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**MINUTES OF THE MEETING OF**

**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**

January 19, 2016

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES
January 19, 2016

The meeting of the Board of Trustees of Kiwanis International was held via GoToMeeting, January 19, 2016. Those present were: Susan A. “Sue” Petrisin, President; John R. Button, Immediate Past President; Jane M. Erickson, President-Elect; James M. Rochford, Vice President; Stan D. Soderstrom, Executive Director; Trustees Kenneth A. Alovera, Patricia Barsotti, Bruce Berven, Kevin Dean, John E. DeVilbiss, Patrick R. Ewing, Koshiro “Kit” Kitazato, Marcel Kreienbühl, Florencio “Poly” Lat, Lance M. Incitti, Arthur N. Riley, Dewey Smith, Barbara Thompson, Daniel Vigneron, and Terry A. White. Guest: Barry Glazer, Parliamentarian.

The meeting was called to order by President Sue Petrisin on Tuesday, January 19 at 9:00 a.m. EST, via GoToMeeting.

The following reports were received:

REPORT OF THE PRESIDENT
The Report of the President, Susan A. “Sue” Petrisin, is attached as Tab 01.

REPORT OF THE PRESIDENT-ELECT
The Report of the President-Elect, Jane M. Erickson, is attached as Tab 02.

REPORT OF THE VICE PRESIDENT
The Report of the Vice President, James M. Rochford, 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, Bruce Berven, is attached as Tab 05.

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL
The Report of the Board Counselor to Key Club International, Barbara K. Thompson, is attached as Tab 06.

GENERAL CONSENT ITEMS

Without objection, the following recommendations were adopted:
APPROVAL OF OCTOBER 6-11, 2015 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held October 6-11, 2015 in Indianapolis, Indiana, as shown in Tab 07.

APPOINTMENT OF 2016-17 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL

That the Kiwanis International Board approves the appointment of John E. DeVilbiss as 2016-17 Kiwanis International Board Counselor to Circle K International, and Terry A. White as 2016-17 Kiwanis International Board Counselor to Key Club International.

APPROVAL OF THE ELIMINATE PROJECT PARTNERSHIP EXTENSION

That the Kiwanis International Board of Trustees ratifies the addendum to The Eliminate Project Memorandum of Understanding as shown in Tab 08 (Exhibit A), extending the partnership between the parties that created The Eliminate Project through December 31, 2020.

APPROVAL OF 2016 ELECTIONS CHAIR

That the Kiwanis International Board approves the appointment of Greg Beard, Past Governor, Louisiana-Mississippi-West Tennessee District, as the Elections Chair for the 2016 Kiwanis International Convention.

REPORT OF EXECUTIVE COMMITTEE

The Report of the 2015-16 Executive Committee, Susan A. Petrisin, Chair, was presented. (Tab 09)

PROPOSED BYLAWS AMENDMENT ON AUXILIARY BODIES

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

That the Kiwanis International Board proposes the following amendment to the 2016 Kiwanis International convention, to be effective October 1, 2016:

ARTICLE XXVI. AUXILIARY BODIES

Section 1. There shall be no auxiliary bodies created or organized within this organization.
PROPOSED BYLAWS AMENDMENT ON KIWANIS INTERNATIONAL POWERS

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

That the Kiwanis International Board proposes the following amendment to the 2016 Kiwanis International convention, to be effective October 1, 2016:

ARTICLE III. POWERS

Section 1. The powers of Kiwanis International shall be:

   a. To direct, manage, supervise, and control the business, property, and funds of Kiwanis International and any sponsored organizations or programs. The property of Kiwanis International under these Bylaws shall include, but is not limited to, Kiwanis International's intellectual property, in both tangible and intangible forms of expression.

   b. To create, supervise, and control clubs, districts, federations, or other groups of clubs and divisions thereof.

   c. To approve the formation, bylaws, and governmental registration of foundations, charitable organizations, or any other affiliated entities of Kiwanis International.

   d. To determine the appropriate use of Kiwanis International's intellectual property, including use by affiliated entities, and to establish guidelines for such use.

2020 CONVENTION SITE SELECTION

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

That the Kiwanis International Board authorizes the Executive Director to negotiate an acceptable agreement with the City of Indianapolis, Indiana, to host the 2020 Kiwanis International convention, and also authorizes the Executive Director to explore advantageous proposals from Indianapolis for other years for future consideration by the Board.

This completed the Report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Report of the 2015-16 Board Committee on Audit and Finance, James M. Rochford, Chair, was presented. (Tab 10)
2014-15 CONSOLIDATED AUDIT REPORT (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS INTERNATIONAL FOUNDATION

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


SELECTION OF 2015-16 AUDITORS (KIWANIS, CIRCLE K, AND KIWANIS YOUTH PROGRAMS)

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, and Kiwanis Youth Programs for the administrative year 2015-16.

DUES ADJUSTMENT-AMENDMENT WORDING CHANGE

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

That the Kiwanis International Board amends the motion previously adopted October 10, 2015, to adjust the proposed amendment to Kiwanis International Bylaws Article XXII – Revenue, to read as follows (specifically changing “The dues amount may be increased…” to “The dues amount may be adjusted…”):

ARTICLE XXII. REVENUE
Section 1. Subject to Sections 2 and 3 of this Article, each club shall pay annual dues to Kiwanis International for each member, with the exception of those holding life member status, the sum of fifty-two dollars (US $52.00) per annum. The dues amount may be adjusted by no more than US$2 annually through the 2020-21 administrative year by 2/3 majority vote of the entire Kiwanis International Board of Trustees, provided that dues shall not be increased more than a total of US$5 through 2020-21. Such sum-Dues shall be based on each club’s annual membership report as of September 30 of each year; and they shall be due annually on October 1 and payable by November 30. (6/2015)

Section 2. The Board of Trustees shall adjust the dues from the clubs in any country where the Gross National Income per capita is less than ten thousand dollars (US $10,000) as reported by the World Bank. The schedule for payment shall be as follows: The Kiwanis International dues shall be charged as follows based on the Gross National Income Per Capita as reported by the World Bank, rounded-up to the nearest dollar: (6/2003)

- Tier A: Countries with per capita income of US $10,000 or more shall pay US $52.00 100 percent of the annual dues amount. (6/2015)
- Tier B: Countries with per capita income of US $5,000 to US $9,999 shall pay US $34.00 65 percent of the annual dues amount. (6/2015)
- Tier C: Countries with per capita income of US $4,999 or less shall pay US $23.00 43 percent of the annual dues amount. (6/2015)
FORMATION OF EXECUTIVE DIRECTOR EXPENSE REPORT REVIEW SUBCOMMITTEE

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

That the Kiwanis International Board approves the creation of a three member subcommittee of the Board Committee on Audit and Finance with the responsibility of reviewing the expense reports of the Executive Director, at least quarterly, to ensure compliance with organization and Internal Revenue Service (IRS) policies. The Chair of the Board Committee on Audit and Finance shall Chair this subcommittee and appoint the other two members.

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

REPORT OF BOARD COMMITTEE ON MEMBERSHIP AND EDUCATION

The Report of the 2015-16 Board Committee on Membership and Education, Kevin Dean, Chair, was presented. (Tab 11)

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.

MALAYSIA DISTRICT MATCHING GRANT REQUEST

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 Malaysia District in the amount of US$5,000.

PHILIPPINE LUZON DISTRICT MATCHING GRANT REQUEST

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$15,000.
PHILIPPINE SOUTH DISTRICT MATCHING GRANT REQUEST

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 South District in the amount of US$3,445.97.

ECUADOR GRANT REQUEST

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

That the Kiwanis International Board approves a grant of US$7,100 to the Ecuador District-in-Formation to help offset the financial circumstances being experienced by the district. In addition, a growth incentive package of up to US$5,550 will also be offered, letting Ecuador choose between either a fixed amount per member per tier or a fixed amount for reaching a particular goal established by Kiwanis International.

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

REPORT OF THE BOARD COMMITTEE ON PROGRAMS AND PARTNERSHIPS

The Report of the 2015-16 Board Committee on Programs and Partnerships, Patricia “Patti” Barsotti, Chair, was presented. (Tab 12)

SERVICE LEADERSHIP PROGRAM CHAIRS

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

That the Kiwanis International Board approves changes to Procedure 220.1 - [District] Standing Committees as follows:

   220 - DISTRICT STANDING COMMITTEES AND KEY POSITIONS

   220.1 – Standing Committees (6/15)

   A. Kiwanis International requires the following district standing committees, which shall be appointed by the district: (1/92) (6/15)

   16. Service Leadership Programs (in districts where applicable) shall be appointed in Kiwanis districts outside of North America and the Caribbean where Service Leadership Programs are growing but there are too few clubs to warrant a committee for each particular program. As a particular program becomes large enough
to be managed by its own district committee, the Service Leadership Programs committee shall continue to work with the other programs.

D. Service Leadership Programs Committees: The Circle K, Aktion Club, Builders Club, Kiwanis Kids, and Key Club Committees shall be appointed by December 1 and shall assume responsibilities for these programs on April 1. The Key Leader Committee shall be appointed by December 1 also and shall assume responsibilities on January 1. Any action taken by these committees shall be subject to review and the authority of the current Kiwanis district board of trustees under the bylaws and policies of the district. (1/92) (6/15)

For greater continuity and efficiency, the chairmen of the Committees on Aktion Club, Builders Club, Circle K, Kiwanis Kids, Key Club, and Key Leader are encouraged to serve consecutive terms, for such length of time as determined by the district. (6/15)

The chairmen of the Committees on Aktion Club, Builders Club, Circle K, Kiwanis Kids, and Key Club will be known as the district administrator for Aktion Club, Builders Club, Circle K, Kiwanis Kids, and Key Club, respectively. The chairmen of the Committees on Key Leader and Service Leadership Programs (when applicable) shall be known as the district chairman. (1/92) (4/12)

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

REPORT OF THE BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING

The Report of the 2015-16 Board Committee on Public Relations, Image and Marketing, Marcel A. Kreienbühl, Chair, was presented. (Tab 13)

KIWANIS INTERNATIONAL ASSUMPTION OF THE ROBERT P. CONNELLY MEDAL FOR HEROISM

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

That the Kiwanis International Board assumes responsibility of the Robert P. Connelly Medal for Heroism, effective October 1, 2016, and requests staff from the Kiwanis International Foundation and Kiwanis International communications team with input from representatives of the Public Relations, Image and Marketing Committee to explore and recommend best practices for managing and administering the award as well as promoting the award to districts and clubs.

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

REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE

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

BOARD RESPONSE TO PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS

That the Kiwanis International Board, takes the following positions on proposed amendments submitted this year by clubs and districts:

- Proposer: Kiwanis Club of Lentia, Austria
  Subject: Dues for members who belong to more than one club
  Board’s position: Not support

- Proposer: Kiwanis Club of Northwest Columbus, Ohio
  Subject: Foundations, charitable funds, and affiliates
  Board’s position: Not support, in favor of the Board’s own proposal

- Proposer: Kiwanis Club of I-Next, Ohio
  Subject: Delegate verification process
  Board’s position: Not support

- Proposer: Kiwanis Club of Council Grove, Kansas
  Subject: Life membership fee
  Board’s position: Not support

- Proposer: Kiwanis Club of Avelgem – Land van Streuvels, Belgium
  Subject: Tiered dues system
  Board’s position: Not support

- Proposer: Kiwanis Club of The Hague, Netherlands; Kiwanis Club of Bergamo Orobico, Italy; and Kiwanis Club of Villach Santicum, Austria
  Subject: European Federation representation on the Kiwanis International Board
  Board’s position: Not support

- Proposer: Capital District Board
  Subject: Secure web-based voting for Kiwanis International business
  Board’s position: Not support

KIWANIS INTERNATIONAL BYLAWS AMENDMENT – ARTICLE IX – DISTRICTS

That the Kiwanis International Board amends the motion previously adopted June 24, 2015, to adjust the proposed amendment to Kiwanis International Bylaws Article IX – Districts, to read as follows (specifically changing the wording of Section 6c):
ARTICLE IX. DISTRICTS

Section 6. District officers shall be elected in the following manner, as specifically provided in the district bylaws: (6/2010)

a. The district governor, governor-elect, and vice-governor (if any) shall be elected at the annual district convention. (6/2010)

b. The lieutenant governors and trustees (if any) shall be elected by club delegates from their divisions or regions, respectively, at a meeting called expressly for this purpose, to be held not later than the annual district convention. (7/2014)

c. The district treasurer shall be appointed by the district board after nomination of qualified candidates by a selection committee.

d. The district secretary and district treasurer may be either elected or appointed. (6/2010)

e. The secretary and the treasurer may be the same person, but no other No district offices shall be combined in one (1) person. (6/2010)

Section 7. Officer terms shall be generally as follows, as specifically provided in the district bylaws, or until said officer’s successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1. (6/2010)

a. Each lieutenant governor shall serve for a term of up to two (2) years. (7/2014)

b. Each district trustee shall serve for a term of up to three (3) years. (7/2014)

c. The district treasurer shall serve for a multi-year term of two (2) years or more.

d. All other officers shall serve a term of one (1) year, unless otherwise specified in the district bylaws. (7/2014)

STANDARD FORM FOR DISTRICT BYLAWS AMENDMENT

That the Kiwanis International Board amends the motion previously adopted June 24, 2015, to amend the Standard Form for District Bylaws, to read as follows (specifically changing the wording of Article VII, Section 3, and Article VIII, Section 4). Like the original motion, this action is contingent upon approval of the proposed amendment to Article IX, Sections 6 and 7, of the Kiwanis International Bylaws at the 2016 Kiwanis International Convention:

ARTICLE III. OFFICERS

Section 1.

a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and a Lieutenant Governor for each division and/or a Trustee for each region of the district.
b. No district offices other than those of Secretary and Treasurer may be combined in one person.

Instruction note: Include this text if appropriate for the district: The Secretary (or Secretary-Treasurer, if combined) has the title of Executive Director. All subsequent references throughout these bylaws should appear as “Executive Director.”

Section 2. Each district officer shall be an active member in a club of the district. Each Lieutenant Governor shall be a member of a club in the division from which elected and each Trustee shall be a member of a club in the region from which elected. The Governor, Governor-elect, and Vice-Governor, and Treasurer shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International. The Treasurer shall have a professional background in financial management or accounting and an understanding of not-for-profit financial operations and governance.

Section 3. Officer terms shall be as follows or until said officer’s successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1.

a. Each Lieutenant Governor shall serve for a term of [choose one: one (1) year or two (2) years].*

b. Each Trustee shall serve for a term of [choose one: one (1) year or two (2) years or three (3) years].

c. The Treasurer shall serve a multi-year term of [choose one: three (3) years or [insert other] years].

d. All other officers shall serve a term of one (1) year, unless otherwise specified.

Section 10. The District Treasurer has the further duties and responsibilities:

a. Serve as the chief financial officer for the district.

b. Be a member of the Finance Committee, but shall not serve as chairman.

c. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs (if any).

d. Provide quarterly reports on the district’s finances to the board and Kiwanis International.

e. Make a report at the annual convention.

f. Attest to the accuracy of all financial reports and required tax and governmental filings.

ARTICLE IV. DISTRICT BOARD

Section 1. The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary, Treasurer, and [choose one: a Lieutenant Governor for each division or a Trustee for each region].

Instruction note: The district may include this text, if appropriate: The Secretary (or Secretary-Treasurer, if combined) shall be without vote. This is usually only done if the Secretary or Secretary-Treasurer is appointed or employed.)
ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS

Instruction note: If the Secretary and/or Treasurer is appointed, not elected, include the following text as Section 2 and renumber subsequent sections accordingly:

Section 2. The Secretary and/or Treasurer who will assume office on October 1 shall be appointed by the Governor-designate, subject to the approval of the District Board-designate.

Section 3. Not later than annual district convention preceding the expiration of the Treasurer’s term, a Treasurer for the next term shall be appointed by the District Board, upon recommendation by a selection committee constituted for that purpose as provided in district policy.

ARTICLE VIII. VACANCIES IN OFFICE

Section 3. In the event of a vacancy in the office of Secretary or Treasurer, the Governor shall appoint a qualified member of a club of the district to fill the office for the unexpired term, subject to the approval of the District Board.

Section 4. In the event of a vacancy in the office of Treasurer, it shall be filled by the District Board until the end of the administrative year. Any remaining term shall be filled as provided in Article VII of these bylaws.

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. The Board also authorizes the Executive Director to make any nonsubstantive editing adjustments in any Board-proposed amendments that may be necessary.

NEXT BOARD MEETING – APRIL 14-17, 2016

The next regularly scheduled meeting of the Board of Trustees will be April 14-17, 2016, in Indianapolis, Indiana, USA. The Board will also meet February 25, 2016, via GoToMeeting.

The meeting adjourned sine die on Tuesday, January 19, 2016, at 12:32 p.m. EST.