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**Minutes of the Meeting of**

KIwanis International Board of Trustees

September 28-October 5, 2014

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TAB
ELEVATED PROMOTION OF EXISTING INITIATIVES AND PROGRAMS TO REACH YOUNG

PROFESSIONAL MEMBERS

CLUB AND DISTRICT PUBLIC RELATION CHAIRS

NEW BUSINESS

EXECUTIVE DIRECTOR – 2014-15 GOALS

NEXT BOARD MEETING – JANUARY 20-25, 2015
MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

September 28-October 5, 2014

The meeting of the Board of Trustees of Kiwanis International was held at the Kiwanis International Office in Indianapolis, Indiana, September 30-October 5, 2014. 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; 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. Guests: Robert A. Parton, Jr., President, Kiwanis International Foundation; Jose “Ike” Altavas, Chair, Kiwanis Asia-Pacific; and Vincent Salembier, President, Kiwanis International-European Federation.
The meeting was called to order by President John R. Button on Saturday, October 4 at 2:00 p.m. EST in Indianapolis, Indiana. A moment of silence was given in remembrance of former Trustee Colin W. Reichle.

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 IMMEDIATE PAST PRESIDENT**
The Report of the Immediate Past President, Gunter Gasser, is attached as Tab 02.

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

**REPORT OF THE VICE PRESIDENT**
The Report of the Vice President, Jane M. Erickson, is attached as Tab 04.

**REPORT OF THE EXECUTIVE DIRECTOR**
The Report of the Executive Director, Stan D. Soderstrom, is attached as Tab 05.

**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 06.

**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 07.

**REPORT OF THE BOARD COUNSELOR TO KEY LEADER**
The Report of the Board Liaison to Key Leader, Patrick R. Ewing, is attached as Tab 08.

**GENERAL CONSENT ITEMS**

Without objection, the following recommendations were adopted:

**APPROVAL OF JULY 16, 2014 MINUTES**

That the Kiwanis International Board approves the minutes of the Board meeting held July 16, 2014 in Tokyo-Chiba, Japan, as shown in Tab 09.
APPROVAL OF 2014-15 INTERNATIONAL COMMITTEES AND TASK FORCES

That the Kiwanis International Board approves the 2014-15 International Committees and Task Forces, as shown in Tab 10.

KIWANIS INTERNATIONAL SUBSIDIARY, INC. (CANADA)

That the 2014-15 Officers and Trustees of Kiwanis International shall be the 2014-15 Officers and Trustees of Kiwanis International Subsidiary, Inc. (Canada).

That the 2014-15 auditors for Kiwanis International shall be the auditors for Kiwanis International Subsidiary, Inc. (Canada).

That 2014-15 Kiwanis International Trustee Bruce Berven be appointed as Agent for Kiwanis International Subsidiary, Inc. (Canada).

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2014-15 Executive Committee, John R. Button, Chair, was presented. (Tab 11)

TASK FORCE ON CONVENTION ALTERNATIVES

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

That the Kiwanis International Board requests Staff to pursue bids for the 2018 and 2019 convention locations using the following criteria:
  - North American destinations;
  - Competitive rates;
  - Combined convention/hotel venues which can provide significant reduction by not needing the use of motorcoach service or separate convention center facilities for general sessions.

2015 KIWANIS INTERNATIONAL COUNCIL

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

That the Kiwanis International Board approves a meeting of the Kiwanis International Council, on the dates of January 22-23, 2015, in Detroit, Michigan, USA, and directs Staff to send official notice to all Council members.

TIERED DUES FREEZE EXPIRATION

Upon recommendation of the Executive Committee, and subsequently amended during Board discussion, it was moved and adopted:

That the Kiwanis International Board waives, solely for the 2014-15 year, the increase caused by the expiration of the freeze on tiered dues for clubs in Antigua, Barbados, Brazil, Colombia, Costa Rica, Ecuador, Jamaica, Malaysia, Panama, St. Lucia, South Korea, Suriname, and Turks and Caicos Islands.
**KIWANIS INTERNATIONAL FOUNDATION BOARD TRUSTEE APPOINTMENTS**

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

*That the Kiwanis International Board respectfully requests the Kiwanis International Foundation Board to reassess its Bylaws and Policy amendments adopted in July 2014 regarding the appointment of Foundation Board trustees, and that it reverse the decision regarding trustee appointments.*

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 12)*

**ASIA-PACIFIC MATCHING GRANT REQUESTS – TAIWAN DISTRICT**

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 Taiwan District in the amount of US$30,000.*

**ASIA-PACIFIC MATCHING GRANT REQUESTS – AUSTRALIA DISTRICT**

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 Australia District in the amount of US$1,500.*

**REQUEST FROM ANDEAN AND CENTRAL AMERICA DISTRICT – LUQUE CLUB AND VILLA MORRA ASUNCION CLUB, PARAGUAY**

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

*That the Kiwanis International Board approves the request of the Andean and Central America District Board for the Luque Club and Villa Morra Asuncion Club, both in Paraguay, to be attached Andean and Central America District, effective immediately.*
REQUEST FROM ANDEAN AND CENTRAL AMERICA DISTRICT – FUTURE CLUBS IN PARAGUAY

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

That the Kiwanis International Board approves the attachment of any future clubs opened in Paraguay to the Andean and Central America District.

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 B with the exception that it defers charter revocation of the following clubs pending a report from the accountable party at the January Board meeting:

- K18055 The U.S. Fund for UNICEF Club in New York - Patti Barsotti
- K17966 Nepal - Poly Lat through Lee Kuan Yong and Bruce Berven with the sponsoring club of Tracy in the Minnesota-Dakotas District
- K18106 Kolachi, Pakistan - Poly Lat through Lee Kuan Yong
- K17281 Osvaldo Cruz, Brazil - Staff
- K18186 Benin, and K18190 Pointe-Noire Humanisme & Amitie in Democratic Republic of Congo - Barb Thompson
- K16657 Kagayha-An, Cagayan de Oro, K17692 Metro Koronadal, K18202 New Hiligaynon in Philippine South District - Kenneth Alovera
- All European clubs listed in the report - KIEF President Vincent Salembier
- All El Salvador clubs listed in the report - Staff

KOREA DISTRICT UPDATE

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

That the Kiwanis International Board, in accordance with Procedure 203.1F - District Status/Special Circumstances, allows the Korea District to retain district status until September 30, 2015, after which time its appropriate status will be automatically determined as provided in Procedure 203.

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 13)
Upon recommendation of the Board Committee on Audit and Finance, it was moved and adopted:

That the Kiwanis International Board approves the 2014-15 budgets for Kiwanis International: for the Operating Fund at a deficit of US$3,980,310; for the Magazine Fund at a deficit of US$253,833; for the Convention Fund at a surplus of US$349,962; for the Liability Fund at a surplus of US$232,936; and for the Property Fund, a balanced budget; for a total deficit for all funds of US$3,651,245.

Further, that the Kiwanis International Board approves the 2014-15 budgets for Circle K International Membership at a deficit of US$25,146; for the Circle K Convention at a surplus of US$3,375; and for the Circle K Subsidized, a balanced budget, with a subsidy of US$366,334; for a total deficit of US$21,771.

Further, that the Kiwanis International Board approves the 2014-15 budgets for Kiwanis Youth Programs, which includes Key Club Membership, at a surplus of US$241,159; for the Key Club Convention at a deficit of US$38,324; for the Key Leader at a surplus of US$241; for Builders Club at a deficit of US$59,635; for K-Kids at a surplus of US$113,629; for a total surplus of US$29,812.

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 14)

GOVERNING DOCUMENT REVISIONS REGARDING CLUB SATELLITES

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

That the Kiwanis International Board proposes an amendment to the Kiwanis International Bylaws at the 2015 Kiwanis International Convention House of Delegates as shown below regarding club satellites.

Further, that the Kiwanis International Board approves new Policy D.5.g – Club Satellites, as shown below, effective when the corresponding Kiwanis International Bylaw amendment is adopted:

D. Districts and Clubs
   5. Clubs (4/14)
      g. Club Satellites: A club may form a satellite by establishing an additional meeting day and time for a group of club members operating remotely from the host club. There is no minimum number necessary to form a satellite. Clubs may have multiple satellites. Members of the satellite are members of the host club with the same attendant rights, privileges, and obligations. The host club establishes the guidelines for the relationship with the satellite and ultimately manages financial oversight and satellite operations.
**GOVERNING DOCUMENT REVISIONS REGARDING CORPORATE MEMBERSHIP**

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

That the Kiwanis International Board proposes amendments to the Kiwanis International Bylaws at the 2015 Kiwanis International Convention House of Delegates as shown in Exhibit A codifying corporate membership.

Further, that, if the above amendment is adopted, the Kiwanis International Board adopts a new interpretation of the Kiwanis International Bylaws as also shown in Exhibit A.

**KIWANIS YOUTH PROGRAMS BYLAWS**

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

That the Kiwanis International Board approves the initial bylaws for Kiwanis Youth Programs, Inc, as shown in Exhibit B.

**TAIWAN DISTRICT BYLAW AMENDMENTS**

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

That the Kiwanis International Board declines to approve amendments to the Taiwan District bylaws Section 9, Articles 1 and 3, removing the option for nominations from the floor for Governor-elect and Lt. Governor-elect. The Board recommends instead that the district adopt a policy regarding how nominations from the floor are handled in the Taiwan District.

**EUROPEAN FEDERATION (KIEF) BYLAW AMENDMENTS**

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

That the Kiwanis International Board declines to approve amendments to the Kiwanis International-European Federation (KIEF) Bylaws, Article III, Section 3 and 4, regarding organizing new clubs. Additionally, the Board respectfully requests KIEF to amend Article III as shown below:

Section 2. Each new club built in the Federation shall be built in accordance with Article V of the Bylaws of Kiwanis International which specifies a charter membership of not less than fifteen (15) members.

Section 3. As provided in the Kiwanis International Bylaws, the organization of a new club shall be approved by Kiwanis International and the district and completed as instructed by Kiwanis International.

Section 4. If an (application for) organization of a new club is disapproved by the District (Governor) or the Federation (President), the application, together with the reasons for such disapproval, shall be forwarded to the Executive Director for action by the International Board.

Section 5. As provided in the Kiwanis International Bylaws, a club shall hold at least two (2) meetings per month on such day and at such place as shall be determined by the Board of directors. A club may hold such other meetings as the Board of directors or membership may desire.
Section 6. As provided in the Kiwanis International Bylaws, any member club more than sixty (60) days in arrears for any indebtedness to Kiwanis International, the Federation, or the district, shall be considered not in good standing with the Federation. Clubs not in good standing and shall have no voting rights at any Kiwanis International, European, or district convention.

NEW PROCEDURE ON COMPANION TRAVEL

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

That the Kiwanis International Board adopts new Procedure 179.11 – Companion Travel Reimbursement Reporting, as follows:

179 - Travel Reimbursement by Kiwanis International (1/13)
179.11 – Companion Travel Reporting

The Executive Director or designee shall 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. For Board members and Past Presidents who reside outside the U.S., information regarding companion travel will be provided directly to those individuals for reporting to their governments if applicable. Tax liability stipends may be provided to affected individuals, at the discretion of the Kiwanis International Board.

Further, that the Kiwanis International Board strongly encourages all districts in the United States to adopt a similar policy or procedure.

NEW PROCEDURE ON DIRECTORS AND OFFICERS INSURANCE FOR DISTRICTS

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

That the Kiwanis International Board adopts new Procedure 262 – District Insurance, as follows:

262 – District Insurance
All districts in North America shall have directors and officers insurance (D&O) provided via Kiwanis International, paid by the districts. Districts are also strongly encouraged to secure other appropriate insurance to protect their assets (such as crime insurance, property insurance, etc.)

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 15)

APPROVAL OF CIRCLE K INTERNATIONAL BYLAW AMENDMENTS

Upon recommendation of the Board Committee on Programs and Partnerships, it was moved and adopted:
That the Kiwanis International Board approves the amendments to the Circle K International Bylaws passed by the House of Delegates at the 2014 Circle K International Convention, as shown in Exhibit A.

**APPROVAL OF KEY CLUB INTERNATIONAL BYLAW AMENDMENTS**

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

That the Kiwanis International Board approves the amendments to the Key Club International Bylaws passed by the House of Delegates at the 2014 Key Club International Convention, as shown in Exhibit B.

Further, that the Kiwanis International Board amends all references in the Key Club International Bylaws and Policies from “high school” to “secondary school” and, in accordance with policy, directs Staff to so inform the Key Club International Board.

**ENDORSEMENT OF FOUNDATION GRANT REQUEST FOR CIRCLE K**

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

That the Kiwanis International Board endorses the submission of the Circle K International grant application for US$20,000 to the Kiwanis International Foundation, as shown in Exhibit C.

**ENDORSEMENT OF FOUNDATION GRANT REQUEST FOR AKTION CLUB**

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

That the Kiwanis International Board endorses the submission of the Aktion Club grant application for US$15,000 to the Kiwanis International Foundation, as shown in Exhibit D.

**ENDORSEMENT OF FOUNDATION GRANT REQUEST FOR KEY LEADER**

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

That the Kiwanis International Board endorses the submission of the Key Leader grant application for US$50,000 to the Kiwanis International Foundation, as shown in Exhibit E.

**APPROVAL OF SISTER CITIES INTERNATIONAL AS A PREFERRED CHARITY**

Upon recommendation of the Board Committee on Programs and Partnerships, it was moved and adopted:
That the Kiwanis International Board approves Sister Cities International as a preferred charity partner of Kiwanis International.

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 16)

ELEVATED PROMOTION OF EXISTING INITIATIVES AND PROGRAMS TO REACH YOUNG PROFESSIONAL MEMBERS

Upon recommendation of the Board Committee on Public Relations, Image, and Marketing, it was moved and adopted:

That the Kiwanis International Board approves elevating the promotion of existing initiatives, channels and programs, including Associate Membership, 3-2-1 clubs, club satellites and young professional clubs as a means of encouraging young professionals to become Kiwanis members.

CLUB AND DISTRICT PUBLIC RELATION CHAIRS

Upon recommendation of the Board Committee on Public Relations, Image, and Marketing, it was moved and adopted:

That the Kiwanis International Board recommends that clubs and districts appoint and utilize the position of Public Relations (PR) Chair, responsible for overseeing the club/district activities related to public relations, image and marketing using resource materials and support provided by Kiwanis International.

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

NEW BUSINESS

EXECUTIVE DIRECTOR – 2014-15 GOALS

Without objection, the following recommendation was adopted:

That the Kiwanis International Board accepts the 2014-15 goals of the Executive Director.

NEXT BOARD MEETING – JANUARY 20-25, 2015

The next meeting of the Board of Trustees will be January 20-25, 2015, in Detroit, Michigan.

The meeting adjourned sine die on Saturday, October 4, 2014, at 3:00 p.m.