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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
October 2-7, 2018

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MINUTES OF THE

MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

October 2-7, 2018

The meeting of the Board of Trustees of Kiwanis International convened at the Kiwanis International Office in Indianapolis, Indiana, USA, October 2-7, 2018. Those present were: Florencio C. “Poly” Lat, President; James M. “Jim” Rochford, Immediate Past President; Daniel Vigneron, President-Elect; Arthur N. “Art” Riley, Vice President; Stan D. Soderstrom, Executive Director; Trustees Katrina J. Baranko, Greg Beard, Chian Chu-Ching, M.A. “Fred” Dietze, George R. Delisle, Elio Garozzo, Charles “Chuck” Gugliuzza, Tony Gunn, Peter J. Mancuso, Richard G. “Dick” Olmstead, Jr. Paul Inge Paulsen, Ernest Schmid, Sam Sekhon, Ronald E. “Ron” Smith, and Bert West. Guests: George E. H. Cadman, Q.C., President, Kiwanis Children’s Fund; Óskar Guðjónsson, President, Kiwanis International-European Federation; and, Peter Zander, Chair, Kiwanis Asia-Pacific.

The meeting was called to order by President Florencio C. “Poly” Lat on Friday, October 5, 2018 at 9:00 a.m. in Indianapolis, Indiana, USA. An invocation was given by President Lat.

The following reports were received:

REPORT OF THE PRESIDENT

The Report of the President, Florencio C. “Poly” Lat, is attached as **Tab 01**.

REPORT OF THE IMMEDIATE PAST PRESIDENT

The Report of the Immediate Past President, James M. “Jim” Rochford, is attached as **Tab 02**.

REPORT OF THE PRESIDENT-ELECT

The Report of the President-Elect, Daniel Vigneron, is attached as **Tab 03**.

REPORT OF THE VICE PRESIDENT

The Report of the Vice President, Arthur N. “Art” Riley, 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, Chuck Gugliuzza, is attached as **Tab 06**.

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL

The Report of the Board Counselor to Key Club International, Richard G. “Dick” Olmstead, Jr., is attached as **Tab 07**.

GENERAL CONSENT ITEMS

Without objection, the following recommendations were adopted:

APPROVAL OF JUNE 27, 2018 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held June 27, 2018, in Las Vegas, Nevada, USA, as shown in Tab 08.

2018-19 KIWANIS INTERNATIONAL COMMITTEE UPDATES

That the Kiwanis International Board approves the updates to 2018-19 Kiwanis International Committees as shown in Tab 09.

KIWANIS INTERNATIONAL EMPLOYEES' 401K PLAN

That the Kiwanis International Board adopts the following resolution regarding the 401K plan as shown in Tab 10:

NOW, THEREFORE, BE IT RESOLVED, that the Plan is amended in substantially similar form as shown in Exhibit A to these resolutions (the "Amendment"); and

RESOLVED, that the officers of the Company are authorized and directed to take all such actions determined in their sole discretion to be necessary or advisable to carry out the terms, purpose, and intent of the foregoing resolutions, and that the Company directs an officer of the Company to execute the Amendment and all other documents advisable to implement these resolutions; and

RESOLVED, that any acts and deeds of the officers of the Company taken to carry out the intent and purpose of these resolutions are ratified, confirmed, and adopted as properly authorized the acts and deeds of the Company.

APPOINTMENT OF 2018-19 KIWANIS YOUTH PROGRAMS DIRECTORS

That, in accordance with the Kiwanis Youth Programs bylaws, the Kiwanis International Board appoints the members of the Kiwanis International Board as the Directors of the Kiwanis Youth Programs Board.

The meeting adjourned on Friday, October 5, 2018, at 10:00 a.m.

The meeting reconvened on Saturday, October 6, 2018 at 11:00 a.m.

NEW BYLAWS INTERPRETATION ON PREREQUISITE SERVICE IN OFFICE

That the Kiwanis International Board adopts a new interpretation of the Kiwanis International Bylaws as shown below. (See Tab 11.)

PREREQUISITE SERVICE IN OFFICE

Article XI, Section 3, states, in part: "...and the members of the Board of Trustees shall have served as a district governor at least two (2) administrative years prior to assuming a Kiwanis International office."

Article XVIII, Section 3a(4) states, in part: "The candidate shall have served as an immediate past district governor prior to announcing his/her candidacy to Kiwanis International."

Interpretation – The term "shall have served" shall be interpreted to mean that a person must serve more than one-half of the usual one-year term in the stated prerequisite office in order to qualify as a candidate. (10/2018)

REVISIONS TO POLICY B.23 ON CANDIDATE ENDORSEMENT

That the Kiwanis International Board revises Policy B.23 - Endorsement of Candidates for Kiwanis International Offices, as shown below. This action is effective retroactively to October 1, 2018, to agree with the corresponding recent Kiwanis International bylaw amendments. (See Tab 12.)

B. INTERNATIONAL ADMINISTRATION

23. Endorsement of Candidates for Kiwanis International Offices

- a.** Per the Kiwanis International Bylaws, all candidates to be elected at the Kiwanis International convention. including those for President-Elect and President. must be endorsed by their district house of delegates. (10/17)
- b.** District endorsement does not apply to persons appointed to fill vacancies in Board offices. (10/17)
- c.** All candidates are requested to advise the Executive Director in writing of their intentions to run on or before October 1 of the administrative year during which the election will be held. However, as provided in the bylaws, qualified candidates have the right to announce earlier or later. (10/17)
- d.** Governors who wish to be candidates ~~when they are immediate past governor~~ for

Kiwanis International Trustee in their first year of eligibility should ~~must~~ secure district endorsement while they are Immediate Past Governor. (Per the Kiwanis International Bylaws, they may not secure endorsement while Governor.) However, informing Kiwanis International of such endorsement shall not be considered effective until October 1 when the candidate becomes Immediate past governor. (10/17)

- e. District house endorsement shall take place at ~~the~~ an annual or special district convention immediately prior to the administrative year of the held within twelve (12) months preceding a candidate's announcement to Kiwanis International to run for office, provided the candidate is qualified to secure endorsement at that time. (Example: A candidate planning to announce Oct. 1, 2018, to run at the 2019 Kiwanis International convention must be endorsed at the district's annual convention held during the 2017-18 administrative year or may be endorsed at a special convention called during 2018-19.) Districts are encouraged to use the endorsement resolution template provided by Kiwanis International. (10/17)
- f. District endorsement shall be considered effective only for the office and election year stated in the endorsement. Endorsements may not be made for future years and shall not be considered valid after the administrative year of the stated election. (10/17)
- g. If necessary due to timing constraints and if pre-approved by Kiwanis International, districts may endorse candidates for more than one election. (10/17)
- h. If a district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the Kiwanis International bylaws allow that the district board may petition the Kiwanis International Board to allow the district board to make the endorsement. In such cases, endorsement may only be given by the district board in authority during the administrative year during which the election will be held. *(Note that the word "petition" refers to a formal written request, but not one with multiple signatures.)* (10/17)

The Kiwanis International Board shall determine whether a circumstance is considered "impossible." Such circumstances are extremely rare, ~~and do not include~~ The following examples probably would not qualify. (10/17)

- Emergency conditions that require cancellation of the district's scheduled annual convention. Instead, the district should follow its district bylaws to hold a make-up convention or district council where proper endorsement may and should take place.
 - A candidate doesn't decide to run until after the district convention takes place.
 - The candidate or the district believes it is easier, for any reason, to secure district board endorsement.
 - Any assumptions related to the timing of endorsement and announcement that have not been verified in advance with Kiwanis International.
- (10/17)
- i. Districts may not endorse more than one candidate for the same office at the same election. (10/17)
 - j. Candidates may not campaign outside their own districts until the beginning of the

administrative year during which the election will be held. (10/17)

- k. The Executive Director is charged with determining all questions related to candidates, in accordance with the spirit of existing provisions in the bylaws and policies and may consult the International President and/or Campaign Ethics Committee as he/she deems advisable. However, in all cases, the Kiwanis International Board has the final authority to decide any questions related to candidates. (10/17)

DISTRICTS NOT IN GOOD STANDING

That the Kiwanis International Board revises Procedure 204 – District Status as follows to adjust the criteria on districts in good standing and add a new provision on districts not in good standing This action will be effective January 1, 2019. (See Tab 13.)

204 - DISTRICT STATUS

204.1 - Minimum Requirements for Good Standing

A district shall be deemed to be in good standing when the following conditions are met:

- A. The district has adopted the Standard Form for District Bylaws, modified only as approved by the Kiwanis International Board, and the district is compliant with all aspects of the Kiwanis International Bylaws and policies.
- B. The district is actively engaged in introducing Kiwanis clubs into new communities each year.
- C. The district's finances are responsibly managed ~~which shall be defined as~~ including adequate collection of dues and fees, budgetary and fiscal management ~~demonstrated~~ by the district's board, and annual reporting to pertinent governmental entities and Kiwanis International.
- D. The district is current with all requirements of annual reporting to Kiwanis International including report of the district's annual convention, report of the annual financial audit, copy of all annual and other governmental tax filings, and the most recent copy of the district's bylaws and policies.
- E. The district has complied with Kiwanis International policies on criminal history background checks for all required district positions.
- F. The district supports ~~and its clubs are actively engaged~~ in community service projects and programs that support youth and children. (4/16)
- G. The district fills the offices of Governor, Governor-elect, Vice-Governor (if any), Secretary, and Treasurer with proper elections or proper appointments to fill vacancies in accordance with their bylaws.

204.2 – District Not in Good Standing

If a district does not meet the minimum requirements for good standing, the Executive Director shall notify the Board of Trustees and the district that the district is not in good standing. The district shall then have thirty (30) days to correct any matters of noncompliance or to present an acceptable plan to correct such issues within a reasonable period of time. The district shall be considered not in good standing during such interim period.

Any district deemed to not be in good standing shall not be eligible for the following:

- A. Funding through any Kiwanis International grant programs or other means of financial support
- B. Funding through any Kiwanis Children’s Fund grant programs
- C. Expense reimbursement for officers or chairs to attend training and education hosted by Kiwanis International or any subsidiary of Kiwanis.
- D. Ability to receive awards or recognition via Kiwanis International distinguished programs or other recognition programs or contests

204.23 – Rights and Services

Kiwanis International will provide Kiwanis nations, provisional districts, and districts with services in accordance with their respective status. The Kiwanis International Board may authorize special services to assist Kiwanis nations and provisional districts. In general, appropriate services and support will be available as delineated below: (4/16)

A. All Kiwanis Clubs: All Kiwanis clubs worldwide shall receive:

- appropriate materials in one of the languages approved by the Board;
- access to office-based staff;
- leadership education in administrative processes;
- one copy of KIWANIS magazine or approved substitute publication;
- access to purchase Kiwanis merchandise as provided through vendors or other third party arrangements;
- recognition for achievement in Kiwanis International programs; and
- services of the district or regional structure as appropriate.

(4/16)

B. Kiwanis Nations:

- Each Kiwanis nation may have a sponsoring district or region designated by Kiwanis International to provide education and administrative support to the clubs and members of the Kiwanis nation. (4/17)
- Staff may be deployed and other special services provided (such as recruitment and training) to determine the potential for creating a provisional district. (4/16)

C. Provisional Districts: In addition to the above, provisional districts will receive: (2/05)

- Invitation to the District Chair to attend the governors-elect education meeting(s) required by Kiwanis International, as well as designated meetings for growth and training provided by Kiwanis International; (4/16)
- Invitation to the District Chair or Governor to attend Kiwanis International Council meetings (if any are held) as a non-voting member. (4/16)
- Designation by Kiwanis International of a sponsoring district. (4/17)
- The Kiwanis Asia-Pacific Chair/Kiwanis International-European President may request additional support for provisional districts, including, where appropriate, a site visit/education workshop to be conducted with provisional district leaders. (4/17)

D. Districts: In addition to the above, districts will receive:

- Delegate-at-large status at the Kiwanis International Convention for the current governor and three (3) most recent past District Chairs or Governors prior to district status;
- Assignment of a International Board counselor;
- Invitation to the District Governor to attend Kiwanis International Council meetings (if any are held) as a voting member (in accordance with the Bylaws); and
- Such other rights and privileges as may be specified in the Bylaws, Policies, and Procedures of Kiwanis International.

(4/16)

204.34 – Restrictions

- A. Amendments:** Amendments to the Kiwanis International Bylaws may not be proposed by a provisional district or Kiwanis nation. (6/90) (4/16)
- B. Delegate Status:** Except as provided under Procedure 204.2, current or past leaders of provisional districts or Kiwanis nations, by any title, may not have the status of delegates-at-large at the Kiwanis International Convention. Current or past lieutenant governors of provisional districts, by any title, may not represent a club other than his/her own club at the Kiwanis International Convention.

KIWANIS YOUTH PROGRAMS DIRECTORS APPOINTMENT

That the Kiwanis International Board revises Policy F.1 – Kiwanis Youth Programs, as shown below. (See Tab 14.)

F. KIWANIS INTERNATIONAL SUBSIDIARIES (1/17)

1. Kiwanis Youth Programs (1/17)

- a. Directors:** The Directors of Kiwanis Youth Programs shall be the Trustees and Officers of the Kiwanis International Board, and their terms shall be commensurate with their terms on the Kiwanis International Board.
- b. Board of Directors:** The members of the Board of Directors of Kiwanis Youth

Programs shall be comprised of all the members of the Board of Trustees of Kiwanis International. (10/15)

See the Kiwanis Youth Programs bylaws and policies for additional information. (1/17)

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Report of the 2018-19 Board Committee on Audit and Finance, Peter J. Mancuso, Chair, was presented. **(Tab 15)**

HURRICANE FLORENCE EFFECTS IN CAROLINAS DISTRICT

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

That, for Kiwanis clubs and Aktion Clubs in the Carolinas District adversely affected by Hurricane Florence, the Kiwanis International Board waives (for Kiwanis clubs) 100 percent of the Kiwanis International dues, magazine subscriptions, insurance fees, and new member add fees and (for Aktion Clubs) 100 percent of the Aktion Club dues, for the 2018-19 administrative year. This waiver is contingent upon the district also waiving similar dues and fees. Staff will have the authority to waive such dues based upon official communication from the district governor and/or secretary.

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

REPORT OF BOARD COMMITTEE ON MEMBERSHIP AND EDUCATION

The Report of the 2018-19 Board Committee on Membership and Education, James M. “Jim” Rochford, Chair, was presented. **(Tab 16)**

EXTENSION OF DUES WAIVER FOR NEW CLUBS

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

That the Kiwanis International Board continues the existing dues waiver program for members of new clubs through the 2020-21 administrative year, to expire on September 30, 2021, and directs Staff to revise the existing Kiwanis International bylaws interpretation, Procedure 305.1, and Procedure 342.2 to reflect the extended timeframe. This action is effective retroactively to October 1, 2018.

KIWANIS INTERNATIONAL CONVENTION SITE FOR 2024

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

That the Kiwanis International Board approves Denver, Colorado, USA, as the site of the 2024 Kiwanis International Convention.

SEPTEMBER/OCTOBER NEW CLUB OPENING CREDIT

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

That the Kiwanis International Board approves crediting new clubs opened during the months of September and October to the goals of both the outgoing and incoming district governors with respect to the distinguished criteria. This action shall be retroactive to include clubs formed on or after September 1, 2018 and shall apply to all future years.

MATCHING GRANT REQUEST FROM PHILIPPINE LUZON DISTRICT FOR GROWTH

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 Luzon District in the amount of US\$10,000 for education, marketing and growth efforts within the district.

ADMINISTRATIVE ACTION REPORT

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

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

KOREA STAFF SUBSIDY

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

That the Kiwanis International Board approves US\$12,000 for an English-speaking staff member for the Korea Provisional District through September 30, 2019. This action is retroactive to October 1, 2018 (the start of the administrative year).

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

REPORT OF BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING

The Report of the 2018-19 Board Committee on Public Relations, Image and Marketing, Arthur N. “Art” Riley, Chair, was presented. **(Tab 17)**

KIDS NEED KIWANIS 2.0 MEMBERSHIP CAMPAIGN

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

That the Kiwanis International Board approves US\$250,000 to spend on the Kids Need Kiwanis 2.0 digital membership campaign for the 2018-19 year.

KIWANIS INTERNATIONAL AND THE TOURNAMENT OF ROSES PARADE FLOAT

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

That the Kiwanis International Board requests staff to negotiate a new three-year Memorandum of Understanding (MOU) with the California-Nevada-Hawaii District and the California-Nevada-Hawaii District Foundation about a Kiwanis float in the Tournament of Roses parade, to be presented to the Board at its next meeting to consider for approval.

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

REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The Report of the 2018-19 Board Committee on Service and Partnerships, M.A. “Fred” Dietze, Chair, was presented. **(Tab 18)**

APPROVAL OF THE CIRCLE K INTERNATIONAL BYLAWS AMENDMENTS

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

That the Kiwanis International Board approves the three amendments to the Circle K International Bylaws adopted by the Circle K International convention as shown in Exhibit A.

This completed the Report of the Board Committee on Service and Partnerships.

OTHER BUSINESS

K.I.D.S. AWARDS RECOGNITION PROGRAM

President Poly Lat asks the Board to consider and adopt the concept of a long-term continuing Kiwanis International Distinguished Service recognition program (K.I.D.S.) that does not change with each new President. Adopting a long-term continuing program will provide greater identity for distinguished recognition and greater ability and desire to earn it, thus benefiting Kiwanis at all levels. If the Board approves the concept, staff would be asked to investigate and provide additional information, including a cost analysis.

That the Kiwanis International Board agrees with the concept of a long-term standardized distinguished recognition program based on the Kiwanis International Distinguished Service (K.I.D.S.) proposal shown in Tab 19. Staff is requested to investigate implementation of such a program and provide additional information, including a cost analysis, for consideration at the next Board meeting.

REQUEST TO ALLOW CANDIDATE ENDORSEMENT BY THE DISTRICT BOARD

That the Kiwanis International Board approves the request of the Eastern Canada and the Caribbean District to allow the district board to endorse candidate Gary Levine to run for Kiwanis International Vice President at the 2019 Kiwanis International convention. (See Tab 20.)

MOTION FAILED

Vote count: Yes-7, No-11

EXECUTIVE DIRECTOR CONTRACT

That the Kiwanis International Board approves the Executive Director's Employment Agreement as amended.

NEXT BOARD MEETING – JANUARY 17, 2019

The next meeting of the Board of Trustees will be January 17, 2019, via GoToMeeting.

The meeting adjourned sine die on Saturday, October 6, 2018, at 4:05 p.m.