

**MINUTES OF THE FOURTH AND FINAL OFFICIAL MEETING OF THE
2004-05 BOARD OF TRUSTEES OF THE FLORIDA DISTRICT OF KIWANIS
INTERNATIONAL – TAMPA MARRIOTT WATERSIDE HOTEL, TAMPA, FL
THURSDAY, AUGUST 25, 2005**

Call to Order:

The Fourth and Final Official Meeting of the 2004-2005 Board of Trustees of the Florida District of Kiwanis International was called to order at 1:00 p.m. by Governor Rushing.

Pledge of Allegiance:

Governor-Elect Batelaan led the Pledge of Allegiance.

Invocation:

The invocation was given by Treasurer Yorston.

Roll Call:

Executive Director Langguth's roll call recorded the 2004-05 District Board Members' attendance:

2004-05 Trustees Present:

Governor Bill Rushing
Governor-Elect Donna M. Batelaan
Immediate Past Governor Bob Fowinkle
Past Governor Larry Krasulak
Past Governor Wade Shrack
Treasurer H. P. "Phil" Yorston
Executive Director George F. Langguth
Division 1 Lt. Governor Wanda L. Pitts
Division 2 Lt. Governor John J. Benton, Jr.
Division 3 Lt. Governor Jo A. Willis
Division 4 Lt. Governor George J. Emmanuel, III
Division 5 Lt. Governor Bill Montgomery
Division 6 Lt. Governor Zelma M. Slusser
Division 7 Lt. Governor Joseph P. Pinello
Division 8 Lt. Governor Lyman H. O'Neill
Division 10 Lt. Governor Melanie Winternheimer
Division 11 Lt. Governor Cindy Forstall
Division 12 Lt. Governor William G. Barnett, III
Division 14 Administrator – Edward R. Lillich
Division 15 Lt. Governor Matthew Cantrall
Division 17 Lt. Governor Jack Hawkins

Division 18N Lt. Governor Peter Kiziu
Division 18S Lt. Governor Bob Carpenter
Division 19 Lt. Governor Don Czech
Division 20 Lt. Governor Harvey A. White
Division 21 Lt. Governor Tom Thayer
Division 23 Lt. Governor Claudette Hayles
Division 24 Lt. Governor Richard Wongsam
Division 25 Lt. Governor Jeffrey Berson
Division 26 Lt. Governor Mayra Vide-Perez

2004-05 Trustees Absent:

Division 9 Lt. Governor Theodora S. Kecskes
Division 13 Lt. Governor Richard Kusmierczyk
Division 16 Lt. Governor John W. Mann
Division 22 Lt. Governor Timothy D. Owens

Quorum:

Executive Director Langguth confirmed the presence of a quorum of the 2004-05 District Board.

International Representation:

Kiwanis International Trustee and Board Counselor Don Canaday was in attendance. New Club Development Manager Harl Evans also attended.

Acknowledgement of Guests:

Governor Rushing recognized and welcomed the Kiwanis Family members and guests in the gallery.

Approval of July 3, 2005 Minutes:

Lt. Governor Thayer made a motion to approve the corrected Minutes of the July 3, 2005 Meeting. The motion was seconded by Lt. Governor Czech and carried. The Minutes were corrected to reflect the absence of Lt. Governor Forstall from the Hawaii Board Meeting. (MOTION 1)

Financial Reports:

Approval of year to date Financial Report through 7-31-05:

Treasurer Yorston presented the year to date Kiwanis financial report through July 31, 2005. **Lt. Governor Barnett made a motion to approve the financial report. The motion was seconded by Lt. Governor Cantrall and carried. (MOTION 2)**

Proposed 2005-06 CKI Budget:

Governor Rushing stated that the 2005-06 Circle K Budget had not been reviewed or approved by the CKI District Board and therefore the Kiwanis Board could not address it at this time.

2004-05 Key Club Finances:

Governor Rushing presented a 2004-05 Key Club Cash Flow Statement to the Board outlining the current finances of Key Club and serious cost overruns experienced in 2004-05. Following a thorough review of Key Club's position and previous actions, Governor Rushing asked the Board to consider 3 motions when it returned from break for motions on Action Items:

1. A motion approving a scheduled repayment to Key Club for funds expended from Key Club Reserves.
2. A motion to approve the appointment of Matthew Cantrall as 2005-06 Key Club Administrator.
3. A motion to approve the transfer of all Key Club accounts from the Florida Kiwanis Foundation back to the Florida Kiwanis District Office.

Treasurer Yorston offered his own position paper and asked the Board to provide a \$20,000.00 repayment to Key Club to sufficiently cover the budget shortfall. He asked the Board to also reassure Key Club that Kiwanis would not allow Key Club to operate at a deficit or leave them without proper funding and support.

Treasurer Yorston reminded the Kiwanis Board that Key Club is not a separate corporation, but a high school organization sponsored by Kiwanis and that because its membership is comprised of minors, Kiwanis is ultimately responsible for all fiscal and legal obligations.

More than 1 hour of Board deliberations accompanied the presentations of Governor Rushing, Treasurer Yorston, Foundation Executive Director Garth Jenkins and Foundation President Robert Dillingham. Following this extended discussion on how Key Club fell into such a serious deficit and what safeguards would be instituted to prevent future problems, the following motions were made following the Board recess:

Motion to Disapprove the 2005-06 Key Club Budget:

Lt. Governor Hayles made a motion not to approve the 2005-06 Key Club Budget because there were too many unanswered questions and unsubstantiated figures. The motion was seconded by Lt. Governor Benton and carried. (MOTION 3)

Motion to Transfer Key Club Funds and Responsibility from the Florida Kiwanis Foundation to the Florida District of Kiwanis:

Lt. Governor Czech made a motion to transfer any remaining Key Club funds and responsibility from the Florida Kiwanis Foundation to the Florida District of Kiwanis, at the close of business August 31, 2005. The motion was seconded by Lt. Governor Winternheimer and carried. (MOTION 4)

Motion to transfer \$25,000.00 from Kiwanis Surplus to the Key Club Operational Account:

Treasurer Yorston made a motion to authorize the transfer of \$25,000.00 from surplus funds of the Florida District of Kiwanis International to the Florida District of Key Club International and for the Kiwanis District Board to pledge its support and financial assistance to assure the fiscal integrity of the Key Club District. The motion was seconded by Lt. Governor O'Neill and carried. (MOTION 5)

Motion to Appoint a Key Club Financial Counselor:

Lt. Governor White made a motion to establish a Financial Counselor for Key Club with authority and defined responsibility as outlined in Kiwanis International Board Policies and as may be further defined by Florida District Board Policies. The Financial Counselor is to be appointed by the Governor-Elect Designate immediately following the close of each Kiwanis District Convention. This person is to begin service after the close of the current Key Club administrative year, at the end of the Key Club District Convention. The motion was seconded by Lt. Governor Czech and carried. (MOTION 6)

Ratification of Governor Rushing's Appointment of Matthew Cantrall as 2005-06 Key Club District Administrator:

Treasurer Yorston made a motion to ratify Governor Rushing's appointment of Matthew Cantrall as Key Club Administrator for 2005-06. The motion was seconded by Lt. Governor Carpenter and carried. (MOTION 7)

Board Authorization for Attorney's Opinion on Executive Director's Contract:

Governor Rushing indicated that the District had been unsuccessful in obtaining Long Term Disability Insurance for Executive Director Langguth, as called for in his employment contract. He said that the Executive Officers thought it best to get an attorney's opinion on the issue.

Lt. Governor Wongsam made a motion to authorize up to \$1,000.00 for an attorney's opinion on Executive Director Langguth's employment contract dealing with long term disability. The motion was seconded by Lt. Governor Hayles and carried. (MOTION 8)

Club Report & Dues Delinquencies:

Executive Director Langguth distributed a dues delinquency report. It indicated that only seven clubs had serious outstanding balances. Langguth indicated that two of the clubs had paid, since the report, in order to seat delegates at the convention, leaving only 5 significant delinquencies.

Executive Director Langguth encouraged the Lt. Governors to check the OMR status of their clubs online at www.floridakiwanis.com. He instructed the Board to call Jose Josinvil at 407-324-9800 ext. 10 for assistance, if needed.

Proposed Amendments to the Florida District Bylaws:

Governor Rushing reviewed the proposed bylaw amendments to the Bylaws of the Florida District of Kiwanis International.

He stated that Amendments 1 & 5 addressed necessary wording to apply for an IRS 501 (c) 3 classification.

Lt. Governor Thayer made a motion for the District Board to formally propose and endorse Amendments 1 & 5. The motion was seconded by Lt. Governor Hayles and carried. (MOTION 9).

Governor Rushing stated that the Board needed to support, as it did at its Board Meeting in Hawaii, the amendment raising the New Member Processing Fee to \$25.00.

Lt. Governor Wongsam made a motion to formally propose and endorse Amendment #2. The motion was seconded by Lt. Governor O'Neill and carried. (MOTION 10).

Governor Rushing stated that Amendments 3 & 4, if approved without being amended by the Board, or on the floor of the House of Delegates, would eliminate the age limitation for a two year waiver of dues and a one time waiver of the New Member Processing Fee. He stated that the amendments paralleled the action taken at the International Convention in Hawaii.

Executive Director Langguth said that he could not support the amendment without modification. He said that, in his opinion, the action in Hawaii passed on emotional presentations and that most delegates were not even aware that member names are not maintained for most of our Sponsored Organizations and Programs members. He asked the Board not to follow the errant ways of the delegates in Hawaii and to exhibit their fiscal responsibility to the District.

Lt. Governor Hayles made a motion to waive dues for two years for any member under age 27 and the New Member Processing Fee for any member under age twenty-seven joining Kiwanis who presents himself or herself to be a former

member of a Kiwanis Sponsored Program. The motion was seconded by Lt. Governor Czech and carried. (MOTION 11)

Proposed Resolutions to the 88th Annual District Convention:

Governor Rushing referred the Board to the two resolutions to be presented in the House of Delegates on Saturday, August 27, 2005. The first resolution called for the continued support of the Florida Immunization Campaign. The second resolution was in support of the candidacy of Past Governor Stan Storey for Kiwanis International Trustee in Montreal, Canada in 2006.

Lt. Governor Hayles moved the presentation and adoption of the two resolutions. The motion was seconded by Lt. Governor Willis and carried. (MOTION 12).

Governor Rushing stated that a memorial resolution would be presented at the Memorial Breakfast on Sunday morning. He stated the memorial resolution would specifically include recognition of the contributions of Past Governor Bob Thal; Past First Lady Martha Hardy; District Secretary-Emeritus Jack Crockett; and International Executive Director-Emeritus A.G. "Terry" Shaffer, all deceased in 2004-05.

Lt. Governor Carpenter moved the presentation of the 2005 Memorial Resolution. The motion was seconded by Lt. Governor Benton and carried. (MOTION 13).

Division 14 Administrator Lillich asked the Board for permission to circulate a request for voluntary contributions to a young Kiwanis family affected by an uninsured illness. Following discussion on the danger of setting such a precedent at a convention, **Lt Governor Carpenter made a motion to deny the request. Lt. Governor Barnett seconded the motion to deny the request. The motion carried and the request was denied. (MOTION 14.)**

Lt. Governor O'Neill made a motion to authorize Division 14 to solicit voluntary contributions to the Florida Kiwanis Foundation's Fund for Children of Florida Kiwanians with Uninsured Major Medical Expenses at either the Friday or Saturday Luncheon. The motion was seconded by Lt. Governor Berson and carried. (MOTION 15.)

Governor Rushing stated that Executive Director Langguth had inquired about the Board's support of the published convention cancellation policy in light of the threatened tropical storm/hurricane Katrina. Governor Rushing stated that the policy was clear and that the deadline for cancellations had passed and that Kiwanis was contractually obligated to all related convention expenses.

Lt. Governor Hayles made a motion to set up a Sub-Committee to consider refund requests on an individual basis. The motion was seconded by Lt. Governor Perez.

Lt. Governor O'Neill amended the motion to state that the Sub-Committee be appointed by Governor Rushing. The motion to amend was seconded by Lt. Governor Czech. The amendment to the motion passed. Subsequently, the amended motion passed. (MOTION 16.)

Governor Rushing appointed Lt. Governors O'Neill; Hayles; Wongsam; Berson; and Perez to make recommendations to him and Executive Director Langguth.

New Club Building Progress:

Governor Rushing reported on the impressive growth of 58 new K-Family clubs thus far in the 2004-05 administrative year. Four new Kiwanis clubs have been organized: Sawgrass Sunrise, Div. 24, Lt. Governor Wongsam; Estero-Gulf Coast, Div. 19, Lt. Governor Czech; Pinecrest-Palmetto Bay, Div. 26, Lt. Governor Perez; and Largo-Mid-Pinellas, Div. 12, Lt. Governor Barnett.

Governor Rushing stated there was encouraging progress on new clubs in Divisions 18S, Englewood-Cape Haze, Lt. Governor Carpenter; and 23, Greater Sunrise, Broward, Lt. Governor Hayles. He stated that Harl Evans, Club Development Manager, would be available September 12-21.

Membership Growth Progress:

Governor Rushing stated that he has been encouraged by the positive membership growth being reported by the Lt. Governors on their monthly reports. He stated that he expected Georgia Governor John Holley, attending the Florida Convention, to concede the membership competition between Georgia and Florida on Saturday night. He said that Georgia had been reporting a loss of more than 700 members in 2004-05.

Remarks by Florida Kiwanis Foundation President Robert Dillingham:

Robert Dillingham, Foundation President, reviewed some of the Foundation's significant accomplishments in 2004-05 including:

- 92% of all clubs giving to the Florida Kiwanis Foundation.
- \$88,000 contributed to the Foundation's Disaster Relief fund.
- 21 clubs received over \$80,000 from the Disaster Relief fund.
- The Foundation enrolled 145 new sustaining members in 2004-05.
- 3 Diamond Level Ralph Davis Fellows were presented, including 1 to Governor Rushing.
- 2 additional members joined the Legacy Society.

President Dillingham attributed a large amount of the success to the commitment and dedication to the Foundation by Governor Rushing. He said that when the Governor, the Board and the District succeeds, so too, does the Florida Kiwanis Foundation. He stated his pride in the integrity of the Florida Kiwanis Foundation.

President Dillingham said that for the Foundation to govern well it needs: Knowledge, Truth and Nimbleness. He continued to pledge his commitment to assure that the Foundation exhibits those qualities.

Remarks by Kiwanis International Board Counselor Don Canaday:

Kiwanis International Trustee Don Canaday participated in the Board Meeting and in all aspects of the convention with his wife, Linda. Don made the following observations to the 2004-05 Board during its final meeting:

You still have more than one month to go. Finish your year with a bang.
You are becoming Past Lt. Governors, not past leaders.
Utilize your knowledge and experience.
Be involved in your division.
Start a Past Lt. Governors' Assn. in your division, if you don't have one.
If you have an active Past Lt. Governor's Assn. in your division, be a leader in it.

Board Counselor Canaday complimented the District on its depth of leadership. He spoke of his relationships with Past International Presidents Bob Moore and Wil Blechman and Foundation Officers Stan Storey and George Albright.

Board Counselor Canaday stressed his belief that many think that International President-Designate Steve Siemens' goal of one million members by 2015 is too ambitious. He assured us that it isn't, if we believe in it and become a more diverse organization.

He said that he was pleased to be assigned to the Florida District, one of the most respected Districts in all of Kiwanis International.

He stated his willingness to do anything possible to see the Florida District succeed. He indicated his success in building new clubs in Indiana and his counseled districts and offered to assist Florida in New Club Building and all other efforts.

Board Counselor Canaday stressed that he would be involved in numerous workshops and responsibilities during the convention and expressed appreciation for the District's confidence in him and its support of the initiatives and objectives of the Kiwanis International Board.

Closing Comments by Governor Rushing:

"I have enjoyed every minute of every Board Meeting and every visit this year. It has been an honor and pleasure to serve. I want to encourage you to join in on the matching Ralph Davis Fellows/Ladies opportunities. I want every club to be distinguished and every Lt. Governor to therefore be distinguished."

Governor Rushing stated that he wished to see a minimum of 2 entries per division, for 2004-05 Club of the Year. He said that he would appoint the District Officers and District Chairs who will receive awards on Saturday night, August 27, to review the entries and to make recommendations to him.

Governor Rushing called on Lt. Governor White. Lt. Governor White updated the Board on Linda's progress. He particularly thanked Janet Krasulak for coordinating the meal service for the family.

Governor Rushing assured Harvey that he, Linda and the kids would remain in the Board's thoughts and prayers. Governor Rushing said that he was looking forward to a quick recovery from Lt. Governors Tim Owens and Teddy Kecskes, whose illnesses prevented them from attending the Board Meeting and Convention.

Governor Rushing reminded the Board that he and First Lady Carole looked forward to hosting a reception for the entire convention in the Presidential Suite on Saturday evening to honor the 2004-05 leadership team. He also reminded the Board of the VIP dinner cruise boarding at 6:30 p.m.

Adjournment:

There being no further business, the meeting adjourned.

Certification:

Copies of these Minutes have been forwarded to Kiwanis International Executive Director, Eyjolfur "Eddie" Sigurdsson; 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

File: Microsoft Word - g on c, my docs, word docs, board agendas & minutes. Board Minutes 8-25-05