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**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**JANUARY 18, 2018**

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## MINUTES OF THE

### MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

**January 18, 2018**

The meeting of the Board of Trustees of Kiwanis International convened via GoToMtg, January 18, 2018. 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; Albert James "Jim" Dooley, Americas Chairman, The Formula; and, Kendra Skidmore, Chair, Eye of the Tiger Team.

The meeting was called to order by President James M. "Jim" Rochford on Thursday, January 18, 2018 at 9:00 a.m. EST via GoToMtg.

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 PRESIDENT-ELECT**

The Report of the President-Elect, Florencio C. "Poly" Lat, is attached as **Tab 02**.

#### **REPORT OF THE VICE PRESIDENT**

The Report of the Vice President, Daniel Vigneron, 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, Peter Mancuso, is attached as **Tab 05**.

#### **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 06**.

#### **REPORT OF THE REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD**

The Report of the Representative (K.I. Immediate Past President) to the Kiwanis Children's Fund Board, Jane M. Erickson, is attached as **Tab 07**.

## **GENERAL CONSENT ITEMS**

Without objection, the following recommendations were adopted:

### **APPROVAL OF OCTOBER 23-29, 2017 MINUTES**

**That the Kiwanis International Board approves the minutes of the Board meeting convened October 23-29, 2017, in Indianapolis, Indiana, USA, as shown in Tab 08.**

### **APPOINTMENT OF 2018-19 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL**

**That the Kiwanis International Board approves the appointment of Chuck Gugliuzza as 2018-19 Kiwanis International Board Counselor to Circle K International, and Richard G. Olmstead, Jr. as 2018-19 Kiwanis International Board Counselor to Key Club International.**

### **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 09)

#### ***2016-17 CONSOLIDATED AUDIT REPORT (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN'S FUND)***

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

**That the Kiwanis International Board accepts the 2016-17 consolidated audit report for Kiwanis International, Circle K International, Kiwanis Youth Programs and Kiwanis Children's Fund and the related Management Letter.**

#### ***APPROVAL OF 2017-18 AUDITORS (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN'S FUND)***

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

**That the Kiwanis International Board selects BKD, LLP as auditors for Kiwanis International, Circle K International, Kiwanis Youth Programs, and Kiwanis Children's Fund for the 2017-18 administrative year.**

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, Lance M. Incitti, Chair, was presented. **(Tab 10)**

#### ***EXTENDING ROSE FLOAT MEMORANDUM OF UNDERSTANDING***

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

**That the Kiwanis International Board approves extending the current Rose Float Memorandum with no changes for one full year, to expire in January 2019, effective upon signing.**

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 11)**

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 12)**

#### ***ASSOCIATION MANAGEMENT SYSTEM***

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

**That the Kiwanis International Board approves up to US\$110,000 to fund a current and future functionality assessment of a association management system, with such amount to come from reserve funds if necessary.**

***MATCHING GRANT REQUEST FROM THE JAPAN DISTRICT***

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

**That the Kiwanis International Board approves the matching grant request from the Japan District in the amount of US\$3,500.**

***MATCHING GRANT REQUEST FROM THE NEW ZEALAND-SOUTH PACIFIC DISTRICT***

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

**That the Kiwanis International Board approves the matching grant request from the New Zealand-South Pacific District in the amount of US\$3,350.**

***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.**

***KOREA STAFF SUBSIDY***

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

**That the Kiwanis International Board approves a one-time subsidy in the amount of US\$3,000 for January through March 2018 for support of an English-speaking staff person.**

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

**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 13)**

*APPROVAL OF CROSS CULTURAL SOLUTIONS AS A KEY CLUB CO-SPONSOR*

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

**That the Kiwanis International Board approves Cross Cultural Solutions as a Key Club International Co-Sponsor.**

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

**REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE**

The Board accepted the Report of the International Committee on Resolutions and Bylaws (**Tab 14**) and considered the amendments and resolutions proposed by clubs and districts.

*BOARD POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS*

**That the Kiwanis International Board does not support the proposed resolution to change funding for Kiwanis International conventions, proposed by Kiwanis Club of Victoria, B.C., Canada.**

**That the Kiwanis International Board takes no position at this time on the proposed amendment to adopt family membership status, proposed by the Pacific Northwest District. The Board requests the Board Committee on Membership: Subcommittee on The Formula to review the results of the family membership pilot program and make a recommendation to the Board, to be considered at a special Board meeting to be held prior to March 15, 2018.**

**REPORT OF THE TASK FORCE ON GOVERNING DOCUMENTS**

The Board accepted the Report of the Task Force on Governing Documents. (**Tab 15**)

*PROPOSED AMENDMENT FROM THE BOARD*

**That the Kiwanis International Board proposes the amendment to the Kiwanis International Bylaws shown below to require candidates for Kiwanis International Board offices to complete a term as Immediate Past Governor prior to announcing candidacy. This will be presented to the House of Delegates at the 2018 Kiwanis International convention in Las Vegas.**

**ARTICLE XI. OFFICERS**

**Section 3.** Each elected officer shall be an active member in good standing of a club 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. Each officer also shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International. No offices shall be held by the same member, nor shall any officer simultaneously hold more than one (1) International office. (6/2015)

## 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)

(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 an immediate past 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. A candidate may not be endorsed while serving as district governor. (6/2013)
- A clear criminal history background check has been conducted and verified by Kiwanis International. (6/2010)

### NEW BUSINESS

#### *FINALIZATION OF PROPOSED AMENDMENTS*

Without objection, the following recommendation was adopted:

**That the Kiwanis International Board authorizes the Executive Officers to make any substantive adjustments that may be necessary to carry out the Board's position and intention regarding all proposed amendments.**

**Further, that the Kiwanis International Board authorizes the Executive Director to make any nonsubstantive editing adjustments in any Board-proposed amendments that may be necessary.**

#### *EXECUTIVE DIRECTOR CONTRACT*

Without objection, the following recommendation was adopted:

**That the Kiwanis International Board extends the renewal notice deadline of the Executive Director's existing contract from April 1, 2018 to May 1, 2018, pending agreement by the Executive Director.**

**Further, that the Kiwanis International Board extends the end date of the Executive Director's existing contract from September 30, 2018, to October 31, 2018, pending agreement by the Executive Director.**

#### **NEXT BOARD MEETING – APRIL 19-22, 2018**

The next meeting of the Board of Trustees will be April 19-22, 2018, in Indianapolis, Indiana.

The meeting adjourned sine die on Thursday, January 18, 2018, at 1: 24 p.m. EST.