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**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**October 7, 2023**

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

**October 7, 2023**

The meeting of the Board of Trustees of Kiwanis International convened Saturday, October 7, 2023, in Indianapolis, Indiana, USA and via Zoom Meeting.

Those present were:

In-Person: Katrina J. Baranko, President; Lee Kuan Yong, President-elect; Bert West, Immediate Past President; Michael Mulhaul, Vice President; Stan D. Soderstrom, Executive Director; Paul Palazzolo, Executive Director-designate. Trustees: Dennis G. Baugh, Matthew Cantrall, Chang-Ching Hsu, Trinidad P. Gonzales, Gary S. Graham, Steven R. Ingram, Gary Jander, Mohan Lamsal, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Vincent G. Salembier, Cathy Tutty

Online: Jackie Sue McFarlin, Éliane Ott-Scheffer

In-Person Guests: Greg Beard, Chair, Organizational Operations and Structure Committee

Online Guests: Sujan Shrestha, Chair, Kiwanis Asia-Pacific; Amy L. Zimmerman, President, Kiwanis Children's Fund; Karin Church, Chair, Kiwanis Youth Programs; Josy Glatigny, President, Kiwanis International-Europe

Interpreters: Elke Ronan (French), Vivian Tsai (Chinese)

The meeting was called to order by President Katrina J. Baranko on Saturday, October 8, 2023, at 9:30 a.m. (EDT) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Trustee Gary S. Graham.

## **LEADERSHIP REPORTS**

The following reports were received:

*REPORT OF THE EXECUTIVE DIRECTOR, Stan D. Soderstrom*

*REPORT OF THE PRESIDENT-ELECT, Lee Kuan Yong*

*REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL, Linda I. Lawther*

## **GENERAL CONSENT ITEMS**

Upon motion duly made by Trustee Gary S. Graham, and seconded, the following recommendations were adopted:

### ***MINUTES OF THE JUNE 21, 2023, BOARD MEETING***

**That the Kiwanis International Board approves the minutes of the board meeting held June 21, 2023, in Minneapolis, Minnesota, USA, as shown in Tab 4.**

### ***MINUTES OF THE JULY 21, 2023, BOARD MEETING***

**That the Kiwanis International Board approves the minutes of the email ballot concluded on July 21, 2023, as shown in Tab 5.**

***MINUTES OF THE SEPTEMBER 29, 2023, BOARD MEETING***

**That that Kiwanis International Board approves the minutes of the special Board meeting held September 29, 2023, via Zoom, as shown in Tab 6.**

***2023-24 KIWANIS INTERNATIONAL COMMITTEE UPDATES***

**That the Kiwanis International Board approves the updates to the 2023-24 Kiwanis International Committees as shown in Tab 7.**

***ADMINISTRATIVE ACTION REPORT***

**That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 8.**

***APPOINTMENT OF 2023-24 KIWANIS CANADA SUBSIDIARY BOARD OF DIRECTORS***

**That the Kiwanis International Board approves the appointment of the 2023-24 Kiwanis International Officers and Trustees as the 2023-24 Kiwanis Canada Board of Directors.**

**EXECUTIVE DIRECTOR'S GOALS**

**That the Kiwanis International Board approves the 2023-24 goals for Executive Director Stan Soderstrom.**

**2024 DISTRICT CONVENTION DATES**

**That the Kiwanis International Board gives approval to any districts which have contracted 2024 convention dates that may be within 30 days before, during, or after the 2024 Kiwanis International convention dates of July 3-6.**

**REPORT OF THE EXECUTIVE COMMITTEE**

The committee did not meet at this time. A meeting is scheduled for October 17, 2023.

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

The report of the 2023-24 Board Committee on Audit and Finance, Bert West, Chair, was presented.

***DUES INCREASE PROPOSAL***

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

**That the Kiwanis International Board proposes an amendment to the Kiwanis International Bylaws as shown below to increase the amount of Kiwanis International dues:**

**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)~~ seventy-seven dollars (US \$77) 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)

**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\$50.
- Tier C: Countries with per capita income US \$4,999 or less shall pay ~~US\$23~~ US\$34.

### ***INCREMENTAL DUES INCREASE FOR FISCAL YEARS 2025-26, 2026-27, AND 2027-28***

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

**That the Kiwanis International Board proposes an amendment to the Kiwanis International Bylaws as shown below granting authority to the Board to increase the amount of Kiwanis International dues by US\$2.00 per year, beginning October 1, 2025, for a period not to exceed three administrative years.**

### **ARTICLE XXII. REVENUE**

**New Section 2.** The Kiwanis International Board shall have the authority to increase the amount of Kiwanis International dues by US\$2.00 per year, beginning October 1, 2025, for a period not to exceed three administrative years.

(Renumber the remaining sections in this article.)

### ***TIERED DUES ADJUSTMENT PROPOSAL***

**That the Kiwanis International Board proposes an amendment to the Kiwanis International Bylaws as shown below to adjust the tier levels and amounts for Kiwanis International dues:**

### **ARTICLE XXII. REVENUE**

**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.~~
- ~~Tier B: Countries with per capita income US \$5,000 to US \$9,999 pay US\$34.~~
- ~~Tier C: Countries with per capita income US \$4,999 or less shall pay US\$23.~~
- Tier 1: Countries with per capita income of US\$10,000 or more shall pay the amount stated in Section 1.
- Tier 2: Countries with per capita income ~~US\$9,999 or~~ of less than US\$10,000 shall pay ~~US\$34~~ US\$ [the amount of dues reflected for Tier C after adoption or failure of Amendment #1].

### ***APPROVAL OF THE 2023-24 BUDGET FOR 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 2023-24 Budget for Circle K International with an overall deficit of US\$45,058.**

***ADJUSTMENT TO DISTRICTS IN GOOD STANDING CRITERIA FOR FINANCIAL REPORTING***

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

**That the Kiwanis International Board adjusts Procedure 204.1 – Minimum Requirements for Good Standing as shown below so that, for all fiscal years (including past years), districts, district foundations, and Key Club and Circle K Districts are not required to submit audited financial reports for third-party review reports, but rather shall provide unaudited or reviewed financial reports certified as accurate and certification that they have complied with all governmental requirements in their respective locations.**

**204 - DISTRICT STATUS**

**204.1 - Minimum Requirements for Good Standing**

A district shall be deemed to be in good standing when the following conditions are met:  
(4/16)

- A. The district has adopted the Standard Form for District Bylaws, modified only as approved by the Kiwanis International Board, and the district is compliant with all aspects of the Kiwanis International Bylaws and policies. (4/16)
- B. The district is actively engaged in introducing Kiwanis clubs into new communities each year. (4/16)
- C. The district's finances are responsibly managed, including adequate collection of dues and fees, budgetary and fiscal management by the district's board, and annual reporting to pertinent governmental entities and Kiwanis International. Districts are not required to submit audited financial reports or third-party review reports, but rather shall provide unaudited or reviewed financial reports certified by the district, district foundation, or Key Club or Circle K District as accurate and shall submit a certification signed by the Governor, District Secretary and, if applicable, the Key Club or Circle K District Administrator that they have complied with all governmental requirements in their respective locations. (10/18)
- D. The district is current with all requirements of annual reporting to Kiwanis International including report of the district's annual convention, ~~report of the annual financial audit, copy of all annual and other governmental tax filings,~~ and the most recent copy of the district's bylaws and policies. (10/18)
- E. The district has complied with Kiwanis International policies on criminal history background checks for all required district positions. (10/18)
- F. The district and its clubs are actively engaged in community service projects and programs that support youth and children. (4/16)
- G. The district fills the offices of Governor, Governor-elect, Vice-Governor (if any), Secretary, and Treasurer with proper elections or proper appointments to fill vacancies in accordance with their bylaws. (10/18)

***Proviso:*** ~~Per action by the Kiwanis International Board on January 19, 2023, the requirements of Procedure 204.1.d are temporarily adjusted so that, for 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.~~

The Board shall annually review the good standing status of each district in the first month of the administrative year. (4/19)

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

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

The report of the 2023-24 Board Committee on Leadership Development and Education, Hope Markes, Chair, was presented.

### ***DISTRICT TRUSTEES FROM OUTSIDE THEIR OWN REGION***

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

**That the Kiwanis International Board proposes an amendment to the Kiwanis International Bylaws as follows, allowing districts to elect individuals as trustees who do not belong to a club in a specific region:**

#### **ARTICLE 9. DISTRICTS**

**Section 4.** Each district officer shall be an active member in good standing in a club in good standing of the district. Additionally, each trustee shall be a member of a club in the region from which elected and each lieutenant governor shall be a member of a club in the division from which elected. However, if there is no member from a club in a particular division qualified and willing to serve as lieutenant governor or no member from a club in a particular region qualified and willing to serve as trustee, a member of a club in another division or region, respectively, may serve. Each candidate for the office of governor, governor-elect, and vice governor (if any) also shall have a satisfactory criminal history background check conducted and verified by Kiwanis International. (6/2023)

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

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

The report of the 2023-24 Board Committee on Membership, Daniel M. Leikvold, Chair, was presented.

### ***MEMBERSHIP STRATEGY***

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

**That the Kiwanis International Board endorses the initial concepts and continued development of the 2024-29 organizational membership growth program.**

### ***FINAL REPORT OF THE INTERNATIONAL COMMITTEE ON DIVERSITY, EQUITY & INCLUSION***

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

**That the Kiwanis International Board requests all districts to review their current requirements for candidates for all district offices stated in their governing documents or other materials to verify:**

- **whether all requirements are realistic without unduly limiting the district's pool of candidates;**
- **whether all requirements are being uniformly applied;**

- that all requirements are properly stated in their bylaws rather than policies or procedures or other documents; and
- that no requirements are in violation of any state/provincial or national laws or regulations.

Any such criteria for candidates for district office which does not meet these points should be removed by proper amendment.

This completed the report of the Board Committee on Membership.

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

The report of the 2023-24 Board Committee on Risk Management, Lee Kuan Yong, Chair, was presented.

### ***SLP DISTRICT ADMINISTRATOR POLICIES AND PROCEDURES***

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

**That the Kiwanis International Board amends the Kiwanis International policies and procedures regarding Service Leadership Programs district administrators and youth protection as shown in Exhibits A, B, and C.**

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

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

**That the Kiwanis International Board agrees that, unless the Kiwanis Children's Fund-Europe is incorporated as a legal entity by November 1, 2023, the Kiwanis International Executive Committee is authorized to revoke permission to use the Kiwanis name and marks.**

### ***DEDUCTIBLE FOR KRMPFK (CAPTIVE INSURANCE PROGRAM)***

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

**That the Kiwanis International Board agrees with the recommendation of the Board of Directors of KRMPFK, INC. and instructs KRMPFK to increase the self-insured retention on the general liability insurance policies to \$150,000.00 as part of a long-term plan to reduce or avoid future insurance costs and allow access to better pricing through the reinsurance market.**

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

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

The report of the Board Committee on Service and Partnerships, Linda I. Lawther, Chair, was presented.

### ***APPROVAL OF CHANGES TO THE CIRCLE K INTERNATIONAL BYLAWS AND POLICES CODE***

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

**That the Kiwanis International Board accepts the amendments to the Circle K International Bylaws and Circle K International Police Code as adopted by the Circle K International House of Delegates/International Council.**

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

## NEW BUSINESS

The Board reviewed the report of the Governance Committee, which had been tasked with drafting a proposed amendment to reduce the number of Kiwanis International Trustees from 15 to 12, under specific parameters previously directed by the Board.

### ***KIWANIS INTERNATIONAL BOARD COMPOSITION REDUCTION (GOVERNANCE COMMITTEE REPORT)***

Upon motion duly made by Trustee Steven R. Ingram, it was moved and adopted:

That the Kiwanis International Board presents a proposed amendment to the Kiwanis International Bylaws as shown in Tab 14 to reduce the number of Trustees from 15 to 12. This reduction shall be implemented over a three-year period, following the natural attrition of existing Trustee terms:

- One seat for the United States and Pacific Canada Region eliminated for the 2025-26 year.
- The at-large seat eliminated for the 2026-27 year.
- Another seat for the United States and Pacific Canada Region eliminated for the 2027-28 year.

### ***CORRECTION OF TWO ERRORS FROM THE BYLAWS MODERNIZATION REVISION (GOVERNANCE COMMITTEE REPORT)***

During its meeting, the Governance Committee also found two errors in the Kiwanis International Bylaws resulting from oversight in recent Modernization Revisions. Standing Rule #22 of the Kiwanis International House of Delegates allows for the correction of these type of errors:

**Standing Rule 22:** The Kiwanis International Board and Staff are authorized to make non substantive corrections that may be necessary as a result of adopting Bylaw amendments that cause unintentional conflicts or inconsistencies in terminology, grammar, numbering, cross-references, etc.

Upon motion duly made by Trustee Linda I. Lawther, it was moved and adopted:

That the Kiwanis International Board, acting in accordance with Standing Rule 22 of the Kiwanis International House of Delegates, approves the corrections to the Kiwanis International Bylaws, correcting accidental errors resulting from adoption of the Modernization Revision:

**Article 12, Section 7: Officers' and trustees' terms shall begin on October 1 of each year and end on September 30 ~~of the following year~~ of the last year of their term.**

**Article 7, Section 4: The United States and Pacific Canada Region is guaranteed nine (9) Trustees to be elected at-large by delegates from that Region at the annual Kiwanis International convention until such time that an ~~alternate~~ alternative plan is presented by the Region and approved by the Kiwanis International Board.**

### ***REVISION TO POLICY C.5- COMPOSITION OF THE KIWANIS INTERNATIONAL-KIWANIS INTERNATIONAL FOUNDATION JOINT COMMITTEE***

Immediate Past President Bert West led a discussion on his concerns about fundraising and grant performance by the Kiwanis Children's Fund and the selection process for the Kiwanis Children's Fund Board.

Upon motion duly made by Immediate Past President Bert West, it was moved and adopted:



**That the Kiwanis International Board revises Policy C.5 as shown below to adjust the composition of the Kiwanis International-Kiwanis International Foundation Joint Committee, effective November 1, 2023.**

### **C. GENERAL**

#### **5. Kiwanis International Foundation (*dba the Kiwanis Children's Fund*)**

- g. Joint Board Committee:** As a means of maintaining mutual understanding and cooperation between the boards of trustees of Kiwanis International and the Kiwanis International Foundation, a Joint Committee shall be established and maintained, consisting of the Kiwanis International President, Immediate Past President, President-Elect, and Vice President and one member of the Kiwanis International Foundation ~~President, Immediate Past President, President-Elect, and Treasurer~~ Board selected by the Kiwanis International President. The Kiwanis International President shall be Chairman, with the same voting privileges as other members. (10/11) (10/21)

The Joint Committee may consider other matters of mutual interest to both organizations and is authorized to make recommendations to either or both boards. (6/10) (10/21)

The Joint Committee shall meet at the call of the Kiwanis International President, but in no event, less than twice per administrative year. Ten (10) days advance notice shall be given for committee meetings. A majority of members shall constitute a quorum for the transaction of business, and a majority vote shall be necessary to approve actions. (10/11)

**Further, the Kiwanis International Board directs the Kiwanis International Foundation to amend its bylaws consistent with this amendment to the Kiwanis International policies. The authority for this direction lies in the Foundation's policies.**

### **B. RELATIONSHIP WITH KIWANIS INTERNATIONAL**

#### **1. KIWANIS INTERNATIONAL (2/22)**

- a. Kiwanis International and the Kiwanis International Foundation, although separately constituted, are closely aligned by Bylaw and Policy provisions. Full cooperation between the two organizations is necessary for total success. (7/14)
- c. The Foundation will actively support the Objects, goals, purposes, and objectives of Kiwanis International and establish compatible fundraising programs to enhance the Foundation's fundraising ability. The Foundation shall distribute grants solely for Kiwanis-related activities or for activities that support the Objects, purposes, and objectives of Kiwanis International.

### **NEXT BOARD MEETING – JANUARY 18, 2024**

The next meeting of the Board of Trustees will be January 18, 2024, via Zoom.

The meeting adjourned sine die on Saturday, October 7, 2023, at 10:46 a.m. EDT.