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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
January 19-22, 2021

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MINUTES OF THE

MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

January 22, 2021

The meeting of the Board of Trustees of Kiwanis International convened via Zoom, Friday, January 22, 2021. Those present were: Arthur N. Riley, President; Daniel Vigneron, Immediate Past President; Peter J. Mancuso, President-elect; Bert West, Vice President; Stan D. Soderstrom, Executive Director; Trustees Wilfredo G. Aguilar, Katrina J. Baranko, Gunnsteinn Björnsson, Gary Cooper, Kip Crain, George R. Delisle, Chuck Fletcher, Michel Fongue, Buheita Fujiwara, Elio Garozzo, David W. Hurrelbrink, Sam Sekhon, Ronald E. Smith, and Cathy Szymanski. Guests: Norman A. Velnes, President, Kiwanis Children's Fund; and Jon-Fadri Huder, President, Kiwanis International-European Federation.

The meeting was called to order by President Arthur N. Riley on Friday, January 22, 2021 at 9:00 a.m. (EST) via Zoom Meeting. An invocation was given by Trustee Sam Sekhon.

The following reports were received:

REPORT OF THE PRESIDENT

The Report of the President, Arthur N. Riley, is attached as **Tab 01**.

REPORT OF THE PRESIDENT-ELECT

The Report of the President-elect, Peter J. Mancuso, is attached as **Tab 02**.

REPORT OF THE VICE PRESIDENT

The Report of the Vice President, Bert West, 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, Cathy Szymanski, is attached as **Tab 05**.

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL

The Report of the Board Counselor to Key Club International, Gary Cooper, is attached as **Tab 06**.

GENERAL CONSENT ITEMS

Upon motion duly made by Trustee Cathy Szymanski, the following recommendations were adopted:

APPROVAL OF SEPTEMBER 30-OCTOBER 2, 2020 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held September 30-October 2, 2020, USA (via Zoom), as shown in Tab 07.

APPROVAL OF NOVEMBER 19, 2020 MINUTES

That the Kiwanis International Board approves the minutes of the Board meeting held November 19, 2020 (via Zoom), as shown in Tab 08.

2020-21 KIWANIS INTERNATIONAL COMMITTEE UPDATES

That the Kiwanis International Board approves the updates to 2020-21 Kiwanis International Committees, as shown in Tab 09.

ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 10.

REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE

That the Kiwanis International Board receives the Report of the International Committee on Resolutions and Bylaws, as shown in Tab 11.

REPORT OF THE GOVERNANCE COMMITTEE

That the Kiwanis International Board receives the Report of the Governance Committee, as shown in Tab 12.

APPOINTMENT OF 2021-22 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL

That the Kiwanis International Board approves the appointment of Michael Mulhaul as 2021-22 Kiwanis International Board Counselor to Circle K International, and Chuck Fletcher as 2021-22 Kiwanis International Board Counselor to Key Club International.

EXTENSION OF EMERGENCY CONDITIONS

In April 2020, the Kiwanis International Board adopted a declaration acknowledging that emergency conditions exist due to the COVID-19 pandemic. Due to the ongoing emergency conditions, a decision was made to extend the declaration of emergency conditions until April 30, 2021.

Upon motion duly made by Trustee Kip Crain and seconded, the following recommendation was adopted:

That the Kiwanis International Board extends the current declaration of emergency conditions until April 30, 2021.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2020-21 Executive Committee, Arthur N. Riley, Chair, was presented. **(Tab 13)**

No action was taken.

This completed the Report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Report of the 2020-21 Board Committee on Audit and Finance, Bert West, Chair, was presented. **(Tab 14)**

ACCEPTANCE OF 2019-20 CONSOLIDATED AUDIT REPORT (KIWANIS INTERNATIONAL, KIWANIS EUROPE, CIRCLE K INTERNATIONAL, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN'S FUND

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

That the Kiwanis International Board accepts the 2019-20 consolidated audit report for Kiwanis International, Kiwanis Europe, Circle K International, Kiwanis Youth Programs and Kiwanis Children's Fund and the related Audit Committee Letter.

2020-21 BUDGET FOR KIWANIS INTERNATIONAL & CIRCLE K INTERNATIONAL

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

That the Kiwanis International Board approves the budget for the fiscal year 2020-21 for Kiwanis International at an overall deficit for all funds of US\$2,449,573.

Further, that the Kiwanis International Board approves the budget for the fiscal year 2020-21 for Circle K International at an overall deficit of US\$62,651.

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

REPORT OF BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION

The Report of the 2020-21 Board Committee on Leadership Development and Education, Katrina Baranko, Chair, was presented. **(Tab 15)**

No action was taken.

This completed the Report of the Board Committee on Leadership Development and Education.

REPORT OF BOARD COMMITTEE ON MEMBERSHIP

The Report of the 2020-21 Board Committee on Membership and Education, Sam Sekhon, Chair, was presented. (Tab 16)

COUNTING MULTI-CLUB MEMBERS IN NEW CLUBS

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

That the Kiwanis International Board revises Procedure 302.3 – Multiple-Club Members for New Clubs, as follows:

302.3 – Multiple-Club Members for New Clubs (Rev. 1/17, effective 3/17)

When forming a new Kiwanis club, the Club Opener may identify members of existing Kiwanis clubs who are willing to become members in the new club for the specific purpose of assisting the club to establish sound operations. These persons should be included in the initial core of the club's leadership. New clubs must be comprised of a minimum of 15 members who are not currently members in another Kiwanis club. (9/97) (1/17)

Multiple-club members in a new Kiwanis club are required to pay all financial obligations (club, district, and International dues and fees) as outlined in the International Bylaws. (4/06) (1/17)

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – AUSTRALIA 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 Australia District in the amount of US\$3,000 for growth, marketing and public relations initiatives.

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\$12,000 for growth efforts within the district.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – PHILIPPINE LUZON 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 Philippine Luzon District in the amount of US\$10,000 for education efforts within the district.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – TAIWAN 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 Taiwan District in the amount of US\$15,000 for growth and education efforts within the district.

DETACHMENT OF ST PIERRE DE LA RÉUNION CLUB FROM FRANCE-MONACO DISTRICT

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

That the Kiwanis International Board detaches the Kiwanis Club of St Pierre de la Réunion from the France-Monaco District.

This completed the Report of the Board Committee on Membership.

REPORT OF BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING

The Report of the 2020-21 Board Committee on Public Relations, Image and Marketing, George R. Delisle, Chair, was presented. **(Tab 17)**

No action was taken.

This completed the Report of the Board Committee on Public Relations, Image and Marketing.

REPORT OF BOARD COMMITTEE ON RISK MANAGEMENT

The Report of the 2020-21 Board Committee on Risk Management, Peter Mancuso, Chair, was presented. **(Tab 18)**

CAPTIVE INSURANCE

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

That the Kiwanis International Board authorizes a continued feasibility study for the development of a captive insurance program, with a cost up to US\$50,000.

This completed the Report of the Board Committee on Risk Management.

REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The Report of the 2020-21 Board Committee on Service and Partnerships, Ronald E. Smith, Chair, was presented. (Tab 19)

No action was taken.

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

OTHER BUSINESS

RESOLUTIONS AND BYLAWS COMMITTEE RECOMENDATIONS

AMENDMENTS TO ARTICLES XXVII (AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS) AND XVII (CONVENTION PROCEDURE)

Upon motion duly made by Trustee Chuck Fletcher, the following recommendations were adopted:

That the Kiwanis International Board directs that the following amendment recommended by the Resolutions and Bylaws Committee be incorporated into the 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 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)

ARTICLE XVII. CONVENTION PROCEDURE

Section 6.

- a. Proposed resolutions may be submitted by: (7/1998)
 - (1) The International Board of Trustees; (7/1998)
 - (2) ~~A district board or district house of delegates~~ The board or house of delegates of a district in good standing; or (7/1998)
 - (3) A club in good standing, by a majority vote of the members. (7/1998)

REVISIONS TO PROCEDURE 123 – RESOLUTIONS COMMITTEE

Upon motion duly made by Vice President Bert West, the following recommendation **FAILED**:

That the Kiwanis International Board revises Procedure 123 – Resolutions Committee, as follows:

123 - RESOLUTIONS COMMITTEE (1/13)

123.4 - Submitting Body

Resolutions and bylaw amendments that are identical or have the same or similar intention shall be officially proposed by only one valid body as prescribed in the Kiwanis International Bylaws (club, district, or Kiwanis International). Co-sponsorship or other ways of indicating support for proposals shall not be published.

BOARD POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS

AMENDMENT TO ADOPT NEW FAMILY MEMBERSHIP STATUS (FIRST MOTION)

Upon motion duly made by Trustee Kip Crain, the following recommendation **FAILED**:

That the Kiwanis International Board supports the proposed amendment from a district adding a new family membership status.

AMENDMENT TO ADOPT NEW FAMILY MEMBERSHIP STATUS (SECOND MOTION)

Upon motion duly made by President-elect Peter Mancuso, the following recommendation was adopted:

That the Kiwanis International Board does not support the proposed amendment from a district adding a new family membership status.

AMENDMENT TO PROHIBIT USE OF K.I. REVENUE TO PURCHASE ALCOHOL

Upon motion duly made by Trustee George Delisle, the following recommendation was adopted:

That the Kiwanis International Board does not support the proposed amendment from a district prohibiting use of K.I. revenue to purchase alcohol for or by K.I. Board members or staff or their spouses or companions.

AMENDMENT TO PROHIBIT USE OF K.I. REVENUE TO PURCHASE FIRST-CLASS OR BUSINESS-CLASS AIRFARE

Upon motion duly made by Trustee George Delisle, the following recommendation **FAILED**:

That the Kiwanis International Board does not support the proposed amendment from a district prohibiting use of K.I. revenue to purchase first-class or business-class airfare for or by K.I. Board members or staff or their spouses or companions.

AMENDMENT TO ALLOW LT. GOVERNORS TO BE ELECTED FROM OUTSIDE A DIVISION (FIRST MOTION)

Upon motion duly made by Trustee Michael Mulhaul, the following recommendation **FAILED**:

That the Kiwanis International Board supports the proposed amendment from a district to allow Lt. Governors from outside a division to be appointed if no one from within the division is willing or able to serve.

AMENDMENT TO ALLOW LT. GOVERNORS TO BE ELECTED FROM OUTSIDE A DIVISION (SECOND MOTION)

Upon motion duly made by Trustee George Delisle, the following recommendation was adopted:

That the Kiwanis International Board does not support the proposed amendment from a district to allow Lt. Governors from outside a division to be appointed if no one from within the division is willing or able to serve.

APPRECIATION TO THE LEADERSHIP ADVISORY TASK FORCE SUBCOMMITTEE ON GOVERNANCE STRUCTURES AND DELIVERY

Upon motion duly made by Trustee Katrina Baranko, the following recommendation was adopted:

That the Kiwanis International Board thanks the Leadership Advisory Task Force Subcommittee on Governance Structures and Delivery for its work and its report and will take its recommendations under advisement.

NEXT BOARD MEETING – FEBRUARY 25, 2021

The next meeting of the Board of Trustees will be February 25, 2021, via Zoom. The meeting adjourned sine die on Friday, January 22, 2021, at 11:15 a.m. EST.