On Thursday, August 25, 2016, the joint board meeting of the 2015-16 and 2016-17 boards of the Pacific Northwest District of Kiwanis International was called to order by Governor Jackie Sue McFarlin at 1:02 p.m.

The roll of the 2015-16 Board was called:

<table>
<thead>
<tr>
<th>Present</th>
<th>Officer/LTG - Division</th>
<th>Present</th>
<th>LTG - Division</th>
</tr>
</thead>
<tbody>
<tr>
<td>P</td>
<td>Jackie Sue McFarlin, Gov</td>
<td>P</td>
<td>John Neumann – 44</td>
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<tr>
<td>P</td>
<td>Ron Myers, Gov- Designate</td>
<td>P</td>
<td>Teresa Venne – 46</td>
</tr>
<tr>
<td>P</td>
<td>Ed Luttrell, District Secretary</td>
<td>P</td>
<td>Penny Baker – 50</td>
</tr>
<tr>
<td>P</td>
<td>Janelle Lawrence, District Treasurer</td>
<td>P</td>
<td>Karen Bray – 52</td>
</tr>
<tr>
<td></td>
<td>Vacant – 5</td>
<td>P</td>
<td>Barb Keltch – 54</td>
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<td></td>
<td>Peter Armstrong - 9</td>
<td>P</td>
<td>Rick Cook – 56</td>
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<tr>
<td>P</td>
<td>Ken Smith – 17</td>
<td>P</td>
<td>Mary Stocks – 66</td>
</tr>
<tr>
<td>P</td>
<td>Greg Wegrich – 18</td>
<td></td>
<td>Vacant – 68</td>
</tr>
<tr>
<td>P</td>
<td>Paul Godfrey – 20</td>
<td>P</td>
<td>Charlie Williams – 70</td>
</tr>
<tr>
<td>P</td>
<td>Kate Wignier – 20M</td>
<td>P</td>
<td>Don Boyce – 72</td>
</tr>
<tr>
<td>P</td>
<td>George Boulton – 22</td>
<td>P</td>
<td>Greg Christy -74</td>
</tr>
<tr>
<td></td>
<td>Joel Ware – 26</td>
<td>P</td>
<td>Alicia Spooner – 76</td>
</tr>
<tr>
<td>P</td>
<td>Carol Mahoney – 28</td>
<td>P</td>
<td>Linda Walker – 78</td>
</tr>
<tr>
<td></td>
<td>Vacant – 30</td>
<td>P</td>
<td>John Spomer – 80</td>
</tr>
<tr>
<td>P</td>
<td>Gail Spurrell - 32</td>
<td>P</td>
<td>Robert Morehead – 82</td>
</tr>
<tr>
<td>P</td>
<td>Melanie Bozak – 33</td>
<td>P</td>
<td>Jacob Griswold - AYN</td>
</tr>
<tr>
<td></td>
<td>Steve Bay – 34</td>
<td>P</td>
<td>Adrian Avey – AYS</td>
</tr>
<tr>
<td>P</td>
<td>Ross Gallagher – 38</td>
<td></td>
<td></td>
</tr>
<tr>
<td>P</td>
<td>Chuck Angelico – 42</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

There being 32 of 37 Board Members present (27 of 32 Lt. Governors and 5 of 5 officers) a quorum was declared present.

Arriving later in the meeting were Robert Spinner, Div. 13 and Joel Ware, Div. 26.

The roll of the 2016-17 Board was called:
Present Officer/LTG - Division Present LTG - Division
P Ron Myers, Gov P Sandy Hensley – 44
 , Gov-E P Martin Phanco – 46
P Jackie Sue McFarlin, Imd. Past Gov Doug Eastwood – 48
P Ed Luttrell, District Secretary P Steve Emhoff – 50
P Janelle Lawrence, District Treasurer Vacant – 52
Vacant – 5 P Bill Glenn – 54
Peter Armstrong - 9 P Rick Cook – 56
Vacant – 13 P Evelyn Chapman – 63
P Susan Menzies – 17 Tom Hogan – 66
P Greg Wegrich – 18 Ruthanne Taylor – 68
P Dave McMillan – 20 P Bruce Thomas – 70
P Kate Wigner – 20M Vacant – 72
P Darwin Smith – 22 P Trent Spradling -74
John M. Gaston – 26 P James Moore – 76
Craig Doty – 28 P Linda Walker – 78
Vacant – 30 P Linda Neuman – 80
P Beverly Trippelett - 32 P Robert Morehead – 82
P Melanie Bozak – 33 P Daryl Bowen – AYS
Rich Jensen – 34 P Jacob Griswold - AYN
P Ross Gallagher – 38
P Chuck Angelico – 42

There being 27 of 34 Board members present (23 of 30 Lt. Governors and 4 of 4 officers) a quorum was declared present.

Arriving later in the meeting were John Gaston, Div. 26; Tom Hogan, Div. 66; and Ruthanne Taylor, Div. 68.

Governor Jackie Sue McFarlin introduced Kathy Hart the District’s new Office Support Clerk.

Governor Jackie Sue McFarlin gave her remarks. She spoke on the importance of Lt. Governors reports. She will hand these reports to her successors and asked that they look for trends and patterns in them. She encouraged them to review the CLE reports and handed them out to the Lt. Governors. She ended by stressing the importance of sharing accurate information.

Melanie Bozak, Division 33 moved to adopt the minutes of the February 28, 2016 Board meeting. It was seconded by Gail Spurrell, Division 32. The motion carried.
Alicia Spooner, Division 76 moved to add to the agenda to move the Kiwanis club of Central Coast, Newport from Division 72 to Division 76. It was seconded by Teresa Venne, Division 46.

Mary Stocks, Division 66 made a motion and it was declared out of order by the chair.

Greg Christy, Division 76 moved to adopt the agenda. Gail Spurrell, Division 32 seconded the motion. The motion carried.

Treasurer Janelle Lawrence gave a report on the financial condition of the District. The financials have been handed out. She reported that 93 percent of the income has been collected at this time. Vacancies in our employees resulted in that category being under-budget. Lt. Governor travel expenses have been expended for only 40% of the budgeted amount. Questions were asked and answered about the financials at the conclusion of the report.

The Alignment report that was proposed at Mid-winter was brought to the Board.

The proposed merger of Divisions 74 and 76 was presented. Bob Munger, Immediate Past Governor moved to approve the merger. There being no second, the motion died for a lack of a second.

The proposed merger of Divisions 44 and 46 was presented. Bob Munger, Immediate Past Governor moved to approve the merger. There being no second, the motion died for a lack of a second.

The properly filed motion to rescind the action passed by the PNW Board on August 20, 2015 that dissolved the Alaska-Yukon South into Alaska Yukon-North and creating one Alaska Yukon Division as of October 1, 2016 was presented and moved by Adrian Avey, Division AYS. It was seconded by Mary Stocks, Division 66. Discussion on the motion was held with Adrian Avey, Division AYS and Jacob Griswold, Division AYN reporting on current efforts to grow clubs and Divisions. The motion carried.

Greg Holland reported on behalf of the Building Committee. The PNW Foundation is deciding today if they will assume the note on the building from the Campfire organization. The building is running smoothly and a recent lead test on the water system found no problem. A mold test was performed to be pro-active and no significant mold was found. We have four tenants, counting ourselves. One will likely be moving out around the end of 2016 and the committee has budgeted for a two month vacancy in order to renovate those offices for a new lease. The brick fund has been a success and there is currently about $18,000 in the repair fund. Members were encouraged to continue their support of the brick program. The debt owed on the building is currently approximately $187,000. The estimated value of the building and property is $576,000 and for the commercial value of the property is $675,000. Greg thanked the building committee members and reported that the property tax issue was resolved and Clackamas County had refunded taxes collected that had not been owed.
A motion was made to waive the 15-day notification rule by Penny Baker, Division 50 and seconded by Karen Bray, division 52. The motion carried.

A motion was made to add the District Secretary to the Building Committee by Greg Holland, Chair. It was seconded by Alicia Spooner, Division 76. The motion carried.

Roger Bell, chair of Laws and Regulations presented his report.

Amendments to the following sections of Policies and Procedures were presented:

136. Official Insignias and Garments

The Pacific Northwest District has the privilege of adopting logos, slogans and official regalia. In order for any item to be adopted as “official,” it must meet the requirements of Kiwanis International Bylaws, Policies and Procedures and Branding Guidelines; and be accepted by a majority of the District Board at any scheduled board meeting. Once adopted it cannot be changed without like Board approval. This does not preclude the governor from adopting one-year themes and emphasis.

Roger Bell moved adoption of 136 as a committee report and the amendment was adopted by the Board.

307. Corporate Credit Card

The Governor is authorized to apply for a PNW District’s corporate credit card(s) (and line of credit facility) to be acquired. The authorized credit limit for district credit card(s) shall not exceed fifty thousand dollars (USD$50,000.00) in total.

The credit card(s) shall be secured in the district office safe when not necessary for use. Those authorized to use the card(s) shall be the Governor, District Secretary and District Treasurer.

Any expenditure over $500.00 must be preapproved by the Finance Chair and either the Governor or the District Treasurer.

All purchases up to $500.00 must be within the budget and deemed reasonable and necessary.

The names authorized for use must be updated with the financial institution(s) issuing them on an annual basis or sooner if personnel changes make it necessary. It is the current Governor’s responsibility to initiate this process prior to his/her term expiring. (2-15-2015)

Roger Bell moved adoption of 307 as a committee report and the amendment was adopted by the Board.

319. Outreach Fund
1. The purpose of the Outreach Fund is to supplement certain administrative expenses of District Service Leadership Program members not otherwise covered by dues. Eligible expenses could include Kiwanis District Convention registration fees, Key Leader registration fees and travel expenses not included in administrative budgets for Service Leadership Programs at the District level. The Outreach Fund is not intended to supplement club level expenses or for attendance at service leadership program annual conventions.

2. Donations to the fund are held as restricted funds. Donations of $100.00 or more will be recognized with an Outreach Medallion. Each additional donation of $100.00 from the same source will be recognized with a pin indicating the number of each additional $100.00 donation. All levels will be tracked by the district office.

3. As part of the annual budget process, the finance committee will allocate the dollar amount available for supplementing Service Leadership Programs. The amount available for budgeting for the next fiscal year shall be allocated as a percentage not to exceed 16% of the projected current fiscal yearend balance of the Outreach Fund with adjustments being made to the actual dollars when the yearend balance is known. That amount may be expended with a written request including receipts and/or invoices signed by an SLP Administrator. Each SLP Administrator drawing on this line item should be sure the funds are available by checking with the District Treasurer prior to counting on the funds that may have been spent by another Administrator. (02/28/2016)

Roger Bell moved adoption of 319 as a committee report and the amendment was adopted by the Board.

167.6 The Strategic Planning/Alignment Committee shall review planning aspirations and resulting accomplishments; and study on an ongoing basis the boundary and size of each division and region of the PNW District and recommend to the Board any changes regarding new or realigned divisions or regions so as to conform to the Bylaws and Policies of the PNW District. This committee shall consist of the Governor, the Governor-Elect, the Immediate Past Governor, the Laws and Regulations Chair, the Lieutenant Governor Class President and up to three (3) additional members. (02/28/2016)

Roger Bell moved adoption of 167.6 as a committee report and the amendment was adopted by the Board.

240. Procedure for Adding or Revising Division Boundaries

The PNW District has adopted a minimum division size to be six (6) clubs and/or one hundred twenty five (125) members and a maximum division size to be sixteen (16) clubs and/or six hundred (600) members. Source for all numbers is the Kiwanis International Official Monthly Report (OMR). From time to time there may be need to change division boundaries or realign divisions due to clubs being added or deleted. Requests for such changes can be petitioned by
any club(s), Lieutenant Governor, the PNW Strategic Planning/Alignment Committee, or District administration. Procedural Steps for petitioning such requests shall be as follows:

a) Lieutenant Governor request:

The Lieutenant Governor will petition the District Secretary with duly signed letters of request from each club president and secretary stating the intent of their respective board.

b) Club request:

The Clubs will petition the District Secretary through a written request from their official board. In turn, the District Secretary shall notify the Lieutenant Governor and together they will seek letters of approval from affected clubs.

C) Strategic Planning/Alignment Committee request:

The committee is responsible for the ongoing review of the PNW district division and region structure. Any time a division falls below 6 or rises above 15 clubs, or falls below 125 or rises above 600 members, or is absent a Lt. Governor for nine (9) straight months and lacks a Lt. Governor Designate or Elect on file with the district office, this will trigger a review by the committee and they must send to the District Board at their next scheduled meeting a recommendation based on the results of the committee review process.

d) District Administration request:

When the request comes directly from District Administration, the Lieutenant Governor will be notified, and responses from the clubs will be solicited by the District Secretary.

Regardless of the method of solicitation, the Governor shall appoint the Strategic Planning/Alignment committee to examine all facets of the change. The committee review process will consider at a minimum the OMR numbers, the Lt Governor status, the geographic area involved, the size and strength of clubs, input from Lt Governors involved, input from clubs involved, the financial impact, the relative fairness of member representation on the Board compared to other divisions; and other pertinent factors. After completing their review, the Committee will make a recommendation with a detailed plan to the Executive Committee for their concurrence and then forwarded to the Board. The recommendations shall be considered at the next scheduled formal Board meeting.

The committee will recommend changes to the PNW Board which support a reasonable number of divisions and regions within the District and that conform to the By-laws and Policies and Procedures of the District. Preference should be given to realigning clubs within existing divisions rather than creating new divisions or regions. In the case of a new division, they must have their lieutenant governor-designate elected, and he/she must have attended the Governor’s summer training or arrangements made for training.
In any and all cases, the final decision rests with the District Board, as division boundaries are primarily established for efficient District administration.

Unless unusual circumstances dictate otherwise, all changes of division boundaries shall be effective on October 1 of the next administrative year. (8-22-2014)

Roger Bell moved adoption of 240 as a committee report and the amendment was adopted by the Board.

430. Outstanding Club Secretary Award

A responsibility of the District Governor and District Secretary.

The Outstanding Club Secretary Banner Patch is awarded annually to each club whose secretary has been diligent in submitting all required reports in a timely manner.

1. Criteria for Qualification:

<table>
<thead>
<tr>
<th>Name of item</th>
<th>Postmark</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Submission</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Annual District Dues &amp; Annual International Dues</td>
<td>30 days from invoice</td>
<td>300**</td>
</tr>
<tr>
<td>b. Certification of Delegates to District Convention</td>
<td><strong>Postmark by</strong> 30*</td>
<td></td>
</tr>
<tr>
<td>c. Certification of Delegates to International Convention</td>
<td>30 days prior to Convention</td>
<td>30*</td>
</tr>
<tr>
<td>d. Election Report of next year’s Club Officers</td>
<td>June 1st</td>
<td>60**</td>
</tr>
<tr>
<td>e. Official Monthly Reports</td>
<td>10th of Month</td>
<td>10 each*</td>
</tr>
<tr>
<td>f. Official Annual Report</td>
<td>October 31</td>
<td>60**</td>
</tr>
</tbody>
</table>
* Deduct 1 point for each day late
** Deduct 2 points for each day late

Minimum points required for Outstanding Secretary: 540

(Revised 03/06/2009)

Roger Bell moved adoption of 430 as a committee report and the amendment was adopted by the Board.

435. Melvin B. Dennis Trophy for Outstanding Secretary

(Multiple Trophies may be awarded during some years.)

— A selection responsibility of a special committee appointed by the Governor.

Selection will be the responsibility of the District Secretary. The Governor may appoint a special committee to assist if desired.

1. Eligibility:

The club secretary for the current or most recent administrative year who exemplifies and has demonstrated a high expertise of office and the true spirit of Kiwanis. He/she must have qualified as an Outstanding Secretary.

2. Nomination:

The club president and/or Lieutenant Governor may make the nomination. Particular attention will be given to those services beyond his/her administrative responsibilities that have made him/her Outstanding as a Club Secretary. The District maintains complete records regarding administration and the filing of reports.

3. Filing Deadline:

Only those nominations postmarked before June 1 will be considered.

4. Trophy Presentation:

This award will be made at the next District Convention. Recipient’s name will be engraved on the permanent trophy in custody at the District Office. A smaller replica will be given for the secretary’s personal possession.

5. Send Nominations to: PNW District Office

6. Selection Criteria:
a. Attendance at:

Preceding year’s District Convention;

Preceding year’s Fall Training Conference of his/her Lieutenant Governor;

**Club Leadership Education**

Preceding year’s Spring /Region Conference of his/her Division;

Not less than 70% of his/her Division’s Council Meetings.

b. Must have kept accurate records of all club meetings and minutes of all board meetings. These are to be open to the scrutiny of the judges, if requested.

c. Must have qualified for the Outstanding Secretary Award in the preceding year by filing all reports indicated in that criteria by the dates shown, and have earned 540 or more points for that award.

d. Additional Considerations:

• Legibility and neatness of records and reports.

• Cooperation with Club, Division and District leaders.

• Assistance to President in preparing Board Meeting agendas.

• Attendance at club meetings, projects and special events.

• Other administrative duties or accomplishments in Kiwanis. (03/07/2009)

Roger Bell moved adoption of 435 as a committee report and the amendment was adopted by the Board.

Claudell King, Youth Protection Chair reported that all Kiwanis SLP Advisors must have background checks performed by HireSafe by October 1, 2016.

Key Leader program participation was encouraged.

Steve Emhoff, Chair of the Convention Committee announced that the convention was within budget. He recognized Cindy Crowthers as co-chair and gave her recognition for her efforts. Registration is down with only 316 registrants as of yesterday. Courageous Citizen banquet tickets are still available. Next year’s convention in Kennewick will remain at $150 early registration, but the late registration begins on July 15 and goes to $185. The hotel room cut off will be July 15 of 2017; everyone needs to book their hotel rooms on time next year. The 2018 convention will be in Spokane and will be a Tri-District meeting. Rooms will be only $125 a night.
The Formula Committee reported that Esquimalt 3-2-1 is a new club and we have two additional that are nearly charter strength of 15. Greg Holland is in charge of chartering new clubs and Jackie Sue McFarlin is in charge of assisting existing clubs by providing club counselors.

Art Riley, KI Trustee from the Capital District was introduced. He thanked the Lt. Governors of the PNW for their efforts. He is here to observe and to be a sponge in order to learn and be able to share what makes us great.

New Business was called for.

Alicia Spooner, Division 76 moved to transfer the Kiwanis Club of Central Coast, Newport from Division 72 to Division 76 as of October 1, 2016. The motion was seconded by Jacob Griswold, Division AYN. The motion carried.

Roger Bell, candidate for Governor-Elect was invited to speak. He spoke for the five minutes allowed him.

Chuck Richardson, Candidate for Governor-Elect was invited to speak. As he was not in the room business proceeded.

Charlie Williams, Division 70 moved to adopt the Budget. It was seconded by Penny Baker, Division 50. It was declared that the motion was out of order as Team Century (2016-17) will need to adopt the budget and the budget needed to be handed out first.

Governor-Elect Ron Myers gave his remarks.

Upon entering the room, Chuck Richardson, Candidate for Governor-Elect was given five minutes to address the Board.

Upon completion of his talk, both candidates were asked a number of questions which included the topics of membership, SLP’s, and value of the District to clubs.

The joint Board meeting was declared adjourned at 2:59 pm.