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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
January 20, 2022

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

January 20, 2022

The meeting of the Board of Trustees of Kiwanis International convened Thursday, January 20, 2022, via Zoom Meeting. Those present were: Peter J. Mancuso, President; Arthur N. Riley, Immediate Past President; Bert West, President-elect; Katrina Baranko, Vice President; Stan D. Soderstrom, Executive Director; Trustees Wilfredo G. Aguilar, Gunnsteinn Björnsson, Gary Cooper, Kip Crain, Chuck Fletcher, Michel Fongue, Buheita Fujiwara, Gary S. Graham, David W. Hurrelbrink, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Michael Mulhaul, Éliane Ott-Scheffer, and Cathy Szymanski. Guests: Robert M. Garretson, President, Kiwanis Children's Fund; and, George E.H. Cadman, Q.C., Chair, Kiwanis Youth Programs.

The meeting was called to order by President Peter J. Mancuso on Thursday, January 20, 2022, at 11:07 a.m. (EST) via Zoom Meeting. An invocation was given by Trustee Linda Lawther.

The following reports were received:

REPORT OF THE PRESIDENT

The report of the President, Peter J. Mancuso, is attached as **Tab 01**.

REPORT OF THE PRESIDENT-ELECT

The report of the President-elect, Bert West, is attached as **Tab 02**.

REPORT OF THE VICE PRESIDENT

The report of the Vice President, Katrina Baranko, 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, Michael Mulhaul, is attached as **Tab 05**.

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL

The report of the Board Counselor to Key Club International, Chuck Fletcher, is attached as **Tab 06**.

GENERAL CONSENT ITEMS

Upon motion duly made by Trustee Kip Crain, and seconded, the following recommendations were adopted:

MINUTES OF THE OCTOBER 2, 2021, BOARD MEETING

That the Kiwanis International Board approves the minutes of the Board meeting held October 2, 2021, as shown in Tab 07.

2021-22 BOARD COMMITTEE UPDATES

That the Kiwanis International Board approves the list of updated 2021-22 Board Committees, as shown in Tab 08.

2021-22 KIWANIS INTERNATIONAL COMMITTEE UPDATES

That the Kiwanis International Board approves the updates to 2021-22 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.

APPOINTMENT OF 2022-23 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL

That the Kiwanis International Board approves the appointment of Linda I. Lawther as 2022-23 Kiwanis International Board Counselor to Circle K International, and Daniel M. Leikvold as 2022-23 Kiwanis International Board Counselor to Key Club International.

APPOINTMENT OF 2021-22 KIWANIS CANADA BOARD OF DIRECTORS

That the Kiwanis International Board approves the appointment of the 2021-22 Kiwanis International Officers and Trustees as the 2021-22 Kiwanis Canada Board of Directors.

REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE

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

REPORT OF THE KIWANIS INTERNATIONAL COMMITTEE OF DISTRICT SECRETARIES

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

REPORT OF THE EXECUTIVE COMMITTEE

The report of the 2021-22 Executive Committee, Peter J. Mancuso, Chair, was presented. **(Tab 13)**

RE-PROPOSAL OF BOARD-SPONSORED AMENDMENTS AND RESOLUTION FROM 2020 AND 2021

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

That the Kiwanis International Board approves presentation to the House of Delegates at the 2022 Kiwanis International convention of Proposed Amendments 1, 2, 3, 4, and 6 to the Kiwanis International Bylaws on various topics and the accompanying resolution on Bylaws Modernization, all as shown in Exhibit A.

Further, That the Kiwanis International Board proposes that the amendment to the Kiwanis International Bylaws on the topic of remote voting, also as shown in Exhibit A (Proposed Amendment 5), be presented to the House of Delegates at the 2022 Kiwanis International convention.

Further, That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws to be presented to the House of Delegates at the 2022 Kiwanis International convention (revised from the version shown in Exhibit A, Proposed Amendment 7.)

ARTICLE XXVII. BYLAWS REVISIONS

Section 1. At the recommendation of the Kiwanis International Board, the House of Delegates may, by a two-thirds (2/3) vote, order a revision of the Kiwanis International Bylaws to be considered the following year, to include such changes as are provided in the Board's recommendation.

Section 2. At the meeting when the Kiwanis International Bylaws revision is considered, no other Bylaw amendments may be proposed from any source except those directly related to the provisions being changed in the revision and any that may be proposed by the Kiwanis International Board related to the financial management of the organization.

Section 3. A two-thirds (2/3) vote shall be required for adoption of a Bylaw revision.

Section 4. At the meeting at which the Bylaw revision is ordered, rules for its consideration may be adopted by a two-thirds (2/3) vote which will be binding on revision consideration the following year.

KIWANIS OFFICER OR FAMILY MEMBER EMPLOYMENT AT KIWANIS INTERNATIONAL

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

That the Kiwanis International Board amends Policy B. International Administration, 15. Conflict of Interest as follows:

B. INTERNATIONAL ADMINISTRATION

15. Conflict of Interest

In order to protect its interests as a tax-exempt organization, Kiwanis International, when contemplating a transaction or arrangement that might benefit the private interest of or that might result in a possible excess benefit transaction for an International Officer (Kiwanis International Board Members and Governors) or a member of a committee with Board-delegated responsibilities or powers, Kiwanis International shall exercise due diligence to assure no conflict of interest exists and/or it shall take appropriate disciplinary and corrective action, as defined in procedure, if, upon investigation, a conflict of interest is determined to exist. This policy and accompanying procedure is intended to supplement, but not replace, any state and federal laws applicable to nonprofit and charitable organizations. (4/07) (6/10)

International Officers must represent unconflicted loyalty to the interests of Kiwanis membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. (1/08) (6/10)

International Officers must not use their positions to obtain employment at Kiwanis International for themselves, immediate family members, or associates and must wait for three years after most recently serving in office to apply for employment for any paid service within Kiwanis International. In the event the Executive Director deems that hiring such person would be in the best interest of the organization, the Executive

Committee shall have the authority to waive this requirement upon request by the Executive Director. (1/08) (6/10)

This completed the report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The report of the 2021-22 Board Committee on Audit and Finance, David W. Hurrelbrink, Chair, was presented. **(Tab 14)**

ACCEPTANCE OF 2020-21 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 2020-21 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.

APPROVAL OF 2021-22 AUDITORS (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 selects BKD, LLP as auditors for Kiwanis International, Kiwanis Europe, Circle K International, Kiwanis Youth Programs, and Kiwanis Children's Fund for the 2021-22 administrative year. The proposed audit fee for 2021-22 is US\$104,500.

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 2021-22 Board Committee on Leadership Development and Education, Arthur N. Riley, Chair, was presented. **(Tab 15)**

No action taken.

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

REPORT OF BOARD COMMITTEE ON MEMBERSHIP

The report of the 2021-22 Board Committee on Membership, Cathy Szymanski, Chair, was presented. **(Tab 16)**

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – PHILIPPINE SOUTH 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 South District in the amount of US\$10,000 for growth, marketing and education initiatives with reimbursement contingent on the district being, “in good standing” by September 30, 2022.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – NEPAL 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 Nepal District in the amount of US\$11,000 to support the building of clubs within the nation of India.

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 initiatives with reimbursement contingent on the district being, “in good standing” by September 30, 2022.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA 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 Malaysia District in the amount of US\$10,000 for growth, marketing and education initiatives with reimbursement contingent on the district being, “in good standing” by September 30, 2022.

AFRICA EDUCATION CONFERENCE FUNDING

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

That the Kiwanis International Board approves funding of not more than US\$90,000, and execution of an education event for club presidents in Africa during the 2021-22 administrative year.

This completed the report of the Board Committee on Membership.

REPORT OF BOARD COMMITTEE ON RISK MANAGEMENT

The report of the 2021-22 Board Committee on Risk Management, Bert West, Chair, was presented. (Tab 17)

CANDIDATE QUALIFICATIONS STANDARDS

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

That the Kiwanis International Board approves the following changes to Policy B.19 – Social Media Guidelines as follows:

Policy B. International Administration

19. Social Media Guidelines

All Kiwanis International Board members, District Governors, Governors-Elect, and Lieutenant Governors and candidates for those positions shall adhere to the following guidelines when posting to a Blog, making comments online, or using Facebook, Twitter, Instagram, YouTube, LinkedIn, Flickr or any other tools that fall within the social media realm. (10/20)

Recognizing that the individual actions of each Kiwanis club member reflect upon the entire organization, the Board urges all districts and clubs to adopt a similar policy and for all Kiwanis members to abide by these guidelines. (10/10)

- a. Be aware that you are responsible, legally and morally, for what you say and post online. (10/10)
- b. Do not post any items that promote, endorse, or condone violence. (10/20)
- c. Do not post any items that promote, endorse, or condone discrimination on the basis of race, color, creed, national origin, age or sex, including sexual orientation and gender identity. (10/20)
- d. Remember that your audience may include Kiwanis family members and nonmembers, both adults and youth, from many cultures throughout the world. (10/10)
- e. Talk about your Kiwanis experience in positive terms. (10/10)
- f. Make it clear that you are speaking only for yourself and any views posted are yours alone. (10/10)
- g. Online conversations should be open, honest, and honorable. (10/10)
- h. Do not post any items, make any comments, or share any material that would be inappropriate for children to read, view or share. (10/10)
- i. Add value to the conversation. (10/10)
- j. Know when to respond. You may disagree with a post, but never fight or air grievances online, and don't get caught up in someone else's rant or rage. (10/10)
- k. Do not use foul language. (10/10)
- l. Don't speak of others in derogatory or degrading terms. (10/10)
- m. Prior to posting any media online, obtain permission from any individuals who appear in that media. (10/10) (10/20)
- n. Adhere to copyright and fair use. (10/10)
- o. Use factual information and cite sources. (10/1)

All Kiwanis International Board members, District Governors, Governors-Elect, ~~and~~ Lieutenant Governors and candidates for those positions agree that if Kiwanis International staff, led by the Executive Director, in its sole discretion, requests that an individual remove a post for violating the social media polices set forth above, the individual shall promptly remove the post. If the individual disagrees with Kiwanis International staff's decision to remove a post, the individual may appeal the

decision to the Risk Management Committee of the Kiwanis International Board, which Committee will then make a recommendation to the Kiwanis International Board and the Board shall then determine the matter. The individual must remove the post while the appeal is pending. Failure to remove the post when requested by Kiwanis International staff subjects the individual to discipline by the Kiwanis International Board, including but not limited to immediate removal from office or the right to run for office by the Kiwanis International Board. The Kiwanis International Board may also elect, at its sole discretion, to prevent any individual from becoming or continuing as a candidate for any post made within five years of becoming an official candidate which promotes or condones violence or is racist or sexist, regardless of whether or not the post is removed. (10/20).

Kiwanis International staff will review posts that come to their attention but have no duty to affirmatively review posts by any Kiwanis International Board member, District Governor, Governor-Elect, Lieutenant Governor, candidates or other members. (10/20)

Additionally, the following reference note will be added to Procedure 193 - Kiwanis International Election Campaign Standards:

(See also Policy B.23 – Social Media Guidelines.)

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

REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The report of the 2021-22 Board Committee on Service and Partnerships, Gary Cooper, Chair, was presented. **(Tab 18)**

CLUB RESOURCE PARTNER KIDSGARDENING

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

That the Kiwanis International Board approves the club resource partner KidsGardening, as shown in Exhibit A.

CLUB RESOURCE PARTNER LITTLE FREE LIBRARY

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

That the Kiwanis International Board approves the club resource partner Little Free Library, as shown in Exhibit B.

KEY CLUB MEMBER BENEFIT PARTNERSHIP - COLLEGEWISE

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

That the Kiwanis International Board approves the club member benefit partner, Collegewise, as shown in Exhibit C.

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

OTHER BUSINESS

2022-23 DISTRICT AND CLUB RECOGNITION PROGRAM

Upon motion duly made by Trustee Chuck Fletcher, the following recommendation was adopted:

That the Kiwanis International Board approves the 2022-23 district and club distinguished recognition criteria, as shown in Tab 19.

SPECIAL COMMITTEE APPOINTMENT

Upon motion duly made by President-elect Bert West, the following recommendation was adopted:

That the Kiwanis International Board requests the President and President-elect to jointly appoint a special committee to coordinate the development of a comprehensive five year financial plan that addresses the following critical elements of Kiwanis which may necessitate additional financial resources and/or bylaw amendments to be proposed at the 2023 Kiwanis International convention: membership growth, the club experience, Kiwanis publications, liability for all levels of the organization, reserves (both level and appropriate utilization), and cost and financial management.

PROPOSED AMENDMENT ON BYLAWS AND RESOLUTIONS PROPOSALS

Upon motion duly made by Trustee Chuck Fletcher, the following recommendation was adopted:

That the Kiwanis International Board proposes the following amendment to the Kiwanis International Bylaws to be presented to the House of Delegates at the 2022 Kiwanis International convention.

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; 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; or (7/1998)**
 - (3) A club in good standing, by a majority vote of the members. (7/1998)**

BOARD POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS

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.

Upon motion duly made by Trustee Gunnsteinn Björnsson, 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.

Upon motion duly made by President-elect Bert West, 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.

Upon motion duly made by Immediate Past President Arthur N. Riley, 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 first-class or business-class airfare for or by K.I. Board members or staff or their spouses or companions.

Upon motion duly made by Trustee Linda I. Lawther, the following recommendation was adopted:

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.

Upon motion duly made by Trustee Chuck Fletcher, the following recommendation was adopted:

That the Kiwanis International Board agrees with the recommendation of the Resolutions and Bylaws Committee that the resolution from the Kiwanis Club of Laguna-Elk Grove, California, on the topic of discrimination, hate, and prejudice not be presented at the 2022 Kiwanis International convention due to the redundancy with existing provisions in governing documents and insurmountable challenges with implementation. The Board instead refers the topic of this resolution to the Kiwanis International Committee on Diversity, Equity, and Inclusion for consideration.

FINALIZATION OF PROPOSED AMENDMENTS AND RESOLUTION

Upon motion duly made by Trustee David W. Hurrelbrink, 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 Board authorizes the Executive Director to make any nonsubstantive editing adjustments in any Board-proposed amendments that may be necessary.

NEXT BOARD MEETING – APRIL 6-9, 2022

The next meeting of the Board of Trustees will be April 6-9, 2022, in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Thursday, January 20, 2022, at 12:04 p.m. EST.