

**TABLE OF CONTENTS**  
**MINUTES OF THE MEETING OF**  
**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**February 19, 2020**

<b>APPROVAL OF JANUARY 15-16, 2020 MINUTES -----</b>	<b>1</b>	
<b>BOARD POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS ----</b>	<b>1</b>	
<b>FINALIZATION OF PROPOSED AMENDMENTS -----</b>	<b>2</b>	
<b>GOOD STANDING STATUS FOR AMENDMENT PROPOSALS -----</b>	<b>2</b>	
<b>BYLAW AMENDMENT REGARDING USE OF KIWANIS NAME AND MARKS -----</b>	<b>2</b>	
<b>BYLAW AMENDMENT TO PILOT ONLINE VOTING FOR VICE PRESIDENT</b>		
<b>ELECTIONS AT 2021 CONVENTION (SALT LAKE CITY, UTAH)-----</b>	<b>3</b>	
<b>REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT-----</b>	<b>4</b>	<b>02</b>
POLICY CHANGES RELATED TO YOUTH PROTECTION-----	4	
POSITION STATEMENT ON CRIMINAL HISTORY BACKGROUND CHECKS FOR KIWANIS ADVISORS --	4	

**MINUTES OF THE**  
**MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES**

February 19, 2020

The meeting of the Board of Trustees of Kiwanis International convened via GoToMeeting, February 19, 2020. Those present were: Daniel Vigneron, President; James M. Rochford, Immediate Past President; Arthur N. Riley, President-Elect; Peter J. Mancuso, Vice President; Stan D. Soderstrom, Executive Director; Trustees Katrina J. Baranko, Greg Beard, Gunnsteinn Björnsson, Chian Chu-Ching, Gary Cooper, George R. Delisle, Elio Garozzo, Charles Gugliuzza, Tony Gunn, David W. Hurrelbrink, Richard G. Olmstead, Jr., Ernest Schmid, Sam Sekhon, Ronald E. Smith and Cathy Szymanski. Guests: Kiwanis Children's Fund Officers: Ann Wilkins, President; George E.H. Cadman, Immediate Past President; Norman A. Velnes, President-elect; and, Robert M. Garretson.

The meeting was called to order by President Daniel Vigneron on Wednesday, February 19, 2020 at 9:00 a.m. (EST).

**APPROVAL OF JANUARY 15-16, 2020 MINUTES**

Upon motion duly made by Trustee Greg Beard and seconded, the following recommendation was adopted:

**That the Kiwanis International Board approves the minutes of the Board meeting held January 15-16, 2020, via GoToMeeting, as shown in Tab 01.**

**BOARD POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS**

The Board considered the Report of the Resolutions and Bylaws Committee on amendments proposed by clubs and districts for consideration at the 2020 Kiwanis International Convention and determined whether to support each proposal.

Upon motion duly made by Vice President Peter J. Mancuso and seconded, the following recommendation was adopted:

**That the Kiwanis International Board does not support the amendment proposed by the Pacific Northwest District to adopt a new family membership status.**

Upon motion duly made by President-elect Arthur N. Riley and seconded, the following recommendation was adopted:

**That the Kiwanis International Board does not support the amendment proposed by the Kiwanis Club of Den Haag, Netherlands, to implement remote voting for Kiwanis International business.**

Upon motion duly made by Trustee Tony Gunn and seconded, the following recommendation was adopted:

**That the Kiwanis International Board does not support the amendment proposed by the Norway District to allow clubs in Norway to change the membership invitation and approval process.**

**Further, staff is requested to work with district leadership to find a local solution via the club bylaws to the challenge posed to clubs by new government regulations in Norway.**

### **FINALIZATION OF PROPOSED AMENDMENTS**

Upon motion duly made by Trustee George R. Delisle and seconded, the following recommendation was adopted:

**That the Kiwanis International Board authorizes the Executive Officers to make any substantive adjustments that may be necessary to carry out the Board's position and intention regarding all proposed amendments.**

**Further, the Kiwanis International Board authorizes the Executive Director to make any nonsubstantive editing adjustments in any Board-proposed amendments that may be necessary.**

### **GOOD STANDING STATUS FOR AMENDMENT PROPOSALS**

The Kiwanis International Board considered the recommendation from the Resolutions and Bylaws Committee that clubs and districts should be in good standing in order to propose amendments to the Kiwanis International Bylaws.

Upon motion duly made by President-elect Arthur N. Riley and seconded, the following recommendation was adopted:

**That the Kiwanis International Board proposes the following amendment to Article XXVII, Section 3, of the Kiwanis International Bylaws as part of the pending Bylaws Modernization Revision.**

#### **ARTICLE XXVII. AMENDMENTS TO BYLAWS and RESCISSION OF INTERPRETATIONS**

**Section 3.** Proposed amendments to the Bylaws, proposals to rescind the Bylaws adopted by the International Council, or proposals to change or rescind an interpretation of the Bylaws by the Board of Trustees must be submitted by: (6/1991)

- a. The Kiwanis International Board of Trustees; (7/1988)
- b. ~~A district board or district house of delegates~~ The board or house of delegates of a district in good standing; or (6/1991)
- c. A club in good standing, by a majority vote of the members. (7/1988)

### **BYLAW AMENDMENT REGARDING USE OF KIWANIS NAME AND MARKS**

The Kiwanis International Board considered a recommendation from staff that the amendments in the Bylaws Modernization Revision regarding use of the Kiwanis name and marks be proposed at the 2020 Kiwanis International Convention instead.

Upon motion duly made by Trustee Greg Beard and seconded, the following recommendation was adopted:

**That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws to the house of delegates at the 2020 Kiwanis International Convention:**

## **ARTICLE VI. CLUB OPERATIONS**

### **Section 10. Club Use of Kiwanis Name and Marks**

- a. Each club is granted a revocable nonexclusive license to use the trademarks owned by Kiwanis International (hereafter referred to as Kiwanis Marks) in connection with its activities as a member of Kiwanis International. Kiwanis International has the exclusive right to control usage of the Kiwanis Marks by a club. Applying for and maintaining membership in Kiwanis International constitutes acceptance by the club of all terms and conditions for use of the Kiwanis Marks and a waiver of all separate or independent rights. (6/1989)
- b. The license to use the Kiwanis Marks is terminated immediately and automatically when a club's charter is resigned or revoked or when specifically directed by Kiwanis International. Failure to cease the use of the Kiwanis Marks and any marks confusingly similar thereto will result in immediate and irreparable harm to Kiwanis International for which there is no adequate remedy at law and Kiwanis International may take legal action as necessary, including but not limited to seeking and obtaining injunctive relief. (6/1989)

## **ARTICLE I. NAME AND ~~EMBLEM~~ TRADEMARKS**

**Section 2.** The word "Kiwanis" and the name, emblem, and/or insignia name, copyrights, trademarks, and intellectual property of Kiwanis International shall not be used as a trade name or trademark by any person, entity, association or other organization without the written consent of Kiwanis International or used for any purpose other than that authorized by the Board of Trustees, except as specifically provided to clubs in Article VI. (6/2015)

### **BYLAW AMENDMENT TO PILOT ONLINE VOTING FOR VICE PRESIDENT ELECTIONS AT 2021 CONVENTION (SALT LAKE CITY, UTAH)**

The Kiwanis International Board considered a proposal by President-elect Art Riley to allow a test pilot of online voting for the office of Kiwanis International Vice President to be conducted in conjunction with the 2021 Kiwanis International Convention in Salt Lake City, Utah. This proposal required certain Kiwanis International Bylaw amendments to first be presented and adopted at the 2020 Kiwanis International Convention in Indianapolis, Indiana.

Upon motion duly made by President-elect Arthur N. Riley and seconded, the following recommendation failed.

**That the Kiwanis International Board proposes amendments to the Kiwanis International Bylaws to allow an online election process to be utilized for the office of Kiwanis International Vice President to be elected in 2021. (MOTION FAILED)**

## **REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT**

The Board reviewed the Report of the Board Committee on Risk Management (**Tab 02**), which met on February 13, 2020, to consider matters related to youth protection.

### ***POLICY CHANGES RELATED TO YOUTH PROTECTION***

Upon motion duly made by Trustee Greg Beard and seconded, the following recommendation was adopted:

**That the Kiwanis International Board approves the revisions to Policy B.16 – Criminal History Background Checks, as shown in Tab 02, effective May 1, 2020.**

### ***POSITION STATEMENT ON CRIMINAL HISTORY BACKGROUND CHECKS FOR KIWANIS ADVISORS***

Upon motion duly made by Trustee Greg Beard and seconded, the following recommendation was adopted:

**That the Kiwanis International Board adopts the following position statement regarding criminal history background checks:**

**No Kiwanis club or district is permitted to deviate from Policy B.16 – Criminal History Background Checks. Any Kiwanis advisor to any Service Leadership Program club that does not have a clear criminal history background check on file with Kiwanis International is not permitted to have any contact with youth at a Service Leadership Program meeting or event.**

**Further, the Board requests staff to promptly coordinate with districts to ensure that Kiwanis members and non-members who do not have a clear criminal history background check are not permitted to serve as Kiwanis advisors to a Service Leadership Program club.**

### **NEXT BOARD MEETING – APRIL 22, 2020**

The next meeting of the Board of Trustees will be April 22, 2020, via GoToMeeting.

The meeting adjourned sine die on Wednesday, February 19, 2020, at 9:20 a.m. EST.