

**TABLE OF CONTENTS**  
**MINUTES OF THE MEETING OF**  
**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**April 22, 2020**

	<b>TAB</b>
<b>REPORT OF THE PRESIDENT-----</b>	<b>1 01</b>
<b>REPORT OF THE PRESIDENT-ELECT -----</b>	<b>1 02</b>
<b>REPORT OF THE VICE PRESIDENT -----</b>	<b>1 03</b>
<b>REPORT OF THE EXECUTIVE DIRECTOR -----</b>	<b>1 04</b>
<b>REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL -----</b>	<b>1 05</b>
<b>REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL -----</b>	<b>1 06</b>
<b>APPROVAL OF FEBRUARY 19, 2020 MINUTES -----</b>	<b>1 07</b>
<b>ADMINISTRATIVE ACTION REPORT -----</b>	<b>2 08</b>
<b>RATIFICATION OF INCORPORATION OF NEW KIWANIS EUROPE SUBSIDIARY -----</b>	<b>2 09</b>
<b>2018-19 DISTINGUISHED DISTRICTS -----</b>	<b>2</b>
<b>2020-21 DISTINGUISHED PROGRAM-----</b>	<b>2 10</b>
<b>2020-21 KIWANIS INTERNATIONAL COMMITTEES-----</b>	<b>2 11</b>
<b>DISTRICT CONVENTION HELD OUTSIDE DISTRICT BOUNDARY -----</b>	<b>2</b>
<b>CONSIDERATION 2020 CIRCLE K INTERNATIONAL BOARD DECISION REGARDING ANNUAL CIRCLE K INTERNATIONAL CONVENTION -----</b>	<b>3</b>
<b>2020 DISTRICT CONVENTION CANCELLATIONS IN LIGHT OF THE COVID-19 PANDEMIC -----</b>	<b>5</b>
<b>FINANCIAL REPORT CRITERIA FOR DISTRICTS -----</b>	<b>5</b>
<b>ANALYSIS OF RETURN ON INVESTMENT FOR SECOND YEAR DUES WAIVER -----</b>	<b>6</b>
<b>REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE -----</b>	<b>6 12</b>
<b>TEMPORARY NEW MEMBER FEE WAIVER FOR EXISTING KIWANIS CLUBS-----</b>	<b>6</b>
<b>REPORT OF BOARD COMMITTEE ON MEMBERSHIP-----</b>	<b>6 13</b>
<b>KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – NEW ZEALAND-SOUTH     PACIFIC DISTRICT -----</b>	<b>6</b>
<b>KIWANIS ASIA-PACIFIC MATCHING GRANT RETROACTIVE REIMBURSEMENT REQUEST –     MALAYSIA DISTRICT -----</b>	<b>7</b>
<b>REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS -----</b>	<b>7 14</b>
<b>CIRCLE K INTERNATIONAL ORGANIZATIONAL STRUCTURE -----</b>	<b>7</b>
<b>NEXT BOARD MEETING – TO BE DETERMINED-----</b>	<b>7</b>

## MINUTES OF THE

### MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

April 22, 2020

The meeting of the Board of Trustees of Kiwanis International convened via GoToMeeting, April 22, 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: Chris Decorte, President, Kiwanis International-European Federation and Norman A. Velnes, President-elect, Kiwanis Children's Fund.

The meeting was called to order by President Daniel Vigneron on Wednesday, April 22, 2020 at 9:00 a.m. (EDT).

The following reports were received:

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

The Report of the President, Daniel Vigneron, is attached as **Tab 01**.

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

The Report of the President-Elect, Arthur N. Riley, is attached as **Tab 02**.

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

The Report of the Vice President, Peter J. Mancuso, is attached as **Tab 03**.

#### **REPORT OF THE EXECUTIVE DIRECTOR**

The Report of the Executive Director, Stan D. Soderstrom, is attached as **Tab 04**.

#### **REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL**

The Report of the Board Counselor to Circle K International, Katrina Baranko, is attached as **Tab 05**.

#### **REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL**

The Report of the Board Counselor to Key Club International, George R. Delisle, is attached as **Tab 06**.

#### **GENERAL CONSENT ITEMS**

Upon motion duly made by Trustee David W. Hurrelbrink, and seconded, the following recommendations were adopted:

#### **APPROVAL OF FEBRUARY 19, 2020 MINUTES**

**That the Kiwanis International Board approves the minutes of the Board meeting held February 19, 2020, via GoToMeeting, as shown in Tab 07.**

## **ADMINISTRATIVE ACTION REPORT**

**That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 08.**

## **RATIFICATION OF INCORPORATION OF NEW KIWANIS EUROPE SUBSIDIARY**

**That the Kiwanis International Board approves the incorporation of the new Kiwanis Europe subsidiary of Kiwanis International as shown in Tab 09.**

## **2018-19 DISTINGUISHED DISTRICTS**

**That the Kiwanis International Board approves the 2018-19 Distinguished Districts as shown below:**

<b>DISTRICT</b>	<b>GOVERNOR</b>	<b>SECRETARY</b>
<b>Rocky Mountain</b>	<b>Timothy Sheppard</b>	<b>Kelly Steck-James</b>
<b>Eastern Canada and the Caribbean</b>	<b>Melford Clarke</b>	<b>James Steele</b>
<b>Belgium-Luxembourg</b>	<b>Christian De Maesschalck</b>	<b>Johan Hendrix</b>
<b>Japan</b>	<b>Koji Yoshida</b>	<b>Ken Sugita</b>
<b>Malaysia</b>	<b>Ivan Boon Wee Oh</b>	<b>Stewart George Labrooy</b>
<b>Nepal</b>	<b>Sujan Shrestha</b>	<b>Laxman Lamsal</b>
<b>Philippine Luzon</b>	<b>Rucil Contrevida</b>	<b>Romeo Garcia</b>
<b>Taiwan</b>	<b>Chien-Kung Yang</b>	<b>Teng-Fa Hsiao</b>

**Further, that the Philippine South District may also be designated as Distinguished, contingent upon filing the necessary audit and tax reports with Kiwanis International to return to good standing.**

## **2020-21 DISTINGUISHED PROGRAM**

**That the Kiwanis International Board approves the 2020-21 Distinguished Program for districts, divisions, and clubs proposed by President-elect Arthur N. Riley as shown in Tab 10.**

## **2020-21 KIWANIS INTERNATIONAL COMMITTEES**

**That the Kiwanis International Board approves the 2020-21 Kiwanis International Committees as shown in Tab 11.**

## **DISTRICT CONVENTION HELD OUTSIDE DISTRICT BOUNDARY**

On April 4, Kiwanis International received a request from the New Jersey District to hold its 2021 annual convention at a facility in Valley Forge, Pennsylvania. As an effort to increase convention attendance, the request was made so a moderately priced and destination type location could be offered that is within a reasonable distance. The New Jersey District has already consulted the Pennsylvania District, which has no concern with this request.

Kiwanis International procedures require that, if a district wishes to hold its convention outside of its boundaries, approval must be obtained from the Kiwanis International Board.

Upon motion duly made by Trustee David W. Hurrelbrink, and seconded, the following recommendation was adopted:

**That the Kiwanis International Board grants permission to the New Jersey District to hold its 2021 annual convention outside the district boundary as requested.**

### **CONSIDERATION 2020 CIRCLE K INTERNATIONAL BOARD DECISION REGARDING ANNUAL CIRCLE K INTERNATIONAL CONVENTION**

Article 18. International Conventions, Section 1. Time and Place of Annual Convention, states “there shall be an annual convention of Circle K International at such time and place as shall be determined by the CKI Board of Trustees, with the concurrence of the Kiwanis Counselor to Circle K International and/or the Circle K Director. Such determination is to be effected not less than one (1) year prior to the date of said convention, *unless in any year the CKI Board of Trustees and the Board of Trustees of Kiwanis International shall determine that the holding of such annual convention would be inadvisable.*”

Due to challenges and concerns presented by the present and ongoing COVID-19 pandemic, the Circle K International Board, at its April 19 meeting, approved the cancellation of the organization’s annual convention for 2020.

Upon motion duly made by Trustee David W. Hurrelbrink, and seconded, the following recommendation was adopted:

**That the Kiwanis International Board agrees with the decision of the Circle K International Board to cancel the 2020 annual Circle K International convention.**

### **2020 ANNUAL KIWANIS INTERNATIONAL CONVENTION OPTIONS IN LIGHT OF THE COVID-19 PANDEMIC**

Many nations and states have enacted travel and social distancing restrictions and precautions to try to slow the spread of the COVID-19 global pandemic and prevent a greater number of fatalities. Numerous major events around the world have been cancelled or postponed, with many others still under consideration. In light of this, the Kiwanis International Board considered whether to hold the 2020 annual Kiwanis International convention as scheduled or cancel or postpone it.

The Kiwanis International Bylaws provide that the organization shall hold an annual convention, but it also acknowledges that emergency conditions may prevent holding the convention and provides how to otherwise conduct Kiwanis International business.

After studying all factors, the K.I. Board reviewed and discussed several options with the consideration of elections, amendments, and resolutions.

Upon motion duly made by Trustee Gary Cooper, seconded, and amended, the following recommendation was **unanimously** adopted:

**That, in accordance with the provisions of Kiwanis International Bylaws Article XV, Section 1, the Kiwanis International Board declares that a condition of emergency exists in the form of the**

existing and ongoing COVID-19 global pandemic. Because of this, the Board authorizes all Kiwanis leaders at all levels of the organization to take such extraordinary actions as they deem necessary directly related to protecting clubs, members and those Kiwanis serves from the health, safety and financial implications of this crisis.

Upon motion duly made by Trustee Cathy Szymanski, seconded, and amended, the following recommendation was **unanimously** adopted:

**Further, that, also in accordance with the with Kiwanis International Bylaws Article XV, Section 1, and due to the travel restrictions, social distancing precautions, and serious health concerns for all Kiwanis members and citizens worldwide, the Kiwanis International Board determines that having the convention would put lives at risk, and therefore be inadvisable. For these reasons, the Kiwanis International Board hereby cancels the 2020 annual convention of Kiwanis International. The Kiwanis International Board has been advised by staff that there would likely be no cancellation penalties from the hotels if the convention is cancelled because it is inadvisable to hold it. The Kiwanis International Board understands that the hotels may attempt to assess cancellation penalties and authorizes staff to enforce Kiwanis' rights under existing contracts and negotiate reasonable business solutions where necessary.**

Upon motion duly made by Trustee Gary Cooper, seconded, and amended, the following recommendation **failed**.

**That, in accordance with Kiwanis International Bylaws Article XIX, Section 13, the Kiwanis International Board hereby calls a meeting of the Kiwanis International Council to be convened via remote online means, for the purpose of electing the Kiwanis International President, President-elect, Vice-President, and Trustees for the normal term for each office, beginning October 1, 2020.**

*Immediate Past President James M. Rochford requested the vote count be recorded, as follows:*

**4 - Yes** (*Chian Chu-Ching, Peter J. Mancuso, Arthur N. Riley, and Ronald E. Smith*)

**14 – No** (*Katrina Baranko, Greg Beard, Gunnsteinn Björnsson, Gary Cooper, George R. Delisle, Elio Garozzo, Chuck Gugliuzza, Tony Gunn, David W. Hurrelbrink, Richard G. Olmstead Jr., James M. Rochford, Sam Sekhon, Ernest Schmid, and Cathy Szymanski*)

**Amendment to motion FAILED.**

Upon amendment duly made and seconded, the following recommendation was **unanimously** adopted.

**That, in accordance with Kiwanis International Bylaws Article XIX, Section 13, the Kiwanis International Board hereby calls a meeting of the Kiwanis International Council at a date and in a manner to be determined by the Board for the purpose of electing the Kiwanis International President, President-elect, Vice-President, and Trustees for the normal term for each office, beginning October 1, 2020, and conducting any other business the Board deems necessary.**

Upon motion duly made by Trustee Richard G. Olmstead Jr., seconded, and amended, the following recommendation was **unanimously** adopted:

**That the Kiwanis International Board also requests the Kiwanis International Council to consider memorial resolutions for Past Presidents Ray Lansford, Tony Kaiser, and Poly Lat.**

## **2020 DISTRICT CONVENTION CANCELLATIONS IN LIGHT OF THE COVID-19 PANDEMIC**

Most district conventions take place from late July through late September. Kiwanis' bylaws require that advance notice of the convention be sent to district clubs at least 60 days in advance, which is late May - late July. Due to the COVID-19 global pandemic, many districts are wondering whether it is advisable to hold their annual convention this year, and, if they do not, how they can and should conduct the normal business of elections, amendments, and resolutions. Districts have reached out to Kiwanis International staff and Board members for guidance.

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

**That, in consideration of the current and ongoing COVID-19 pandemic, districts should consider whether they find it advisable to hold their 2020 annual convention as scheduled, with the health, safety, and well-being of Kiwanis club members and their family, friends, and communities being of paramount importance. If the district cancels its 2020 annual convention, districts are directed to follow the provisions of the Standard Form for District Bylaws as much as possible regarding convention cancellation and alternate methods of conducting business, that being: 1) to reschedule the convention prior to Sept. 30, if possible; or 2) to hold a meeting of delegates-at-large by Sept. 30, if possible. If neither of those methods is prudent or possible due to ongoing pandemic-related conditions, districts are authorized to use other alternate methods of conducting necessary business including declaring sole candidates to be elected, written mailed ballots, or online meeting or voting methods, as each district believes best suits its needs.**

## **FINANCIAL REPORT CRITERIA FOR DISTRICTS**

At the January 15-16, 2020 Board meeting, the Board Committee on Audit and Finance recommended the Board adopt specific annual financial reporting criteria for districts as required in K.I. Board Procedure 204.1. The Board postponed action on this matter until its April 22 meeting.

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

**That the Kiwanis International Board approves the following financial reporting criteria for districts:**

### **Procedure 231 - District Financial Reporting Criteria**

**The following criteria shall govern the annual examination of district financial records required by the Kiwanis International Bylaws and the Standard Form for District Bylaws.**

- **If district gross revenue is less than US\$100,000, Kiwanis requires a review by a third party (a non-board member) with a letter and accompanying financial statements.**
- **If district gross revenue is less than US\$200,000 or total assets are less than US\$500,000, Kiwanis requires a CPA\* Compilation or CPA Review.**
- **If district gross revenue is less than US\$500,000 or total assets are less than US\$1,250,000, Kiwanis requires a CPA Review or CPA Audit.**
- **If district gross revenue is greater than or equal to US\$500,000 or total assets are greater than or equal to US\$1,250,000, Kiwanis requires a CPA Audit.**

**\*CPA = Certified Public Accountant**

**Alternative reporting criteria may be approved by the Kiwanis International Board, subject to request by a district and the submission of appropriate and sufficient district policies and/or procedures which reference local government guidelines.**

## **ANALYSIS OF RETURN ON INVESTMENT FOR SECOND YEAR DUES WAIVER**

At the October 5, 2019 Board meeting, the Board Committee on Audit and Finance was presented with statistics regarding the financial impact of the dues waiver for clubs in their second year. The committee wanted to revisit the issue at the January 15-16, 2020 Board meeting, with a request that additional data be provided related to the retention of new clubs and new members of new clubs for the past 10 years. After significant discussion in January, the committee agreed that the dues waiver for clubs in their second year does not result in significant club or member retention and has not accomplished its financial intention. The Board then postponed the matter until its April 22 meeting.

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

**That the Kiwanis International Board approves the discontinuance of the dues waiver for all new clubs in their second administrative year. This discontinuance of the dues waiver will be effective for all new clubs opened October 1, 2020 and thereafter.**

## **REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE**

The Report of the 2019-20 Board Committee on Audit and Finance, Greg Beard, Chair, was presented. (Tab 12)

### ***TEMPORARY NEW MEMBER FEE WAIVER FOR EXISTING KIWANIS CLUBS***

Upon recommendation of the Board Committee on Audit and Finance, it was moved and adopted:

**That the Kiwanis International Board approves the waiver of the Kiwanis International new member fee for any new members who join existing Kiwanis clubs between April 22, 2020 and September 30, 2020. Further, due to the emergency conditions and resulting effects created by the COVID-19 pandemic, the Board recommends that districts and clubs also waive their respective new member fees.**

This completed the Report of the Board Committee on Audit and Finance.

## **REPORT OF BOARD COMMITTEE ON MEMBERSHIP**

The Report of the 2019-20 Board Committee on Membership, Charles Gugliuzza, Chair, was presented. (Tab 13)

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – NEW ZEALAND-SOUTH PACIFIC DISTRICT***

Upon recommendation of the Board Committee on Membership, it was moved and adopted:

**That the Kiwanis International Board approves the matching grant request from the New Zealand-South Pacific District in the amount of US\$2,000 for growth, marketing and education efforts.**

***KIWANIS ASIA-PACIFIC MATCHING GRANT RETROACTIVE REIMBURSEMENT REQUEST – MALAYSIA DISTRICT***

Upon recommendation of the Board Committee on Membership, it was moved and adopted:

**That the Kiwanis International Board approves late disbursement of the previously approved US\$8,000 matching grant request for the Malaysia District.**

This completed the Report of the Board Committee on Membership.

**REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS**

The Report of the 2019-20 Board Committee on Service and Partnerships, Richard G. Olmstead, Jr., was presented. (Tab 14)

***CIRCLE K INTERNATIONAL ORGANIZATIONAL STRUCTURE***

Upon recommendation of the Board Committee on Service and Partnerships, it was moved and adopted:

**That the Kiwanis International Board requests the appointment of a task force to examine the issues contributing to Circle K International membership decline and to recommend potential solutions for club growth and strengthening.**

This completed the Report of the Board Committee on Service and Partnerships.

**NEXT BOARD MEETING – TO BE DETERMINED**

Due to the current COVID-19 pandemic and travel restrictions, the next meeting of the Board of Trustees will be determined at a later date.

The meeting adjourned sine die on Wednesday, April 22, 2020, at 2:25 p.m. EDT.