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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
January 18, 2024

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

January 18, 2024

The meeting of the Board of Trustees of Kiwanis International convened Thursday, January 18, 2024, in Indianapolis, Indiana, USA and via Zoom Meeting.

Those present were:

In-Person: Katrina J. Baranko, President; Bert West, Immediate Past President; Stan D. Soderstrom, Executive Director; Paul Palazzolo, Executive Director-designate.

Online: Lee Kuan Yong, President-elect; Michael Mulhaul, Vice President; Trustees: Dennis G. Baugh, Matthew Cantrall, Chang-Ching Hsu, Trinidad P. Gonzales, Gary S. Graham, Mohan Lamsal, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Jackie Sue McFarlin, Cathy Tutty

Absent: Steven R. Ingram, Gary Jander, Éliane Ott-Scheffer, Martien Van der Meer

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

The meeting was called to order by President Katrina J. Baranko on Thursday, January 18, 2024, at 9:02 a.m. (ET) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Trustee Cathy Tutty.

LEADERSHIP REPORTS

The following reports were received, as shown in Tabs 1-3:

REPORT OF THE EXECUTIVE DIRECTOR, Stan D. Soderstrom

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL, Gary Jander

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

GENERAL CONSENT ITEMS

Upon motion duly made by Trustee Jackie Sue McFarlin, and seconded, the following recommendations were adopted:

MINUTES OF THE OCTOBER 7, 2023, BOARD MEETING

That the Kiwanis International Board approves the minutes of the board meeting held October 7, 2023, in Indianapolis, Indiana, USA, as shown in Tab 4.

MINUTES OF THE NOVEMBER 30, 2023, BOARD MEETING

That the Kiwanis International Board approves the minutes of the Board meeting held November 30, 2023, via Zoom, as shown in Tab 5.

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 6.

ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 7.

REPORT OF THE EXECUTIVE COMMITTEE

The report of the 2023-24 Executive Committee, Katrina J. Baranko, Chair was presented.

GOVERNORS-ELECT BEING THE SOLE CANDIDATE FOR GOVERNOR

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

That the Kiwanis International Board amends the Standard Form for District Bylaws as follows:

Article 7. Nomination and Election of Officers

Section 2.

- a. **The Governor-elect shall be the sole candidate for the office of Governor and the Vice-Governor shall be the sole candidate for Governor-elect. However, in any year in which the Governor-elect or Vice-Governor was not previously elected by the district house of delegates or, during the ensuing year, becomes is no longer qualified to hold the office, and upon confirmation of such condition(s) by Kiwanis International, other qualified candidates shall be permitted.**

This completed the report of the Executive Committee.

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.

The committee has no recommendations at this time.

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.

The committee has no recommendations at this time.

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.

The committee has no recommendations at this time.

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.

The committee has no recommendations at this time.

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.

REINSTATEMENT OF PERKSPOT AS A MEMBER BENEFIT CORPORATE PARTNER

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

That the Kiwanis International Board approves the reinstatement of PerkSpot as a member benefit corporate partner.

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

NEW BUSINESS

CANDIDATE ENDORSEMENT FOR EUROPE REGION TRUSTEE SEAT

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted:

That the Kiwanis International Board hereby gives pre-approval to any district in the Europe Region that wishes to have a candidate for the one-year vacancy term to be elected at the 2024 Kiwanis International-Europe Convention, allowing that district to endorse its candidate by proper action of the district board rather than its house of delegates.

RESOLUTIONS AND BYLAWS COMMITTEE REPORT

Upon motion duly made by Trustee Daniel M. Leikvold, and seconded, it was moved and adopted:

That the Kiwanis International Board receives the report of the Resolutions and Bylaws Committee as shown in Tab 14.

POSITION ON PROPOSED AMENDMENTS FROM CLUBS AND DISTRICTS

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

That the Kiwanis International Board conditionally supports the proposed amendment from the Pacific Northwest District Board to increase Kiwanis International dues over three years, if the dues amendment proposed by the Kiwanis International Board is not adopted.

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

That the Kiwanis International Board conditionally supports the proposed amendment from the Kiwanis Club of Haddons, New Jersey, if the dues amendments proposed by both the Kiwanis International Board and the Pacific Northwest District are not adopted.

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted, with Lee Kuan Yong abstaining:

That the Kiwanis International Board does not support the proposed amendment from the Malaysia District Board to change the income levels for tiered dues.

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

That the Kiwanis International Board does not support the proposed amendment from the Belgium-Luxembourg District Board to change the income levels and amounts of tiered dues.

Upon motion duly made by Trustee Gary S. Graham, and seconded, it was moved and adopted:

That the Kiwanis International Board supports the proposed amendment from the Capital District Board to adopt remote voting as the standard method of voting for the annual business of Kiwanis International (elections, amendments, resolutions).

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted:

That the Kiwanis International Board does not support the proposed amendment from the Kiwanis Club of Barrie, Ontario, regarding the purchase of alcohol.

Upon motion duly made by Trustee Jackie Sue McFarlin, and seconded, it was moved and adopted:

That the Kiwanis International Board does not support the proposed amendment from the Kiwanis Club of Barrie, Ontario, regarding airfare.

FINALIZATION OF PROPOSED AMENDMENTS AND RESOLUTION

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted:

That the Kiwanis International Board authorizes the 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 non-substantive editing adjustments in any Board-proposed amendments that may be necessary.

GOVERNANCE COMMITTEE REPORT

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted:

That the Kiwanis International Board receives the report of the Governance Committee as shown in Tab 15.

DISTRICTS HOLDING REMOTE OR HYBRID CONVENTIONS

Upon motion duly made by Trustee Dennis G. Baugh, and seconded, it was moved and adopted:

That the Kiwanis International Board amends the Standard Form for District bylaws as shown in Tab 15 to allow districts to hold remote or hybrid conventions when emergency conditions do not exist. Districts that wish to have this option must first amend their district bylaws to allow it, under the parameter specified by Kiwanis International.

FONTEVA UPDATE

Fonteva, Inc has been unable to meet its contractual agreement with Kiwanis International. Mediation with Fonteva regarding breach of contract is anticipated to take place in the next 90 days.

Upon motion duly made by Trustee Cathy Tutty, and seconded, it was moved and adopted:

That the Kiwanis International Board authorizes Legal Counsel David Kress to accept any offer at or above the confidential amount discussed at the board meeting, and further authorizes President Katrina J. Baranko, at her discretion, to direct staff to accept any offer up to said amount.

CHANGE OF KIWANIS INTERNATIONAL SIGNATORIES

With the change of Executive Director effective February 1, 2024, Kiwanis International also needs to officially change, by official motion, certain signatory privileges related to that office.

Upon motion duly made by Trustee Mohan Lamsal, and seconded, it was moved and adopted:

That, effective February 1, 2024, the Kiwanis International Board authorizes Executive Director Paul G. Palazzolo as follows:

- 1. To establish banking arrangements necessary to permit Kiwanis to conduct business in any nation or area in which Kiwanis has member clubs, including but not limited to the maintenance of savings, checking and other accounts as well as borrowing by the Corporation.**
- 2. To execute advisory agreements on behalf of the organization.**
- 3. To select and appoint investment advisors, managers, or other persons or entities with full power and authority to buy and sell securities in accordance with the corporation policy and procedures.**
- 4. To execute any other financial arrangements directed or authorized by the Kiwanis International Board.**
- 5. To be the designated signer for all bank and investment accounts.**

EMERITUS STATUS FOR RETIRING EXECUTIVE DIRECTOR STANTON D. SODERSTROM

Procedure 156 provides: “The International Board may designate former staff members of Kiwanis International as emeritus, with benefits and privileges as specified individually by Board action.” It has been the practice of Kiwanis International to grant emeritus status to long-serving Executive Directors upon their retirement.

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

That the Kiwanis International Board hereby grants the status of Executive Director Emeritus to Stanton D. “Stan” Soderstrom, Executive Director of Kiwanis International, January 15, 2010 – January 31, 2024. Stan and his partner are invited to attend Kiwanis International conventions and council meetings, with transportation, housing, and meals paid on the same basis as given to Kiwanis International Past Presidents in any given year. These benefits are subject to compliance with Kiwanis International travel management policies and procedures and are effective during such time as Stan is a member of a Kiwanis Club. Stan will not have voting rights at the convention unless he is properly credentialed as a delegate.

NEXT BOARD MEETING – APRIL 20, 2024

The next meeting of the Board of Trustees will be April 20, 2024, in Indianapolis, Indiana, US.

The meeting adjourned sine die on Thursday, January 18, 2024, at 9:58 a.m. ET.