

**MINUTES OF THE THIRD OFFICIAL MEETING OF THE 2007-08  
BOARD OF TRUSTEES OF THE FLORIDA DISTRICT OF KIWANIS  
INTERNATIONAL – RENAISSANCE ORLANDO RESORT AT SEA  
WORLD, ORLANDO, FLORIDA – WEDNESDAY, JUNE 25, 2008**

**Call to Order:**

Governor Taylor called the Third Official Meeting of the 2007-2008 Board of Trustees of the Florida District of Kiwanis International to order at 2:30 p.m. The Board meeting was being held in conjunction with the Kiwanis International Convention in Orlando, Florida.

**Pledge of Allegiance:**

Governor-Elect Liddell led the Pledge of Allegiance.

**Invocation:**

District Treasurer Parton gave the invocation.

**Roll Call:**

Executive Director Langguth's roll call recorded the 2007-08 District Board Members' attendance:

**2007-08 Trustees Present:**

Governor Mark Taylor  
Governor-Elect Dave Liddell  
Immediate Past Governor Phil Yorston  
Past Governor Donna Batelaan  
Past Governor Bill Rushing  
Treasurer Donna Parton  
Executive Director George F. Langguth  
Division 1 Lt. Governor Don Pulley  
Division 2 Lt. Governor Richard Foreman  
Division 3 Lt. Governor Al Eppinger  
Division 4 Lt. Governor Tom Weller  
Division 5 Lt. Governor Bert Wasmund  
Division 6 Lt. Governor Ken Mahaffey  
Division 7 Lt. Governor Diana Christen  
Division 8 Lt. Governor Tom Hammatt  
Division 9 Lt. Governor Bud Brown  
Division 10 Lt. Governor John Hambuch  
Division 12 Lt. Governor Lou Remz  
Division 13 Lt. Governor Terry Carr  
Division 14 Lt. Governor Roland Young  
Division 15 Lt. Governor Rob Crowder  
Division 16 Lt. Governor Gary Hawken  
Division 17 Lt. Governor Pat Ramthun  
Division 18N Lt. Governor Tracy Seider

Division 18 Lt. Governor Joan Greene  
Division 19 Lt. Governor Terry Luster  
Division 21 Lt. Governor Jeff Clemens  
Division 22 Lt. Governor Richard Copeland  
Division 23 Lt. Governor Richard Leys  
Division 24 Lt. Governor Richard Bryce  
Division 25 Lt. Governor Carmen Calzon

**2007-08 Trustees Absent:**

Division 11 Lt. Governor Jerry Baker  
Division 20 Lt. Governor Edie McConville  
Division 26 Lt. Governor Aquilles Solano

**Quorum:**

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

**International Representation:**

The Kiwanis International Board and International Office Staff were not represented at the Board Meeting.

**Acknowledgement of Guests and Opening Comments:**

Governor Taylor informed the Board that whether or not the Board was through with the Board Agenda, he was adjourning the Board Meeting at 5:00 p.m. He said that he and most of the people at the head table had “class dinners” to attend or organize. He stated that he had to board a bus for his dinner at Kennedy Space Center. He stated that the Board could meet, if necessary, prior to the District Caucus on Thursday morning, but felt that if we concentrated on the job in front of us and focused our discussion on the topic, the meeting could be completed in two and one half hours.

Governor Taylor recognized each of the guests in the audience by name and office. He also said how pleased he was with the Florida District’s representation at the convention. He complimented the Board and particularly Past Governor Rushing, serving as International Convention Host Chair, and his hard working Committee Chairs.

Governor Taylor announced that Albert Gayoso had resigned from the Board and that Division 25 had elected Carmen Calzon to fill the unexpired term.

**Approval of January 26, 2008 Board Minutes:**

**Lt. Governor Greene made a motion to approve the Minutes of the Second Official Meeting of the 2007-08 Florida District Board of Trustees held on January 26, 2008. The motion was seconded by Lt. Governor Luster and carried.**

**Approval of Financial Reports and Budgets:**

District Treasurer Parton reviewed the 2007-08 Year-to-Date Financial Report through 5-31-08 with the Board.

Following a brief exchange of questions and explanations, **Treasurer Parton made a motion to accept the 2007-08 Year-to-Date Financial Report through 5-31-08. The motion was seconded by Lt. Governor Weller and carried.**

### **Approval of 2008-09 Kiwanis Operational Budget:**

District Treasurer Parton and Governor-elect Liddell presented the 2008-09 Kiwanis Operational budget. Governor-elect Liddell stated that the budget expenses were higher principally because

- An airfare allowance was added for Board Members to travel to the 2009 International Convention in Nashville, Tennessee.
- Funds were added to assist the Executive Officers to attend two Official Visits of the International President to Florida.
- The Long Range Finance Committee and Personnel Committee recommended a significant salary increase for Jose Josinvil, Technology Administrator, as part of a five year commitment to retain his services as an employee.
- The Long Range Finance Committee and Personnel Committee recommended a 4.5% increase for George Langguth, Executive Director.

Governor Taylor said that he had compared other district budgets to the Florida District budget. He stated that the Long Range Finance Committee will have to look at membership figures and dues income compared to increased staff expenses. He stated that our staff expenses are higher than most other Districts.

Following other brief discussions and explanations, **Lt. Governor Clemens made a motion to approve the 2008-09 Florida Kiwanis Operational Budget. The motion was seconded by Lt. Governor Hammatt and carried without dissent.**

Key Club's and Circle K (CKI) budgets were not ready for presentation.

### **Kiwanis International Cumulative Balance Due Report:**

District Treasurer Parton reviewed the Cumulative Balance Due Report generated by Kiwanis International

### **Discussion of Relative Advantages and Disadvantages of an Audit vs. Financial Review :**

Treasurer Parton reported that the Long Range Finance Committee had recommended that the Board explore alternative ways of auditing/reviewing Kiwanis family accounts. The recommendation arose out of concern for the increasing costs of conducting the annual audit. There were varying opinions on the recommendation and the comparative costs relative to the advantages and disadvantages of a review compared to a certified audit and whether or not the cost savings would be significant.

**Past Governor Rushing made a motion that the District pursue a Financial Review in odd years. The motion was seconded by Lt. Governor Christen and carried.**

### **Monthly Report Delinquencies:**

Reporting has fallen off slightly since the fall. Lt. Governors are encouraged to monitor and promote reporting. If clubs get into a regular online routine, it simplifies monthly reporting.

### **Lt. Governors' Filing Dates and Deadlines:**

Governor Taylor reminded the Lt. Governors to file their reports.

### **Ratification of Executive Committee's action approving Governor Taylor's appointment of Bob Parton as Key Club District Administrator through Key Club Convention at the end of April, 2009:**

Governor Taylor requested Board Ratification of the Executive Committee's approval of his appointment of Robert A. "Bob" Parton, Jr. as Key Club District Administrator through the Key Club Convention at the end of April, 2009.

**Lt. Governor Foreman made a motion to ratify the action of the Executive Committee approving the appointment of Bob Parton as Key Club District Administrator through the Key Club Convention at the end of April, 2009. The motion was seconded by Lt. Governor Luster.**

Lt. Governor Calzon spoke against the Executive Committee's action. Lt. Governor Calzon shared her opposition and concerns with the Board. Governor Taylor responded to each of Lt. Governor Calzon's concerns. There was a lengthy discussion and exchange.

**Lt. Governor Greene made a motion to limit further discussion to two minutes. The motion was seconded by Lt. Governor Christen and carried.**

**Following the remaining two minutes of discussion, the vote to Ratify the Executive Committee's Approval of Governor Taylor's Appointment of Bob Parton as Key Club District Administrator through the end of April, 2009, passed with Lt. Governor Calzon dissenting.**

### **New Club Building Progress Report:**

Lt. Governor Eppinger was congratulated on the organization of the first new club of the year, Tallahassee Southside, in Division 3. The club was organized on April 3, 2008 with 35 members.

Lt. Governor Christen has 15 prospects for her new club in Division 7.

Lt. Governor Hammatt said that a new morning club is being formed in Division 8 that should be done by District Convention.

Lt. Governor Brown continues to work on a new club in Division 9 in the Villages.

Lt. Governor Crowder has a club in development in Division 15.

Lt. Governor Luster has 29 members signed up for a new club in Division 19.

Lt. Governor Copeland said that he is still working on a new club in Division 22.

### **Membership Growth and Retention:**

Governor Taylor discussed the District's membership growth to date. He listed the top five "growth performing clubs" in the Florida District:

- Mount Dora, Division 9: +18 (25% increase)
- Spring Hill, Division 8: +16 (30% increase)
- Siesta Key, Division 18N: +11 (25% increase)
- Azalea City, Palatka, Division 6: +10 (17% increase)
- Sawgrass Sunrise, Division 24: +9 (45% increase)

District Growth by Division, recorded on June 25, 2008:

- 1 - +3
- 2 - +6
- 3 - (27) + 35 with new club +8 net
- 4 - -19
- 5 - +7
- 6 - +12
- 7 - -44
- 8 - +27
- 9 - -13
- 10 -67
- 11 -39
- 12 -8
- 13 -33
- 14 -28
- 15 +11
- 16 +2
- 17 -38
- 18N -24
- 18S -9
- 19 -10
- 20 - 24
- 21 - 18
- 22 + 5
- 23 +48
- 24 - 1
- 25 +14
- 26 - 15
- District Ytd Net Membership -247

**International Convention - June 25-29, 2008:**

Governor Taylor stated that the Florida District Caucus would begin at 9:30 a.m. the following day. He said that he was concerned that many of our delegates won't have arrived in Orlando in time for the meeting. He said that he was concerned and was counting on each Lt. Governor to contact delegates from their divisions who are not in the caucus to be certain that Florida has the maximum possible number of delegates on the floor. Governor Taylor reminded the Lt. Governors that Executive Director Langguth could certify club members whose officers did not previously certify delegates. He said for clubs to obtain the necessary form from the credentials desk and locate George.

Governor Taylor said that the Florida District must demonstrate that our delegates show up and vote, if we are to successfully elect Stan Storey as International Vice President in Nashville in 2009. He stated that delegates would be seated in division order and that there would be division signs to help organize our delegation. He encouraged the Board to pass the word to arrive early and to wear orange.

Governor Taylor called on Governor Rushing for the Report of the Steering Committee's positions on candidates and amendments and resolutions. The Steering Committee's and the

Board's positions on candidates and amendments and resolutions were reported to the Florida Delegation during the District Caucus and during the Delegate Sessions with the help of the Lt. Governors.

The positions taken by the Board and the Steering Committee are not recorded in these minutes. However, our Steering Committee Chair, Bill Rushing, informs all candidates' campaigns of the Florida District's position on their candidacy.

Governor Taylor informed the Board that the Florida District Dinner would take place in one showing of Tony n' Tina's Wedding. Governor Taylor said that Executive Director Langguth had learned that the production had been closed just weeks before. He was promised that the show would go on as scheduled.

Governor Taylor said that he and First Lady Sharon had gone by the Glo Lounge on Tuesday and that it was undergoing extensive renovation to turn it into an "Ice Bar." He said the condition of the facility did not look encouraging, but that the contractors said they had to get the place in shape to allow a group to hold its function on Thursday.

He reminded the Board to remain positive, although he had serious concerns about the dinner.

Governor Taylor reminded the Board that he and Executive Director Langguth had originally booked Dolly Parton's Dixie Stampede, which also closed suddenly.

**District Convention – August 21-24, 2008 Hyatt Regency Jacksonville Riverfront Hotel:**

Governor Taylor reminded the Board of the upcoming convention activities and deadlines for the Florida District of Kiwanis Convention:

- a. Board Mtg. - Thursday, 1 pm.
- b. Formal Retirement – Black tuxedos for males
- c. Credentials/Registration assistance needed from Board for 1 shift.

Governor Taylor thanked the Board for its outstanding cooperation in manning the credentials and registration desks at the 2007 convention and asked for the same outstanding participation at the 2008 convention. He said that he felt it was important for the Board to welcome and assist the Kiwanis members attending the convention.

- d. Convention Quotas – 10% of each club's membership, plus spouses

Governor Taylor said that everyone needed to promote the District Convention because of the large turnout at the International Convention, there could be a tendency to pass up District. He suggested an incentive offering of \$100 in free gasoline for registering for the District Convention immediately following the International Convention.

Executive Director Langguth suggested that the Board authorize awarding 3, 5 or 10 winners. He stated that a random drawing of all registrants for District Convention, who also attended International Convention, would be held on Tuesday, July 1.

**Lt. Governor Hammatt made a motion to award 10 - \$100.0 winners. The motion was seconded by Lt. Governor Pulley and carried after the Board was informed that the money could be taken from the Entertainment line item in the budget which would have ample funds available.**

- e. Convention Advertising – 3 pages per division are budgeted
- f. Early Bird Registration Deadline is August 1, 2008
  - 1. Complete and submit Registration Form
  - 2. District pays for couples registration
  - 3. Individual pays for Past Lt. Governors' Breakfast
- g. Hotel Reservation Deadline is July 20, 2008
- h. Delegate Certification Forms are due from clubs by August 3, 2008
- i. Key Club Endowment Hixson Reception on Friday afternoon is by invitation only. Governor Taylor stated that he and President Curry had completed their 10K Walk on Monday and that \$88,000.00 was already in Indianapolis. This special reception is for 2007-08 donors only. The regular reception for Foundation donors will take place on Saturday at the District Convention.
- j. Caring Corner needs volunteers for display and sales hours and for set-up and tear-down. This is an arts, crafts, gifts and baked goods sale, not a garage sale.  
Our Kiwanis Kids Keepsake Book is not doing too well. It needs promotion.
- k. Budget Adjustments:

**Lt. Governor Foreman made a motion to transfer \$1,000.00 from Line Item 912 Entertainment to a newly created Convention Promotion Line Item for the ten \$100.00 gas incentive awards. The motion was seconded by Lt. Governor Hammatt and carried.**

Governor Taylor stated that he wanted to have Aktion Club members as more active participants in the District Convention. He stated that he had extended the invitation for two clubs to participate in the pledge, song and invocation at Fridays and Saturdays luncheons.

**Lt. Governor Seider made a motion to transfer \$500.00 from Line Item 912 Entertainment to Line Item 912.5 Comp Meals to accommodate the Aktion Clubs participating in the pledge, song and prayer at Fridays and Saturdays luncheons. The motion was seconded by Lt. Governor Crowder and carried.**

- 1. Board Members were reminded of the August 1, 2008 deadline for the Memorial Program recognition of Kiwanians who had passed away since August 15, 2007.

### **Executive Director's Report to the Board:**

Executive Director Langguth distributed his written report to the Board. He voiced his support for the direction of the Governance Committee. He also stated his support of the hard work of the Florida Kiwanis Foundation and encouraged the Board's approval of the Foundation's bylaws.

Executive Director Langguth shared his serious concern for membership losses and for a need to find new ways of recruiting and retaining new members and building clubs.

Executive Director Langguth stated that until we achieve meaningful membership growth, significant sources of alternative funding have to be investigated and promoted..

## **Governance Committee Report:**

Governor Taylor reported that the Governance Committee had held 3 meetings. The first meeting was held in December, the second in April and the third in May. Governor Taylor began his remarks by stating, "It's difficult to get the train on track, much less moving forward in one year."

He stated that the Committee was exploring the Trustee System. The Trustee System began in Pennsylvania and closely resembles the International Board structure. A few districts have implemented the system. Several more are considering it. Our Governance Committee is in the early stages of development.

Governor Taylor stated that before the Committee went further, he wanted the direction of the Board. He stated that, in his opinion, by the time a Lt. Governor is in a position to make plans and have an impact, you are too busy with "stuff" to make a difference. We are asking you to confirm that it makes sense to investigate Trustee governance.

Lt. Governor Weller questioned the financial impact. Governor Taylor replied that the districts that have implemented the program reported no noticeable impact. Governor Taylor stated that it was only his opinion and that the Committee hadn't really explored it, but he believed it would be slightly more expensive.

Lt. Governor Eppinger expressed concern that the additional management level would result in the Lt. Governor becoming increasingly caught between club support and concerns and "upper management directives."

Immediate Past Governor Yorston stated that your Board Meetings are very limited and you have very little impact. With one year Boards you get one year projects and focus. Consistency will bring a longer view and focused direction.

Lt. Governor Foreman stated that non-profits are typically led by a very small group.

Governor Taylor said that presently the Florida District is driven by the Governor and Executive Director. Governor Taylor asked, "How many of you truly think you are involved in the policy making of the District? Please raise your hand. Let the record reflect that no one feels they are having an impact on the policy making decisions of the District."

**Lt. Governor Clemens made a motion to authorize the continued investigation of the Trustee system of governance. The motion was seconded by Lt. Governor Carr and carried with one dissenting vote.**

Governor Taylor discussed the Procedure for Request for Redivisioning proposed by the Governance Committee and asked for a motion authorizing its inclusion in Board Policies and Procedures.

**Lt. Governor Copeland made a motion to include the Procedure for Request of Redivisioning in Florida Kiwanis Board Policies and Procedures. The motion was seconded by Lt. Governor Greene and carried unanimously.**

## **Investment Oversight Committee:**

Governor Taylor stated that Executive Director Langguth had requested the appointment of an Investment Oversight Committee to assist him in the proper investment of our Kiwanis family

funds. Governor Taylor stated that he had appointed Lt. Governor Carr as Chair of the Committee through the 2008-09 administrative year and asked for Board confirmation of the appointment of Terry Carr as well as members Donald Fineout, Robert Crowder and Bradley Davis with Donna Parton as an Ex-Officio member.

Lt. Governor Foreman was concerned that Lt. Governor Carr's employer may object to his participation. Lt. Governor Carr and Governor Taylor stated that this would not be a problem.

**Lt. Governor Brown made a motion to confirm Governor Taylor's appointments of the Investment Oversight Committee through the 2008-09 administrative year. The motion was seconded by Lt. Governor Copeland and carried.**

**Approval of Florida Kiwanis Foundation Bylaws:**

Governor Taylor stated that the Florida Kiwanis Foundation Board of Trustees had worked very hard to bring their bylaws up to date. He stated that the Foundation Executive Officers had worked cooperatively with the Executive Officers of the Kiwanis Board to improve communication and cooperation. Governor Taylor stated that he would recognize a motion to approve the Florida Kiwanis Foundation Bylaws.

**Lt. Governor Weller made a motion to approve the Florida Kiwanis Foundation's Bylaws. The motion was seconded by Immediate Past Governor Yorston and carried.**

**Executive Director Langguth will notify Kiwanis International of the Board's approval of the Florida Kiwanis Foundation's Bylaws and forward the Foundation's Bylaws for review.**

**Review Procedures of the Florida District of Kiwanis International:**

Governor Taylor said that the Foundation's experiences had pointed out the potential for overlooking needed changes or revisions in the Florida Kiwanis District Bylaws and Policies and Procedures. He asked the Board for approval of a procedure requiring the annual appointment of a Procedures Review Committee at the District Convention.

**Lt. Governor Christen made a motion to add the Review Procedures for the Florida District of Kiwanis International to the Florida District of Kiwanis' Policies and Procedures. The motion was seconded by Lt. Governor Hammatt and carried unanimously.**

**Request from Lt. Governor Calzon to Consider Approval of Key Club District Bylaws:**

Lt. Governor Calzon asked the Board to consider her request to seek approval of the Key Club District Bylaws that she placed at each Board Member's seat at the beginning of the meeting.

Governor Taylor stated his consistent position that agenda items should be distributed in advance to the Board in a timely manner, allowing for serious review and consideration. Governor Taylor said that he was leaving it up to the Board whether or not it wished to consider the request from Lt. Governor Calzon to consider the approval of the Key Club Bylaws at this meeting.

**Following brief discussion, Lt. Governor Luster made a motion to table the consideration of the Key Club Bylaws to the August Board Meeting. The motion was seconded by Lt. Governor Christen.**

**Past Governor Yorston to amend the motion to table consideration of the Key Club Bylaws to one half hour prior to the Florida District Caucus the following day. The amendment was seconded by Lt. Governor Calzon. Following discussion, the amendment failed with a recorded vote of 12 in favor, 13 opposed.**

Lt. Governor Leys stated that he believed Executive Director Langguth had missed the affirmative vote of two members and that the vote was actually 14 in favor, 13 opposed. Governor Taylor expressed his confidence in Executive Director Langguth. No one on the prevailing side of the vote called for reconsideration and therefore the amended motion failed.

**The original motion to table the consideration of the Key Club Bylaws to the August Board Meeting passed on a 21-5 vote.**

**Remarks by Florida Kiwanis Foundation President:**

Florida Kiwanis Foundation President Dick Klein reviewed the Foundation's accomplishments since his taking office:

- Review and passage of seriously outdated Foundation Bylaws, as amended.
- Despite challenging economic conditions assets still exceed \$1,000,000.00
- The Foundation needs a minimum of \$5.00 per member to meet administrative costs.
- Encourage every member to be a Sustaining Member of the Foundation.

**Governor Taylor's Closing Remarks:**

Governor Taylor stated, "I am very proud of this group. We accomplished our entire agenda."

Governor Taylor's closing remarks were necessarily abbreviated by the late hour and his need to immediately leave for his "class dinner" at the Kennedy Space Center.

There being no further business, the meeting adjourned at 5:05 p.m.

**Certification:**

Copies of these Minutes have been forwarded to Kiwanis International Executive Director, Rob Parker; Kiwanis International Governance Specialist, Diana Rader O'Brien; 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