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MINUTES OF THE MEETING OF
KIWANIS INTERNATIONAL BOARD OF TRUSTEES
October 23-29, 2017

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The meeting of the Board of Trustees of Kiwanis International convened at the Kiwanis International Office in Indianapolis, Indiana, October 23-29, 2017. Those present were: James M. “Jim” Rochford, President; Jane M. Erickson, Immediate Past President; Florencio C. “Poly” Lat, President-Elect; Daniel Vigneron, Vice President; Stan D. Soderstrom, Executive Director; Trustees Greg Beard, Chian Chu-Ching, M.A. “Fred” Dietze, John E. DeVilbiss, Charles “Chuck” Gugliuzza, Koshiro ”Kit” Kitazato, Lance M. Incitti (via telephone conference), Marcel Kreienbühl, Gary Levine, Peter J. Mancuso, Richard G. “Dick” Olmstead, Jr. Paul Inge Paulsen, Ernest Schmid, Bert West and Terry A. White. Guests: Pietro “Piero” Grasso, President, Kiwanis International-European Federation; Trinidad P. “Toto” Gonzales, Chair, Kiwanis Asia-Pacific; Albert James “Jim” Dooley, Americas Chairman, The Formula; Kendra Skidmore, Chair, Eye of the Tiger Team; and, Anna Wu, New Club Opener.

The meeting was called to order by President James M. “Jim” Rochford on Saturday, October 28, 2017 at 1:00 p.m. in Indianapolis, Indiana.

The following reports were received:

REPORT OF THE PRESIDENT
The Report of the President, James M. “Jim” Rochford, is attached as Tab 01.

REPORT OF THE IMMEDIATE PAST PRESIDENT
The Report of the Immediate Past President, Jane M. Erickson, is attached as Tab 02.

REPORT OF THE PRESIDENT-ELECT
The Report of the President-Elect, Florencio C. “Poly” Lat, is attached as Tab 03.

REPORT OF THE VICE PRESIDENT
The Report of the Vice President, Daniel Vigneron, 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, Peter Mancuso, is attached as Tab 06.
REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL
The Report of the Board Counselor to Key Club International, M.A. “Fred” Dietze, is attached as Tab 07.

GENERAL CONSENT ITEMS
Without objection, the following recommendations were adopted:

APPROVAL OF JULY 12 and 15, 2017 MINUTES
That the Kiwanis International Board approves the minutes of the Board meetings held July 12 and 15, 2017, in Paris, France, as shown in Tab 08.

RATIFICATION OF AUGUST 14, 2017 ELECTRONIC MAIL BALLOT RESULTS
That the Kiwanis International Board ratifies the results of the electronic mail ballot concluded on August 14, 2017, appointing Koshiro Kitazato for a one-year term as Kiwanis International Trustee, as shown in Tab 09.

2017-18 KIWANIS INTERNATIONAL COMMITTEE UPDATES
That the Kiwanis International Board approves the 2017-18 Kiwanis International Committee updates, as shown in Tab 10.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE
The Report of the 2017-18 Board Committee on Audit and Finance, Terry A. White, Chair, was presented. (Tab 11)

TIMING OF TIER DUES ADJUSTMENT
Upon recommendation of the Board Committee on Audit and Finance, it was moved and adopted:

That the Kiwanis International Board approves adding Procedure 782 – Tiered Dues Adjustments, as shown below as the method of implementing the Kiwanis International Bylaws. This action is effective retroactively to July 31, 2017.
The Kiwanis International Bylaws provide that Kiwanis International dues tiers are based on Gross National Income (GNI) per capita as reported by the World Bank. Kiwanis shall utilize the GNI as reported on the World Bank’s website as of July 31 for the upcoming administrative year.

Further, that Kiwanis International Board instructs staff to contact the Malaysia District and inform them that Malaysia will remain a Tier A nation for the 2017-18 dues billing period. This action is effective retroactively to July 31, 2017.

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

REPORT OF BOARD COMMITTEE ON MEMBERSHIP

The Report of the 2017-18 Board Committee on Membership, Gary Levine, Chair, was presented via the following subcommittee reports.

REPORT OF THE SUBCOMMITTEE ON COMMUNICATIONS

The Report of the 2017-18 Board Committee on Membership: Subcommittee on Communications, Terry A. White, Acting Chair, was presented. (Tab 12)

KIWANIS INTERNATIONAL AND THE ROSE FLOAT

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

That the Kiwanis International Board requests that the Rose Float Memorandum of Understanding (MOU) be reviewed by Staff with the California-Nevada-Hawaii District, the California-Nevada-Hawaii District Foundation, and the Kiwanis Club of Rosefloat of Pasadena and that a new MOU be negotiated and presented to the Board to consider for approval.

This completed the Report of the Board Committee on Membership: Subcommittee on Communications.
REPORT OF THE SUBCOMMITTEE ON CONVENTIONS

The Report of the 2017-18 Board Committee on Membership: Subcommittee on Conventions, Bert West, Chair, was presented. (Tab 13)

No action was taken.

This completed the Report of the Board Committee on Membership: Subcommittee on Conventions.

REPORT OF THE SUBCOMMITTEE ON THE FORMULA

The Report of the 2017-18 Board Committee on Membership: Subcommittee on The Formula, Gary Levine, Chair, was presented. (Tab 14)

ASIA-PACIFIC GROWTH PLAN

Upon recommendation of the Board Committee on Membership: Subcommittee on The Formula, it was moved and adopted:

That the Kiwanis International Board approves an additional US$130,000 to fund the targeted growth plan for five current Asia-Pacific districts (Japan, Malaysia, Philippine Luzon, Philippine South and Taiwan) and four key Kiwanis nations (Hong Kong, India, Nepal and Singapore) in Asia-Pacific.

MATCHING GRANT REQUEST FROM THE KOREA PROVISIONAL DISTRICT—LEADERSHIP TRAINING

Upon recommendation of the Board Committee on Membership: Subcommittee on The Formula, it was moved and adopted:

That the Kiwanis International Board declines the matching grant request from the Korea Provisional District in the amount of US$5,000.

ADMINISTRATIVE ACTION REPORT

Upon recommendation of the Board Committee on Membership: Subcommittee on The Formula, it was moved and adopted:

That the Kiwanis International Board approves the Administrative Action Report, as shown in Exhibit A.
REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The Report of the 2017-18 Board Committee on Service and Partnerships, John E. DeVilbiss, Chair, was presented. (Tab 15)

APPROVAL OF UNITED MEDICARE ADVISORS AS A VISION PARTNER

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

That the Kiwanis International Board approves United Medicare Advisors as a Vision Partner.

APPROVAL OF KIDS RIGHTS AS A COMMUNITY PARTNER

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

That the Kiwanis International Board approves KidsRights as a Community Partner.

APPROVAL OF NATIONAL LEAGUE OF CITIES (NLC) AS A COMMUNITY PARTNER

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

That the Kiwanis International Board approves National League of Cities as a Community Partner.

APPROVAL OF AMENDMENT TO THE CIRCLE K INTERNATIONAL BYLAWS

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

That the Kiwanis International Board approves the amendment to the Circle K International Bylaws, as shown below, adopted by the House of Delegates at the 2017 Circle K International convention in San Antonio, Texas.

   Article 13 – Nomination and Election of Officers
Section 12. Removal from Office.
An International officer may be removed from office for just cause by affirmative vote of two-thirds (2/3) of all members of the International CKI Board of Trustees duly elected and serving at the time, with the exception of the member in question. Whenever there appears to be sufficient cause for such action, the president shall give such officer of the CKI Board of Trustees immediate notice of said cause and shall indicate that consideration shall be given to such facts and reasons why the office should be declared vacant. The officer shall be afforded the opportunity to explain or refute the allegations. In the event that the CKI Board of Trustees shall find the alleged facts to be true, the CKI Board of Trustees, with the exception of the member in question, shall have the power to declare such office vacant, and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as contained in these Bylaws.

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

OTHER BUSINESS

REPORT OF THE 2016-17 BOARD COMMITTEE ON GOVERNANCE

The Report of the 2016-17 Board Committee on Governance, Kenneth A. Alovera, Chair, was presented. (Tab 16)

EXTENUATING CIRCUMSTANCES REGARDING CANDIDATE ENDORSEMENT

Upon recommendation of the 2016-17 Board Committee on Governance, it was moved and adopted:

That the Kiwanis International Board proposes the following amendment to Article XVIII, Section 3a(4), of the Kiwanis International Bylaws to clarify proper district endorsement of candidates for Kiwanis International Board offices. This amendment will be proposed at the 2018 Kiwanis International convention in Las Vegas, Nevada.

ARTICLE XVIII. NOMINATION AND ELECTION OF OFFICERS

Section 3.

a. The nomination and election procedures for officers to be elected at the annual International convention shall be as follows: (7/1998)

(1) The President-Elect shall be the sole candidate for the office of President. (6/1995)

(2) The Vice-President shall be the sole candidate for the office of President-Elect. (6/1997)
(3) All candidates for the offices of President-Elect, Vice-President, and Trustees for the announced number of terms available must submit notice of candidacy to the Executive Director no later than the opening of the first business session of the annual International convention. (6/2010) (See also Interpretations.)

(4) No person shall be considered as a candidate until or unless the following requirements have been met: (6/2010)

- The candidate shall have completed a full term as a district governor prior to announcing his/her candidacy to Kiwanis International. (6/2013)
- Written consent of such person has been given. (6/2010)
- The candidate has been endorsed by the candidate’s district house of delegates prior to the candidate announcing his/her candidacy to Kiwanis International. If extenuating circumstances make it impossible for the district house of delegates to endorse a candidate, he/she may be endorsed instead by the district board in authority during the administrative year in which the election will take place. However, if the district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the district board may petition the Kiwanis International Board for permission to make the endorsement. All endorsements shall comply with Kiwanis policy. (6/2013)
- A clear criminal history background check has been conducted and verified by Kiwanis International. (6/2010)

(5) Except as otherwise provided by these Bylaws, nothing contained in this Section shall be construed as limiting the right to make further nominations from the floor of the convention. (6/2010)

Further, that the Kiwanis International Board adds new Policy B.23 – Endorsement of Candidates for Kiwanis International Offices, as shown below, and correspondingly adjusts Procedure 193.2 – Candidate Agreement, as also shown below:

POLICY 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.

b. District endorsement does not apply to persons appointed to fill vacancies in Board offices.

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, candidates have the right to announce later.

d. Governors who wish to be candidates when they are immediate past governor must secure district endorsement while they are governor. However, informing Kiwanis
International of such endorsement shall not be considered effective until October 1 when the candidate becomes Immediate past governor.

e. District house endorsement shall take place at the district convention immediately prior to the administrative year of the candidate’s announcement to Kiwanis International to run for office. (Example: A candidate planning to announce Oct. 1, 2018, to run at the 2019 Kiwanis International convention must be endorsed at the district’s convention held during the 2017-18 administrative year.)

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.

g. If necessary due to timing constraints and if pre-approved by Kiwanis International, districts may endorse candidates for more than one election.

h. If a district board believes the district has circumstances which make it impossible for its house to endorse a candidate, the 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.)

The Kiwanis International Board shall determine whether a circumstance is considered “impossible.” Such circumstances are extremely rare and do not include the following examples.

- 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.

i. Districts may not endorse more than one candidate for the same office at the same election.

j. Candidates may not campaign outside their own districts until the beginning of the administrative year during which the election will be held.

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.
193 - KIWANIS INTERNATIONAL ELECTION CAMPAIGN STANDARDS

193.2 Announcement of Candidacy Candidate Agreement to Fulfill Duties and Responsibilities

The Kiwanis International Bylaws provides that candidates may announce “no later than the opening of the first business session of the annual International convention.” However, to be included in initial candidate lists and orientation materials, candidates for International Board Offices are requested to advise the Executive Director in writing of their intentions on or before October 1 of the administrative year during which they plan to be a candidate. (10/90) (4/10)

Upon announcement of candidacy for the International Board of Trustees, each candidate must enter into an agreement with Kiwanis International whereby, if successful, the candidate agrees to fulfill the duties and responsibilities of the offices of the International Board of Trustees, as stipulated by Kiwanis International. The terms of such agreement must be fulfilled in order for the candidate to serve as a member of the Board of Trustees of Kiwanis International. (10/98) (4/10)

ANNOUNCEMENT OF KIWANIS INTERNATIONAL TRUSTEE CANDIDACY

Upon recommendation of the 2016-17 Board Committee on Governance, it was moved and adopted:

That the Kiwanis International Board requests the Task Force on Governing Documents to consider whether candidates for Trustee should have completed a full term as immediate past governor before formally announcing their candidacy to Kiwanis International. The Task Force is requested to submit their recommendation to the January 2018 Board meeting.

This completed the report of the 2016-17 Board Committee on Governance.

NEXT BOARD MEETING – JANUARY 18, 2018

The next meeting of the Board of Trustees will be January 18, 2018, via GoToMeeting.

The meeting adjourned sine die on Saturday, October 28, 2018, at 2:55 p.m.