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MINUTES OF THE MEETING OF
KIWANIS INTERNATIONAL BOARD OF TRUSTEES
April 15-19, 2015

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**NEXT BOARD MEETING – JUNE 24, 2015**
The meeting of the Board of Trustees of Kiwanis International was held at the Kiwanis International Office in Indianapolis, Indiana, USA, April 15-19, 2015. Those present were: John R. Button, President; Gunter Gasser, Immediate Past President; Susan A. “Sue” Petrisin, President-Elect; Jane M. Erickson, Vice President; Stan D. Soderstrom, Executive Director; Trustees Kenneth A. Alovera, Patricia Barsotti, Bruce Berven, Kevin Dean, Patrick R. Ewing, Óskar Guðjónsson, Koshiro “Kit” Kitazato, Marcel Kreienbühl, Florencio “Poly” Lat, Dennis M. Oliver, Arthur N. Riley, James M. Rochford, Dewey Smith, Elizabeth M. Tezza, and Barbara Thompson.
The meeting was called to order by President John R. Button on Saturday, April 28, 2015, at 3:01 p.m. in Indianapolis, Indiana, USA. An inspirational moment was given by Trustee Dennis Oliver.

The following reports were received:

**REPORT OF THE PRESIDENT**
The Report of the President, John R. Button, is attached as Tab 01.

**REPORT OF THE PRESIDENT-ELECT**
The Report of the President-Elect, Susan A. “Sue” Petrisin, is attached as Tab 02.

**REPORT OF THE VICE PRESIDENT**
The Report of the Vice President, Jane M. Erickson, 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, Kevin Dean, is attached as Tab 05.

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

**REPORT OF THE BOARD COUNSELOR TO KEY LEADER**
The Report of the Board Liaison to Key Leader, Patrick R. Ewing, is attached as Tab 07.

**GENERAL CONSENT ITEMS**

Without objection, the following recommendation was adopted:

**APPROVAL OF JANUARY 22, 2015 MINUTES**

That the Kiwanis International Board approves the minutes of the Board meeting held January 22, 2015 in Detroit, Michigan USA, as shown in Tab 08.
REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2014-15 Executive Committee, John R. Button, Chair, was presented. (Tab 09)

STANDARDS FOR SUBSIDIARY ORGANIZATIONS

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

That the Kiwanis International Board adopts the following general guidelines as standards for all new subsidiaries and existing subsidiaries and related organizations, effective October 1, 2015.

1. Kiwanis International is the sole member of the corporation.
2. The title of the presiding officer is chairman with the exception of Circle K International.
3. The corporate bylaws, and all amendments to the bylaws, must be ratified by the Kiwanis International Board of Trustees.
4. A minimum of one seat on the board of the subsidiary must be held by a member of the Kiwanis International Board or a designee.
5. An annual audit according to international audit standards must be conducted each year.

PROPOSED AMENDMENT ON ONLINE VOTING

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

That the Kiwanis International Board does not support Proposed Amendment #6 - Secure Web-Based Voting for Kiwanis International Business, to be considered at the 2015 Kiwanis International House of Delegates.

KIWANIS INTERNATIONAL FUNDING TO THE EUROPEAN FEDERATION

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

That the Kiwanis International Board approves the following steps in supporting the Kiwanis International - European Federation (KIEF) in strengthening its operational infrastructure:

1. The practice of enacting a memorandum of understanding to guide the annual spending of 180,000 euros from Kiwanis International by the KI-EF will be discontinued.
2. A three-year transition plan to strengthen the existing infrastructure for membership, branding, financial management, communications, meetings and merchandising will be completed and approved by KI and KI-EF to direct the future expenditure of funding allocated by KI for Kiwanis in Europe.
3. A transition task force will be created to plan the operational transition of the Kiwanis office and staff functions in Europe, allocate the expenditure of budgeted funds according to the strategic plan and both boards’ spending priorities, and create and manage a three-year transition plan under the Kiwanis I-Plan. This task force will include selected key Kiwanis International staff in Indianapolis and Ghent (selected by the Executive Director), a Kiwanis International Trustee from Europe (selected by the Kiwanis International President), and selected Kiwanis International - European Federation officer(s) (selected
by the KI-EF president and president-elect).

4. 180,000 euros will be budgeted for 2015-16 for the purpose of transitioning and implementation specified within the plan.

5. Approximately 60,000 euros in unspent surplus from the first several years of the memorandum of understanding arrangement, will be released for expenditure on KI-EF membership strengthening initiatives during the 2015-16 year. (Note: these funds are being held by the KI-EF with the understanding that they were to be fully spent over a three-year period.)

This completed the Report of the Executive Committee.

REPORT OF BOARD COMMITTEE ON MEMBERSHIP AND EDUCATION

The Report of the 2014-15 Board Committee on Membership and Education, James M. Rochford, Chair, was presented. (Tab 10)

PHILIPPINE SOUTH DISTRICT MATCHING GRANT REQUEST

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board approves the matching grant request from the Philippine South District in the amount of US$5,000.

ADMINISTRATIVE ACTION REPORT

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board accepts the Administrative Action Report as shown in Exhibit A.

CLUB CHARTER REVOCATION DELAY REQUEST

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board denies the request to place a moratorium on charter revocation of clubs for nonpayment of dues for two years until a team from The Formula has visited the club and offered a possible new vision.

REVISION TO PROCEDURE 220 – DISTRICT COMMITTEES

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:
That the Kiwanis International Board revises Procedure 220 - District Committees, as shown below:

220 - DISTRICT COMMITTEES

220.2 - Structure

Standing Committees: Districts shall have standing chairmen or committees on:
(1/92) (4/13)
1. Aktion Club
2. Builders Club
3. Bylaws and Policies
4. Children and Youth Services
5. Circle K
6. District Convention
7. Finance
8. The Formula (membership/club opening)
9. Fund Raising
10. Human and Spiritual Values
11. International Convention
12. Key Club
13. Key Leader
14. Kiwanis Education
15. Kiwanis International Foundation
16. Kiwanis Kids
17. Membership
18. New Club opening
19. Public Relations
20. Service

E. Duties

8. The Formula (membership/club opening) is responsible for the Formula’s success in the district and for providing direction and support for club opening and membership strengthening in the district. This position collaborates with the district leadership team to develop goals and objectives for inviting and retaining members.

17. Membership assist clubs to recruit and retain members, orient and induct new members, and involve all members in service and club activities. (1/92) (4/12)

18. New Club Building shall study the opportunities for introducing Kiwanis into new communities located within the district and shall stimulate and cooperate with chartered clubs of the district in their efforts to enlarge the field of Kiwanis service by the building of new clubs. (1/92)

Bridge the Gap

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board reassigns the work of the Bridge the Gap Committee to The Formula Committee to determine which matters currently being considered merit further
consideration as part of The Formula strategy. The Formula Committee is requested to report to the Board at its meeting in June 2015.

**CLARIFICATION ON FORMER FLEXIBLE MEMBERSHIP INITIATIVES**

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

> That the Kiwanis International Board discontinues the company-based club flexible membership initiative, effective September 30, 2015, and requests Staff to prepare the appropriate resolution to be presented to the house of delegates at the 2015 Kiwanis International Convention.

This completed the Report of the Board Committee on Membership and Education.

**REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE**

The Report of the 2014-15 Board Committee on Audit and Finance, Jane M. Erickson, Chair, was presented. *(Tab 1)*

No action taken.

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

**REPORT OF THE BOARD COMMITTEE ON GOVERNANCE**

The Report of the 2014-15 Board Committee on Governance, Elizabeth M. Tezza, Chair, was presented. *(Tab 1)*

**DISTRIBUTION OF CANDIDATE CAMPAIGN MATERIALS AT THE 2015 KIWANIS INTERNATIONAL CONVENTION**

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

> That because distribution of materials on the street is not permitted in Indianapolis, the Kiwanis International Board allows an exception to Procedure 193.5 – Distribution of Campaign Information and Materials, so that candidate information for the 2015 Kiwanis International Convention can be distributed in the designated area as shown in Exhibit A.

**RESTATED BYLAWS FOR THE KIWANIS CANADIAN SUBSIDIARY**

Upon recommendation of the Board Committee on Governance, it was moved and adopted:
That the Kiwanis International Board recommends to the Kiwanis International Subsidiary Board of Directors that it adopt the restated bylaws for Kiwanis International Subsidiary Inc. as shown in Exhibit B.

**REVISE PROCEDURE 775.1 – GRANTS FROM THE KIWANIS INTERNATIONAL FOUNDATION**

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

That the Kiwanis International Board deletes Procedure 775.1 - Grants from the Kiwanis International Foundation as shown below:

775 – SPONSORED ORGANIZATIONS AND PROGRAMS FINANCES – (1/13)

775.1– Grants from the Kiwanis International Foundation
Any request for a grant to a sponsored programs organization from the Kiwanis International Foundation or any other organization must not exceed the amount specified in the approved sponsored programs organization's budget. Any request also must be approved by the Kiwanis International Board. Payment of a grant made to a sponsored programs organization must not exceed the actual cost incurred.

**REVISE PROCEDURE 301.4 – CLUB NAME**

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

That the Kiwanis International Board revises Procedure 301.4 - Club Name, as shown below:

301 - BUILDING NEW CLUBS

301.4 - Club Name

A. Official Name: To conform with the Bylaws, the official name of a Kiwanis club shall commence with the three words 'Kiwanis Club of ____________.' The official name shall then be used for the club's articles of incorporation. The name of the club shall be lettered on the club banner as it appears in the club's bylaws. (6/91)

B. Geographic Location: The club name may shall include the city, geographical location, or corporate area, and may be followed by the unabbreviated name of the country, state, province, or territory. (Examples: Kiwanis Club of Calgary, Alberta, and Kiwanis Club of Santa Rosa, Philippines.) (6/91) (2/05)

C. Two Communities: Where two communities are involved, it is desirable to include the names of both communities. (Example: Kiwanis Club of Whiting-Robertsdale, Indiana.) (6/91)

D. Historical Area: If the club is organized in an historical area, the club name may be followed by a word that is descriptive of the area. (Example: Kiwanis Club of San Antonio-Alamo, Texas.) (6/91)
E. Honoring an Individual: In selecting a name to honor an individual, the club name must contain the name of the community or area, along with the last name of the individual who is no longer living and whose contribution to the community or country is outstanding. (Example: Kiwanis Club of Mitchell-Grissom, Indiana, named after astronaut Virgil Grissom.) A Kiwanis club shall not be named to honor an individual. (Existing clubs as of April 2015 are grandfathered as exempt from this rule.) (1980) (1/97)

F. Gender Designation Prohibited Prohibitions: A club shall not use in its name a specific gender designation, such as the words “man/woman,” “men/women,” or “male/female,” or nor shall it use any designation which would impugn the good name of Kiwanis. (10/90) (1/97)

REVISIONS TO PROCEDURE 196 – CONFLICT OF INTEREST

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

That the Kiwanis International Board revises Procedure 196 - Conflict of Interest, as shown in Exhibit C.

COMPREHENSIVE REALIGNMENT OF BACKGROUND CHECK PROVISIONS

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

That the Kiwanis International Board comprehensively realigns Policies and Procedures regarding criminal history background check provisions as shown in Exhibit D.

BACKGROUND CHECKS FOR KIWANIS CLUB SLP ADVISORS

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

That the Kiwanis International Board requires all Kiwanis advisors for Service Leadership Program clubs to have a criminal history background check conducted and verified by Kiwanis International, effective October 1, 2016. The Board requests Staff to draft appropriate revisions to policies or procedures for review by the Board at its meeting in October 2015.

This completed the Report of the Board Committee on Governance.

REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Report of the 2014-15 Board Committee on Programs and Partnerships, Óskar Guðjónsson, Chair, was presented. (Tab 13)
**Addition of Sponsor Partner Designations**

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

That the Kiwanis International Board revises Policy C.7 - Corporate Partnerships as shown below:

**Policy C. General**

7. Corporate Partnerships
   a. Definitions.

   (6) **Community partners.** Partnering organizations commit to providing various in-kind promotion and access benefits with a goal of strengthening local communities through mission alignment of both organizations. In exchange, organizations are recognized as Kiwanis International Community Partner, and Kiwanis will encourage local club engagement.

   (7) **Cause marketing partners.** Partnering organizations commit to providing annual financial investment in exchange for the marketing rights and benefits to mobilize the Kiwanis family members in support of a specific cause marketing campaign.

**Approval of IHOP as Cause Marketing Partner**

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

That the Kiwanis International Board approves IHOP (formerly known as International House of Pancakes) as a new Cause Marketing Partner for Kiwanis International.

**Approval of Revisions to Kiwanis Youth Protection Guidelines**

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

That the Kiwanis International Board revises Procedure 432 - Youth Protection Guidelines as shown below, effective October 1, 2015.

**432 - Youth Protection Guidelines**

432.7 – Criminal History Background Checks

Criminal history background checks for adults working with youth may be required for all such adults and, if conducted, should conform to applicable local and state/provincial laws and requirements. In the absence of any other requirement to do so, Kiwanis clubs are required to have a clear background check by any provider, of any member serving as advisor to any Service Leadership Program club, program or activity. Kiwanis International’s criteria shall be followed to determine if the background check is considered ‘clear.’ Persons without a clear background check may not serve as the advisor. Approved background checks shall be valid for no more than
Advisors shall acquire a new background check upon their initial appointment to the position. SLP clubs that petition to charter will only be approved with indication on the petition form that the Kiwanis Advisor has a clear criminal history background check. Club are strongly encouraged to ensure confidential background checks for all adults who will be working directly with youth outside of the school or who may not have undergone a background check. (1/07) (4/14)

**Changes to Background Check Requirements for District SLP Chairpersons**

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

That the Kiwanis International Board revises Policy, effective October 1, 2015, to require criminal history background checks to be conducted and verified by Kiwanis International for all district chairpersons and their assistants for all Service Leadership Programs. Staff is requested to appropriately revise policy wording.

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 2014-15 Board Committee on Public Relations, Image, and Marketing, Dennis M. Oliver, Chair, was presented. (Tab 14)

No action taken.

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

**New Business**

**Poland District-in-Pre-Formation**

Kiwanis in Poland has declined in membership from 821 members in 2003-04 to a present membership of 195 members (only 14 paid clubs). At the end of 2013-14, there were 269 paid members. The serious decline in membership seems to be accompanied by other Kiwanis leadership issues.

A convention of the remaining clubs has been called for May 23 and 24, and will be attended by President-elect and Board Counselor Sue Petrisin. Kiwanis International Board Procedures provide the following:

**203 - District Status**

203.1 - Minimum Requirements for Each Status

A. District-in-Pre-Formation: When deemed in the best interests of Kiwanis International and the Kiwanis clubs involved, the International Board may create a district-in-pre-
formation, consisting of a group of not less than ten (10) Kiwanis clubs "in good standing" in developing Kiwanis nations/areas with a minimum of 200 paid members having compatible geographic areas and customs. A district-in-pre-formation must obtain the status of district-in-formation within five (5) years. (1/12)

**Reference:** Existing districts-in-pre-formation as of January 2014 are:
Poland DIPF; Romania DIPF; Czech Republic-Slovak Republic DIPF; India DIPF

**B. District-in-Formation (DIF):** A district-in-pre-formation attains district-in-formation (DIF) status upon achieving a minimum of fifteen (15) Kiwanis clubs "in good standing" with a minimum of 500 paid members. A district-in-formation must then obtain the status of district within five (5) years. The elected leader of the district-in-formation will be invited to designated meetings for growth and training provided by Kiwanis International. (6/85) (1/13)

**Reference:** Existing districts-in-formation as of January 2014 are:
Ecuador; New Zealand-South Pacific

Without objection, the following recommendation was adopted:

**That the Kiwanis International Board suspends district-in-pre-formation status for Poland, effective April 18, 2015.**

**NEXT BOARD MEETING – JUNE 24, 2015**

The next meeting of the Board of Trustees will be June 24, 2015, in Indianapolis, Indiana USA.

The meeting adjourned sine die on Saturday, April 18, 2015, at 3:30 p.m.