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

**October 7-8, 2022**

During the Committee of the Whole on Friday, October 7, 2022, an impromptu board meeting was requested by President Bert West and without objection was called to order at 10:33 a.m. (EDT) in Indianapolis, Indiana, USA and via Zoom Meeting. The purpose of this meeting was to deal with the urgent matter of the recent officer elections by the Philippine South District.

Those present were:

In-Person: Bert West, President; Peter J. Mancuso, Immediate Past President; Katrina Baranko, President-elect; Lee Kuan Yong, Vice President; Stan D. Soderstrom, Executive Director; Trustees Kip Crain, Chuck Fletcher, Michel Fongue, Buheita Fujiwara, Trinidad P. Gonzales, Gary S. Graham, Steven R. Ingram, Gary Jander, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Jackie Sue McFarlin, Michael Mulhaul, Éliane Ott-Scheffer, and Vincent G. Salembier. Guests: Filip Delanote, President, Kiwanis Children's Fund; Martien van der Meer, President, Kiwanis International-Europe; Maribel Garcia, Chair, Kiwanis Asia-Pacific, and Greg Beard, Chair, Organizational Operations and Structure Committee  
(Online) Guest: Donna Parton, Chair, Kiwanis Youth Programs

***2022 ELECTIONS BY THE PHILIPPINE SOUTH DISTRICT***

After the presentation of information and discussion, it was moved and unanimously adopted:

**That the Kiwanis International Board, acting on its authority in the Kiwanis International Bylaws Article IX, Section 1, to “create, supervise, and control districts of clubs,” takes the following actions regarding the Philippine South District:**

- 1. Declares the election and appointment of officers at the 2022 district convention null and void.**
- 2. Authorizes the Kiwanis International President to appoint a team to review and reorganize the district, including holding new elections.**
- 3. Until such time as elections are held and the Kiwanis International Board approves the reorganization, Kiwanis International shall control the district and appoint representatives to assist with district operations.**

The meeting adjourned sine die on Friday, October 7, 2022, at 10:45 a.m. (EDT)

The regularly-scheduled meeting was called to order by President Bert West on Saturday, October 8, 2022, at 9:33 a.m. (EDT) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Trustee Chuck Fletcher.

The following reports were received:

**REPORT OF THE EXECUTIVE DIRECTOR**

The report of the Executive Director, Stan D. Soderstrom.

**REPORT OF THE PRESIDENT-ELECT**

The report of the President-Elect, Katrina Baranko.

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

The report of the Board Counselor to Circle K International, Linda I. Lawther.

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

The report of the Board Counselor to Key Club International, Daniel M. Leikvold.

## **GENERAL CONSENT ITEMS**

Upon motion duly made by Trustee Linda I. Lawther, and seconded, the following recommendations were adopted:

### **MINUTES OF THE JUNE 8, 2022, BOARD MEETING**

**That the Kiwanis International Board approves the minutes of the board meeting held June 8, 2022, in Indianapolis, Indiana, USA.**

### **MINUTES OF THE SEPTEMBER 12, 2022, BOARD MEETING**

**That the Kiwanis International Board approves the minutes of the board meeting held September 12, 2022, via Zoom meeting.**

### **2022-23 KIWANIS INTERNATIONAL COMMITTEE UPDATES**

**That the Kiwanis International Board approves the updates to the 2022-23 Kiwanis International Committees.**

### **ADMINISTRATIVE ACTION REPORT**

**That the Kiwanis International Board approves the Administrative Action Report.**

### **REPORT OF THE KIWANIS INTERNATIONAL PAST PRESIDENTS COMMITTEE**

**That the Kiwanis International Board receives the report of the Kiwanis International Past Presidents Committee.**

### **APPOINTMENT OF 2022-23 KIWANIS CANANDA SUBSIDARY BOARD OF DIRECTORS**

**That the Kiwanis International Board approves the appointment of the 2022-23 Kiwanis International Officers and Trustees as the 2022-23 Kiwanis Canada Board of Directors.**

### **EXECUTIVE DIRECTOR'S GOALS**

**That the Kiwanis International Board approves the 2022-23 goals for the Executive Director.**

### **FORMATION OF KIWANIS CHILDREN'S FUND-EUROPE**

**That the Kiwanis International Board approves the articles of incorporation and bylaws to create the new entity Kiwanis Children's Fund-Europe, subject to the execution of a license agreement with Kiwanis International.**

## **REPORT OF THE EXECUTIVE COMMITTEE**

The report of the 2022-23 Executive Committee, Bert West, Chair, was presented.

### ***RECOMMENDATION FROM THE ORGANIZATIONAL OPERATIONS AND STRUCTURE ASSESSMENT COMMITTEE***

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

**That the Kiwanis International Board directs staff to revise governing documents and training materials to remove the requirement that clubs keep two separate accounts for administrative and service funds. Clubs may still do so, at their discretion, and should comply with laws of local jurisdiction.**

This completed the report of the Executive Committee.

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

The report of the 2022-23 Board Committee on Risk Management, Katrina Baranko, Chair, was presented.

### ***PROCEDURE CHANGES FOR SLP DISTRICT ADMINISTRATORS***

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

**That the Kiwanis International Board adopts the revisions to Procedures 220 – District Standing Committees and Key Positions, 127 – Background Check Appeals Committee, and 197 – Criminal History Background Checks, as shown in Exhibit A.**

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

The report of the 2022-23 Board Committee on Audit and Finance, Michael Mulhaul, Chair, was presented.

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

### ***APPROVAL OF THE 2022-23 BUDGET FOR CIRCLE K INTERNATIONAL***

**That the Kiwanis International Board approves the 2022-23 Budget for Circle K International with an overall deficit of US\$78,846.**

### ***PROPOSED DUES ADJUSTMENT AMENDMENT***

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

**That the Kiwanis International Board revises the dues adjustment amendment proposal previously adopted at the June 8, 2022, Board meeting to read as follows. Only Article XXII, Sections 1 and 2 are changed. Other portions of the original amendment remain the same.**

## ARTICLE XXII. REVENUE

**Section 1.** Subject to Sections 2 and 3 of this Article, each club shall pay to Kiwanis International for each member, with the exception of those holding life member status, the ~~following sum of fifty-two dollars (US \$52)~~ per annum. Such sum shall be based on each club's annual membership report as of September 30 of each year and shall be due annually on October 1 and payable by November 30. (6/2015) *(See also Interpretations.)*

- For the administrative year 2023-24: US\$78
- For the administrative year 2024-25: US\$88
- For the administrative year 2025-26 and thereafter: US\$98

*Proviso: As of October 1, 2025, these bylaws shall automatically be revised to reflect US\$98 as the annual dues, with no reference to the three-year phase-in period.*

**Section 2.** The Board of Trustees shall adjust the dues from the clubs in any country where the Gross National Income per capita is less than ten thousand dollars (US \$10,000) as reported by the World Bank. The schedule for payment shall be as follows: (6/2015)

- Tier A: Countries with per capita income US \$10,000 or more ~~pay US \$52~~ shall pay the dues amount stated in Section 1. (6/2015)
- Tier B: Countries with per capita income US \$5,000 to US \$9,999 shall pay: US \$34  
US\$60 for the 2023-24 administrative year  
US\$70 for the 2024-25 administrative year  
US\$80 for the 2025-26 administrative year and thereafter. (6/2015)
- Tier C: Countries with per capita income US \$4,999 or less shall pay: US \$23  
US\$49 for the 2023-24 administrative year  
US\$59 for the 2024-25 administrative year  
US\$69 for the 2025-26 administrative year and thereafter. (6/2015)

*Proviso: As of October 1, 2025, these bylaws shall automatically be revised to reflect the final dues amount for Tier B and C, with no reference to the three-year phase-in period.*

**After debate, the motion was amended and adopted as follows:**

**That the Kiwanis International Board revises the dues adjustment amendment proposed by the Audit and Finance Committee to read as follows:**

## XXII. REVENUE

**Section 1.** Subject to Sections 2 and 3 of this Article, each club shall pay to Kiwanis International for each member, with the exception of those holding life member status, the ~~sum of fifty-two dollars (US \$52)~~ eighty-two dollars (US \$82) per annum. Such sum shall be based on each club's annual membership report as of September 30 of each year and shall be due annually on October 1 and payable by November 30. (6/2015) *(See also Interpretations.)*

**Section 2.** The Board of Trustees shall adjust the dues from the clubs in any country where the Gross National Income per capita is less than ten thousand dollars (US \$10,000) as reported by the World Bank. The schedule for payment shall be as follows: (6/2015)

- Tier A: Countries with per capita income US \$10,000 or more ~~pay US\$52~~ shall pay the amount stated in Section 1. (6/2015)
- Tier B: Countries with per capita income US \$5,000 to US \$9,999 shall pay US\$34 US\$54.
- Tier C: Countries with per capita income US \$4,999 or less shall pay ~~US\$23~~ US\$36.

**It was further resolved that elimination of the official publications subscription fee be proposed as a separate amendment from the dues adjustment, with the separate amendment to incorporate a communications fee of US\$6 per member for all clubs in Tier A nations. The Board directs staff to provide wording for such an amendment for review by the Board at its next meeting in January.**

***REDUCTION IN 2022-23 SPENDING***

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

**That the Kiwanis International Board requests the Executive Director and staff to reduce spending for 2022-23 by approximately US\$1,000,000 and report progress to the Board by its January 2023 meeting.**

***FUTURE CONSIDERATION WHEN PREPARING THE 2023-24 BUDGET***

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

**That the Kiwanis International Board directs staff to identify US\$2,000,000 in reduced spending when preparing the 2023-24 budget. These reductions are based on the 2022-23 budget of US\$3,618,228 deficit approved at the June 2022 board meeting.**

**The motion was then referred back to committee to clarify its intention.**

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

**REPORT OF THE BOARD COMMITTEE ON CONVENTIONS, CONFERENCES, AND RECOGNITION PROGRAMS**

The report of the 2022-23 Board Committee on Conventions, Conferences, and Recognition Programs, Buheita Fujiwara, Chair, presented.

***2023 KIWANIS INTERNATIONAL CONVENTION REGISTRATION FEE AND TICKET PRICES***

Upon recommendation of the Board Committee on Conventions, Conferences, and Recognition Programs it was moved and adopted:

**That the Kiwanis International Board sets the 2023 Kiwanis International convention registration fees and ticket prices as follows:**

<b>EVENT</b>	<b>*All amounts are U.S. dollars*</b>	<b>Prior to May 15</b>	<b>May 16- June 19</b>	<b>June 20 and after</b>
<b>Entire convention – Education Conference and Business Session</b>		<b>\$375</b>	<b>\$475</b>	<b>\$575</b>
<b>Business Session only</b>		<b>\$199</b>	<b>\$249</b>	<b>\$299</b>
<b>Guest (Non-Kiwanis member)</b>		<b>\$199</b>	<b>\$199</b>	<b>\$199</b>
<b>Virtual participants</b>		<b>\$59</b>	<b>\$79</b>	<b>\$99</b>
<b>Signature Project Breakfast Ticket</b>		<b>\$40</b>	<b>\$40</b>	<b>\$40</b>
<b>Kiwanis Children’s Fund Luncheon Ticket (Upgrade)</b>		<b>\$35</b>	<b>\$35</b>	<b>\$35</b>
<b>Saturday Night Party with the Oak Ridge Boys</b>		<b>\$75</b>	<b>\$75</b>	<b>\$75</b>

## **REPORT OF THE BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION**

The report of the 2022-23 Board Committee on Leadership Development and Education, Kip Crain, Chair, was presented.

### ***THE FUTURE OF KIWANIS AMPLIFY***

Upon recommendation of the Board Committee on Leadership Development and Education it was moved and adopted:

**That the Kiwanis International Board directs Kiwanis International staff to market the Kiwanis Amplify program externally in an effort to produce more non-dues revenue for the organization.**

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

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

The report of the 2022-23 Board Committee on Membership, Chuck Fletcher, Chair, was presented.

### ***FELLOWSHIP GROUPS***

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

**That the Kiwanis International Board approves a pilot program of not more than six shared interest fellowship groups with which to gauge the impact on membership retention and value.**

### ***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\$20,000 for growth and education initiatives.**

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST- JAPAN 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 Japan District in the amount of US\$2,150 for Service Club Leadership education initiatives.**

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

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

**That the Kiwanis International Board refers the matching grant request from the New Zealand-South Pacific District back to the district and requests clarity as to the monies being requested.**



***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST- INDIA PROVISIONAL 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 India Provisional District in the amount of US\$40,000 for growth purposes.**

***ASIA-PACIFIC REGION VIRTUAL OFFICE FUNDING REQUEST***

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

**That the Kiwanis International Board approves annual funding in the amount of US\$20,000 in support of the Asia-Pacific region's virtual office.**

***FLORIDA DISTRICT REQUEST TO ATTACH NEW CLUB IN ST. CROIX***

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

**That the Kiwanis International Board approves the attachment of the pending club in St. Croix, US Virgin Islands, to the Florida District.**

This completed the report of the Board Committee on Membership.

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

The report of the 2022-23 Board Committee on Service and Partnerships, Michel Fongue, Chair, was presented.

***AMENDMENTS TO THE CIRCLE K INTERNATIONAL BYLAWS***

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

**That the Kiwanis International Board approves the amendments to the Circle K International Bylaws adopted by the 2022 Circle K International House of Delegates, as shown in Exhibit B.**

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

**EXECUTIVE SESSION**

The Kiwanis International Board went into executive session at 11:54 a.m. EDT to discuss litigation against the Kiwanis entities in the Pacific Northwest District recommended by the Risk Management Committee as well as employment matters related to the Kiwanis International staff.

The Board exited the executive session at 12:09 p.m. EDT.

**NEXT BOARD MEETING – JANUARY 18-19, 2023**

The next meeting of the Board of Trustees will be January 18-19,2023, via Zoom Meeting.

The meeting adjourned sine die on Saturday, October 8, 2022, at 12:14 p.m. EDT.