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**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**JANUARY 16-17, 2019**

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**MINUTES OF THE**  
**MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES**

**January 17, 2019**

The meeting of the Board of Trustees of Kiwanis International convened via GoToMtg on Thursday, January 17, 2019. 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 Thursday, January 19, 2019 at 9:00 a.m. EST via GoToMtg.

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 PRESIDENT-ELECT**

The Report of the President-Elect, Daniel Vigneron, is attached as **Tab 02**.

**REPORT OF THE VICE PRESIDENT**

The Report of the Vice President, Arthur N. "Art" Riley, 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, Chuck Gugliuzza, is attached as **Tab 05**.

**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 06**.

**GENERAL CONSENT ITEMS**

Without objection, the following recommendations were adopted:

**APPROVAL OF OCTOBER 2-7, 2018 MINUTES**

**That the Kiwanis International Board approves the minutes of the Board meeting convened October 2-7, 2018, in Indianapolis, Indiana, USA, as shown in Tab 07.**

**JUNE 2018 REPORT OF THE PAST INTERNATIONAL PRESIDENTS**

**That the Kiwanis International Board receives the June 27, 2018 report of the Past International Presidents Committee, as shown in Tab 08.**

**APPOINTMENT OF 2019-20 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL**

**That the Kiwanis International Board approves the appointment of Katrina Baranko as 2019-20 Kiwanis International Board Counselor to Circle K International, and George R. Delisle as 2019-20 Kiwanis International Board Counselor to Key Club International.**

**APPROVAL OF THE 2017-18 DISTINGUISHED DISTRICTS**

**That the Kiwanis International Board approves Distinguished Districts for the 2017-18 administrative year as follows: (Tab 09)**

**Districts:**

- Austria
- Belgium-Luxembourg
- California-Nevada-Hawaii
- Capital
- Colombia
- Eastern Canada and the Caribbean
- France-Monaco
- Georgia
- Illinois-Eastern Iowa
- Italy-San Marino
- Japan
- Kansas

- Louisiana-Mississippi-West Tennessee
- Malaysia
- Missouri-Arkansas
- New England and Bermuda
- New York
- New Zealand-South Pacific
- Ohio
- Pacific Northwest
- Philippine Luzon
- Philippine South
- Rocky Mountain
- Taiwan
- West Virginia

**Provisional Districts:**

- Nepal
- Panama
- Romania

**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 10)

***2017-18 CONSOLIDATED AUDIT REPORT***

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

**That the Kiwanis International Board accepts the 2017-18 consolidated audit report for Kiwanis International, Circle K International, Kiwanis Youth Programs and Kiwanis Children's Fund and the related Audit Committee Letter.**

***APPROVAL OF 2018-19 AUDITORS***

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 2018-19 administrative year.**

***SIMPLIFICATION OF THE DUES***

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

**That the Kiwanis International Board, effective October 1, 2021, eliminates the current new member add fee for existing clubs and the current charter member fee for new clubs and instead begins charging pro-rata membership dues for all new members (whether in existing clubs or new clubs) based on the following schedule.**

**Furthermore, that the Kiwanis International Board directs the Kiwanis districts to follow the same pro-rated methodology for charging district dues to new members, also effective October 1, 2021.**

<b>First month of membership</b>	<b>Percent of Dues Amount</b>
October, November, December	100%
January	90%
February	80%
March	70%
April	60%
May	50%
June	40%
July	30%
August	20%
September	10%

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 11)**

***ONGOING SUPPORT FOR NEWLY OPENED CLUBS***

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

**That the Kiwanis International Board requests staff, in an effort to strengthen clubs, to inform the new clubs formed during the 2017-18 administrative year of the resources available to them. This**

**communication should be shared with district governors so they may adapt it for use within their districts as a resource when assisting new clubs.**

***ZERO DUES FOR MEMBERS AGED 25 YEARS AND UNDER***

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

**That the Kiwanis International Board defers consideration of a program to not charge dues to members aged 25 and under until additional alternatives and ramifications are considered. The Board requests staff and the Board Committee on Membership and Education to study the matter further and provide a new report at the April 2019 Board meeting.**

***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.**

***MATCHING GRANT REQUEST FROM AUSTRALIA 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 Australia District in the amount of US\$2,747 for growth efforts within the district.**

***MATCHING GRANT REQUEST FROM JAPAN DISTRICT FOR EDUCATION AND TRAINING***

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 Japan District in the amount of US\$4,400 for education and training initiatives.**

***MATCHING GRANT REQUEST FROM TAIWAN DISTRICT FOR EDUCATION***

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\$22,000 for education efforts within the district.**

***MATCHING GRANT REQUEST FROM PHILIPPINE LUZON DISTRICT FOR EDUCATION***

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\$5,000 for education efforts within the district.**

***MATCHING GRANT REQUESTS FROM MALAYSIA DISTRICT FOR GROWTH, EDUCATION, MARKETING AND PUBLIC RELATIONS***

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

**That the Kiwanis International Board approves the matching grant requests from the Malaysia District in the total amount of US\$8,000 for education and growth efforts within the district.**

***REQUEST TO INCREASE THE 2019-20 KIWANIS ASIA-PACIFIC MATCHING GRANT BUDGET***

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

**That the Kiwanis International Board approves budgeting US\$80,000 in the 2019-20 administrative year for Asia-Pacific matching grant funding.**

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 12)**

No action was taken.

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 13)**

***APPROVAL OF CREATING DISNEY MAGIC WITH LEE COCKERELL AS A PROMOTIONAL PARTNER***

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

**That the Kiwanis International Board approves Creating Disney Magic with Lee Cockerell as a promotional partner.**

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

## **NEW BUSINESS**

### **REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE**

**That the Kiwanis International Board receives the Report of the International Committee on Resolutions and Bylaws as shown in Tab 14.**

### **PROPOSED RESOLUTION**

**That the Kiwanis International Board approves submittal of the proposed resolution from the Kiwanis Club of Hudson, Wisconsin, to the House of Delegates at the 2019 Kiwanis International convention.**

### **BOARD POSITION ON PROPOSED RESOLUTIONS AND AMENDMENTS FROM CLUBS AND DISTRICTS**

**That the Kiwanis International Board takes the following positions on the proposed resolutions and amendments submitted by clubs and districts to be considered at the 2019 Kiwanis International Convention:**

**Proposed resolution from the Kiwanis Club of Hudson, Wisconsin, opposing violence, abuse, and neglect against children: The Board supports this proposal.**

**Proposed amendment from the Kiwanis Club of Venice, Florida, about a new requirement for Vice President candidates: The Board does not support this proposal.**

**Proposed amendment from the Michigan District Board allowing abstention on Trustee votes: The Board does not support this proposal.**

**Proposed amendment from the Kiwanis Club of East Geauga, Ohio, adding a nondiscrimination clause: The Board supports this proposal.**

**Proposed amendment from the Kiwanis Club of Springfield, Illinois, adding a new seat on the Kiwanis International Board guaranteed to members under age 50: The Board does not support this proposal.**

**Proposed amendment from the Pacific Northwest District (and cosponsoring districts) to permanently adopt family membership status: The Board does not support this proposal.**

## **FINALIZATION OF PROPOSED AMENDMENTS**

**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.**

## **NEW STANDING COMMITTEE ON GOVERNANCE**

**That the Kiwanis International Board approves new Procedure 124 – Governance Committee, as follows. (Tab 15)**

### **124 – GOVERNANCE COMMITTEE**

There shall be a standing Committee on Governance to be composed of six (6) qualified persons appointed by the President, subject to approval by the International Board. Members shall include one (1) from the Asia-Pacific Pacific Region and one (1) from the Europe Region. Initial appointments will include one-year, two-year, and three-year terms; thereafter, all members shall be requested to serve for a three-year term, with each new President-elect adding two new members to the committee. The committee's duties shall be to review all matters related to governance and structure requested by the Board, the President, or the Executive Director. The committee shall report promptly to the Kiwanis International Board on all matters it considers.

## **NEXT BOARD MEETING – APRIL 24-28, 2019**

The next meeting of the Board of Trustees will be April 25-28, 2019, in Indianapolis, Indiana.

The meeting adjourned sine die on Thursday, January 17, 2019, at 11:00 a.m. EST.