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**KIWANIS CHILDREN’S FUND BOARD OF TRUSTEES**

**February 20, 2020**

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## MINUTES OF THE

### MEETING OF THE KIWANIS CHILDREN'S FUND BOARD OF TRUSTEES

February 20, 2020

The meeting of the Board of Trustees of the Kiwanis Children's Fund was held via GoToMeeting, February 20, 2020. Those present were: Ann Wilkins, President; George E. H. Cadman, Q.C., Immediate Past President; Norman A. Velnes, President-elect; Robert M. Garretson, Treasurer; Stan D. Soderstrom, Executive Director; Trustees Patricia Barsotti, Matthew Cantrall, Filip Delanote, Peter J. Mancuso, Robert S. Maxwell, Benjamin R. Osterhout, Serena Quek, Armand St. Raymond, James M. Rochford, John Tyner II, C.K. Yang, Amy Zimmerman; and Ann Updegraff Spleth, Chief Operating Officer. Guests: Daniel Vigneron, Kiwanis International President and Arthur N. Riley, President-elect.

The meeting was called to order by President Ann Wilkins on Thursday, February 20, 2020 at 9:02 a.m. (EST). Ann asked Immediate Past President George Cadman to preside.

The following reports were received:

#### **REPORT OF THE PRESIDENT**

The Report of the President was presented by Ann Wilkins as shown in **Tab 01**.

#### **REPORT OF THE IMMEDIATE PAST PRESIDENT**

The Report of the Immediate Past President was presented by George E. H. Cadman, Q.C., as shown in **Tab 02**.

#### **REPORT OF THE PRESIDENT-ELECT**

The Report of the President-elect was presented by Norman A. Velnes, as shown in **Tab 03**.

#### **REPORT OF THE TREASURER**

The Report of the Treasurer was presented by Robert M. Garretson, as shown in **Tab 04**.

#### **REPORT OF THE KIWANIS CHILDREN'S FUND EXECUTIVE DIRECTOR**

The Report of the Kiwanis Children's Fund Executive Director was presented by Stan D. Soderstrom, as shown in **Tab 05**.

#### **REPORT OF THE K.I. REPRESENTATIVE (K.I. VICE PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD**

The Report of the K.I. Representative (K.I. Vice President) to the Kiwanis Children's Fund Board was presented by Peter J. Mancuso, as shown in **Tab 06**.

#### **REPORT OF THE K.I. REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD**

The Report of the K.I. Representative (K.I. Immediate Past President) to the Kiwanis Children's Fund Board was presented by James M. Rochford, as shown in **Tab 07**.

**REPORT OF THE KIWANIS CHILDREN’S FUND CHIEF OPERATING OFFICER**

The Report of the Kiwanis Children’s Fund Chief Operating Officer was presented verbally by Ann Updegraff Spleth, as shown in **Tab 08**.

**APPROVAL OF OCTOBER 23-26, 2019 BOARD MEETING MINUTES**

Upon motion duly made by President-elect Norman A. Velnes and seconded, the following recommendation was adopted:

**That the Kiwanis Children’s Fund Board approves the minutes of the Board meeting held October 23-26, 2019 in Indianapolis, Indiana, USA, as shown in Tab 09.**

**REPORT OF THE EXECUTIVE COMMITTEE**

The Report of the 2019-20 Executive Committee, Ann Wilkins, Chair, was presented. **(Tab10)**

No action was taken.

The Executive Committee report was accepted.

**REPORT OF THE BYLAWS AND POLICIES COMMITTEE**

The Report of the 2019-20 Bylaws and Policies Committee, Filip Delanote, Chair, was presented. **(Tab 11)**

***BYLAW AMENDMENTS AS A KIWANIS INTERNATIONAL SUBSIDIARY***

Upon recommendation of the Bylaws and Policies Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board amends the Kiwanis Children’s Fund bylaws as shown below:**

**ARTICLE I – NAME, MISSION, AND MEMBERS**

**Section 4. Members.** ~~The members of the Foundation are all members in good standing of chartered Kiwanis clubs of Kiwanis International. Members of the Foundation do not have voting rights.~~ The sole member of the Foundation shall be Kiwanis International.

**Section 5: Meeting of Members.** An annual meeting of the Foundation members shall be held in conjunction with the annual convention of Kiwanis International, provided at least 30 days advance notice shall be provided to the members. At the annual meeting, the President and ~~chief financial officer~~ Treasurer or their designees shall report on the activities and financial condition of the corporation. (10/2018)

**ARTICLE III – OFFICERS**

**Section 1. Designation.** The officers of the Foundation shall be a President, President-Elect, Immediate Past President, Treasurer, and Executive Director, ~~and Treasurer.~~ The Board also may create, appoint, and define the duties of such other officers and agents as it deems advisable. (2/2018)

**Section 4. Compensation.** No officer who serves on the Kiwanis Children’s Fund Board is entitled to receive compensation from the Foundation for performance of his/her duties of office. However, the Foundation Board may approve reimbursement to any officer for out-of-pocket expenses which are:

- a) personally incurred or paid by any officer,
- b) reasonably incurred in furtherance of the Foundation’s business and objectives, and
- c) documented by the officer with appropriate receipts, canceled checks, or other proof of the nature and amount of the expenses.

The Executive Director of the Foundation, because he/she also serves as the Executive Director of Kiwanis International, will be compensated by Kiwanis International.

**Section 5. President.** The President is the chair and chief executive officer of the Foundation and shall generally supervise the business and affairs of the Foundation; preside at all meetings of the Foundation, Foundation Board and Executive Committee; and supervise the activities of all other officers and the Trustees.

#### **ARTICLE VI – AMENDMENTS**

**Section 2. ~~Copy to~~ Ratification by the Kiwanis International Board.** The Executive Director or President shall forward a copy of any amendment to or restatement of these Bylaws to the Board of Trustees of Kiwanis International, Inc. within ten (10) days after adoption. Amendments shall only become effective upon ratification of the Kiwanis International Board.

#### **ARTICLE VII – MISCELLANEOUS**

**Section 2. Financial Records.** The Foundation shall comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation. The Foundation shall conduct an annual financial audit performed according to international audit standards and shall report regularly on its financial status, including the annual audit, to the Executive Director and the Kiwanis International Board, at such times and including such information as requested by the Board. ~~At all times,~~ The Foundation’s financial accounts, records, and books shall be open to ~~the~~ inspection by members of the Foundation Board and any auditors named by the Board.

**Further, that the Kiwanis Children’s Fund Board requests staff to file amended Articles of Incorporation with the state of Indiana consistent with these Bylaws amendments.**

**Further, that the Kiwanis Children’s Fund Board revises Policy C, as shown below:**

#### **POLICY C. BOARD OF TRUSTEES, OFFICERS, AND AGENTS**

##### **8. Additional Officers or Agents**

The Kiwanis Children’s Fund shall have the following administrative officers with the duties as stated. As staff, these officers shall be under the authority of the Executive Director.

- Chief Operations Officer: Shall have general oversight over the administrative operations of the organization, including designated staff, and shall be the primary liaison with the Board.
- Chief Financial Officer: Shall have general oversight over the finances of the organization.

*ADJUSTMENT OF DEVELOPMENT COMMITTEE DUTIES*

Upon recommendation of the Bylaws and Policies Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board revises Procedure 301.1 – Development Committee, as shown below:**

**301 – STANDING COMMITTEES (10/16)**

**301.1 - Development Committee**

The duties of the Development Committee shall be to: (7/14) (10/16)

- Review national and international research on fundraising strategies and programs that could improve the funding of the Foundation.
- Evaluate internally produced statistics regarding donor demographics, fundraising program results, and focus group feedback that can help guide future efforts.
- Study the relationship between the Foundation and District Foundations in order to continually improve it.
- Assist in educating Kiwanians, clubs, and districts about giving and philanthropy.

The Bylaws and Policies Committee report was accepted.

**REPORT OF THE DEVELOPMENT COMMITTEE**

The Report of the 2019-20 Development Committee, Benjamin R. Osterhout, Chair, was presented. **(Tab 12)**

No action was taken.

The Development Committee report was accepted.

**REPORT OF THE FINANCE/INVESTMENT COMMITTEE**

The Report of the 2019-20 Finance/Investment Committee, Robert M. Garretson, Chair, was presented. **(Tab 13)**

***ACCEPTANCE OF 2018-19 CONSOLIDATED AUDIT REPORT (KIWANIS INTERNATIONAL, CIRCLE K INTERNATIONAL, KIWANIS YOUTH PROGRAMS, KIWANIS CHILDREN’S FUND)***

Upon recommendation of the Finance/Investment Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board accepts the 2018-19 consolidated audit report for the Kiwanis Children’s Fund, which includes the financial results for Circle K International, Kiwanis Youth Programs and Kiwanis International, and the related Management Letter.**

*APPROVAL OF AUDITORS FOR 2019-20 FISCAL YEAR*

Upon recommendation of the Finance/Investment Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board selects BKD, LLP as auditors for the Kiwanis Children’s Fund for the 2019-20 administrative year.**

*TRANSFER OF THE CUNAT FUND*

Upon recommendation of the Finance/Investment Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board approves the transfer of the total balance of the Cunat Scholarship Fund to The Cunat Family Foundation.**

The Finance/Investment Committee report was accepted.

**REPORT OF THE GRANTS COMMITTEE**

The Report of the 2019-20 Grants Committee, John Tyner II, Chair, was presented. **(Tab 14)**

*GRANT PROPOSAL FROM UNICEF USA*

Upon recommendation of the Grants Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board approves a grant of US\$336,000 from the USI Sustainability Temporary Fund to UNICEF USA to increase and improve Iodine Deficiency Disorders (IDD) control in Morocco and Myanmar.**

The Grants Committee report was accepted.

**REPORT OF THE JOINT COMMITTEE**

The Report of the 2019-20 Joint Committee, Ann Wilkins, Chair, was presented. **(Tab 15)**

*2020-21 KIWANIS CHILDREN’S FUND BOARD OFFICER NOMINATIONS*

Upon recommendation of the Joint Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board accepts the nomination of the following persons as officers for the 2020-21 administrative year:**

- President: Norman A. Velnes**
- President-elect: Robert M. Garretson**
- Treasurer: Filip Delanote**

***KIWANIS CHILDREN’S FUND BOARD DISTRICT SEAT***

Upon recommendation of the Joint Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board appoints Mark Esposito of the Kiwanis Club of Greater Swedesboro, New Jersey, USA to the Kiwanis Children’s Fund Board District Seat, subject to verification of a clear criminal history background check, to serve a three-year term beginning October 1, 2020.**

***KIWANIS CHILDREN’S FUND BOARD TRUSTEE NOMINATIONS***

Upon recommendation of the Joint Committee, it was moved and adopted:

**That the Kiwanis Children’s Fund Board appoints the following persons as Trustees, subject to verification of a clear criminal history background check, to serve three-year terms beginning October 1, 2020:**

- **Elizabeth Tezza, Kiwanis Club of East Cooper, Mt. Pleasant, South Carolina**
- **Juanita Edwards, Kiwanis Club of Dalton, Georgia**
- **John Tyner, II, Kiwanis Club of Rockville, Maryland (appointed to the At-Large seat)**

The Joint Committee report was accepted.

**NEXT BOARD MEETING – JUNE 17, 2020**

The next meeting of the Board of Trustees will be June 17, 2020.

The meeting adjourned sine die on Thursday, February 20, 2020 at 11:03 a.m. EST.