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**Minutes of the Meeting of Kiwanis International Board of Trustees**

January 21-26, 2014

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The meeting of the Board of Trustees of Kiwanis International was held at the Kiwanis International Office in Indianapolis, Indiana, January 21-26, 2014. Those present were: Gunter Gasser, President; Thomas E. DeJulio, Immediate Past President; John R. Button, President-Elect; Susan A. “Sue” Petrisin, Vice President; Stan D. Soderstrom, Executive Director; Patricia Barsotti, Kevin Dean, Jane M. Erickson, Patrick R. Ewing, Clinton Green, Óskar Guðjónsson, Stephen T. Hill, Marcel Kreienbühl, Lee Kuan Yong, Florencio “Poly” Lat, Warren F. Mitchell, Dennis M. Oliver, James M. Rochford, and Elizabeth M. Tezza. Guests: Lance Incitti, President, Kiwanis International Foundation; and, Koshiro Kitazato, Host Chair, 2014 Tokyo-Chiba Kiwanis Convention. Absent: Marie-Jeanne Boutroy, President, Kiwanis International-European Federation.
The meeting was called to order by President Gunter Gasser on Saturday, January 25 at 3:15 p.m. in Indianapolis, Indiana. Invocation was given by Trustee Stephen T. Hill.

The following reports were received:

**REPORT OF THE PRESIDENT**
The Report of the President, Gunter Gasser, is attached as *Tab 01*.

**REPORT OF THE PRESIDENT-ELECT**
The Report of the President-Elect, John R. Button, is attached as *Tab 02*.

**REPORT OF THE VICE PRESIDENT**
The Report of the Vice President, Susan A. “Sue” Petrisin, is attached as *Tab 03*.

**REPORT OF THE EXECUTIVE DIRECTOR**
The Report of the Executive Director, Stan D. Soderstrom, is attached as *Tab 04*.

**REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL**
The Report of the Board Counselor to Circle K International, James M. Rochford, is attached as *Tab 05*.

**REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL**
The Report of the Board Counselor to Key Club International, Elizabeth M. Tezza, is attached as *Tab 06*.

**REPORT OF THE BOARD COUNSELOR TO KEY LEADER**
The Report of the Board Counselor to Key Leader, Dennis M. Oliver, is attached as *Tab 07*.

**GENERAL CONSENT ITEMS AND BOARD COMMITTEE CONSENT REPORTS**

Upon motion duly approved without objection, supported, and carried it was:

**APPROVAL OF OCTOBER 1-6, 2013 MINUTES**

**RESOLVED,** That the Kiwanis International Board approves the minutes of the Board meeting held October 1-6, 2013 in Indianapolis, Indiana, as shown in *Tab 08*.
APPROVAL OF 2014-15 INTERNATIONAL COMMITTEES AND TASK FORCES

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the 2014-15 International Committees and Task Forces, as shown in Tab 09.

APPOINTMENT OF 2014-15 BOARD COUNSELORS TO CIRCLE K INTERNATIONAL, KEY CLUB INTERNATIONAL, AND KEY LEADER

Upon motion duly made by President-elect John R. Button, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the appointment of Kevin Dean as 2014-15 Board Counselor to Circle K International, Patricia Barsotti as 2014-15 Board Counselor to Key Club International, and Patrick R. Ewing as 2014-15 Board Liaison to Key Leader.

CONSENT REPORT OF THE EXECUTIVE COMMITTEE

The Consent Report of the 2013-14 Executive Committee, Gunter Gasser, Chair, was presented. (Tab 10)

GROWTH PLANNING AND NATIONS WITHOUT KIWANIS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the creation of a task force appointed by the President to investigate the viability of South American nations including Argentina, Brazil, Chile and Uruguay, for future growth and expansion, specifically to analyze opportunities, make recommendations and establish benchmarking for expansion into any of these nations.

TRUSTEE VACANCY

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board postpones the appointment decision to fill the recently created Trustee vacancy for the Canada and Caribbean region until the April 2014 Board meeting, allowing the Western Canada District time to make its selection of a replacement Trustee.
**CORPORATE PARTNERSHIPS APPROVAL PROCESS**

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board amends Policy C.8.c – Corporate Partnerships Approval Process, as follows:

C. General

8. Corporate Partnerships

c. Approval Process

The Kiwanis International’s Board Committee on Programs and Partnerships executive director, with the executive committee, will approve (or deny) the Corporate Marketing Partnership packaging and targeting strategy and the implementation of both. Designated corporate relations Staff has the authority to pursue partnership opportunities and negotiate terms within the parameters of Kiwanis International’s Corporate Partnership Guidelines and the pre-approved packaging and targeting strategies. All corporate partnership agreements, once approved by the Board Committee on Programs and Partnerships, will require the final approval of Kiwanis International’s executive director and executive committee as authorized by the board of trustees by the Kiwanis International Board of Trustees. In circumstances where time is of the essence, the Executive Director, with the Executive Committee, is authorized to approve agreements.

(4/12)

**KIWANIS INTERNATIONAL FOUNDATION TRUSTEE APPOINTMENTS**

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the nominations of Angus “Gus” Lamond of the Capital District and Patrick “Pat” Tritt of the Georgia District to serve as Trustees for the Kiwanis International Foundation for three-year terms, from October 1, 2014, to September 30, 2017.

**CONSENT REPORT OF BOARD COMMITTEE ON MEMBERSHIP, GROWTH, AND EDUCATION**

The Consent Report of the 2013-14 Board Committee on Membership, Growth, and Education, Stephen T. Hill and Lee Kuan Yong, Co-Chairs, was presented. (Tab 11)
ADMINISTRATIVE ACTION REPORT

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the Administrative Action Report, as shown as Exhibit A.

CLUB REQUEST FOR DISTRICT TRANSFER

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the request of the La Joya de Tijuana, Mexico club to be attached to the California-Nevada-Hawaii District.

KIWANIS EXPANSION IN AFRICA

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board requests that Staff develop a process of identifying Kiwanians with ties to countries in Africa.

KIWANIS EXPANSION IN NATIONS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the addition of Morocco as an official Kiwanis nation.

RESOLVED, That the Kiwanis International Board approves the addition of Nepal as an official Kiwanis nation.

INDIA DISTRICT STATUS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the change of status of the Kiwanis Nation of India to District in Pre-Formation.
DISTRICTS RECEIVING SUBSIDY FOR GROWTH POSITION

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board acknowledges the letter received from the Ohio district and request that Staff sends a communication acknowledging the discontinuation of the program as of December 31, 2013.

FURTHER RESOLVED, That the Kiwanis International Board acknowledges the letter received from the Pennsylvania district and request that Staff sends a communication acknowledging the discontinuation of the program as of December 31, 2013.

CONSENT REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Consent Report of the 2013-14 Board Committee on Programs and Partnerships, Warren F. Mitchell, Chair, was presented. (Tab 12)

ST. JUDE CHILDREN’S RESEARCH HOSPITAL

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board recommends that the Key Club International and Circle K International organizations consider support of St. Jude Children’s Research Hospital and requests Staff to inform these groups of the opportunity to associate with this organization.

SERVING AND SUPPORTING SERVICE LEADERSHIP PROGRAMS (SLPs) OUTSIDE NORTH AMERICA

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board requests Staff to develop proposals for establishing a targeted expansion plan for Service Leadership Programs growth outside of North America and means to provide a more direct relationship between the International Office and Service Leadership Program clubs outside of North America which would include assessing dues or fees in exchange for materials and more hands-on support.

CONSENT REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Consent Report of the 2013-14 Board Committee on Audit and Finance, Susan A. “Sue” Petrisin, Chair, was presented. (Tab 13)
PROCEDURE 720.3 – BANKING ARRANGEMENTS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the change to Procedure 720.3.A. as follows:

720 – Cash

720.3 - Banking and Investment Arrangements

A. Authority: The Executive Director or designee is authorized to:
   1. Establish the banking arrangements necessary to permit Kiwanis to conduct business in any nation or area in which Kiwanis has member clubs.
   2. Execute advisory agreements on behalf of the organization.
   3. Select and appoint investment advisors, managers, or other persons or entities with full power and authority to buy and sell securities in accordance with Procedure 721 - Investments.
   4. Execute any other financial arrangements directed or authorized by the Kiwanis International Board.

PROCEDURE 178.6 - CLASS OF SERVICE FOR AIR FLIGHTS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board revises Procedure 178.6 – Class of Service for Air Flights, as follows:

178 - TRAVEL MANAGEMENT

178.6 - Class of Service for Air Flights (10/11)

A. Authorized Class of Service: The authorized class of service for Kiwanis International business is any class that meets the fare parameters set forth in Procedure 178.4.B. For any flight segment that is scheduled to be longer than seven (7) hours of non-stop flying time, an upgradeable coach class may be authorized, with the traveler using his/her own resources, including frequent flyer miles or officer’s contingency fund, to pay for the upgrade to business class. (10/89) (10/11)

The President and his/her spouse or companion may fly business class for any flight segment of non-stop flying scheduled to be six (6) hours or longer.
Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board revises Policy 721.13 – Investment Guidelines, as shown below.

721.13 - Investment Guidelines

A. Allowable Assets

1. Cash Equivalents (9/99)
   - Treasury Bills
   - Money Market Funds
   - Commercial Paper
   - Banker’s Acceptances
   - Repurchases Agreements

2. Fixed Income Securities (9/99) (4/10)
   - U.S. Government and Agency Securities
   - Corporate Notes and Bonds
   - Mortgage Backed Bonds insured or guaranteed by the US government
   - Fixed Income Securities of Foreign Governments and Corporations
   - Exchange Traded Funds and Notes

3. Equity Securities (9/99) (4/08)
   - Common Stocks
   - Convertible Notes and Bonds
   - Convertible Preferred Stocks
   - American Depository Receipts (ADRs of Non-U.S. Companies)
   - Stocks of Non-U.S. Companies (Ordinary Shares)
   - Preferred Stock
   - Exchange Traded Funds and Notes

CONSENT REPORT OF THE BOARD COMMITTEE ON GOVERNANCE

The Consent Report of the 2013-14 Board Committee on Governance, Jane M. Erickson and Clinton C. Green, Co-Chairs, was presented. (Tab 13)
PROCEDURE 209 – DISTRICTING OF KIWANIS CLUBS

Upon motion duly made, supported, and carried it was:

RESOLVED, That the Kiwanis International Board revises Procedure 209 – Districting of Kiwanis Clubs, as shown below:

209 - DISTRICTING OF KIWANIS CLUBS (1/13)

For efficient administrative purposes, when practical, Kiwanis clubs shall be part of a district. Nondistricted clubs or groups of nondistricted clubs shall be included in districts as soon as feasible. (For district requirements, see Procedure 203 - District Status.) (5/93) (4/97)

A. A new Kiwanis club organized outside the territorial limits of a Kiwanis district, subject to the approval of the International Board, may be attached, for administrative purposes only, to an existing district. If so attached, such club shall have all of the rights, privileges and responsibilities of other clubs in the district. If not so attached, the club will be a nondistricted club. (6/91) (1/13)

Clubs not attached to any district or federation shall be administered by Kiwanis International. (6/91)

This completed the General Consent Items and the Board Committee Consent Reports.

ACTION REPORT OF THE EXECUTIVE COMMITTEE

The Action Report of the 2013-14 Executive Committee, Gunter Gasser, Chair, was presented. (Tab 10)

RESIGNATION OF TRUSTEE COLIN W. REICHLE

Upon motion duly made, supported, and unanimously carried it was:

RESOLVED, That the Kiwanis International Board accepts with sincere regret the resignation of Trustee Colin W. Reichle and expresses its deep appreciation for his service to Kiwanis and the children of the world.
**DUES COST OF LIVING ADJUSTMENT**

Upon motion duly made by Trustee Lee Kuan Yong, supported, and carried it was:

RESOLVED, That the Kiwanis International Board supports the concept of implementing an annual cost of living adjustment for membership dues and fees, and that the matter be referred to the Board Committee on Audit and Finance for a complete review and discussion at the April 2014 Board meeting.

**SPOUSAL/COMPANION TRAVEL FINANCIAL STIPEND**

Upon motion duly made by Trustee Stephen T. Hill, supported, and carried it was:

RESOLVED, That the Kiwanis International Board delays implementation of the following recommendation approved by the Board at its October 2013 meeting:

“That the Kiwanis International Board authorizes Staff to report spousal and companion travel incurred by Kiwanis International Board Members and Past Kiwanis International Presidents to the U.S. Internal Revenue Service (IRS) as required by IRS guidelines. Staff will determine a reasonable stipend amount to be paid to such individuals to offset the tax liability where incurred and submit that stipend recommendation to the Executive Committee for approval on behalf of the Board prior to or at the January 2014 meeting. These actions will be effective for the calendar/tax year ending December 31, 2013, and thereafter”

Additionally, the Board requests Staff to obtain a written opinion from qualified legal counsel on the issues regarding reporting for current and future years, and clarity of current US Internal Revenue Service and tax code definitions and interpretations pertaining to this issue. Legal counsel is requested to report to the Executive Committee at the April 2014 Board meeting.

This completed the Action Report of the Executive Committee.

**ACTION REPORT OF BOARD COMMITTEE ON MEMBERSHIP, GROWTH, AND EDUCATION**

The Action Report of the 2013-14 Board Committee on Membership, Growth, and Education, Stephen T. Hill and Lee Kuan Yong, Co-Chairs, was presented. (Tab 11)
**BRIDGE THE GAP COMMITTEE**

Upon motion duly made by Trustee James M. Rochford, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the development of a Kiwanis International online community hosted and managed by Kiwanis International, which will connect individuals, non-profits, and corporations to service, giving, and advocacy opportunities on children’s issues.

**KIWANIS SERVICE LEADERSHIP PROGRAM COMMUNITY OR DISTRICT-BASED ALUMNI CHAPTERS**

Upon motion duly made by Trustee Patricia Barsotti, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves, in principle, a new initiative: a Kiwanis Service Leadership Program (SLP) Community or District-Based Alumni chapter. The SLP Alumni chapter will be part of the current Campaign for Growth in accordance with the spirit of the 2007 flexibility amendment to the Kiwanis International Bylaws and in concert with the activities of the Bridge the Gap Committee.

**DISTRICT KIWANIS NETWORK CLUBS**

Upon motion duly made by Trustee Patrick R. Ewing, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the new membership initiative: District Network Kiwanis clubs. Each District Network Kiwanis club shall be organized, affiliated and monitored by their established Kiwanis International district. Membership will be open to all former Kiwanis members who, for whatever reason, are in between Kiwanis club memberships but left the club in good standing. District and Kiwanis International dues and fees will be the same as for other Kiwanis clubs in their respective districts.

**KOREA DISTRICT UPDATE**

Upon motion duly made by Trustee Lee Kuan Yong, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves a subsidy of US$12,000 per year for three (3) years to the Korea District for the purpose of supporting the cost of an English-speaking Staff member. The payment of the subsidy shall commence two (2) months after the employment begins, and shall be paid quarterly during the tenure of said Staff.
AUSTRALIA DISTRICT STATUS REQUEST

Upon motion duly made by Trustee Oskar Guðjónsson, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves Australia to be a district pursuant to Procedure 203.1F – Minimum Requirements for Each District Status. The district is required to reach 1,000 members within the five years ending September 30, 2019, and shall not allow membership to fall to less than 900 members; otherwise, the Australia District will automatically revert to district in formation status.

DISTRICT MATCHING GRANT REQUEST

Upon motion duly made by Trustee Stephen T. Hill, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves a district matching grant in the amount of US$5,000 to the Philippine Luzon District for its education and growth conference held in 2013.

SRI LANKA / AUSTRALIA RELATIONSHIP UPDATE

Upon motion duly made by Trustee Stephen T. Hill, supported, and carried it was:

RESOLVED, That the Kiwanis International Board declines the request from the Australia District for US$8,000 to fund activities related to the Australia/Sri Lanka relationship.

KOREA LEADERSHIP TRAINING RETREAT REIMBURSEMENT

Upon motion duly made by Trustee James M. Rochford, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves a district matching grant in the amount of US$5,000 to the Korea District, contingent upon receipt of full payment of 2013-14 Kiwanis International dues by clubs in the district by January 31, 2014, as previously agreed.

AUSTRALIA DISTRICT - INCLUDE AKTION AND CIRCLE K CLUB MEMBERS IN ITS MEMBERSHIP TOTALS

Upon motion duly made by Trustee Oskar Guðjónsson, supported, and carried it was:

RESOLVED, That the Kiwanis International Board declines the request from the Australia District for all adult members of Aktion and Circle K Clubs to be counted as members of the District.
APPROVAL OF NEW KIWANIS NATIONS

Upon motion duly made by Trustee Patrick R. Ewing, supported, and carried it was:

RESOLVED, That the Kiwanis International Board revises Procedure 376 – Nations Authorized for New Club Building, as shown below:

376 - NATIONS AUTHORIZED FOR NEW CLUB BUILDING (1/13)

Nations in which Kiwanis clubs may exist shall be designated by the International Board Executive Director or designee. This includes nations where Kiwanis has active clubs or where Kiwanis is conducting new club building or planning new club building efforts in the foreseeable future. The current list is shown below. (4/13)

A nation will be added to the Official List of Kiwanis Nations at the time the first club is organized in that nation, in accordance with Procedures 370 through 373, and an asterisk will be placed next to that nation’s name to designate that at least one active club currently exists. (6/90)

A nation will be deleted from the Official List of Kiwanis Nations ninety (90) days following approval of charter revocation of the last club in that nation by the International Board Executive Director or designee. This will be reflected by removing the asterisk from next to the nation's name. (The nation’s name will normally remain on the list of Nations Authorized for Extension unless specifically removed by the Board Executive Director or designee) (6/92)"

GROWTH IN MAINLAND CHINA

Upon motion duly made by Trustee Lee Kuan Yong, supported, and carried it was:

RESOLVED, That the Kiwanis International Board supports the development of Kiwanis clubs in the People’s Republic of China and requests the Executive Director to work with the Asia-Pacific Region Executive Board to take the necessary steps toward establishing the first Kiwanis club within the next three years, and to provide a report to the Kiwanis International Board at its meeting in July 2014.

This completed the Action Report of the Board Committee on Membership, Growth, and Education.
ACTION REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Action Report of the 2013-14 Board Committee on Programs and Partnerships, Warren F. Mitchell, Chair, was presented. (Tab 12)

UP WITH PEOPLE PARTNERSHIP

Upon motion duly made by Trustee Elizabeth M. Tezza, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves a Promotional Partnership with Up With People, a global organization that aims to bring the world together through service and music, and authorizes the Executive Director to execute an appropriate agreement codifying the partnership.

KIWANIS COOL STUFF

Upon motion duly made by Trustee Stephen T. Hill, supported, and carried it was:

RESOLVED, That the Kiwanis International Board shall no longer engage in discussions about Cool Stuff becoming a project of Kiwanis International or being used to enhance the relationship with Boys and Girls Clubs of America, and requests that Staff communicate this message to individuals promoting this program.

YOUTH EXCHANGE PROGRAM PROPOSAL

Upon motion duly made by Trustee Marcel Kreienbühl, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves US$22,500 for a youth exchange pilot program as outlined in Exhibit B.

This completed the Action Report of the Board Committee on Programs and Partnerships.

ACTION REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Action Report of the 2013-14 Board Committee on Audit and Finance, Susan A. “Sue” Petrisin, Chair, was presented. (Tab 13)
Upon motion duly made by Trustee Warren F. Mitchell, supported, and carried it was:

RESOLVED, That the Kiwanis International Board accepts the 2012-13 consolidated audit reports for Kiwanis International, Circle K International, Key Club International, and Kiwanis International Foundation (as shown in Exhibit A), and the Management Letter.

**Selection of 2013-14 Auditors for Kiwanis, Circle K, and Key Club**

Upon motion duly made by Trustee Warren F. Mitchell, supported, and carried it was:


**North American Directors and Officers Liability Insurance Program**

Upon motion duly made by Trustee Stephen T. Hill, supported, and carried it was:

RESOLVED, That the Kiwanis International Board purchases Directors and Officers Liability Insurance for all clubs and districts in the United States and Canada, effective November 1, 2014, at a cost of US$4 per club member and US$800 per district, pending approval of the necessary amendment to Kiwanis International Bylaws Article XXIV - Insurance and Indemnification, at the 2014 Kiwanis International Convention. These costs will be billed to the individual clubs and districts, beginning in October 2014.

This completed the Action Report of the Board Committee on Audit and Finance.

**Action Report of the Board Committee on Governance**

The Action Report of the 2013-14 Board Committee on Governance, Jane M. Erickson and Clinton C. Green, Co-Chairs, was presented. (Tab 14)

**Update to Procedure 260.3 – District Foundations**

Upon motion duly made by Trustee Marcel Kreienbühl, supported, and carried it was:

RESOLVED, That the Kiwanis International Board revises Procedure 260.3 – Responsibilities [of District Foundations] to Kiwanis International, as shown below:
260 – DISTRICT FOUNDATIONS

260.3 - Responsibilities to Kiwanis International

Either the foundation’s articles of incorporation or its bylaws or an a separate agreement executed by the district and the foundation with Kiwanis International must provide: (6/91)

A. That the foundation and its members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted or amended. (6/91)

B. That the foundation will comply with all conditions and requirements of Kiwanis International regarding use of the Kiwanis names and marks. (6/91)

C. That no amendments to the foundation’s articles of incorporation or bylaws shall be made without the consent of the International Board. (6/91)

D. The sponsoring district and foundation shall sign an agreement providing that, in the event the foundation does not comply with these conditions and if so whenever requested by the International Board, the foundation shall dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks. (6/91)

AMENDMENT TO ARTICLE XIII REGARDING USUAL BOARD AUTHORITY

Upon motion duly made by Trustee Thomas E. DeJulio, supported, and carried it was:

RESOLVED, That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

ARTICLE XIII. BOARD OF TRUSTEES

Section 6. The management and control of the affairs of the organization not otherwise provided in these bylaws shall be vested in the Board of Trustees. The Board shall provide effective and ethical management of the organization in compliance with all applicable laws and the mission of the organization.

Section 6.7. The Board of Trustees shall define the policies and shall have full administrative authority in all matters of Kiwanis International. All policies adopted by the Board of Trustees shall be published in an official publication within one hundred and twenty (120) days following such adoption. (6/2010)

Section 7.8. The interpretation of these Bylaws by the Board of Trustees shall be final and binding, unless such interpretation is changed or rescinded at a subsequent International convention. To change the interpretation, the proposer must provide the wording of the proposed change. (7/1998)
Section § 9. The Board of Trustees shall establish and implement a long-range strategic plan for Kiwanis International. The plan, which shall be reviewed annually and revised as necessary. (6/1989)

**MORAL TURPITUDE AND ILLEGAL BEHAVIOR REGARDING MINORS**

Upon motion duly made by Trustee James M. Rochford, supported, and carried it was:

RESOLVED, That the Kiwanis International Board adopts new Policy C.10 – Definition of Moral Turpitude, as shown below, and refers the definition to legal counsel for review. If legal counsel suggests changes, the revised definition will be submitted to the Board for consideration.

**Policy C. General**

10. Definition of Moral Turpitude

Kiwanis defines moral turpitude as “contrary to community standards of justice, honesty, or good morals.” Moral turpitude includes:

- Documented and confirmed inappropriate touching of youth;
- Documented and confirmed inappropriate sexual or bullying conversations with youth;
- Documented and confirmed behavior that would be considered contributing to the delinquency of a minor (alcohol or drugs) even if not arrested or convicted of such behavior;
- Ongoing history of felonious behavior; and
- Felony convictions involving heinous crimes.

FURTHER RESOLVED, That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

**ARTICLE VIII. CLUB MEMBERS**

Section 9. Illegal Behavior or Moral Turpitude: A club shall remove any member whose behavior involves moral turpitude or whose behavior with minors is found to be illegal and shall report such member and such behavior to Kiwanis International and the proper authorities immediately. If the club does not take such action, Kiwanis International may remove the member and the club may have its charter suspended or revoked for being out of compliance with accepted standards for Kiwanis clubs.

Kiwanis International shall bar from membership in a Kiwanis club any former, current, or prospective member whose behavior involves moral turpitude or whose
behavior with minors has previously been found to be illegal.

**DISTRICT BACKGROUND CHECKS ACCEPTED BY KIWANIS INTERNATIONAL**

Upon motion duly made by Trustee Dennis M. Oliver, supported, and carried it was:

a. RESOLVED, That the Kiwanis International Board revises Policy B.16.c – Acceptance of [Criminal History] Background Check Results from Districts, as shown below:

**B. INTERNATIONAL ADMINISTRATION**

16. Criminal History Background Checks

c. Acceptance of Background Check Results from Districts

When someone is required to have a clear criminal history background check “conducted and verified by Kiwanis International,” Kiwanis International may accept criminal history background check results provided by a district as “clear” if the following criteria are met and verified in advance: (10/13)

- The service provider used by the district must first be approved by Kiwanis International. The district shall contact Kiwanis International’s Risk Management Department for complete details on securing approval. If the district’s provider changes its process or criteria, new approval must be secured. (10/13)
- The district must assure Kiwanis International in writing that, when determining the background check to be “clear,” it adhered to the same criteria used by Kiwanis International, as stated in Kiwanis International procedure. (10/13)
- The district must assure Kiwanis International in writing that its background check search process is at least equal in breadth and depth to the search conducted by Kiwanis International.
- Nothing herein prevents Kiwanis International from requesting the current procedures from any district or its provider at any time. (10/13)

Implementing a background check process brings additional risk and liability to the district due to the need to secure members’ personal information and the possibility that a check will not ‘catch’ all criminal history. Districts that conduct their own background checks and therefore assume this risk are strongly encouraged to put proper processes and safeguards in place in advance and to purchase Directors and Officers insurance. (10/13)
Upon motion duly made by Trustee Marcel Kreienbühl, supported, and carried it was:

RESOLVED, That the Kiwanis International Board accepts the Report of the Task Force on Trustee Vacancies as shown in Exhibit A.

FURTHER RESOLVED, That the Kiwanis International Board proposes the following amendments to the Kiwanis International Bylaws for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

ARTICLE XIX. VACANCIES IN OFFICE

Section 5. In the event of a vacancy in the office of Trustee during the administrative year, subject to the provisions for guaranteed representation, to fill such office, the Board of Trustees shall elect a qualified club member from the same region who shall serve until the end of the administrative year. If the vacant term extends beyond the current administrative year, an election to fill the vacancy for the remainder of the term shall be conducted by the region, and the person elected shall take office on October 1 after election.

Section 6. In case of any vacancy or vacancies, regardless of reason, occurring in the office of Trustee for one (1) year or more, thus necessitating the election of a Trustee for a term of one (1), two (2), or three (3) years, the vacancy or vacancies shall be filled in accordance with the following procedures: (6/1997)

a. The Executive Director shall inform the district governors within the appropriate region, as well as the President of the European Federation and the Chairman of Kiwanis Asia-Pacific when appropriate, of the said one-, two-, or three-year term. The person shall be selected to fill such vacancy pursuant to the provisions for selecting a guaranteed Trustee. (7/1998)

b. The presiding officer shall announce the total number and the term or terms of Trustees to be elected. The presiding officer shall also announce any vacancy or vacancies to be filled.

c. If there is only the same number of Trustee candidates as the total number to be elected and the Trustees are to be elected for different terms, the delegates shall vote for one (1) less than the total number of Trustees to be elected, no more or no less. (6/1997)

d. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of votes so cast shall be declared elected Trustees for the announced number of three-year terms; and those nominees receiving the next greater number of votes shall be declared elected Trustee(s) to fill the two-year-term or terms; and the nominees receiving the next greater number of votes shall be declared elected Trustee(s) to fill the one-year-term or terms.
votes shall be declared elected Trustee(s) to fill the one-year term or terms, if any. (6/1997)

Section 6. In the event the vacancy is for a Trustee representing the United States and Pacific Canada Region or the At-Large seat, the following process shall apply:

a. If the number of Trustee candidates equals the number of Trustees to be elected, including vacancies, and the Trustees are to be elected for different terms, the delegates shall vote for one (1) less than the total number of Trustees to be elected, no more or no less.

b. Trustees shall be elected by the vote of the delegates present and voting and the nominees receiving the greater number of votes so cast shall be declared elected to the two-year term(s), if any, and those nominees receiving the next greater number of votes shall be declared elected to the one-year term(s), if any.

Section 17. Any matters related to vacancies in office not addressed in these bylaws shall be determined by the Board of Trustees, subject to relevant provisions.

DIRECTORS AND OFFICERS INSURANCE COVERAGE FOR NORTH AMERICAN CLUBS

Upon motion duly made by Trustee Kevin Dean, supported, and carried it was:

RESOLVED, That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

ARTICLE XXIV. INSURANCE AND INDEMNIFICATION

Section 1. The Board of Trustees, at its discretion, may purchase a comprehensive or limited general liability insurance program and/or limited blanket accident medical insurance program for the protection of all clubs and Kiwanis-sponsored organizations in the United States and Canada and the members, volunteers, and employees of such clubs and Kiwanis-sponsored organizations. The Board of Trustees, at its discretion, may provide such insurance programs to other parts of the Kiwanis world. (4/1999)

Section 2. Clubs covered by such insurance shall be billed for premiums by Kiwanis International, prorata, based on membership, for the cost of such insurance and administrative costs. Clubs may pay insurance premiums from either administrative or service funds. (6/2009)

Section 3. The Board of Trustees may provide, through insurance or otherwise, indemnification to the past and present Trustees, officers, employees, or agents of Kiwanis International to the extent permitted by the laws of the State of Indiana
Upon motion duly made by Trustee Jane M. Erickson, supported, and carried it was:

RESOLVED, That the Kiwanis International Board accepts the Report of the 2013-14 Resolutions and Bylaws Committee as shown in Exhibit B.

FURTHER RESOLVED, That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

ARTICLE XXI. OFFICIAL PUBLICATIONS

Section 5. The subscription price of the official publications of Kiwanis International shall be eight dollars (US$8.00) per annum. All subscription funds shall be earmarked for official publications of Kiwanis International and shall not revert to the Kiwanis general fund. Billing shall be based upon the membership of the respective clubs as shown in their membership report to Kiwanis International.

FURTHER RESOLVED, That the Kiwanis International Board does not support the amendment proposed by the Kiwanis Club of Cascadia, Oregon.

FURTHER RESOLVED, That the Kiwanis International Board proposes the following administrative resolution for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba:

BE IT RESOLVED that the House of Delegates of the 99th annual Kiwanis International convention in Tokyo-Chiba, Japan, on July 18, 2014, directs the Kiwanis International Board of Trustees to investigate the option of allowing all clubs worldwide to vote electronically to elect Kiwanis International Board members, to amend the Kiwanis International Bylaws, and to consider proposed resolutions. Such plan will include the necessary technology, an appropriate process and time table, and steps to educate clubs and club members.

AND BE IT FURTHER RESOLVED that the Kiwanis International Board is directed to present its report to the House of Delegates at the 100th annual Kiwanis International convention in Indianapolis, Indiana, in 2015.

FURTHER RESOLVED, That, prior to distribution of the proposed amendments to clubs by the required deadline, the Kiwanis International Board authorizes the Executive Officers to make any substantive adjustments that may be necessary to carry out the Board’s position and intention regarding each proposed amendment. The Board also
authorizes the Executive Director to make any nonsubstantive editing adjustments in the amendments that may be necessary.

FURTHER RESOLVED, That the Kiwanis International Board requests President Gunter Gasser to consider appointing a special task force to begin work on the subject of the administrative resolution as soon as possible.

PHILIPPINE LUZON DISTRICT SPECIAL CONVENTION

Upon motion duly made by Trustee Clinton C. Green, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the following bylaw amendments adopted by the Philippine Luzon District house of delegates at its special convention held on December 27, 2013:

• Amend Article I, Section 2, to change the district boundaries to include the Palawan region.
• Amend Article III, Section 1, to allow the district board to determine the number and boundaries of divisions in the district.
• Amend Article XIV, Sections 1 and 2, to set district dues at PhP800 and to set the new member add fee at PhP800.

REPORT FROM TASK FORCE ON GOVERNING DOCUMENTS / REVIEW OF STANDARD FORM FOR DISTRICT BYLAWS

Upon motion duly made by Trustee Elizabeth M. Tezza, supported, and carried it was:

RESOLVED, That the Kiwanis International Board accepts the Report of the Task Force on Governing Documents as shown in Exhibits D.

FURTHER RESOLVED, That the Kiwanis International Board approves initial revisions to the Standard Form for District Bylaws as shown in Exhibit E and directs Staff to share them with districts for review and comment, with the intention to approve a final product at the next Board meeting.

FURTHER RESOLVED, That the Kiwanis International Board proposes amendments to the Kiwanis International Bylaws to allow pending revisions to the Standard Form for District Bylaws, for consideration by the House of Delegates at the 2014 Kiwanis International Convention in Tokyo-Chiba, as shown in Exhibit F.
RECONSIDERING THE ROLE OF LIEUTENANT GOVERNORS

Upon motion duly made by Trustee Kevin Dean, supported, and carried it was:

RESOLVED, That the Kiwanis International Board requests President Gunter Gasser to appoint a special task force to consider redefining the role of lieutenant governors to assure their duties are relevant to current and future operations and to make the position more attractive to potential candidates.

This completed the Action Report of the Board Committee on Governance.

NEW BUSINESS

EARLY CHILDHOOD DEVELOPMENT

Upon motion duly made by Trustee Patrick R. Ewing, supported, and carried it was:

RESOLVED, That the Kiwanis International Board recognizes that the support of early childhood development is a valuable way to serve the children of the world. The Board authorizes the Executive Committee to work with the 2013-14 International Committee on Early Childhood Development/Young Children Priority One to establish the agenda, timing, participants, desired outcomes, and focus of a Conference on Early Childhood Development to be held during the 2013-14 administrative year, allocating up to US$15,000 for conference expenses deemed appropriate by the Executive Director.

This completed the New Business of the Kiwanis International Board.

NEXT BOARD MEETING – APRIL 23-27, 2014

The next meeting of the Board of Trustees will be April 23-27, 2014 in Indianapolis, Indiana.

The meeting adjourned sine die on Saturday, January 25, 2014, at 5:03 p.m.