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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
April 24-28, 2019

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MINUTES OF THE

MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

April 24-28, 2019

The meeting of the Board of Trustees of Kiwanis International convened at the Kiwanis International Office in Indianapolis, Indiana, USA, April 24-28, 2019. Those present were: Florencio C. "Poly" Lat, President (via GoToMeeting); 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.

The meeting was called to order by President Florencio C. "Poly" Lat on Saturday, April 27, 2019 at 3:00 p.m. in Indianapolis, Indiana, USA. An invocation was given by Vice President Arthur N. "Art" Riley.

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 JANUARY 16-17, 2019 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held January 16-17, 2019, via GoToMeeting, as shown in Tab 07.

2019-20 KIWANIS INTERNATIONAL COMMITTEES

That the Kiwanis International Board approves the 2019-20 Kiwanis International Committees as shown in Tab 08.

2019-20 DISTINGUISHED PROGRAMS

That the Kiwanis International Board approves the 2019-20 Distinguished Programs for districts, divisions, and clubs proposed by President-elect Daniel Vigneron as shown in Tab 09.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2018-19 Executive Committee, Florencio C. "Poly" Lat, Chair, was presented. (Tab 10)

CLUBS IN GOOD STANDING CRITERIA

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

That the Kiwanis International Board revises Procedure 360.1 – Requirements for In Good Standing Status, adopts new Policy D.1.h – [Club] Best Practices, and amends Procedure 250 - District Conventions, as shown below.

K.I. PROCEDURE 360 - CLUB STATUS (1/13)

360.1 - Requirements for In Good Standing Status

In addition to the criteria stated in the Kiwanis International Bylaws to be in good standing, a Kiwanis club must comply with the Essential Actions of a Kiwanis club as defined by the International Board, which are as follows: (1980) (1/00)

- A. Comply with all the provisions of the Bylaws, Policies, and Procedures of Kiwanis International, its district, and its federation (if any). (1/00)**
- B. Comply with the a current Standard Form for Club Bylaws, modified as approved by the International Board of Trustees. (1/00)**
- ~~C. Implement community service projects, including those that support Young Children: Priority One and district goals for the Worldwide Service Project (if any). (1967) (1/00)~~**
- ~~D. Sponsor or support a K Kids club, Builders Club, Key Club, or Circle K club (where possible). (1/00) (1/12)~~**
- ~~E. Maintain an active membership of not less than fifteen (15); set a goal of a net increase of at least one (1) member per year; and stage pre induction orientation and formal induction of new members. (1967) (1/00)~~**
- ~~F. Pay dues, subscriptions, and other obligations to Kiwanis International, its district, and its federation (if any), within ninety (90) days after such amounts are due. (1967) (1/00)~~**

- ~~G. Meet at least twice monthly with a well-managed, informative, and fun club meeting which contains an informative program and follows a timed agenda. (1967) (1/00).~~
- ~~H. Schedule board meetings at least once a month. (1/00)~~
- ~~I. Monies received from fund-raising projects in which the public participates, or from members or others for the service activities sponsored by the club, shall be segregated from the administrative funds and shall be used only for charitable, educational, religious, and eleemosynary activities. (1967) (1/00)~~
- ~~J. Complete the annual club organization, including the election and reporting of officers and the appointment of committees. (1967) (1/00)~~
- ~~K. Have all club officers participate in Club Officers Education. (1/00)~~
- ~~L. Participate in district and division activities, including the fulfillment of its club delegate obligation to district conventions. (1967) (1/00)~~
- ~~M. File all reports as required by Kiwanis International and by the district and federation (if any). (1967) (1/00)~~

POLICY D. CLUBS

1. Clubs (4/14)

h. Best Practices: All Kiwanis clubs should endeavor to adhere to the following standards:

- Implement community service projects, ~~including those that support Young Children: Priority One and district goals for the Worldwide Service Project (if any).~~ (1967) (1/00)
- Sponsor or support a K-Kids club, Builders Club, Key Club, or Circle K club (where possible such programs exist). (1/00) (1/12)
- ~~Meet at least twice monthly with a well-managed, informative, and fun club meeting which contains an informative program and follows a timed agenda. (1967) (1/00)~~ Hold regular meetings of the membership and (separately) of the club board.
- Complete the annual club organization, including the election and reporting of officers and the appointment of committees. (1967) (1/00)
- Have all club officers participate in club officer education. (1/00)
- Participate in district and division activities, ~~including the fulfillment of its club delegate obligation to district conventions.~~ (1967) (1/00)
- File all reports as required by Kiwanis International and by the district and federation (if any). (1967) (1/00)

PROCEDURE 250 - DISTRICT CONVENTIONS

250.6 - Club Representation

Special efforts should be made to encourage representation by all clubs, especially the incoming club officers and all members of new clubs. The convention should be held in a city that is convenient to club members. Costs should be reasonable so persons are not discouraged to attend for financial reasons. Districts may stipulate through district bylaws that only clubs with fifteen (15) or more members, paid and certified by a date to be defined by the district, may be allowed to seat delegates at a district convention. (5/93)

ANNUAL REVIEW OF DISTRICTS IN GOOD STANDING

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

That, effective October 1, 2019, the Kiwanis International Board revises Procedure 204 – District Status, as follows to provide that the Board shall annually review the status of each district.

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: (4/16)

- A.
- B. 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. (4/16)
- C. The district is actively engaged in introducing Kiwanis clubs into new communities each year. (4/16)
- D. The district's finances are responsibly managed, including adequate collection of dues and fees, budgetary and fiscal management by the district's board, and annual reporting to pertinent governmental entities and Kiwanis International. (10/18)
- E. 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. (10/18)
- F. The district has complied with Kiwanis International policies on criminal history background checks for all required district positions. (10/18)
- G. The district and its clubs are actively engaged in community service projects and programs that support youth and children. (4/16)
- H. 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. (10/18)

The Board shall annually review, the good standing status of each district in the first month of the administrative year.

CREATION OF KIWANIS EUROPE SUBSIDIARY

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

That the Kiwanis International Board requests Staff to proceed with the creation of a wholly-owned subsidiary of Kiwanis International, known as Kiwanis Europe, in accordance with Article X of the Kiwanis International Bylaws. The Kiwanis International Board further authorizes Staff to engage legal counsel to create, register and incorporate Kiwanis Europe, with final approval by the Kiwanis International Board to be in conjunction with approval of the subsidiary's bylaws by the Kiwanis International Board.

This completed the Report of the Executive Committee.

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 11)

INVESTMENT POLICY CHANGE

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

That the Kiwanis International Board approves changes to Procedure 721 - Investments as shown in Exhibit A.

RESOLUTION TO ESTABLISH KIWANIS RETIREMENT PLAN STEERING COMMITTEE

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

That Kiwanis International Board hereby:

- **Appoints a Retirement Plan Steering Committee, with the persons holding the positions of Executive Director, Chief Financial Officer and the Director of Operations as members;**
- **Adopts the Retirement Plan Steering Committee charter as shown in Exhibit B, stating the duties and responsibilities of the Committee;**
- **Delegates specific fiduciary and administrative duties to the Retirement Plan Steering Committee pursuant to its charter.**

CURRENCY EXCHANGE RATE ISSUES AND DUES COMPLEXITY

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

That the Kiwanis International Board instructs Staff to utilize current procedures on exchange rates and to discontinue the practice of using the July 31 exchange rate to convert dues for all clubs from United States dollars (USD) into local currencies. In accordance with procedures, the July 31 exchange rate will apply only to clubs whose currency is Canadian dollars (CAD) or Euros. Staff is requested to communicate to all other applicable areas that dues payments must be made in USD, at the appropriate tiered dues amount. These changes are effective October 1, 2019.

DECLINATION OF TAIWAN DISTRICT REQUEST FOR INSURANCE COVERAGE

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

That the Kiwanis International Board declines to approve the request of the Taiwan District to provide the district clubs/members with insurance at no cost to the Taiwan District or its members.

YOUTH PROTECTION

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

That the Kiwanis International Board approves an additional expenditure for youth protection efforts of US\$70,245. This amount includes training for members and advisors and an assessment of the current policies, procedures and practices.

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 12)

DUES WAIVER EXTENSION

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

That the Kiwanis International Board makes permanent the waiver that clubs formed January 1-September 30 do not have to pay dues the following administrative year. This applies to the charter members of new clubs as well as new members added later during the same year of the club’s formation. The Board requests Staff to update all necessary governing documents appropriately.

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.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUESTS

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 Nepal Provisional District in the amount of US\$10,000 for growth efforts within the district.

DUES SUBSIDY GRANT REQUEST FROM ROMANIA PROVISIONAL DISTRICT

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

That the Kiwanis International Board approves a dues subsidy for the 2018-19 administrative year for club members in the Romania Provisional District in the amount of US\$7,932.

CLUB CHARTER REVOCATION REQUEST FROM AUSTRIA DISTRICT

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

That the Kiwanis International Board revokes the charter of the Kiwanis Club of Korneuburg Infinity, Austria.

(Trustee Ernest Schmid recused himself from this vote.)

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 13)

KIWANIS INTERNATIONAL AND THE ROSE FLOAT

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

That Kiwanis International Board grants US\$50,000 to the California-Hawaii-Nevada District specifically to be used for a Kiwanis float in the 2020 Tournament of Roses Parade and that this grant would be subject to certain conditions which include but are not limited to right of first refusal by Kiwanis International for 50 percent of the seats on the float. This action is effective October 1, 2019. The grant is renewable for two years, upon application by the district.

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 14)

APPROVAL OF TOASTMASTERS INTERNATIONAL AS COMMUNITY PARTNER

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

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

APPROVAL OF VISION SERVICES PLAN (VSP) AS A CAUSE MARKETING PARTNER

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

That the Kiwanis International Board approves Vision Services Plan (VSP) as a Cause Marketing Partner.

APPROVAL OF CHANGES TO THE CIRCLE K INTERNATIONAL POLICY CODE

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

That the Kiwanis International Board approves the changes to the Circle K International Policy Code as shown in Exhibit A.

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

NEXT BOARD MEETING – JUNE 26, 2019

The next meeting of the Board of Trustees will be June 26, 2019, held in Walt Disney World Resort, Florida.

The meeting adjourned sine die on Saturday, April 27, 2019 at 3:52 p.m.