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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
April 20, 2024

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

April 20, 2024

The meeting of the Board of Trustees of Kiwanis International convened Saturday, April 20, 2024, in Indianapolis, Indiana, USA and via Zoom Meeting.

Those present were:

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

Online: Trustees: Mohan Lamsal, Éliane Ott-Scheffer, Martien Van der Meer

Guests: Zachary Kahn, Circle K International President; Kyle Hanson, Key Club International President

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

The meeting was called to order by President Katrina J. Baranko on Saturday, April 20, 2024, at 9:02 a.m. (ET) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Trustee Matthew Cantrall.

LEADERSHIP REPORTS

The following reports were received, as shown in Tabs 1-2:

REPORT OF THE EXECUTIVE DIRECTOR, Paul Palazzolo

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

GENERAL CONSENT ITEMS

Motion made by Trustee Linda I. Lawther, and seconded:

MINUTES OF THE JANUARY 18, 2024, BOARD MEETING

That the Kiwanis International Board approves the minutes of the board meeting held January 18, 2024, in Indianapolis, Indiana, USA, as shown in Tab 3.

Motion adopted.

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 4.

Motion adopted.

ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 5.

Motion adopted.

2024-25 KIWANIS INTERNATIONAL COMMITTEE DUTIES AND CHAIRS

That the Kiwanis International Board approves the duties and chairs for the 2024-25 Kiwanis International Committees as shown in Tab 6.

Motion adopted.

2024-25 BOARD COMMITTEES

That the Kiwanis International Board approves the 2024-25 Kiwanis International Board Committees as shown in Tab 7.

Motion adopted.

2024-25 KIWANIS INTERNATIONAL BOARD COUNSELOR DISTRICT ASSIGNMENTS

That the Kiwanis International Board approves the 2024-25 Board Counselor assignments to districts as shown in Tab 8.

Motion adopted.

APPOINTMENT OF 2024-25 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL

That the Kiwanis International Board approves the appointment of Matthew Cantrall as 2024-25 Kiwanis International Board Counselor to Circle K International, and Cathy Tutty as 2024-25 Kiwanis International Board Counselor to Key Club International.

Motion adopted.

APPOINTMENT OF 2024-25 KIWANIS YOUTH PROGRAMS BOARD MEMBERS

That, in accordance with the Kiwanis Youth Programs bylaws, The Kiwanis International Board appoints the following Kiwanis International Trustees as Kiwanis Youth Program Directors for one-year terms beginning October 1, 2024.

- **Gary Jander, Kiwanis International Trustee and 2023-24 Kiwanis International Board Counselor to Key Club**
- **Cathy Tutty, Kiwanis International Trustee and 2024-25 Kiwanis International Board Counselor to Key Club**
- **Steven R. Ingram, Kiwanis International Trustee**
- **Mario Bruni, Kiwanis International Trustee-Designate**

Motion adopted.

In accordance with the KYP Bylaws, the KYP Board will also include Immediate Past President Katrina J. Baranko and the person elected as the next Vice President.

2024-25 DISTINGUISHED RECOGNITION CRITERIA

That the Kiwanis International Board approves the distinguished recognition criteria for districts, divisions, clubs, and members for 2024-25 as shown in Tab 9.

Motion adopted.

APPROVAL OF KIWANIS CHILDREN'S FUND BYLAW AMENDMENTS

That the Kiwanis International Board ratifies the amendments to the Kiwanis Children's Fund bylaws made by the Kiwanis Children's Fund Board at its meetings on November 18, 2023, and February 22, 2024, as shown in Tab 10.

Motion adopted.

RATIFICATION OF RECENT EXECUTIVE COMMITTEE ACTIONS

The Board reviewed and ratified the following actions taken by the Executive Committee since the January 2024 Board Meeting. See Tab 11.

The following motion was adopted via email ballot on March 14, 2024.

2022-23 DISTINGUISHED DISTRICTS AND PINNACLE DISTRICTS

That the Executive Committee, on its proper authority to act on behalf of the Kiwanis International Board, approves the 2022-23 Distinguished Districts and Pinnacle Districts as shown below.

Distinguished Districts

- Alabama
- Austria
- Belgium-Luxembourg
- Capital
- Eastern Canada and the Caribbean
- Georgia
- Italy-San Marino
- Kentucky-Tennessee
- Louisiana-Mississippi-West Tennessee
- New England and Bermuda
- New Jersey
- New York
- Panama (Provisional District)
- Philippine Luzon (currently not in good standing; must be in compliance to be recognized)
- Rocky Mountain
- Romania (Provisional District)
- Southern Philippine
- Switzerland-Liechtenstein
- Taiwan

Pinnacle Districts (based on clubs and club membership only)

- Alabama
- Austria
- Belgium-Luxembourg
- India (Provisional District) (currently not in good standing; must be in compliance to be recognized)
- Italy-San Marino
- Louisiana-Mississippi-West Tennessee
- Panama (Provisional District)
- Romania (Provisional District)
- Taiwan

The following motion was adopted via email ballot on March 14, 2024.

BYLAWS INTERPRETATION REGARDING THE EUROPE REGION TRUSTEE VACANCY

That the Executive Committee, on its proper authority to act on behalf of the Kiwanis International Board, interprets the Kiwanis International bylaws to allow that both the Belgium-Luxembourg and the Netherlands districts may have candidates for the one-year Trustee term to be elected at Europe's 2024 convention, and that the person elected to that term is then eligible for the regular three-year term to be elected at Europe's 2025 convention.

The following motion was adopted at a meeting held on March 19, 2024

FONTEVA BREACH OF CONTRACT UPDATE

The Kiwanis International Executive Committee, acting under proper authority to act on behalf of the Kiwanis International Board, approved a confidential amount as a full and final settlement of its dispute with Fonteva to fully resolve all obligations of both parties.

REPORT OF THE EXECUTIVE COMMITTEE

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

KIWANIS INTERNATIONAL CONVENTION 2028

Motion made by the Executive Committee:

That the Kiwanis International Board selects Las Vegas, Nevada, USA, as the host city for the 2028 Kiwanis International Convention, pending successful negotiations.

Motion adopted.

REVISION OF POLICY A – DEFINITIONS

Motion made by the Executive Committee:

That the Kiwanis International Board revises Policy A – Definitions as follows:

POLICY A. DEFINITIONS

1. Policy

A policy is a basic principle by which the Kiwanis International Board guides the affairs and organization of Kiwanis International. Per the Kiwanis International Bylaws, all policies must be approved by the Board. (5/83)

2. Procedure

A procedure is an established method or manner by which the Bylaws and Policies of Kiwanis International are implemented. Procedures shall be maintained and updated as necessary by staff upon approval of the Executive Director. The Kiwanis International Board shall be advised of all procedure changes. At the discretion of the Executive Director, specific procedure revisions may be referred to the Board for consideration and approval. (5/83)

Motion adopted.

REVISION OF POLICIES B.3.C – CODE OF ETHICS AND CONDUCT

Motion made by the Executive Committee:

That the Kiwanis International Board revises Policy B.3.c – Code of Ethics and Conduct as follows:

B. INTERNATIONAL ADMINISTRATION

3. International Board

c. Code of Ethics and Conduct

To ensure the confidence of clubs and members and the reputation of Kiwanis International among the public and to fulfill the Board's role of stewardship and leadership to the organization, Kiwanis International expects all members of the International Board to conduct themselves according to the highest ethical, professional, and moral principles. Each Board member and candidate for any Board office shall annually acknowledge, by signature, that he/she has read, understands, and accepts personal responsibility to adhere to the standards of conduct stated in this policy. (4/12)

Each Board member shall, to his/her utmost ability:

- Personally comply with all applicable laws and regulations, including but not limited to those regarding audits, conflict of interest, whistle blowers, disclosure and integrity of information, board governance, executive director compensation, document retention and destruction, and anti-bribery. (6/16)**
- Personally comply with Kiwanis International Bylaws, Policies, and Procedures; (6/16)**
- Never knowingly allow Kiwanis International to violate any applicable laws and regulations;**
- Act with integrity, honesty, and trustworthiness and not engage in unethical practices, deceive others, or misrepresent Kiwanis in any business dealings;**
- Treat others equitably, fairly, and with respect and not engage in any form of discrimination or harassment;**
- Be loyal to Kiwanis International and its mission, above any loyalty to a particular individual or group of individuals;**
- Demonstrate care for clubs and club members and the communities they serve, including the highest regard for the safety, health, and welfare of the public;**
- Make responsible decisions for the future of the organization, ensuring Kiwanis resources are prudently managed and expended;**
- Practice transparency and accountability to clubs, members, and the public;**
- Not use the name of Kiwanis or their Board position for personal benefit or advantage;**
- Help create a cooperative and productive working environment at Board meetings and other Kiwanis functions;**
- Respect and protect any privileged or confidential information, including the private information of members and donors, and support the final decisions of the Board;**
- Fulfill the duties of office to which they are elected and not attempt to exercise individual authority outside the purview of his/her office;**
- Interact with Staff in a professional and respectful manner, following agreed channels of communication and authority;**
- Not engage in any conduct that would tarnish the good reputation of Kiwanis or undermine the public's trust.**
- ~~Shall not nominate or second the nomination of any candidate for a contested election at any level of the organization. (4/17)~~**

- Shall not nominate, second the nomination of, or otherwise officially recommend leaders for any level of Kiwanis International or any leader for the Kiwanis Children's Fund Board.
(4/12)

Alleged violations of these standards of conduct shall be reported to the Executive Director, who shall inform the Executive Board Committee. If the Executive Director and Executive Board Committee determine that further investigation is warranted, the process shall be conducted in the same manner as violations of conduct unbecoming, including the right to defend him/herself, as defined in the International Bylaws. After the process is completed, any Board member found to have violated these standards of conduct shall be subject to disciplinary action as determined by the Board, up to and including suspension of duties or removal from office. (4/12)

Motion adopted.

REVISION OF PROCEDURE 123 – RESOLUTIONS COMMITTEE

Motion made by the Executive Committee:

That the Kiwanis International Board revises Procedure 123 – Resolutions Committee to read as follows:

123 - RESOLUTIONS COMMITTEE (1/13)

123.5 – Word Limit for Rationale Statements

A club or district that proposes a bylaw amendment shall have a limit of up to 125 words to state its reasons for advocating adoption of its proposal. Rationale statements are subject to editing by Kiwanis International for clarity, accuracy, and succinctness.

Motion adopted.

REVISION OF PROCEDURE 193.3 – KIWANIS INTERNATIONAL ELECTION CAMPAIGN STANDARDS/CONTACT INFORMATION

Motion made by the Executive Committee:

That the Kiwanis International Board Revises Procedure 193.3 – Kiwanis International Election Campaign Standards / Contact Information, as follows:

193 - Kiwanis International Election Campaign Standards

193.3 - Contact Information

Announced candidates may request and receive one time, at no charge, an electronic file of mailing addresses and e-mail addresses for the Kiwanis International Board, Past Kiwanis International Presidents, Past Kiwanis International Board members, Kiwanis International-Europe Board, Kiwanis Asia-Pacific Board, Kiwanis International Foundation Board, ~~International Committee Chairmen~~, governors, governors-elect, immediate past governors, district secretaries, lieutenant governors, and club presidents. (10/90) (7/20)

Motion adopted.

DELETION OF PROCEDURE 231 – DISTRICT FINANCIAL REPORTING CRITERIA

Motion made by the Executive Committee:

That the Kiwanis International Board deletes procedure 231 – District Financial Reporting Criteria.

~~231—District Financial Reporting Criteria~~

~~The following criteria shall govern the annual examination of district financial records required by~~

~~the Kiwanis International Bylaws and the Standard Form for District Bylaws. (4/20)~~

- ~~• If district gross revenue is less than US\$100,000, Kiwanis requires a review by a third party (a non-board member) with a letter and accompanying financial statements.~~**
- ~~• If district gross revenue is less than US\$200,000 or total assets are less than US\$500,000, Kiwanis requires a CPA* Compilation or CPA Review.~~**
- ~~• If district gross revenue is less than US\$500,000 or total assets are less than US\$1,250,000, Kiwanis requires a CPA Review or CPA Audit.~~**
- ~~• If district gross revenue is greater than or equal to US\$500,000 or total assets are greater than or equal to US\$1,250,000, Kiwanis requires a CPA Audit.~~**
- ~~• (4/20)~~**

~~*CPA = Certified Public Accountant~~

~~Alternative reporting criteria may be approved by the Kiwanis International Board, subject to request by a district and the submission of appropriate and sufficient district policies and/or procedures which reference local government guidelines. (4/20)~~

Motion adopted.

RETURN OF CONTROL TO THE SOUTHERN PHILIPPINES DISTRICT

Motion made by the Executive Committee:

That the Kiwanis International Board returns control of normal district operations to the Southern Philippines District, effective May 1, 2024. To maintain self-governance, the district must follow its bylaws as previously approved by Kiwanis International and must meet the following conditions:

- 1. Have and maintain a single bank account for district operations that shall continue from year to year, with the records accessible for viewing by both the Governor and Governor-elect and their appointed District Secretary and/or District Treasurer. A new bank account shall not be opened based on the election of any particular Governor or Governor-Elect.**
- 2. Work cooperatively to ensure that members from Visayas, Mindanao, and all regions within the district receive fair and equal treatment at all district conventions and events.**
- 3. Ensure that clubs pay Kiwanis International dues and district dues in a timely fashion in accordance with pre-stated deadlines determined by Kiwanis International, regardless of who is the sitting Governor any particular year.**
- 4. Ensure that all club payments are made on-line by credit card through the Kiwanis Connect club officers' dashboard.**

Motion adopted.

REVISION TO THE KIWANIS YOUTH PROGRAMS BYLAWS

Motion made by the Executive Committee:

That the Kiwanis International Board directs the Kiwanis Youth Programs Board to amend Article IV, Section 15a, of the Kiwanis Youth Programs bylaws as follows:

ARTICLE IV. BOARD OF DIRECTORS

Section 15. Committees

- a. **There shall be a Joint Kiwanis International-Kiwanis Youth Programs Committee consisting of the Kiwanis International President, Immediate Past President, President-Elect, and Vice President, and the Kiwanis Youth Programs Chair, Immediate Past Chair, and Vice Chair. It shall be chaired by the Kiwanis International President. The Joint Committee shall recommend the two Kiwanis Youth Programs Directors who are not sitting members of the Kiwanis International Board and the Kiwanis Youth Programs officers ~~from among the existing Directors~~ for appointment by the Kiwanis Youth Programs Board.**

Motion adopted.

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 was presented by Chair, Bert West.

ACCEPTANCE OF 2022-23 CONSOLIDATED AUDIT REPORT

Motion made by the Board Committee on Audit and Finance:

That the Kiwanis International Board accepts the 2022-23 consolidated audit report for Kiwanis International, Kiwanis Europe, Circle K International, Kiwanis Youth Programs, KRMPFK, and Kiwanis Children's Fund and the related Audit Committee Letter.

Motion adopted.

APPROVAL OF 2023-24 AUDITORS

Motion made by the Board Committee on Audit and Finance:

That the Kiwanis International Board selects Forvis, LLP as auditors for Kiwanis International and its subsidiaries for the 2023-24 administrative year. The proposed audit fee for 2023-24 is US\$112,900.

Motion adopted.

APPROVAL OF 2025 CONVENTION FEES

Motion made by the Board Committee on Audit and Finance:

That the Kiwanis International Board approves registration fees for the 2025 Kiwanis International Convention as follows:

- **Registration – US\$399 (with late fees increasing to US\$499 and US\$599)**
- **Annual Meeting only – US\$199 (with late fees increasing to US\$299 and US\$399)**
- **Nonmember guests – US\$199 (with late fees increasing to US\$299 and US\$399)**
- **Youth under 18 years of age – US\$109**

Motion adopted.

ADJUSTMENT TO MANAGEMENT FEE CALCULATION

Motion made by the Board Committee on Audit and Finance:

That the Kiwanis International Board instructs staff to revise the Facilities and Service Agreements with the Kiwanis Children's Fund, Kiwanis Youth Programs, and Circle K International to remove Executive Director employment costs, effective October 1, 2024.

Motion adopted.

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 was presented by the Chair, Hope Markes.

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 was presented by the Chair, Daniel M. Leikvold.

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 was presented by the Chair, Lee Kuan Yong.

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 was presented by the Chair, Linda I. Lawther.

APPROVAL OF CLUB RESOURCE PARTNER GIVERGY

Motion made by the Board Committee on Service and Partnerships:

That the Kiwanis International Board approves Givergy as a club resource partner.

Motion adopted.

APPROVAL OF MEMBER BENEFIT PARTNER GROUPER

Motion made by the Board Committee on Service and Partnerships:

That the Kiwanis International Board approves Grouper as a member benefit partner.

Motion adopted.

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

NEW BUSINESS

PANAMA DISTRICT STATUS

Motion made by Immediate Past President Bert West, and seconded:

That the Kiwanis International board grants District status to the Panama Provisional District.

Following discussion, motion was then made by Vice President Lee Kuan Yong to refer to committee for additional consideration.

Motion to refer was adopted.

DIRECTION REGARDING THE KIWANIS CHILDREN'S FUND BUDGET

Motion made by Immediate Past President Bert West, and seconded, then amended by Trustee Linda I. Lawther, and seconded:

That the Kiwanis International Board directs the Kiwanis Children's Fund to submit to Kiwanis International Board an annual budget forecasting financial growth each year, beginning with the 2024-25 budget.

Amended motion adopted.

BUILD. NURTURE. RETAIN. MEMBERSHIP INITIATIVE

Motion made by Trustee Cathy Tutty, and seconded:

That the Kiwanis International Board approves the implementation of the Build. Nurture. Retain. membership initiative. Furthermore, the Board appoints the following chairs for the initiative:

2023-24: Chair Katrina J. Baranko, Vice-Chairs Lee Kuan Yong, and Michael Mulhaul

2024-25: Chair Lee Kuan Yong, Vice-Chair Katrina J. Baranko

2025-26: Chair Michael Mulhaul, Vice-Chair Katrina J. Baranko

Motion adopted.

NEXT BOARD MEETING – JULY 3, 2024

The next meeting of the Board of Trustees will be July 3, 2024, in Denver, Colorado, US.

The meeting adjourned sine die on Saturday, April 20, 2024, at 10:24 a.m. ET.