TABLE OF CONTENTS
MINUTES OF THE MEETING OF
KIWANIS INTERNATIONAL BOARD OF TRUSTEES
June 14, 2016

| APPROVAL OF APRIL 14-17, 2016 MINUTES                      | 2   |
| APPROVAL OF ADMINISTRATIVE ACTION REPORT                  | 2   |
| APPROVAL OF 2016-17 BOARD COMMITTEES                     | 2   |
| APPROVAL OF 2016-17 BOARD COUNSELOR ASSIGNMENTS          | 2   |
| APPROVAL OF 2016-17 KIWANIS INTERNATIONAL COMMITTEES     | 2   |
| 2014-15 DISTINGUISHED DISTRICTS                           | 3   |
| REPORT OF THE EXECUTIVE COMMITTEE                         | 3   |
| REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS| 5   |
| FOREIGN CORRUPT PRACTICES ACT POLICY                      | 3   |
| REPORT OF THE BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND | 6   |
| YOUTH PROTECTION GUIDELINES ILLEGAL DRUG POLICY           | 5   |
| REPORT OF THE BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND | 6   |
| MARKETING                                                 | 6   |
| KIWANIS INTERNATIONAL TRUSTEE SEAT FOR EUROPE             | 6   |
| TASK FORCE ON GOVERNING DOCUMENTS REPORT                  | 6   |
| NEW BUSINESS                                              | 6   |
| REPORT OF THE AD HOC COMMITTEE ON RECOGNITION PROGRAMS    | 7   |
| NEXT BOARD MEETING – SEPTEMBER 28-OCTOBER 2, 2016         | 7   |
MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

June 14, 2016

The meeting of the Board of Trustees of Kiwanis International was held June 14, 2016, via
GoToMeeting. Those present were: Susan A. “Sue” Petrisin, President; John R. Button, Immediate Past
President; Jane M. Erickson, President-Elect; James M. Rochford, Vice President; Stan D. Soderstrom,
Executive Director; Trustees Patricia Barsotti, Bruce Berven, John E. DeVilbiss, Patrick R. Ewing,
Koshiro “Kit” Kitazato, Marcel Kreienbühl, Florencio “Poly” Lat, Lance M. Incitti, Arthur N. Riley,
Dewey Smith, Barbara Thompson, Daniel Vigneron, and Terry A. White. Guests: Barry Glazer,
Parliamentarian. Absent: Trustee Kenneth A. Alovera.

The meeting was called to order by President Sue Petrisin on Tuesday, June 14, 2016 at 9:00 a.m. EST, via GoToMeeting.

GENERAL CONSENT ITEMS

Without objection, the following recommendations were adopted:

APPROVAL OF APRIL 14-17, 2016 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held in
Indianapolis, Indiana, USA, April 14-17, 2016, as shown in Tab 01.

APPROVAL OF ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report as shown in Tab 02.

APPROVAL OF 2016-17 BOARD COMMITTEES

That the Kiwanis International Board approves the 2016-17 Board Committees.

APPROVAL OF 2016-17 BOARD COUNSELOR ASSIGNMENTS

That the Kiwanis International Board approves the 2016-17 Board Counselor assignments to districts as shown in Tab 03.

APPROVAL OF 2016-17 KIWANIS INTERNATIONAL COMMITTEES

That the Kiwanis International Board approves the 2016-17 Kiwanis International Committees as shown in Tab 04.
2014-15 DISTINGUISHED DISTRICTS

That the Kiwanis International Board approves the following Distinguished Districts for 2014-15:

- Italy-San Marino District
- Japan District
- New Zealand-South Pacific District-in-Formation
- Taiwan District

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2016-17 Executive Committee, Susan A. Petrisin, Chair, was presented. (Tab 05)

FOREIGN CORRUPT PRACTICES ACT POLICY

Upon recommendation of the Executive Committee, it was moved and adopted:

That the Kiwanis International Board adopts new Policy B. 20 - Compliance with Anti-Bribery Statutes, as follows:

POLICY B. INTERNATIONAL ADMINISTRATION

20. Compliance with Anti-Bribery Statutes

As part of Kiwanis’ commitment to conducting its business according to the highest ethical, professional, and moral principles Kiwanis International and its member clubs, affiliates, and subsidiaries shall comply with all applicable laws, ordinances, regulations, rules and other requirements concerning anti-bribery rules. Consequently, all Kiwanis International Board members, employees, agents, consultants, and contractors engaged by Kiwanis (collectively referred to below as “interested parties”) shall comply with all applicable laws and regulations regarding prohibitions against bribery, including the U.S. Foreign Corrupt Practices Act (“FCPA”).

To promote compliance with this policy, Kiwanis adopts the following key compliance criteria and processes:

- Adequate oversight by high-level personnel
- Due care in delegating substantial discretionary authority, including compliance with applicable laws, regulations, and Kiwanis processes for selecting agents and other third parties and monitoring their compliance with this policy
- Effective communication to all interested parties
- Reasonable steps to achieve compliance, including systems for monitoring, auditing, and reporting suspected wrongdoing without fear of reprisal
- Consistent enforcement of compliance standards including disciplinary measures
- Reasonable steps to respond to and prevent further similar offenses upon detection of a violation

Interested parties with questions or concerns regarding this policy or wishing to report any potential violation or concern should contact the Kiwanis International Executive Director. However, if the potential violation or concern relates to the Executive Director, interested parties should contact the Kiwanis International President.
Kiwanis will make other materials concerning compliance available as appropriate to all interested parties. Kiwanis shall also conduct appropriate training concerning these issues for interested parties handling relevant matters at regular intervals, as may be required.

Failure to adhere to this policy may result in discipline by the Kiwanis International Board.

FURTHER, That the Kiwanis International Board revises Policy B.3.c - Code of Ethics and Conduct, as follows:

B. INTERNATIONAL ADMINISTRATION

3. International Board (4/14)

c. Code of Ethics and Conduct

To ensure the confidence of clubs and members and the reputation of Kiwanis International among the public and to fulfill the Board’s role of stewardship and leadership to the organization, Kiwanis International expects all members of the International Board to conduct themselves according to the highest ethical, professional, and moral principles. Each Board member and candidate for any Board office shall annually acknowledge, by signature, that he/she has read, understands, and accepts personal responsibility to adhere to the standards of conduct stated in this policy. (4/12)

Each Board member shall, to his/her utmost ability:

- Personally comply with all applicable laws and regulations, including but not limited to those regarding audits, conflict of interest, whistle blowers, disclosure and integrity of information, board governance, executive director compensation, document retention and destruction, and anti-bribery.
- Personally comply with all applicable laws and regulations, as well as Kiwanis International Bylaws, Policies, and Procedures;
- Never knowingly allow Kiwanis International to violate any applicable laws and regulations;
- Act with integrity, honesty, and trustworthiness and not engage in unethical practices, deceive others, or misrepresent Kiwanis in any business dealings;
- Treat others equitably, fairly, and with respect and not engage in any form of discrimination or harassment;
- Be loyal to Kiwanis International and its mission, above any loyalty to a particular individual or group of individuals;
- Demonstrate care for clubs and club members and the communities they serve, including the highest regard for the safety, health, and welfare of the public;
- Make responsible decisions for the future of the organization, ensuring Kiwanis resources are prudently managed and expended;
- Practice transparency and accountability to clubs, members, and the public;
- Not use the name of Kiwanis or their Board position for personal benefit or advantage;
- Help create a cooperative and productive working environment at Board meetings and other Kiwanis functions;
- Respect and protect any privileged or confidential information, including the
private information of members and donors, and support the final decisions of the Board;

- Fulfill the duties of office to which they are elected and not attempt to exercise individual authority outside the purview of his/her office;
- Interact with Staff in a professional and respectful manner, following agreed channels of communication and authority;
- Not engage in any conduct that would tarnish the good reputation of Kiwanis or undermine the public’s trust. (4/12)

Alleged violations of these standards of conduct shall be reported to the Executive Director, who shall inform the Executive Board Committee. If the Executive Director and Executive Board Committee determine that further investigation is warranted, the process shall be conducted in the same manner as violations of conduct unbecoming, including the right to defend him/herself, as defined in the International Bylaws. After the process is completed, any Board member found to have violated these standards of conduct shall be subject to disciplinary action as determined by the Board, up to and including suspension of duties or removal from office. (4/12)

This completed the Report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Report of the 2016-17 Board Committee on Programs and Partnerships, Patricia “Patti” Barsotti, Chair, was presented. (Tab 06)

YOUTH PROTECTION GUIDELINES ILLEGAL DRUG POLICY

Upon recommendation of the Board Committee on Programs and Partnerships, it was moved and adopted:

That the Kiwanis International Board approves changes to Kiwanis International Procedure 432 – Youth Protection Guidelines, as follows:

432 – YOUTH PROTECTION GUIDELINES

All adults working with youth under the age of 18 at any Kiwanis event are expected to read/understand, agree to, and abide by these guidelines.

432.2 – Use of Alcoholic Beverages, Tobacco, Marijuana, and Other Substances
While attending any Kiwanis event that is produced primarily by or for the benefit of youth, adults are expected to refrain from using or being under the influence consumption of alcoholic beverages, and/or the use of tobacco, and/or marijuana products, and narcotic drugs or psychotropic substances during any portion of the event, even if prescribed for medicinal use. In addition, the use and/or possession of illegal drugs or the improper/illegal use of legal drugs is prohibited.

This completed the Report of the Board Committee on Programs and Partnerships.
REPORT OF THE BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING

The Report of the 2016-17 Board Committee on Public Relations, Image and Marketing, Marcel Kreienbühl, Chair, was presented. (Tab 07)

No action was taken by the Board.

This completed the Report of the Board Committee on Public Relations, Image and Marketing.

KIWANIS INTERNATIONAL TRUSTEE SEAT FOR EUROPE

At its 2016 House of Delegates held on May 28, 2016, in Villach, Austria, KI-EF selected Paul Inge Paulsen as its preferred representative for the Europe Region Trustee seat. (Tab 08)

That the Kiwanis International Board of Trustees appoints Paul Inge Paulsen to fill the vacancy in the guaranteed seat for the Europe Region, for a one-year term beginning October 1, 2016, and ending September 30, 2017. To fill the remaining two years of the seat’s three-year term, the Europe Region is requested to elect a properly-endorsed candidate at the Kiwanis International-European Federation convention in 2017, with such person to begin his/her Trustee term on October 1, 2017.

TASK FORCE ON GOVERNING DOCUMENTS REPORT

All districts in North America were asked to adopt the new Standard Form for District Bylaws at their 2015 conventions. However, some specific provisions that some districts adopted differed from the Standard Form in ways that could not be approved by Staff. The Task Force was asked to review those variations and provide recommendations to the Board for approval or disapproval. (Tab 09)

California-Nevada-Hawaii
That the Kiwanis International Board declines approval of the revision to the California-Nevada-Hawaii District Bylaws, Article IV, Section 4, and directs that the wording comply with the Standard Form for District Bylaws.

That the Kiwanis International Board declines approval of the revision to the California-Nevada-Hawaii District Bylaws, Article VII, Section 6b, regarding the number of delegates for district trustee elections and directs that the wording comply with the Standard Form for District Bylaws.

Florida
That the Kiwanis International Board declines approval of the revision to the Florida District Bylaws, Article VI, Section 6, and directs that the wording comply with the Standard Form for District Bylaws.

That the Kiwanis International Board approves inclusion of the following provision in the Florida District Bylaws, as Article XVI, Section 2, if it still wishes to adopt the concept:
“The District may advocate for public policy and funding to enhance the well-being of children within the District as stated in the Kiwanis motto, ‘Serving the Children of the World,’ provided
such advocacy is guided by the Objects of Kiwanis and does not conflict with the Kiwanis International Bylaws or Policies.”

Georgia
That the Kiwanis International Board declines approval of the revision to the Georgia District Bylaws, Article X, Section 1, due to unintentional contradiction with Section 4, and directs that Section 1 be revised to remove the fees that are under authority of the district board.

NEW BUSINESS

REPORT OF THE AD HOC COMMITTEE ON RECOGNITION PROGRAMS

That the Kiwanis International Board of Trustees authorizes President-elect Jane Erickson to establish recognition programs for the 2016-17 administrative year in consultation with the Ad Hoc Committee on Recognition Programs.

NEXT BOARD MEETING – SEPTEMBER 28-OCTOBER 2, 2016

The next meeting of the Board of Trustees will be September 28-October 2, 2016, in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Tuesday, June 14, 2016, at 10:20 a.m. EDT.