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MINUTES OF THE MEETING OF

KIWANIS INTERNATIONAL BOARD OF TRUSTEES

July 16, 2014

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MINUTES OF THE

MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

July 16, 2014

The meeting of the Board of Trustees of Kiwanis International was held at the Kiwanis International Office in Tokyo-Chiba, Japan, July 16, 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, Bruce Berven, 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: Tadao Oda, Chair, Kiwanis Asia-Pacific; Marie-Jeanne Boutroy, President, Kiwanis International-European Federation; Daniel Tsang, 2013-14 President, Circle K International; and, Maria Palazzolo, 2014-15 President, Key Club International.
The meeting was called to order by President Gunter Gasser on Wednesday, July 16, 2014 at 9:00 a.m. (JST) in Tokyo-Chiba, Japan. Invocation was given by President Gunter Gasser.

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 KEY LEADER BOARD LIAISON
The Report of the Key Leader Board Liaison, Dennis M. Oliver, is attached as Tab 07.

GENERAL CONSENT ITEMS

APPROVAL OF APRIL 21-27, 2014 MINUTES

Upon motion duly made by Vice President Sue Petrisin, supported, and carried it was:

RESOLVED, That the Kiwanis International Board approves the minutes of the Board meeting held April 21-27, 2014, in Indianapolis, Indiana, as shown in Tab 08.
APPROVAL OF ADMINISTRATIVE ACTION REPORT

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

RESOLVED, That the Kiwanis International Board approves the Administrative Action Report as shown in Tab 09, with the following exceptions:

- Charter revocation of the Kiwanis Clubs of Shkoder and Koplik, Albania.

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

FURTHER RESOLVED, That the Kiwanis International Board delays the revocation of the charter of the clubs listed in Exhibit 1 of the Administrative Action Report.

APPROVAL OF 2014-15 CHAIRMAN OF THE ELECTIONS COMMITTEE

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 Joe Eppolito from the New York District as 2014-15 Chairman of the Elections Committee for the 2015 Kiwanis International Convention in Indianapolis.

APPROVAL OF 2014-15 BOARD COUNSELOR ASSIGNMENTS

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

RESOLVED, That the Kiwanis International Board approves the 2014-15 Board Counselor assignments as shown in Tab 10.

APPROVAL OF 2014-15 BOARD COMMITTEES

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

RESOLVED, That the Kiwanis International Board approves the 2014-15 Board Committees as shown in Tab 11.

MEMORIAL RESOLUTION TO ART SWANBERG

Upon motion duly made by Trustee Warren F. Mitchell, supported, and carried it was:
That the Kiwanis International Board approves the following resolution honoring Past Kiwanis International President Arthur D. “Art” Swanberg, as shown in Tab 12.

This completed the approval of the General Consent Items.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2013-14 Executive Committee, Gunter Gasser, Chair, was presented. (Tab 13)

WAIVE CHARTER MEMBER FEES FOR SERVICE LEADERSHIP PROGRAMS (SLP) ALUMNI

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

RESOLVED, That the Kiwanis International Board revises Procedure 305.1 - [Fees and Dues] Prior to Receiving Charter, as follows. Implementation is retroactive to April 28, 2014.

305 - FEES AND DUES

305.1 - Prior to Receiving Charter

A. Membership Application and Fee: Before a new club may be organized and the charter presented, the required number of individuals shall have completed an application for membership and the club shall have paid a charter member fee per person, which shall be $50 for Tier A clubs; $25 for Tier B clubs; and $15 for Tier C clubs. However, a club shall not be billed a charter fee for any reported former Key Club and Circle K club members.

STRUCTURE TASK FORCE

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

RESOLVED, That the Kiwanis International Board creates a Structure Task Force to review structure, dues, and other related topics within the framework of the strategic Kiwanis I-Plan. The task force will be chaired by 2013-14 President Gunter Gasser, with each of the 2013-14 and 2014-15 Presidents nominating members.
**BRIDGE THE GAP**

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

**RESOLVED,** That the Kiwanis International Board endorses the concept of extending associate membership in the Kiwanis family to anyone who is a friend of a Key Club, Circle K, or Kiwanis member and asks the Bridge the Gap Committee to define and develop the concept more fully, for further Board review.

**COMPANION TRAVEL**

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

**RESOLVED,** That the Kiwanis International Board directs Staff to comply with United States law regarding the reporting of companion travel to the Internal Revenue Service (IRS) for Kiwanis International Board members and Past Presidents residing in the U.S., beginning with the 2014 calendar year. For Board members and Past Presidents who reside outside the U.S., information regarding companion travel will be provided to those individuals.

**FURTHER RESOLVED,** That the Kiwanis International Board approves payment of an annual tax liability stipend to members of the Kiwanis International Board for companion travel according to the following schedule. Each member may choose to decline receipt of the stipend.

<table>
<thead>
<tr>
<th>Title</th>
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<tbody>
<tr>
<td>President</td>
<td>US$10,000</td>
</tr>
<tr>
<td>President-elect</td>
<td>US$3,500</td>
</tr>
<tr>
<td>Vice President</td>
<td>US$1,700</td>
</tr>
<tr>
<td>Immediate Past President</td>
<td>US$400</td>
</tr>
<tr>
<td>Trustee (not SLP counselor)</td>
<td>US$1,700</td>
</tr>
<tr>
<td>Trustee (SLP counselor)</td>
<td>US$1,600</td>
</tr>
<tr>
<td>Executive Director</td>
<td>US$400</td>
</tr>
<tr>
<td>Past Presidents</td>
<td>None</td>
</tr>
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**REQUEST FROM KIWANIS INTERNATIONAL-EUROPEAN FEDERATION (KI-EF) FOR TIERED DUES SUPPORT**

Upon motion duly made by Immediate Past President Thomas E. DeJulio, supported, and carried it was:
RESOLVED, That the Kiwanis International Board approves the use of up to US$15,000 out of the 90,000 Euros reserve in the custody of the Kiwanis International-European Federation (KI-EF) to partially offset the pending increase in dues for clubs in nations moving from Tier C to Tier A on October 1, 2014 (Czech Republic, Estonia, Hungary, Poland, Slovakia, and Turkey).

This completed the Report of the Executive Committee and the report was accepted.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Report of the 2013-14 Board Committee on Audit and Finance, Susan A. “Sue” Petrisin, Chair, was presented. (Tab 14)

No action was taken under the Report of the Board Committee on Audit and Finance.

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

REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Report of the 2013-14 Board Committee on Programs and Partnerships, Warren F. Mitchell, Chair, was presented. (Tab 15)

KEY CLUB INTERNATIONAL 501(c)3 BOARD GOVERNANCE

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

RESOLVED, That the Kiwanis International Board changes the name of the Key Club International 501(c)(3) subsidiary to “Kiwanis Youth Programs, Inc.,” and directs the Executive Director to register the new name with the appropriate government entities.

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

FURTHER RESOLVED, That the Kiwanis International Board approves the creation of a governing board for Kiwanis Youth Programs, Inc., which shall be composed of the Board of Trustees of Kiwanis International.

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

FURTHER RESOLVED, That the Kiwanis International Board requests Staff to present a draft of revised Articles of Incorporation and Bylaws for Kiwanis Youth Programs, Inc., as well as appropriate changes to the governing documents of Key Club International and
Kiwanis International, for review by the Governance Committee at the October 2014 Board meeting.

This completed the Report of the Board Committee on Programs and Partnerships and the report was accepted.

NEW BUSINESS

TAIWAN DISTRICT – GRANT FOR INTERNATIONAL CAMPAIGN FOR GROWTH

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

That the Kiwanis International Board approves an additional US$5,000 grant to be given to the Taiwan District for the year 2013-14 to be used as part of membership growth initiatives.

STATUS OF TAIWAN DISTRICT

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

That the Kiwanis International Board unanimously reaffirms the continued district status of the Taiwan District of Kiwanis International, including its rights, privileges and duties within the Kiwanis International Bylaws, Policies and Procedures, including the displaying the national flag of Taiwan, the Republic of China.

NEXT BOARD MEETING – SEPTEMBER 30-OCTOBER 5, 2014

The next meeting of the Board of Trustees will be September 30-October 5, 2014 in Indianapolis, Indiana.

The meeting adjourned sine die on Wednesday, July 16, 2014, at 12:15 p.m. JST