deliberations, conduct the proceedings and ensure that SIUSA functions effectively and efficiently.
- c) The SIUSA President is the official and legal representative of the National Committee. However, all documents legally binding on the National Committee must bear the signature of the President jointly with a Vice President. The positions of President, Vice President- Administration and Vice President-Finance are the only representative positions of SIUSA.
- d) A Vice President, in order of seniority, shall deputize for the President whenever the necessity arises.
- e) The SIUSA President shall make a general report to the SIUSA General Assembly concerning the activities of the SIUSA.

ARTICLE 13: DUTIES OF THE VICE PRESIDENT-ADMINISTRATION AND SIUSA EXECUTIVE SECRETARY-TREASURER

- 1. a) In the absence of the Executive Secretary-Treasurer, the Vice-President-Administration, shall make a true record of the proceedings of all SIUSA meetings, send out notices, attend to all important changes, decisions and actions of joint interest, and perform all such duties as referred to in these Bylaws, or as directed by the President.
- b) The Vice President-Administration shall ensure that the Bylaws and the Manual of Instructions of the SIUSA and the Standard Constitution of the member clubs are updated in line with the amendments to the official publications of Skål International and that the terms therein are respected. The Vice President-Administration shall then present them to the SIUSA Board of Officers for approval. As well, the Vice President-Administration shall receive the Bylaws from the various Clubs in the SIUSA when changes have been made to their Bylaws and have been approved by their membership.
- c) The Vice President-Administration, shall exercise the functions of a presiding officer, in the absence of the President.
- d) The Vice President-Administration will be the liaison between the SIUSA and the Executive Committee of Skål International.
- e) The Vice President-Administration will communicate directly with the Secretaries of the clubs, with copies to the SIUSA Representative(s), Regional Vice Presidents and, when advisable, to other appropriate Club officers.
- f) The Vice President-Administration is automatically a member of the SIUSA Bylaws Committee.
- g) The Vice President-Administration will have the responsibility of SIUSA Annual Meeting details, such as: Congress Bid Procedures, Inspections, Programs, and other related arrangements.

h) The Vice President-Administration shall prepare an organizational chart and a chart listing the responsibilities of the SIUSA Officers, Board Members and Committee Chairmen. These charts will constitute the functions and responsibilities and be made a part of the SIUSA Manual of Instructions. The SIUSA Board must approve all Charts.

2. The SIUSA Executive Secretary-Treasurer is entrusted with the tasks of:

- (a) Drafting the minutes of the meetings of the SIUSA Board and SIUSA National Committee Meetings.
- (b) Drafting and circulating the notice of meetings and reports from these same meetings.
- (c) Receiving, circulating, drafting and (e-) mailing all correspondence.
- (d) Preparing the agenda for all meetings in agreement with the President.
- (e) Fulfilling the SIUSA responsibilities towards Skål International and the Skål Clubs.
- (f) Ensuring that the Bylaws of the SIUSA are updated in line with the amendments of the official publications of Skål International and that the terms therein are respected.
- (g) Reviewing the membership proposal forms before sending them to the General Secretariat.
- (h) Certifying any matters or information concerning the National Committee.

ARTICLE 14: SIUSA VICE PRESIDENT-FINANCE - BUDGET AND USE OF FUNDS

- a) The SIUSA Vice President-Finance will prepare, for submission to the SIUSA Board and General Assembly, a budget for the income and expenditure of SIUSA, including the expenses of the International Skål Councillor.
- b) The financial income of the SIUSA is provided by the annual dues, fundraising, sponsorship, and transfers from Skål International, donations and any other forms of legal income.
- c) The National Committee funds are used for administrative and other expenses such as development, events, P.R., seminars, etc. but always in keeping with the budget, the duties of the National Committee and overall aims and objectives of the Skål Movement.
- d) The SIUSA Vice President-Finance reviews the accounts of SIUSA with the Executive Secretary – Treasurer who receives deposits and manages SIUSA funds in accordance with Skål regulations.
- e) The SIUSA Vice President-Finance authorizes all payments of expenses incurred on behalf of SIUSA under the control of the President. Vouchers must be signed by the President and SIUSA Vice President-Finance or in the absence of the President, by a Vice President or by the Executive Secretary-Treasurer in the absence of the Vice President-Finance. Any expenses additional to those in the approved budget must have the sanction of the SIUSA Board.
- f) The SIUSA Vice President-Finance keeps the SIUSA Board regularly informed on the financial situation and presents an annual report and a balance sheet to the SIUSA Board, which after agreement, is submitted to the Assembly for approval.
- g) The financial year will be from 1 January to 31 December and should not be confused with the financial year of Skål International, which is from 1 April to 31 March of the following year.
- h) Skål International may intervene to modify the financial policy of the National Committee when it is considered not in accordance with the needs or interest of the Skål Movement.

(i) The SIUSA Vice President-Finance shall supervise the financial responsibilities of the Executive Secretary-Treasurer, and shall also prepare or supervise the preparation of a financial statement for the Board as of: March 31, June 30, September 30, and one as of December 31 which shall cover the entire financial year (January 1-December 31). The December 31 statement shall be sent to all Officers and Board Members prior to the Winter Board Meeting and to all Club Presidents and SIUSA Representative(s) as soon as possible thereafter, but not later than 60 days prior to the Annual General Assembly.

ARTICLE 15: ANNUAL MEMBERSHIP DUES

The main finances of SIUSA are derived from an annual membership dues levied on all members and which shall be paid to the SIUSA Executive Secretary/Treasurer, via the Club on or before February 1st

The amount of the annual membership dues shall be agreed by the SIUSA Delegates at Annual General Assembly held at least twelve (12) months prior to the membership fees falling due.

ARTICLE 16: SIUSA AUDITORS

a) Two (2) auditors, nominated from among the Active, Life and Retired members, who are not members of the National Board, shall be elected by the Clubs in conjunction with the SIUSA 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.

c) The Auditors are directly accountable to the SIUSA membership and ultimately to the Skål Movement. They shall not be members of the Board of the SIUSA 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 SIUSA. They will present a written report, with comments, to the Annual General Assembly. In exercising their duties the Auditors have the right to check all financial documents, which shall be done in the presence of the SIUSA Vice President-Finance and/or the SIUSA Executive Secretary-Treasurer.

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 an endorsement letter from their Club President, Skål Curriculum Vitae and Personal Resume. Candidate must be an Active or Life Member. Nominations shall be filed with the SIUSA Executive Secretary-Treasurer between January 1 and January 31. Candidates shall not be allowed to campaign, nor allow anyone to campaign on the candidate's behalf prior to February 15. A secured official ballot will be e-mailed to all SIUSA Club Presidents after February 15 but before March 1 in the form of:

a) The candidate's nominating letter, Skål Curriculum Vitae and Personal Resume will be sent to the Club President, via electronic mail and posted on the [SIUSA Website](#).

b) Voting will be by electronic mail.

c) The Club President will cast the Club's vote(s) electronically between February 15 and April 15. Under no circumstances will the voting deadline be extended.

Voting procedure - The President, the SIUSA Auditors and the SIUSA Executive Secretary-Treasurer will open the electronic ballot box received from the NAASC Webmaster on April 16. The results of the election will be made known by the SIUSA President through the SIUSA Executive Secretary-Treasurer 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, then the two candidates receiving the highest number of votes will be the candidates voted on by the SIUSA Clubs. 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 President of SIUSA will vote to break the tie.

If the office of the Executive Secretary-Treasurer does not receive the vote of a Club by the voting deadline, then SIUSA 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 SIUSA matters.

ARTICLE 17: SANCTIONING POWER OF THE SIUSA BOARD

Letter of Reprimand: The SIUSA Board 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 SIUSA Board may propose this action to the Executive Committee.

ARTICLE 18: SIUSA HONORARY TITLES

a) The SIUSA Board may propose the distinctions of Honorary President and Honorary Member, followed by the name of SIUSA, on past and present members of the SIUSA Board who have distinguished themselves in their service to the Skål Movement. Members receiving such distinctions only enjoy special privileges within their own country, and shall not receive a special badge. Granting of this distinction 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 SIUSA General Assembly. It requires an absolute majority vote to be passed.

c) Members receiving these distinctions 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 this distinction is reserved solely for the use of Skål International.

ARTICLE 19: MODIFICATIONS TO THE NATIONAL COMMITTEE BYLAWS

1. Modifications to these Bylaws can only be decided at a National Meeting providing that two-thirds of delegates present approve the proposed modifications. However, when a change in the National Committee Bylaws 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 must be made in writing or by electronic mail to the SIUSA Executive Secretary - Treasurer at least thirty (30) days prior to an Annual or Extraordinary General Meeting.
3. Bylaws will be produced and circulated by the SIUSA Board to cover additional details and procedures not specified in these Bylaws, provided that they in no way contravene the Official Publications of Skål or the SIUSA Bylaws. Any Club is entitled to oppose a Bylaw amendment at the next SIUSA General Assembly immediately following its circulation. The voting delegates at the SIUSA General Assembly will decide the validity of the amendment by an absolute majority vote.

ARTICLE 20: DISMISSAL OF THE NATIONAL BOARD AND 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 Board, in consultation with Skål International, shall first honor all debts. All payment orders and other vouchers must bear the signature of the President, the Treasurer 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 these Bylaws. 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. SIUSA Bylaws 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 Bylaws.

DATE & SIGNATURE

NAME AND FAMILY NAME
PRESIDENT, SKÁL INTERNATIONAL USA

DATE & SIGNATURE

NAME AND FAMILY NAME
SECRETARY, SKÁL INTERNATIONAL USA