

**MINUTES OF THE FINAL OFFICIAL MEETING OF THE 2010-2011 BOARD  
OF TRUSTEES OF THE FLORIDA DISTRICT OF KIWANIS INTERNATIONAL  
HELD IN CONJUNCTION WITH THE FLORIDA DISTRICT CONVENTION  
MARRIOTT'S MARCO ISLAND RESORT, GOLF CLUB AND SPA, MARCO ISLAND, FL  
1:00 P.M., THURSDAY, AUGUST 25, 2011**

**Call to Order:**

Governor Tom Ramiccio called the meeting to order at 1:00 P.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 6 Lt. Governor Judy Green  
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'Connor  
Division 13 Lt. Governor Markus Mittermayr  
Division 14 Lt. Governor Al Diaz  
Division 15 Lt. Governor Mary Crowder  
Division 16 Lt. Governor Dr. Joyce Taylor  
Division 18N Lt. Governor Mary Lynn Desjarlais  
Division 18S Lt. Governor Robert Talley  
Division 19 Lt. Governor Bruce Boyd  
Division 20 Lt. Governor Gary Frechette

Division 21 Lt. Governor Chet Taras  
Division 23 Lt. Governor David Platz  
Division 24 Lt. Governor Saied Taie-Tehrani  
Division 25 Lt. Governor Thomas Freiwald  
Division 26 Lt. Governor Bruce Ross  
Florida Kiwanis Foundation President Tom Thayer  
Florida Key Club Governor Doug Ream  
Florida CKI Governor Carly Henry

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

Division 3 Lt. Governor Scott Whitehead  
Division 5 Lt. Governor Skeeter Key  
Division 7 Lt. Governor Alan Burton  
Division 17 Lt. Governor Debra McNulty  
Division 22 Lt. Governor Marty Rondeau

**Quorum:**

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

**International Representation:**

The Kiwanis International Board was represented by Florida's Board Counselor, Dr. John Button, M.D., at the Board Meeting. Debbie Button accompanied Dr. Button to the convention.

**Acknowledgement of Guests and Opening Comments:**

Governor Ramiccio thanked the guests and the Board for attending the Board Meeting and the Convention. He said that he was very pleased with the number attending and relieved that Hurricane Irene had spared Florida.

**Approval of July 8, 2011 Board Minutes:**

**Lt. Governor Talley made a motion to approve the Official Minutes of the July 8, 2011 Board Meeting. The motion was seconded by Lt. Governor Koenig and carried.**

Executive Director Langguth stated that technical difficulties with power conversion prevented those who attempted to log in from Florida from being able to do so.

**Approval of 2010-11 Kiwanis Year-to-Date Financial Statements of Kiwanis through July 31, 2011:**

Following a report of Treasurer Whetsell of the Year-to-Date Financials of Kiwanis, **Treasurer Whetsell made a motion to approve the 2010-11 Financial Statements of Kiwanis. The motion was seconded by Lt. Governor Hill and carried.**

**Approval of 2011-12 Florida District Key Club Budget:**

**Treasurer Whetsell made a motion to approve the 2011-12 Florida District Key Club Budget.**

**The motion was seconded by Lt. Governor King and carried.**

**Approval of 2011-12 Florida District CKI Budget:**

**Treasurer Whetsell made a motion to approve the 2011-12 Florida District CKI Budget. The motion was seconded by Past Governor Liddell and carried.**

**Close of the 2011-12 Fiscal Year on September 30, 2011:**

Treasurer Whetsell and Executive Director Langguth reminded the Board that the Kiwanis family fiscal year closes on September 30, 2011 and all requests for payment/reimbursement must be made by that time. There can be no reimbursements after that date.

**Executive Director's Report:**

Executive Director Langguth briefly highlighted his report submitted in writing prior to the Board Meeting. He also went over last minute convention reminders of activities involving the Board in the days ahead.

**New Club Building and Membership Reports:**

Governor Ramiccio thanked Lt. Governors Frechette and Riehl for their new club building efforts. He stated that membership was already down and that we could well expect further losses based on the Cumulative Balance Due Report prepared by Kiwanis International and the clubs that are scheduled to have their charters revoked by the Kiwanis International Board.

**Report of the Investment Committee:**

**Lt. Governor Mittermayr moved to accept the report of the Investment Committee. The motion was seconded by Lt. Governor Platz and carried.**

**Electronic Board Participation:**

**District Treasurer Whetsell moved to allow Electronic Board Participation. The motion was seconded by Lt. Governor Koenig. Following considerable discussion on the relative advantages and disadvantages, the Executive Director was directed to refer this to Jim Wylie, Chair of the Long Range Strategic Planning Committee, to bring his Committee's recommendation back to the Board at its January Board Meeting. In order for electronic meetings to be conducted, the provision must be adopted by the House of Delegates.**

**Two Resolutions Before the House of Delegates:**

Past Governor Bob Parton was called on to explain the two resolutions that will be going before the Florida District House of Delegates on Saturday.

The first resolution is a memorial resolution to recognize Past Governors Jim Crum, Tom Deen, Larry Kravet and Donna Batelaan who passed away during the past year.

The second resolution is a resolution endorsing Tom Ramiccio for International Trustee in New Orleans, LA. The Board had previously endorsed Tom's candidacy in June. The resolution is a further expression of district-wide support for our candidate and a call to action of our delegates.

**Key Club's Incorporation and 501 ( c ) 3 IRS application:**

Past Governor Bob Parton asked the Board to approve Key Club's 501 ( c ) 3 application request. Following considerable discussion from Past Governors Taylor and Liddell as to why Key Club had not formally made the request in writing and why it had nothing formalized for the Board to review, Past Governor Taylor moved to table the discussion on the incorporation and 501 ( c ) 3 application for the Florida District of Key Club until the Midyear Board Meeting of the Florida Kiwanis District. The motion to table passed.

Past Governor Taylor moved to approve an expenditure of \$1,000.00 from Kiwanis' budget, if that's the number it takes, to help Key Club bring something back to the Kiwanis Board in writing including bylaws, incorporation, amendments to Key Club and Kiwanis Bylaws and Policies and Procedures to help us make an informed decision. The motion was seconded by Past Governor Liddell.

Past Governor Bob Parton said that he had the paperwork ready to be executed. Past Governors Taylor and Liddell agreed to amend their motion to direct Executive Director Langguth to execute the agreement.

District Treasurer Whetsell amended the motion to state that the payment is to come from surplus funds in the 2010-11 Kiwanis budget. The motion to amend was seconded by Lt. Governor Adams. The amendment to Governor Taylor's motion was approved.

Lt. Governor King said that we are not saying that we don't want you to go there. We are merely saying that we don't have sufficient information to meet our fiduciary responsibility.

Past Governor Taylor stated that this was the second time that this has been presented to the Board without any written support or clarification and he instructed Key Club Administrator McCampbell and Assistant Administrator Parton to be certain that the money be used to enable the Board make a sound decision on whether or not to proceed with incorporation or the 501 ( c ) 3 application at its Midyear Board Meeting.

Lt. Governor Freiwald asked for clarification whether or not we were authorizing Key Club to proceed with the application. Past Governor Taylor responded, "absolutely not, we are enabling Key Club to develop the necessary paperwork to allow us to make a sound decision. He stated that we had better not come back in January and find that these documents have already been filed with either the Secretary of State or the IRS. No one is authorized to proceed with any filing unless and until the Board approves the request in January."

The motion, as amended, was approved.

**Motion to Grant Participation in Kiwanis District Board to Foundation President, President Elect and Vice President:**

**Governor-elect Lee made a motion to grant the right of full participation, except the right to vote, in the Florida Kiwanis Board Meetings to the Foundation President, President-elect and Vice President. The motion was seconded by Lt. Governor Mittermayr and carried.**

**Motion to Propose to 2012 Florida Kiwanis House of Delegates that the Foundation be Granted Full Voting Privileges on the Board:**

**Governor-elect Lee made a motion to recommend to the 2012 House of Delegates that the Foundation President, President-elect and Vice President be granted full voting privileges on the Florida Kiwanis District Board. The motion was seconded by Lt. Governor Koenig.**

District Treasurer Whetsell asked who was going to fund these three new members' participation at Board Meetings, if the Delegates approve their participation? Governor Ramiccio suggested that this needed to be worked out between Kiwanis and the Foundation.

**The motion to recommend to the 2012 House of Delegates that the three Foundation Officers be given voting privileges carried.**

**Remarks by CKI Governor Carly Henry:**

Governor Henry informed the Board that CKI had just formed a new club at Florida International University and thanked Dawn Campbell for her efforts in organizing the club and serving as its sponsor. She complimented the Board on the outstanding attendance at the convention and for its mentoring of the individual members of CKI. Governor Henry stressed the importance of the support of the Florida Kiwanis Foundation.

**Remarks by Florida Kiwanis Foundation President Tom Thayer:**

The Florida Kiwanis Foundation is the only 501 (c)3 corporation. Governor Thayer expressed the Foundation's appreciation of the cooperative efforts with the District Office staff. He said that they had positively responded to every request and suggestion and had made several of their own.

President Thayer stated that there were 8 new trustees coming on at the convention. He said that 9 divisions were 100% in their Foundation giving.

President Thayer complimented Bill Koenig on his financial management of the Foundation's funds.

**Remarks by Key Club Governor Doug Ream:**

Key Club contributed over 300,000 service hours and has 17,500 members. He stated that the Key Club Convention was attended by 1500 representatives exceeding the ballroom capacity of the hotel. Governor Ream announced that Key Club was recognized by Kiwanis International and Key Club International for its outstanding financial contributions to ELIMINATE.

Governor Ream stated that Key Club had developed and approved a \$700,000.00 budget; had been working closely with their Kiwanis counterparts; and had already developed a new theme

for the 2012 Key Club Convention. He said none of this would be possible without the support and guidance of Kiwanis.

**Remarks by Kiwanis International Trustee and Board Counselor Dr. John Button:**

Board Counselor Button brought greetings on behalf of President Neal and President-designate Penn. He said that he and Debbie had just returned from New Zealand where half of the population speaks French and from Mississippi. He joked that it was good to be in Florida where people spoke English.

I've come to learn, listen and offer counsel when asked. I don't have all the answers, but I am sure that together we can come up with acceptable solutions.

Trustee Button stated that the convention in Geneva was dismal. Kiwanis lost several hundred thousand dollars and only had 2300 attendees. He said that Kiwanis would not have suffered losses, had the amendment to assess clubs for convention and educational conferences passed. He told the Board to expect the issue to be revisited.

Dr. Button said that the Board was a "hung jury" on 2014 between MacCau, China and Melbourne, Australia and on 2015. He encouraged input over the weekend.

He stated that Kiwanis had lost over 100,000 members over the past two decades and that you didn't have to be a rocket scientist to do the math. After District Conventions the Board generally sits back and stops producing, please don't do that. Keep the fires burning. Keep membership and service as your priorities.

Governor-elect Lee encouraged the Board to contact every club president and encourage the clubs to close it out strong adding we still have five weeks to close this thing out on a positive note.

**Acknowledgement of Contributions of Past Governor Taylor:**

Past Governor Liddell and Governor Ramiccio and the entire Board thanked Past Governor Taylor for his service to the District. This was Governor Taylor's final Board Meeting.

**Closing Comments by Governor Ramiccio:**

Governor Ramiccio thanked everyone for their participation in the meeting and stated he appreciated the efforts of George, Annie, Jose, Drew and Melanie and the executive officers and invited everyone to his suite for a reception on Saturday evening. He said the Board had made a commitment to "Time to Serve" that will leave a positive, lasting impression on the clubs of the Florida District.

**Adjournment:**

There being no further business, Governor Ramiccio adjourned the meeting at 3:35 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