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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

January 19, 2023

The meeting of the Board of Trustees of Kiwanis International convened Thursday, January 19, 2023, via Zoom Meeting.

Those present were:

In-Person: Bert West, President; Katrina J. Baranko, President-elect; Stan D. Soderstrom, Executive Director.

Online: Peter J. Mancuso, Immediate Past President; Lee Kuan Yong, Vice President; 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.

(Online) Guest: Filip Delanote, President, Kiwanis Children's Fund; Martien van der Meer, President, Kiwanis International-Europe; Maribel Garcia, Chair, Kiwanis Asia-Pacific; Donna Parton, Chair, Kiwanis Youth Programs, and Greg Beard, Chair, Organizational Operations and Structure Committee

The meeting was called to order by President Bert West on Thursday, January 19, 2023, at 10:21 a.m. (EST) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Trustee Trinidad P. Gonzales.

The following reports were received:

REPORT OF THE EXECUTIVE DIRECTOR

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

REPORT OF THE IMMEDIATE PAST PRESIDENT & VICE PRESIDENT

The report of the Immediate Past President, Peter J. Mancuso and Vice President, Lee Kuan Yong.

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 OCTOBER 7-8, 2022, BOARD MEETING

That the Kiwanis International Board approves the minutes of the board meeting held October 7-8, 2022, in Indianapolis, Indiana, USA.

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.

GOVERNANCE COMMITTEE REPORT – STANDARD FORM FOR DISTRICT BYLAWS

That the Kiwanis International Board approves revisions to the Standard Form for District Bylaws. Districts are requested to adopt relevant amendments to their specific bylaws by their 2024 annual convention.

KIWANIS INTERNATIONAL BYLAWS MODERNIZATION REVISION

That the Kiwanis International Board approves adjustments to the Kiwanis International Bylaws Modernization Revision which incorporate the bylaw amendments previously adopted by the House of Delegates at the 2022 Kiwanis International convention as well as one additional clarification identified by the Governance Committee.

REPORT OF THE EXECUTIVE COMMITTEE

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

POLICY AND PROCEDURE UPDATES

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

That the Kiwanis International Board approves revisions to policies and procedures as shown in Exhibit A.

CO-SPONSORING OF AMENDMENT/RESOLUTION PROPOSALS

That the Kiwanis International Board approves new Procedure 123.4 – [Resolutions Committee] Submitting Body, as shown below, clarifying that each resolution or amendment may only be proposed by one entity.

123 – Resolutions Committee

123.4 - Submitting Body

A club or district that proposes a resolution or bylaw amendment according to the provisions in the bylaws shall be listed as the official proposer of the resolution or amendment. In the case of more than one club and/or district proposing the same resolution or amendment, the official proposer shall be the club or district that submits the proposal to Kiwanis International first. There shall not be more than one official proposer for each resolution or amendment.

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

PHILIPPINES SOUTH DISTRICT UPDATE

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

That the Kiwanis International Board directs the following actions by the Philippine South District:

- **Confirm the 2023 district convention will be held May 11-13 in Iloilo City.**
- **Present amended district bylaws for adoption by clubs that will include provisions for governor rotation between the Visayas and Mindanao regions of the district, and a requirement that convention delegates may be certified only for clubs that are in good standing, which includes payment of dues, at least thirty days before the district convention. The final draft of the amended district bylaws should be approved by the Kiwanis International Board at its April meeting.**
- **Confirm that the sole candidate for 2023-24 Governor shall be the person who most recently held the office of Governor-elect (Gigi Chan Chu, Visayas region, who is currently serving as district chair)**
- **Confirm plans at the coming convention to elect a new Governor-elect (2023-24) from the Mindanao region.**

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.

No action taken.

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

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.

ACCEPTANCE OF 2021-22 CONSOLIDATED AUDIT REPORT

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

That the Kiwanis International Board accepts the 2021-22 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 2022-23 AUDITORS

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

That the Kiwanis International Board selects Forvis, LLP as auditors for Kiwanis International, Kiwanis Europe, Circle K International, Kiwanis Youth Programs, and Kiwanis Children's Fund for the 2022-23 administrative year.

MODIFICATION TO DISTRICT IN GOOD STANDING POLICY

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

That the Kiwanis International Board temporarily adjusts the requirement of Procedure 204.1.d – Minimum Requirements for Good Standing so that, for current fiscal year 2022-23 and previous fiscal years, districts, district foundations, and Key Club and Circle K districts are not required to submit audited financial reports or third-party review reports, but rather shall provide financial reports certified by the district, district foundation, or Key Club or Circle K district that the reports are accurate and that the district’s governmental reporting is in compliance with laws and regulations of local jurisdiction.

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.

No action taken.

This completed the report of the Board Committee on Conventions, Conferences, and Recognition Programs.

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.

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 2022-23 Board Committee on Membership, Chuck Fletcher, Chair, was presented.

ASIA-PACIFIC MATCHING GRANT REQUEST

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\$7,526 for growth initiatives.

DIVERSITY EQUITY & INCLUSION CONVENTION FUNDING REQUEST

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

That the Kiwanis International Board approves Diversity Equity and Inclusion funding in the amount of US\$1,500 for 2022-23 for the purpose of a speaker at the Kiwanis International convention.

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.

No action taken.

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

OTHER BUSINESS

REFERRAL TO THE BOARD COMMITTEE ON AUDIT AND FINANCE:

That the Kiwanis International board refers a review of governance provisions regarding required audits be referred to the Audit and Finance Committee, particularly Policy E, K.I. Bylaws Article IX, Section 21, and K.I. Bylaws Article X, Section 3

DUES ADJUSTMENT AMENDMENT

That the Kiwanis International Board rescinds the following motion adopted at the October 8, 2022, Board meeting to make changes to the publications fee:

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.

Therefore, the following final proposed amendment to the Kiwanis International Bylaws regarding a Kiwanis International dues adjustment to be submitted to the House of Delegates at the 2023 convention will be as follows, with no changes to Article XXI – Official Publications:

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 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.

NEXT BOARD MEETING – APRIL 19-22, 2023

The next meeting of the Board of Trustees will be April 19-22, 2023, Indianapolis, Indiana, USA.

The meeting adjourned sine die on Thursday, January 19, 2023, at 10:56 a.m. EST.