Call to Order:

Governor Eddie Lee called the meeting to order at 9:35 a.m.

Pledge of Allegiance:

Treasurer Melanie Winternheimer led the Pledge of Allegiance.

Invocation:

Governor-elect Allen Whetsell gave the invocation

Roll Call:

Executive Director Langguth’s roll call recorded the 2011-12 District Board Members’ attendance:

2011-12 Trustees Present:

Governor Eddie Lee
Governor-elect Allen Whetsell
Immediate Past Governor Tom Ramiccio
Past Governor Donna Parton
Past Governor Dave Liddell
Treasurer Melanie Winternheimer
Executive Director George Langguth
Division 2 Lt. Governor Bill Hudson
Division 3 Lt. Governor Tommy Mills
Division 4 Lt. Governor Tina Bullock
Division 6 Lt. Governor Bob Stevens
Division 7 Lt. Governor Frank Consentino
Division 8 Lt. Governor John Ehlenbeck
Division 9 Lt. Governor Robbie Ross
Division 10 Lt. Governor Prairy Riehl
Division 11 Lt. Governor Mary Ann Siemers
Division 12 Lt. Governor Mary O’Connor
Division 13 Lt. Governor Allen Yergovich
Division 17 Lt. Governor Debbie McNulty
Division 18N Lt. Governor Mary Lynn Desjarlais
Division 18S Lt. Governor Connie Thrasher
Division 19 Lt. Governor Bruce Boyd
Division 20 Lt. Governor Theresa LePore
Division 22 Lt. Governor Steve LeBlanc
Division 23 Lt. Governor Gwen Leys
Division 24 Lt. Governor Arlene Lewis-Marr
Division 25 Lt. Governor Thomas Freiwald
Division 26 Lt. Governor John Clemetson

Also Attending:
Florida Kiwanis Foundation President Bill Knowles
Florida Kiwanis Foundation President-elect Don Fineout
Florida Kiwanis Foundation Vice President Matt Sheehan
Florida CKI Governor Sara Fruithandler
Florida Key Club Governor Doug Ream
District Laws and Regulations Chair Tom Weller

2011-12 Trustees Absent:
Division 1 Lt. Governor Rebecca Adams
Division 5 Lt. Governor Butch Shadwell
Division 14 Lt. Governor Al Diaz
Division 15 Lt. Governor Grace Plants
Division 16 Lt. Governor Jim Vensel
Division 21 Lt. Governor Tom Zemaitis

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 Lee thanked the guests and the Board for attending.
Governor Lee commented that the Board had a very full agenda.

Approval of 1-8-2012 Board Minutes:
Lt Governor Ross moved to approve the Minutes of the January 8, 2012 Board Meeting with the adjustments to the 2011-12 budget as noted by Treasurer Winternheimer. The motion was seconded by Lt. Governor LeBanc and carried.

Approval of 2012-13 Kiwanis Operational Budget:
Governor-elect Whetsell moved to approve the 2012-13 Kiwanis Operational Budget recommended by the Long Range Finance Committee. The motion was seconded by Lt. Governor Freiwald and carried.
Motion to Require at Least One Annual Visit to Clubs Outside the State of Florida:

Lt. Governor Consentino made a motion to require the Lt. Governor of the home division of Kiwanis clubs outside of the State of Florida to make at least one annual visit to each island, provided the clubs are active and in good standing. The motion was seconded by Lt. Governor Desjarlais, and carried.

Lt. Governor Consentino made a motion to add $500.00 to the line item for Lt. Governor Travel. The motion was seconded by Lt. Governor Freiwald. The motion was withdrawn by the makers, following discussion.

The 2012-13 Key Club and CKI Budgets were not presented.

Approval of 2011-12 Financial Review of Kiwanis through 4-30-2012:

Treasurer Winternheimer moved the approval of the 7 month Kiwanis Financials through April 30, 2012. Lt. Governor Siemers seconded the motion, which carried.

Approval of Treasurer Winternheimer's Report:

Lt. Governor Desjarlais moved to approve the Treasurer’s report. The motion was seconded by Lt. Governor Consentino and carried.

Division Elections and Lt. Governor Filing Dates, Deadlines and Requirements:

Executive Director Langguth advised the Board that these items needed attention prior to the Board meeting. These items were not discussed during the meeting.

Remarks by Key Club Governor Doug Ream:

Key Club Governor Doug Ream made brief remarks prior to having to leave the meeting to conduct the Key Club House of Delegates.

Remarks by CKI Governor Sara Fruithandler:

CKI Governor Sara Fruithandler made brief remarks prior to having to return to the Key Club Convention.

Proposed Change to District Policies and Procedures:

Governor-elect Whetsell made a motion to require a mandatory review of the District’s structure every four years corresponding with the year of United States Presidential Elections. (Article III, New Section 2.) The motion was seconded by Lt. Governor Leys and carried.

Governor-elect Whetsell made a motion to incorporate the proposed Florida Strategic Plan into the Florida Policies & Procedures. The motion was seconded by Lt. Governor Leys. After a lengthy discussion the motion was withdrawn.
Governor-elect Whetsell excused himself from the meeting to speak in the Key Club House of Delegates.

**Proposed Bylaw Amendments to be Presented to the Kiwanis House of Delegates on Saturday, August 11, 2012:**

**Motion by Immediate Past Governor Ramiccio to Amend Article I. Seconded by Lt. Governor Freiwald and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article V. Seconded by Lt. Governor Richl and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article VI. Seconded by Lt. Governor Bullock and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article VII. Seconded by Lt. Governor Hudson and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article X, Section 1d(2). Seconded by Lt. Governor Hudson and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article X. Seconded by Lt. Governor Hudson. Motion amended by Lt. Governor Ross to insert the word consecutive to Section 3f. Lt. Governor Leys seconded the amended motion. The amendment to the motion was approved. The amended motion carried.**

**Additional Amendment by Past Governor Liddell to further Amend Article X to address candidates’ campaign guidelines. The motion was seconded by Immediate Past Governor Ramiccio and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article XII. Seconded by Lt. Governor Hudson and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article XIV. Seconded by Lt. Governor Hudson and carried.**

**Motion by Immediate Past Governor Ramiccio to Amend Article XV. Seconded by Treasurer Winternheimer and carried.**

**Motion by Lt. Governor Riehl to Delete Article XX and renumber subsequent articles. Immediate Past Governor Ramiccio seconded the motion, which carried.**

*The Bylaws and the Proposed Changes are Attached.*

**International Convention Reminders:**

**District Jazz Dinner Cruise – Thursday, June 28, 2012**

Pick up tickets in the Bridge Room of the New Orleans Hilton Riverfront Hotel on Wednesday or
Thursday or at the dock beginning at 6:00 p.m. on Thursday.

**District Caucus – Friday, June 29, 2012 – Jefferson Room- Hilton Hotel: 7:00 a.m.**

The Florida District Caucus will be held in the Jefferson Room of the New Orleans Hilton Riverfront Hotel at 7:00 a.m.

**District Convention Reminders:**

Governor Lee reviewed important deadlines and Board responsibilities.

Governor Lee suggested two awards honoring two Kiwanis International Past Presidents From the Florida District, Wil Blechman and Bob Moore, resulting in the following motion:

**Board Adoption of Two New Annual Awards:**

Lt. Governor Freiwald moved that the District adopt two permanent annual awards to presented at the Annual District Convention, and to be included in District Policies and Procedures:

- The Dr. W. J. “Wil” Blechman Children’s Advocacy Award.
- The Robert L. “Bob” Moore Outstanding Club President Award.

The motion was seconded by Past Governor Liddell and carried.

**Designation of CPA Firm for 2011-12 Audit:**

Immediate Past Governor Ramiccio made a motion to designate and hire the accounting firm of Schafer, Tschopp, Whitcomb, Mitchell and Sheridan to audit the Florida Kiwanis family accounts for 2011-12. The motion was seconded by Lt. Governor LeBlanc and carried.

Governor-elect Whetsell returned to the Board Meeting from his participation in the Key Club House of Delegates.

**Approval of Division Reassignment of The Kiwanis Club of Grand Cayman, Cayman Islands:**

Governor-elect Whetsell made a motion to grant the request from the Kiwanis Club of Grand Cayman to be moved from Division 25 to Division 26. The motion was seconded by Lt. Governor Hudson and carried.

**Division Realignment:**

Lt. Governor Hudson moved to dissolve Division 25 and to reassign the clubs to either Division 24 or Division 26. The motion failed for lack of a second.

Lt. Governor Riehl moved to establish a Task Force to work with the clubs and individuals in Division 25 to investigate the situation and arrive at a sensible resolution of the ongoing concerns.
The motion was seconded by Lt. Governor Leys and carried. The Task Force consists of Lt. Governors Riehl, Desjarlais, Lewis-Marr and Clemetson who are to report their findings at the first meeting of the 2012-13 Board.

Kiwanis International’s Response to Florida Kiwanis’ August 28, 2011 Board Resolution to Reconsider Its Position On the Background Check Policy:

Executive Director Langguth informed the Board that Diana Rader O’Brien, Governance Specialist provided the following written response on April 27, 2012:

_In September 2011, the Florida District Board of Trustees submitted a resolution to the Kiwanis International Board regarding criminal history background checks that “petitions the International Board to return to the policy adopted in April 2010.”_

_This letter is to advise the district board that the International Board, at its meeting last week, determined to maintain the existing criteria for criminal history background checks as stated in the current policy and procedure. This keeps the criteria for Kiwanis International Officers and those in line of succession to become District Governor in agreement with the criteria for adults working with youth on behalf of Kiwanis._

Board Approval of $5,000.00 Bonus to Executive Director Langguth for 2010-11:

Lt. Governor Boyd moved to accept the recommendation of the Personnel and Long Range Finance Committees and award Executive Director Langguth $5,000.00 for his outstanding performance in his position. The motion was seconded by Lt. Governor LeBlanc and carried.

Executive Director’s Remarks

Executive Director Langguth informed the Board that, due to complications of his health, he would be stepping down with the Board at the end of the 2011-12 administrative year. He further indicated that his wife Ann would be leaving the district’s employ at the same time.

Executive Director Langguth left the room to encourage open discussion among the Board about his departure.

Governor Lee explained to the Board how important it was to he, the executive officers and to Kiwanis that Executive Director Langguth and his wife Ann be provided with a departure package. After lengthy negotiation he and Langguth arrived at an agreement which would provide Langguth with $125,000 upon his departure. This will allow Langguth, among other things, to continue insurance, uninterrupted for he and his wife Ann. Lt. Governor Thrasher made a motion to grant the agreed upon separation package. The motion was seconded by Lt. Governor Lewis-Marr and carried. Immediate Past Governor Ramiccio made a motion to allow Executive Director Langguth to determine whether he wished to receive the separation package in one lump sum or in installments. The motion was seconded by Treasurer Winternheimer and carried.
**Closing Comments by Governor Lee:**

Governor Lee requested that the Board review the documents provided by other districts pertaining to a trustee system. He encouraged the Board to be open-minded about the relative value of the comparative systems and be prepared to discuss it at the final Board meeting in August.

Governor Lee thanked everyone for all of their hard work but reminded the group that there is still work to be done as we continue to “Embrace the Possibilities”.

**Adjournment:**

There being no further business, Governor Lee adjourned the meeting.

**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*