

MINUTES OF THE SECOND OFFICIAL MEETING OF THE 2005-06 BOARD OF TRUSTEES OF THE FLORIDA DISTRICT OF KIWANIS INTERNATIONAL – FLORIDA KIWANIS DISTRICT OFFICE, SANFORD, FLORIDA, SATURDAY, MARCH 4, 2006

Call to Order:

The Second Official Meeting of the 2005-2006 Board of Trustees of the Florida District of Kiwanis International was called to order at 1:00 p.m. by Governor Batelaan. The Board Meeting followed a joint luncheon with the Florida Kiwanis Foundation Trustees which held its meeting in the morning.

Pledge of Allegiance:

Treasurer Taylor led the Pledge of Allegiance.

Invocation:

The invocation was given by Governor-elect Yorston.

Roll Call:

Executive Director Langguth's roll call recorded the 2005-06 District Board Members' attendance:

2005-06 Trustees Present:

Governor Donna Batelaan
Governor-Elect Phil Yorston
Immediate Past Governor Bill Rushing
Past Governor Bob Fowinkle
Past Governor Larry Krasulak
Treasurer Mark C. Taylor
Executive Director George F. Langguth
Division 1 Lt. Governor Jack Van Ord
Division 4 Lt. Governor Judy Becker
Division 5 Lt. Governor William P. Montgomery
Division 6 Lt. Governor Cris Keller
Division 7 Lt. Governor Allen D. Whetsell
Division 8 Lt. Governor Dale R. Miller
Division 9 Lt. Governor Claire Y. Souliere
Division 10 Lt. Governor Michael D. Patience
Division 12 Lt. Governor Harold M. Edwards
Division 13 Lt. Governor Ray W. Watson
Division 14 Lt. Governor Eddie L. Jenkins
Division 16 Lt. Governor William F. "Nick" Taylor

Division 17 Lt. Governor Dana Reed
Division 18S Lt. Governor Linda Caviness
Division 19 Lt. Governor Harris Segel
Division 20 Lt. Governor Judith M. Roulis
Division 21 Lt. Governor Robert A. Parton, Jr.
Division 22 Lt. Governor Carol Fries
Division 23 Lt. Governor James C. Hayden
Division 24 Lt. Governor Stephen P. Cummings
Division 25 Lt. Governor Eva C. Barreto
Division 26 Lt. Governor Charles R. Gugliuzza

2004-05 Trustees Absent:

Division 2 Lt. Governor Martin E. Coates, Jr.
Division 3 Lt. Governor Brenda G. Sorensen
Division 11 Lt. Governor Gerald P. Searle
Division 15 Lt. Governor Kathryn Koch
Division 18N Lt. Governor Jo Rita Stevens

Quorum:

Executive Director Langguth confirmed the presence of a quorum of the 2005-06 District Board for the conduct of business.

International Representation:

The Kiwanis International Board and the Kiwanis International Office did not have representatives at the Board Meeting.

Acknowledgement of Guests:

Governor Batelaan acknowledged the remaining members of the Florida Kiwanis Foundation Board that remained to observe the Florida Kiwanis Board of Trustees Meeting. She complimented Foundation President Cathy Lucrezi and the Foundation Trustees on their successful meeting.

Approval of the August 28, 2005 Board Meeting Minutes:

Lt. Governor Van Ord made a motion to approve the Minutes of the August 28, 2005 Board Meeting. The motion was seconded by Lt. Governor Gugliuzza and carried. (MOTION #1)

Financial Reports:

Treasurer Taylor reviewed the Official Report of the Independent Auditors for the 2004-2005 fiscal year. He stated that Kiwanis received a very clean audit and he complimented staff and last years Treasurer Yorston on their efforts.

Treasurer Taylor made a motion to accept the formal audit examination and report of Osburn, Henning and Company, Certified Public Accountants, P.A. The motion was seconded by Lt. Governor Gugliuzza and carried. (MOTION #2)

Treasurer Taylor explained that the year-to-date report of the finances of the Florida District of Kiwanis International through February 28, 2006 was, to the best of staff's knowledge, an accurate accounting of year-to-date income and expenses although the last bank reconciliation was through January 31, 2006, the February 28, 2006 statement having not been received.

Lt. Governor Segel made a motion to approve the Kiwanis year-to-date financial report through February 28, 2006. The motion was seconded by Lt. Governor Jenkins and carried. (MOTION #3)

Treasurer Taylor explained that the year-to-date report of the finances of the Florida District of Key Club International through February 28, 2006 was, to the best of staff's knowledge, an accurate accounting of year-to-date income and expenses although the last bank reconciliation was through January 31, 2006, the February 28, 2006 statement having not been received.

Noting that the budget for Key Club was not previously approved, Treasurer Taylor made a motion to approve the Key Club year-to-date financial report and the 2005-06 Key Club budget through February 28, 2006. The motion was seconded by Immediate Past Governor Rushing and carried. (MOTION #4)

Treasurer Taylor explained that the year-to-date report of the Florida District of Circle K International through February 28, 2006 was, to the best of staff's knowledge, an accurate accounting of year-to-date income and expenses although the last bank reconciliation was through January 31, 2006, the February 28, 2006 statement having not been received.

Noting that the budget for Circle K was not previously approved, Treasurer Taylor made a motion to approve the Circle K year-to-date financial report and the 2005-06 Circle K budget through February 28, 2006. The motion was seconded by Lt. Governor Caviness and carried. (MOTION #5)

Review of Dues and OMR Delinquencies:

Treasurer Taylor reviewed the dues status of those clubs in the first billing cycle and encouraged Lt. Governors to contact clubs reminding them of their obligations.

Secretary Langguth encouraged the Lt. Governors to monitor the Official Monthly Reporting at www.floridakiwanis.com. He stated that Jose Josinvil had provided each Lt. Governor a password.

Lt. Governor Report Deadlines:

Executive Director Langguth reminded the Board Members of the required reports:

a. Report of Training and Contact Visits

Past due December 1, 2005 Reimbursement request to be submitted with report.

Reports received from Divisions: 3, 6, 7, 8, 10, 11, 12, 13, 15, 16, 18N, 20, 21, 23 & 26.

Delinquent Reports: Divisions 1, 2, 4, 5, 9, 14, 17, 18S, 23 & 24.

b. Report of Official Club Visit

Due March 15, 2005 Reimbursement request to be submitted with report.

Reports Received from Divisions: 21, 25, 26

c. Report of Official Board Visit

Due May 31, 2005 Reimbursement request to be submitted with report.

No Reports Received.

d. Verification of Division Election Reports of 2006-07 & 2007-08 Lt.

Governors, and election of Foundation Trustees in even numbered divisions.

Final Due Date: April 30, 2006. Preferred Due Date: January 15, 2006.

e. Report of Club Elections

Report due from clubs by June 1, 2006. Elections to be held between March 15th and April 30th.

TAG Team Progress Report

Governor Batelaan and members of the TAG Team reviewed the year-to-date Progress of the TAG Team in areas of New Club Building; Membership Growth & Retention; and Membership Diversity. Spirited presentations resulted in considerable discussion with each Lt. Governor encouraged to go back and work with his/her TAG Team leaders in the Division and to find TAG Team leaders where they don't already exist.

International Convention, Montreal, Quebec, Canada – June 28 – July 2, 2006

Governor Batelaan informed the Board that the Third Official Meeting of the Board would be held in conjunction with the International Convention on Thursday, June 29 at 7:00 a.m. in Cartier A & B of the Montreal Marriott Chateau Champlain.

The Florida District Caucus will be held in Cartier A, B & C of the Montreal Marriott Chateau Champlain on Thursday, June 29 at 4:30 p.m. She stressed the importance of getting our delegates and all members of the Florida District of Kiwanis International who are attending the International Convention to the Caucus.

Governor Batelaan reminded the Board of the Convention Goal of 698 registrants which Kiwanis International reported as our recorded attendance in Montreal in 1998.

Executive Director Langguth reminded the Board of the Delegate Certification process and the need to certify delegates before they arrive in Montreal. He also cautioned the Board that clubs delinquent in their payments to Kiwanis International cannot seat delegates at the International Convention.

Executive Director Langguth informed the Board Members that they could request their \$450.00 convention reimbursement allowance, once their receipts can be presented for payment.

Executive Director Langguth reminded the Board that no District Dinner was planned for Montreal, because of the high cost of the dinner at the hotel and the menu selection limited to chicken at \$60.00 per person.

Considerable discussion ensued on the feasibility and desirability of a District Dinner or Social Activity, possibly held away from the hotel, leading to the following motion:

Lt. Governor Whetsell made a motion to request that the Executive Director explore a possible social function for the Florida District at the Montreal Convention. The motion was seconded by Lt. Governor Segel and carried. (MOTION 6)

DISTRICT CONVENTION – Orlando Renaissance Resort at Sea World – August 24-27, 2006:

Governor Batelaan announced that the Fourth and Final Official Meeting of the 2005-06 District Board of Trustees would be held at 1:00 p.m. on Thursday, August 24, 2006.

Governor Batelaan said that the District Leadership Appreciation Dinner would be held on Thursday evening, August 24, 2006. The 2005-06 Foundation Board is expected to join the 2005-06 District Board, 2005-06 District Chairs and Past Governors. Spouses are also invited.

Governor Batelaan reminded the Board that the Saturday night Retirement and Installation Banquet will require black tuxedos and accessories of all male Board Members and appropriate formal attire of all female Board Members.

Governor Batelaan reminded the Board that the quota for each division is a minimum of 10% of the membership of each club, plus spouses. She stated that she and the Executive

Director were exploring a special Friday evening activity either at the Renaissance or possibly at Sea World.

Executive Director Langguth reminded the Board that names for inclusion in the Convention Memorial Program must be submitted to the District Office by August 1.

Executive Director Langguth also reminded the Board that every member was expected to work a minimum of one shift at either the registration or credentials desk.

Ratification of Executive Committee Action:

Governor Batelaan reminded the Board that three (3) Executive Committee actions, since the August 28, 2005 Board Meeting, required ratification by the Board:

The items were:

Approval to pay offsite storage, through September 30, 2006, of A-V equipment to Shrack Properties in the amount of \$2,548.60.

Approval to pay Marlene Winchester \$450.00 for travel reimbursement to a training conference for Aktion Club Administrators in Indianapolis in 2004. A former request was submitted after the close of the administrative year and therefore denied. Ms. Winchester claimed the request was delayed because her home was damaged by the hurricane resulting in financial hardship.

Authorization to enter into a 3 year contract with PCI Communications for publishing the Florida Kiwanian through the 2007-2008 Kiwanis year. The agreement included the assignment of advertising revenue to PCI, except for the \$100.00 sponsors of the Objects of Kiwanis retained by Kiwanis. The contracted price, per issue, for printing of the Florida Kiwanian is \$4,650.00 plus tax, if not exempted.

**Lt. Governor Taylor made a motion to ratify the action of the Executive Committee.
Lt. Governor Caviness seconded the motion, which carried. (MOTION #7)**

First Gentleman's Partnership with the March of Dimes:

Governor Batelaan and First Gentleman Dave thanked the Board for the tremendous enthusiasm exhibited for the First Gentleman's Project: March of Dimes. They said that they had already surpassed their fund raising goal, but that funds were still badly needed and that there was still a tremendous need to create awareness of the research and programs conducted by the March of Dimes.

Kiwanis Colleges Throughout the Florida District:

Governor Batelaan reported that the attendance reports of the Kiwanis Colleges indicated that participation had fallen off slightly from last year. She said that two Kiwanis Colleges had to be rescheduled because of the hurricanes and that delayed the kick-off and caused conflicts with rescheduling. Nonetheless, Governor Batelaan stressed her appreciation of the faculty and those making the effort to attend and particularly singled out Kiwanis Education Chair Melanie Winternheimer for her outstanding coordination of the Kiwanis College curriculum, facilities and faculty meetings and dinners

Awards Programs:

Governor Batelaan reminded the Board that it needs to continue to promote the 2005-06 Awards and Recognition programs. She encouraged Lt. Governors to actively promote and recognize people with the Governor's Toot Toot award. She said that more pins were available if anyone needed to replenish their supply.

Purchase of Two (2) Boxlight MP-58I – 4500 Lumen Video Projectors:

Executive Director Langguth presented a request for authorization to purchase two (2) Boxlight MP-58I Video Projectors with 4500 lumens of brightness. He stated that the purchase recommended by the District's Audio Visual Specialist, Wade Shrack, was to replace two projectors that were 10 years old and in need of repair. He stated that the lumens of the old machines were 2500 lumens. He asked for authorization to expend no more than, \$10,000.00 on the purchase, including taxes, shipping and insurance. He told that, if not approved, the daily rental of this equipment at the Kiwanis and Key Club conventions for one year would be close to the same expenditure

Executive Director Langguth stated no opinion on repairing the original equipment as backup to the new projectors. He stated he had no idea of the remaining life expectancy of the projectors were they to be repaired.

Lt. Governor Parton made a motion to purchase two Boxlight MP-58I projectors at a cost not to exceed \$10,000.00 and to authorize the repair of the two existing projectors, provided the repairs could be accomplished for \$1,200.00, or less. The motion was seconded by Lt. Governor Keller and carried. (MOTION 8)

Further Technology Purchases in 2005-06:

Treasurer Mark Taylor said that because of the approval of the unbudgeted technology expenses, he believed no further technology purchases in excess of \$500.00 should be made without prior approval of the Executive Committee.

Treasurer Mark Taylor made a motion that any expenditure for technology in the remainder of the 2005-06 administrative year be limited to \$500.00 unless

authorization is first obtained from the Executive Committee, prior to any purchase exceeding the \$500.00 level. The motion was seconded by Past Governor Fowinkle and carried. (MOTION 9)

Exclusive Florida Kiwanis Family Lighthouse Ornament Fundraiser:

Governor-elect Yorston presented his fundraising proposal for the 2006-07 administrative year to the Board. He proposed selling limited edition Christmas Tree ornaments to Kiwanis Family clubs as an administrative fundraiser. The clubs would in turn sell the ornaments to the general public as a service project fundraiser for the clubs.

There was an interchange of discussion between Governor-elect Yorston and the Board. Some concern was voiced over the need to provide samples to the incoming Lt. Governors to promote the sale of the ornaments to the clubs. Lt. Governor Gugliuzza committed to purchasing one sample for each of the twenty-seven 2006-07 Lt. Governor to begin the sales campaign, if approved.

Governor-elect Yorston made the motion to authorize the initial purchase of 500 lighthouse ornaments at a cost not to exceed \$4,500.00. The funds for this purchase to be taken from funds on deposit as of 9-30-05, so not to adversely impact the 2005-06 budget. The motion was seconded by Lt. Governor Whetsell and carried. (Motion 10)

Solicitation of Contributions Act:

Executive Director Langguth informed the Board that failure to register for the Solicitation of Contributions Act with the Florida Department of Agriculture and Consumer Services by any club soliciting funds from the public is a 3rd Degree Felony.

Executive Director Langguth informed the Board that the Department of Agriculture and Consumer Services would be represented at the District Convention in August to assist clubs in the registration process and to make clubs aware of the requirements.

Amendment of the Florida Kiwanis Foundation Bylaws, ARTICLE VI

Florida Kiwanis Foundation President Cathy Lucrezi and Foundation Executive Director Garth Jenkins presented the following amendment approved by the Foundation Board earlier in the day and asked that the Florida Kiwanis Board of Trustees ratify the Foundation Board's action and to approve the amendment as required by the Foundation's Bylaws and Kiwanis International's Bylaws and Policies and Procedures:

Section 13. Audit Committee. The Audit Committee is authorized to consider matters related to:

- (a) The financial statements of the Foundation and other official financial information provided to the public;*
- (b) The systems of internal controls and the audit process; and*

(c) Evaluating the risk profile of the Foundation.

The Audit Committee shall have such other authority and perform such other duties as may be delegated to it by the Board of Trustees in a Function statement or by other means. Unless otherwise authorized by the Board of Trustees, the Audit Committee shall present its recommendations to the Board of Trustees for action.

The Audit Committee shall consist of at least five members, including at least three trustees and two Kiwanians in good standing, and shall not include Foundation Executive Officers or members of the Foundation Finance Committee. Not more than 50% of the members can be changed or replaced in any one year.

Governor-elect Yorston made a motion to approve the Florida Kiwanis Foundation's Amendment to ARTICLE 6, Section 13 of the Florida Kiwanis Foundation's Bylaws. The motion was seconded by Past Governor Rushing and carried. (MOTION 11)

Closing Comments by Governor Batelaan:

Governor Batelaan expressed her satisfaction with the Board Meeting and the joint luncheon with the Florida Kiwanis Foundation Board. She encouraged continued close working relationships with the two Boards and said that she looked forward to the joint District Leadership Dinner on Thursday at convention. Governor Batelaan complimented Foundation President Lucrezi on her outstanding leadership.

Governor Batelaan stated that she and First Gentleman Dave had been courteously and enthusiastically received on their visits and that she looked forward to continuing them and the remaining Kiwanis Colleges in the spring. She stressed that she wanted to reach as many Kiwanis Family members as possible during her visits.

Adjournment:

There being no further business, the meeting adjourned.

Certification:

Copies of these Minutes have been forwarded to Kiwanis International Interim Executive Director, Jeffrey E. Oatess; Sarah Taft, Osburn, Henning and Company, Certified Public Accountants, P.A., Kiwanis' officially designated Auditors; 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