

**MINUTES OF THE SECOND OFFICIAL MEETING OF THE 2010-2011 BOARD  
OF TRUSTEES OF THE FLORIDA DISTRICT OF KIWANIS INTERNATIONAL  
FLORIDA KIWANIS DISTRICT OFFICE  
SANFORD, FLORIDA  
10:00 A.M., SATURDAY, JANUARY 15, 2011**

**Call to Order:**

Governor Tom Ramiccio called the meeting to order at 10:00 a.m.

**Pledge of Allegiance:**

Governor-elect Eddie Lee led the Pledge of Allegiance.

**Invocation:**

District Treasurer Allen Whetsell gave the invocation

**Roll Call:**

Executive Director Langguth's roll call recorded the 2010-11 District Board Members' attendance:

**2010-11 Trustees Present:**

Governor Tom Ramiccio  
Governor-elect Eddie Lee  
Immediate Past Governor Donna Parton  
Past Governor Dave Liddell  
Past Governor Mark Taylor  
Treasurer Allen Whetsell  
Executive Director George Langguth  
Division 1 Lt. Governor Rebecca Adams  
Division 2 Lt. Governor David King  
Division 4 Lt. Governor John Hill  
Division 5 Lt. Governor Skeeter Key  
Division 6 Lt. Governor Judy Green  
Division 7 Lt. Governor Alan Burton  
Division 8 Lt. Governor Bill Koenig  
Division 9 Lt. Governor Jack Wallace  
Division 10 Lt. Governor Jeremy Riehl  
Division 11 Lt. Governor Mary Ann Siemers  
Division 12 Lt. Governor Brendan O'Conner  
Division 13 Lt. Governor Markus Mittermayr  
Division 15 Lt. Governor Mary Crowder  
Division 16 Lt. Governor Dr. Joyce Taylor  
Division 17 Lt. Governor Debra McNulty  
Division 18N Lt. Governor Mary Lynn Desjarlais  
Division 19 Lt. Governor Bruce Boyd

Division 20 Lt. Governor Gary Frechette  
Division 21 Lt. Governor Chet Taras  
Division 22 Lt. Governor Marty Rondeau  
Division 23 Lt. Governor David Platz  
Division 24 Lt. Governor Saied Taie-Tehrani  
Division 25 Lt. Governor Thomas Freiwald

**Also Attending:**

Florida Kiwanis Foundation President Tom Thayer  
Lt. Governor Liaison Melanie Winternheimer, candidate for 2011-12 District Treasurer  
Past Governor Bob Randolph, Governor's Advisor and 2010-11 Membership Retention Chair  
Nathan King, President, Key Club of Paxton High School, son of Lt. Governor King

**2010-11 Trustees and Kiwanis Family Officers Absent:**

Division 3 Lt. Governor Scott Whitehead  
Division 14 Lt. Governor Al Diaz  
Division 18S Lt. Governor Robert Talley  
Division 26 Lt. Governor Bruce Ross  
Florida Key Club Governor René Miller  
Florida CKI Governor Tim Wolfinger

**Quorum:**

Executive Director Langguth confirmed the presence of a quorum for the conduct of business.

**International Representation:**

The Kiwanis International Board was not represented at the Board Meeting .

**Acknowledgement of Guests and Opening Comments:**

Governor Ramiccio thanked the guests and the Board for attending and stated that if we stayed on target that he hoped to end the meeting following the working luncheon

**Approval of August 26, 2010 and August 29, 2010 Board Minutes:**

**Lt. Governor Burton made a motion to approve the Official Minutes of the August 26, 2010 and August 29, 2010 Board Meetings.** The motion was seconded by Lt. Governor Hill and carried.

Before addressing the 2009-10 Financial Statements, Governor-elect Lee thanked the Board for its support and said that it was time to put everything behind us and move forward. He said that Governor Ramiccio was put in an extremely difficult position by the actions of Kiwanis International. He added that Kiwanis ended the 2009-10 year with a profit and thanked the Investment Committee for its outstanding work.

**Approval of 2009-10 Financial Statements of Kiwanis, Key Club and Circle K prepared by Sshafer, Tschopp, Whitcomb, Mitchell & Sheridan. LLP's, Independent Accountant's Review Reports thereon:**

Following a report of Governor-Elect Lee wherein he stated that Kiwanis ended the 2009-10 year with a profit, adding appreciation to the Investment Committee. **Lt. Governor Burton made a motion to approve the 2009-10 Financial Statements of Kiwanis, Key Club and Circle K prepared by Sshafer, Tschopp, Whitcomb, Mitchell & Sheridan. LLP's, Independent Accountant's Review Reports thereon: The motion was seconded by Lt. Governor Platz and carried.**

Governor Ramiccio and the Board complimented staff for being good stewards of the Kiwanis family funds.

**Approval of Year-to-Date Financials through 12-31-10:**

Following a report by Treasurer Whetsell, **Desjarlais made a motion to approve the year-to-date financials through December 31, 2010. The motion was seconded by O'Connor and carried.**

**Unpaid Clubs Report:**

District Treasurer Whetsell reviewed the Unpaid Clubs report with the Board and encouraged the Board to follow up on those clubs in the first billing cycle that have outstanding balances. First billing cycle dues were due November 31, 2010. He told the Board that the second billing cycle clubs are due on January 31, 2011 so that Lt. Governors can begin pursuing second billing cycle clubs when the next report is received. Third billing cycle clubs are not due until March 31, 2011.

**2011-12 and 2012-13 Division Elections**

Executive Director Langguth reminded the Lt. Governors that they must hold their Division elections by March 15, 2011. He stated that 3 related proposed Board Policy changes would be made under new business to clarify the election notification, process and certification. Odd numbered Divisions are to elect Foundation Trustees for 2011-13 at the same meeting.

**Lt. Governor's Filing Dates, Deadlines and Requirements:**

Executive Director Langguth reviewed the filing dates, deadlines and requirements with the Board. He stated that incomplete reports are of little or no value to anyone reviewing them.

**Executive Director's Report:**

Executive Director Langguth covered several topics in his report including: conferences and conventions; Lt. Governors' roles and responsibilities: 2011 Zone Conferences and Governor's Visits; membership concerns; the District's partnership with the Florida Kiwanis Foundation, changes taking place in database management and online reporting. He also reminded the Board of the International Convention Early Bird deadline of January 31, 2011.

Governor Ramiccio and the Board complimented the Executive Director and his staff on the excellent job they were doing.

### **Growth Progress Report:**

Governor Ramiccio complimented Lt. Governor Frechette on the formation of the first new Kiwanis club of 2010-11 the Kiwanis Club of Young Professionals of Palm Beaches. He also congratulated Lt. Governor Riehl on organizing the Citrus Kiwanis Club of Orlando. He said that progress is once again under way in Division 16 in Indiantown and encouraged Lt. Governor Taylor to try to wrap it up this spring.. Governor Ramiccio stated that Lt. Governor Taras, Division 21 is working on a new club in the West Lake Worth area.

Governor Ramiccio reinforced his position that our primary goal this year is to increase meaningful service, but that we couldn't afford to take our eye off membership. Governor Ramiccio said that Past Governor Bob Randolph will make a special presentation on Membership Retention during the working luncheon.

Governor Ramiccio complimented the following Lt. Governors and Divisions for their positive growth through December 31.

Lt. Governor King, Division 2: +3  
Lt. Governor Mittermayr:, Division 13: +6  
Lt. Governor Crowder, Division 15: +5  
Lt. Governor Taylor, Division 16: +5  
Lt. Governor Talley, Division 18S: +1  
Lt. Governor Frechette, Division 20: +16  
Lt. Governor Saied Taie-Tehrani, Division 24: +1

Governor Ramiccio complimented Key Club on the formation of 8 new clubs since October 1, 2010. He reported that there were 7 new Builders Clubs and 5 new K-Kids organized in the same period.

### **Florida Kiwanis Meetings in Geneva, Switzerland Held in Conjunction with the Kiwanis International Convention:**

Governor Ramiccio reminded the Board of the two Florida Kiwanis meetings that will take place during the Kiwanis International Convention in Geneva, Switzerland. He stated that there was really no viable meeting option other than the one selected:

- Board Meeting: Friday, July 8, 2011, from 7:00 a.m. – 8:00 a.m. , immediately preceding the Florida District Caucus.
- District Caucus: Friday, July 8, 2011 from 8:15 a.m. – 9:00 a.m..
- The Steering Committee Meeting will be held in May, in conjunction with the Past Governors' Retreat.

### **Florida District Convention Reminders – Marco Island Resort, Golf Club and Spa – August 25-28, 2011:**

Governor Ramiccio reminded the Board of its role in promoting the Florida District Convention at the Marco Island Resort, Golf Club and Spa including: Final Board Meeting at 1:00 p.m. on Thursday; promotion of attendance and early registration; VIP dinner Thursday evening; formal attire for Saturday's Retirement and Installation dinner; credentials and registration assistance;

Convention Memorial program deadline of 8-1-11; sale of 3 pages of Convention Program Book advertising per division, by 7-8-11. Governor Ramiccio stressed that Marco Island is our most popular convention destination and generally sells out before the hotel reservation deadline. He said that registration fees were not increasing for the 2011 District Convention.

District Treasurer Whetsell reminded the Board of the importance of the Caring Corner to the Kiwanis Service Leadership Programs through the Florida Kiwanis Foundation. He said that contributions are being sought and that he is being assisted by several capable volunteers that he refers to as the First Wives Club, in promoting and coordinating the Caring Corner at all of the Zone Conferences and throughout the District. He asked each Lt. Governor to think about a Lt. Governor's gift basket from each Division with local businesses and chambers of commerce contributing to the basket.

#### **Zone Conferences and Governor's Visits:**

Governor Ramiccio stated that our five Zone Conferences and Governor's Visits begin on January 22, 2011. Governor Ramiccio encouraged Lt. Governors to personally visit or call each club to promote the conferences to assure maximum participation.

#### **Report of Investment Oversight Committee:**

The Board packet included an investment performance report prepared by Terry Carr, Florida Kiwanis' Investment Consultant. The District's investments have shown strong growth.

#### **Report of Executive Committee Conference Call of November 15, 2010:**

Governor Ramiccio reminded the Board of the Executive Committee Action taken as a result of Stan Soderstrom, Kiwanis International Executive Director, declaring the position of Governor-Elect vacant. He stated that he was pleased that the International Board had reinstated Eddie Lee and that he was given clearance to serve as Governor-Elect for 2010-11 and Governor for 2011-12.

#### **Florida Kiwanis Foundation's and Kiwanis International Foundation's Annual Club Giving Reports:**

The Board's packets included the current Annual Club Giving Reports of the Florida Kiwanis Foundation and the Kiwanis International Foundation. Governor Ramiccio encouraged a close working relationship with the Foundation Trustees and International Foundation Chair David Liddell.

#### **Replacement of Audio-Visual Equipment:**

Executive Director Langguth informed the Board that at this time he has no formal proposals for the possible replacement of some or all of the outdated audio-visual equipment owned by the District. He stated that he had begun discussions with Orlando area companies and the company contracted by The Florida District of Key Club, but that no RFP's had been issued or received.

### **Update on Florida Kiwanis' application for a 501 (c)3 determination:**

Executive Director Langguth informed the Board that neither the office nor our designated agent had received any word from the IRS on our 501 (c)3 application. Our designated agent/attorney has agreed to contact the IRS.

### **Incorporation of Key Club and Circle K:**

Richard Entin, District Laws and Regulations Chair, is investigating the advisability of incorporating both CKI and Key Club. He is also working with Key Club on its desire to file for an IRS 501(c)3 determination letter. The Florida District of Key Club received written authorization to proceed by Jeff Oatess, Kiwanis International's Chief Operating Officer, and Mike Downs, Manager of Key Club International. The Board must also determine who would be the incorporating officers, since Key Club members are generally under age 18 and have no organizational standing as minors or as graduating adults. He recommended that the Board authorize the Kiwanis Executive Committee to act on the final recommendation once agreed upon to avoid further delays in processing.

**Treasurer Whetsell made a motion that the Board authorize the Executive Committee to approve the incorporation of the Florida District of Key Club and the Key Club's application for an IRS 501(c)3 designation. Lt. Governor McNulty seconded the motion which was withdrawn following extensive discussion.**

**Past Governor Taylor made a motion to authorize the Laws and Regulations Committee and the Key Club District Board to develop the proposed Bylaws of the Corporation, to be brought back to the Kiwanis Board for their approval before their submission. Lt. Governor Rondeau seconded the motion. The motion carried.**

### **Criminal Background Checks Procedures for Adults Attending the Key Club District Convention:**

Richard Entin, District Laws and Regulations Chair, Key Club Administrator David McCampbell, Asst. Administrator for Conventions Bob Parton and Executive Director Langguth are currently Working to complete the necessary agreement to establish a business arrangement to comply with Florida District of Key Club and Florida District of Kiwanis Policies dealing with criminal background checks. The costs of the required background checks will be paid by the individual adults/chaperones requiring the background clearance.

A written volunteer authorization and release will be required consenting to the releasing of Information to the Kiwanis District Office for the use of The Florida District of Key Club, The Florida District of Kiwanis International, Inc. and The Florida Kiwanis Foundation, Inc.

### **A Day of Service – A Night of Stars and Possible Partnership with Florida High School Athletic Association:**

The Board Packet included a handout by Governor-elect Lee outlining his plans for A Day of Service – A Night of Stars which would tentatively be held on Saturday March 10, 2012 in Central Florida.

Governor-elect Lee shared his idea of a cooperative partnership between Florida Kiwanis and the Florida High School Athletic Association. The approximate cost of the program would be \$25,000.00 for trophies and monetary awards to student athletes and school athletic programs. Governor-elect Lee said that the partnership would provide exposure for both Florida Kiwanis and an opportunity to promote Key Club.

**Motion to Refer A Day of Service – A Night of Stars and the Possible Partnership with the Florida High School Athletic Association to the Long Range Finance Committee:**

**Moved by Past Governor Liddell and seconded by Lt. Governor Koenig to refer “A Day of Service – A Night of Stars and the possible partnership with the Florida High School Athletic Association to the Long Range Finance Committee as part of the 2011-12 budgeting process.**

**Revision to Board Policies and Procedures Regarding Division Elections:**

**Governor-elect Lee moved the adoption of new Board Policies dealing with Division Elections. District Treasurer Whetsell seconded the motion.**

**Lt. Governor Freiwald moved to amend the motion to allow for 14 day written or electronic notification. The amendment to the motion was seconded by Lt. Governor Mittermayr. The amendment to the motion was approved.**

**There being no further discussion, the Board Policies were approved as amended.**

Executive Director Langguth was asked to provide a sample written notice for Lt. Governors to follow for formal notification to clubs of division elections.

**University of Florida Proton Therapy Van:**

Governor Ramiccio and Lt. Governor Mittermayr reminded the Board of the outstanding work being conducted in childhood cancer using the University of Florida’s Proton Therapy Center in Jacksonville, FL.

Governor Ramiccio and Lt. Governor Mittermayr stated that it was their desired intention to fund a van to transport childhood cancer patients to the Proton Therapy Center for their treatments. They said that the van would need to be specially equipped and that they had already held discussions with the Florida Kiwanis Foundation to possibly assist with a grant. Kiwanis and the Foundation have been assured of proper logo identification on the van.

Special Proton Therapy presentations will be made at the Zone Conferences.

**Report of Foundation President Tom Thayer:**

Foundation President Thayer said, “Greetings from your Florida Kiwanis Foundation, a 501(c)3 charitable organization. The only one in the Florida Kiwanis family of organizations.

President Thayer mentioned the Rotary International billboard campaign and said that Kiwanis needs to do a better job of marketing ourselves to the public.

He stated that the transition of record keeping to the Florida Kiwanis Office Staff has gone unbelievably smoothly. He complimented Executive Director Langguth and his staff. He said that they were reporting Annual Gifts in “real time” to all Foundation Officers and Trustees and that the Sustaining Membership records were in the process of being updated

President Thayer encouraged the Board to work with your Trustees, adding we need the funding and to work to get all divisions to 100% giving. He said that the Foundation Board Meeting will be February 19 in conjunction with the CKI District Convention and added, “You are welcome to attend.”

President Thayer complimented Bill Koenig and Larry Bevis on their investment efforts. He said that the Grants Committee had received 7 grant requests, totaling more than the Foundation has available. The second grants cycle ends June 30, 2011.

President Thayer said that the Foundation would be doing a number of bylaws changes at the February Board Meeting. He stated that the Foundation had transferred the Nancy Liddell Scholarship Fund to the Tampa Kiwanis Foundation and that the Foundation would be discussing the Donna and Bob Parton Service Leadership Scholarship funds with the Partons.

He reminded the Board that the Foundation Trustees receive no reimbursement of any expenses and that odd numbered divisions should be electing new Foundation Trustees at the time of division elections.

### **Closing Comments by Governor Ramiccio:**

Governor Ramiccio thanked everyone for their participation in the meeting. He reminded the Board that it had agreed to hold its Board Meeting in Geneva and that he expected the majority of the Board to attend the meeting and participate in the Geneva Convention. Governor Ramiccio stressed that it would be an abbreviated Board Meeting because of the very tight convention schedule and the Board Members’ desire to do some sightseeing in Europe.

Governor Ramiccio reminded the Board that he was committed to Jerry’s Kids and the MDA and asked clubs to seek donations to Muscular Dystrophy. Governor Ramiccio re-emphasized his commitment to Kiwanis’ Service Leadership Programs and commented on the outstanding Key Club Board Meeting he attended in early January. He said he looked forward to the CKI and Key Club Conventions and seeing our outstanding students in action. He encouraged the Board Members to attend, schedule permitting.

Governor Ramiccio stated that he was pleased to have been selected to represent the Milk Party and said that he was going to stress Kiwanis’ commitment to Advocacy for Children and our support of the Children’s Movement of Florida, a non-partisan movement begun by David Lawrence, Jr., when he meets with Governor Scott and the Florida Cabinet in late spring.

### **Adjournment:**

There being no further business, Governor Ramiccio adjourned the meeting at 12:45 p.m.

**Certification:**

Copies of these Minutes have been forwarded to Kiwanis International Executive Director Stan Soderstrom; Kiwanis International Governance Specialist, Diana Rader O'Brien; Thomas Tschopp, Schafer, Tschopp, Whitcomb, Mitchell & Sheridan, LLP., Kiwanis' officially designated Certified Public Accountants; and permanently filed in the Official Records of the Florida District of Kiwanis International, Inc., at its headquarters at 5545 Benchmark Lane, Sanford, FL 32773-8116.



George F. Langguth, Executive Director/District Secretary  
The Florida District of Kiwanis International