



Kiwanis[®]

CHILDREN'S FUND

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KIWANIS CHILDREN'S FUND BOARD OF TRUSTEES

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MINUTES OF THE
MEETING OF THE KIWANIS CHILDREN'S FUND BOARD OF TRUSTEES

November 16, 2024

The meeting of the Board of Trustees of the Kiwanis Children's Fund was held on November 16, 2024, in Indianapolis, Indiana, U.S. (and, via Zoom meeting). Those present were:

In-person: Robert S. Maxwell, Chair; Lenora J. Hanna, Chair-elect; Richard A. Poulton, Vice Chair; Amy L. Zimmerman, Immediate Past President; Paul Palazzolo, Executive Director. Trustees: Katrina J. Baranko, Randolph L. Delay, Margo L. Dutton, Markus Lanz, Hope Markes, Cathy Simmons, Francesco Valenti, Koji Yoshida

Guests (online): Lee Kuan Yong, Kiwanis International President

The meeting was called to order by Chair Robert S. Maxwell on Saturday, November 16, 2024, at 9:19 a.m. ET. An invocation was given and impact stories were shared by Robert S. Maxwell.

LEADERSHIP REPORTS

The following reports were received, as shown in Tabs 1-4:

REPORT OF THE CHAIR, Robert S. Maxwell

REPORT OF THE IMMEDIATE PAST CHAIR, Amy L. Zimmerman

REPORT OF THE CHAIR-ELECT, Lenora J. Hanna

REPORT OF THE VICE CHAIR, Richard A. Poulton

GENERAL AGENDA ITEMS

Motion made by Immediate Past Chair, Amy L. Zimmerman, and seconded:

MINUTES OF THE JULY 3, 2024 BOARD MEETING

That the Kiwanis Children's Fund Board approves the minutes of the Board meeting held on July 3, 2024, in Denver, Colorado, U.S., as shown in Tab 05.

Motion adopted.

Motion made by Vice Chair, Richard A. Poulton, and seconded:

MINUTES OF AUGUST 27, 2024 BOARD MEETING

That the Kiwanis Children's Fund Board approves the minutes of the Board meeting held August 27, 2024, via Zoom, as shown in Tab 06.

Motion adopted.

Motion made by Trustee Francesco Valenti, and seconded:

MINUTES OF SEPTEMBER 2024 EMAIL BALLOT

That the Kiwanis Children's Fund Board approves the minutes of the email ballot held in September as shown in Tab 07.

Motion adopted.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2024-25 Executive Committee, Robert S. Maxwell, was presented.

Motion made by Chair Robert S. Maxwell and seconded:

REVISIONS TO THE KIWANIS CHILDREN'S FUND POLICY A.1 AND A.2

That the Kiwanis Children's Fund Board approves the following revisions to Policy A.1 and A.2:

A. DEFINITIONS

1. Policy

A policy is a basic principle by which the Kiwanis International Foundation Board guides the affairs and organization of the Foundation. **Per the Kiwanis International Foundation Bylaws, all policies must be approved by the Kiwanis International Foundation Board.**

2. Procedure

A procedure is an established method or manner by which the Bylaws and Policies of Kiwanis International Foundation are implemented. **Procedures shall be maintained and updated as necessary by staff under the guidance of the Executive Director for approval by the Kiwanis International Foundation Executive Committee.**

Motion adopted.

Motion made by Immediate Past President, Amy L. Zimmerman and seconded:

REVISIONS TO THE KIWANIS CHILDREN'S FUND POLICY B 1(i)

That the Kiwanis Children's Fund Board approves the Policy updates to B 1(i) as follows:

B. RELATIONSHIP WITH KIWANIS INTERNATIONAL

1. KIWANIS INTERNATIONAL (11/23)

- i. If Kiwanis International **has undertaken an ongoing global campaign for children,** the Foundation will be assigned **responsible for the fundraising related to the global campaign for children.** ~~responsibility to fulfill the Global Campaign for Children.~~

Motion adopted.

Motion made by Trustee Koji Yoshida and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND POLICY C §4(b)

**That the Kiwanis Children's Fund Board approves the Policy updates to C §4(b) as follows:
C. BOARD OF TRUSTEES**

4. PLEDGE OF SERVICE

b. Each Foundation Board member is expected to:

- Be committed to the Foundation's mission and work to ensure that the Foundation has the necessary funds to fulfill its mission.
- Learn as much as possible about the organization to better understand its work, its community outreach, and its vision for the future.
- Financially support the Foundation by **annually making a personally significant gift.** ~~personal giving.~~
- Be a role model for others to follow.
- Actively engage in fundraising in whatever ways most effectively serve the purposes of the Foundation, which may include introduction to potential donors, individual solicitation, writing personal letters, and participating in special events.
- Be an enthusiastic partner and a positive advocate for the mission of the Foundation.
- Attend board meetings, be available for phone consultation, and serve on at least one ~~special~~ committee.
- Consider their work with and for the Foundation to be among their top priorities.

Motion adopted.

Motion made by Chair Robert S. Maxwell and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND POLICY D §1(d)

That the Kiwanis Children's Fund Board approves the Policy updates to D §1(d) as follows:

D. STAFF AND OFFICE OPERATIONS Chief Philanthropy Officer

1. CHAIR AND STAFF RELATIONSHIP

- d. The Executive Director, assisted by the Chief Philanthropy Officer, is responsible for directing and supervising Staff in their work. Requests from the Chair or other Board members for particular work by Staff shall be coordinated through the Executive Director ~~or Chief Philanthropy Officer.~~ **Requests from the Chair or other Board members for particular donor information shall be coordinated through the Executive Director.** If the Chair or other Board member has a concern with Staff, it shall be brought to the attention of the Executive Director.

Motion adopted.

Motion made by Trustee Markus Lanz and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND POLICY D §4

That the Kiwanis Children's Fund Board approves the Policy updates to D §4 as follows:

D. STAFF AND OFFICE OPERATIONS Chief Philanthropy Officer

4. ADDITIONAL OFFICERS OR AGENTS

The Kiwanis International Foundation ~~shall~~ **may** have the following administrative officers with the duties as stated. As staff, these officers shall be under the authority of the Executive Director. (2/21)

Motion deferred to February 2025 Board meeting.

Motion made by Trustee Francesco Valenti and seconded:

CREATION OF SECTION 3 IN POLICY H IN KIWANIS CHILDREN'S FUND POLICY

That the Kiwanis Children's Fund board approves the creation of Section 3 in Policy H in Kiwanis Children's Fund Policy as follows:

H. GRANTS (2/22)

3. MICROGRANTS

- a. **Kiwanis clubs with thirty-five (35) members or fewer, in good standing as determined by Kiwanis International, may apply for a Microgrant from the Foundation.**
- b. **Microgrants that do not exceed the total amount approved in the annual budget for such purposes may be authorized by the Kiwanis Children's Fund Chair. The amount allocated for the Microgrant program will be 10% of the annual spending allowance of the Community Impact Fund. Microgrants exceeding the annual budget amount require approval from the Kiwanis International Foundation Executive Committee.**
- c. **Grant recipients must comply with the terms and conditions of the grant as set by the Foundation**

Motion adopted.

Motion made by Chair Robert S. Maxwell and seconded:

CREATION OF SECTION 4 IN POLICY H IN KIWANIS CHILDREN'S FUND POLICY

That the Kiwanis Children's Fund Board approves the creation of Section 4 in the Policy H in Kiwanis Children's Fund Policy as follows:

4. KICKSTARTER

- a. **New Kiwanis clubs that charter with 40 or more active members will be invited to apply for a Kickstarter grant of up to US\$1,000 for Tier 1 and up to US\$500 for Tier**

2 clubs. Clubs will be eligible to apply on their organization date and up to 120 days following their organization date.

- b. **If the club maintains or grows its membership of 40 or more active members one year after its organization date, it is eligible to apply for a second grant of up to US\$1,000 for Tier 1 and up to US\$500 for Tier 2 up to 120 days following the organization date's one-year anniversary.**
- c. **Grant recipients must comply with the terms and conditions of the grant as set by the Foundation.**

Motion adopted.

Motion made by Trustee Francesco Valenti and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND PROCEDURE 100 §A

That the Kiwanis Children's Fun approves the Procedure updates to 100 §A as follows:

100 – DISTRICT CHAIRS FOR THE KIWANIS INTERNATIONAL FOUNDATION

- A. **Term: The district chair shall serve for a term of three (3) years or the duration of the Foundation's current campaign.**

Motion adopted.

Motion made by Trustee Cathy Simmons and seconded:

ADDING NEW PROCEDURE, AMBASSADOR FOR THE KIWANIS INTERNATIONAL FOUNDATION

That the Kiwanis Children's Fund Board approves the new Procedure 101, Ambassadors for the Kiwanis International Foundation, as follows:

101 – AMBASSADORS FOR THE KIWANIS INTERNATIONAL FOUNDATION

- A. **Term: The Ambassador shall serve for a term of three (3) years or the duration of the Foundation's current campaign.**
- B. **Selection: Nominations of potential candidates from Kiwanis leaders may be submitted to be interviewed by staff and Kiwanis International Foundation Trustee(s) to assess capacity to serve. Nominees will be considered by the Foundation Board on an as-needed basis throughout the year. Approval by the Foundation Board is required for any nominee to serve as Ambassador.**

If a vacancy in the Ambassador position develops during his/her term, nominees may be solicited to fill the vacancy for the remainder of the term, subject to an interview by Foundation Staff and Kiwanis International Foundation Trustee(s) and approval by the Kiwanis International Foundation Board.

- C. **Duties: The duties and responsibilities of the Ambassadors for the Kiwanis International Foundation shall be as follows:**

1. Contact and motivate members to support the Kiwanis International Foundation with either a club gift or an individual gift.
2. Work closely with the Foundation staff.
3. Provide ongoing training, regular communication and information updates regarding the Foundation to Kiwanians in districts.
4. Make the Kiwanis International Foundation a philanthropic priority with an annual contribution.
5. Identify key issues and opportunities that will help shape the future of the Foundation.
6. Review, understand and follow administrative and operational procedures associated with the promotion of the Foundation.
7. Together with the Kiwanis International Foundation District Chairs and staff representative, develop and execute a region's strategy to raise annual unrestricted funds to support yearly revenue goals.

Motion adopted.

Motion made by Trustee Francesco Valenti and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND PROCEDURE 301.3

That the Kiwanis Children's Fund Board approves the Procedure additions to 301.3 as follows:

301. STANDING COMMITTEES

301.3- Grants Committee

To carry out its duties as stated in the Foundation bylaws, the Grants Committee shall:

- Define the criteria for awarding grants.
- Set the schedule for the consideration of all grant requests, review requests for grants and make funding recommendations to the Executive Committee, Chair, Immediate Past Chair or the full board. This may include Club, Microgrant, Kickstarter, and Pediatric Medicine Fund Grants and future grant programs.

Motion approved.

Motion made by Trustee Margo L. Dutton and seconded:

REVISIONS TO KIWANIS CHILDREN'S FUND PROCEDURE 301.5

That the Kiwanis Children's Fund Board approves the Procedure additions to 301.5 as follows:

301.5 - Joint Committee (6/22)

A. Appointment of Trustees (7/14)

Recommendations for Trustee candidates shall be requested from current and past leaders of Kiwanis International, the Kiwanis Children's Fund, Kiwanis Youth Programs, and districts and regions (7/14)(2/24)

A nominee recommended to the Board should be a leader who possesses the following qualities: Special emphasis should be given to the first two points. (7/14) (7/17)

- Has the initiative and capacity to raise funds to solicit significant gifts to support the Foundation's work
- Is willing to make a personal financial commitment to support the children of the world through the Foundation's work
- **Has a history of giving to the Foundation**
- Is passionate for the children we serve
- Is passionate for Kiwanis International
- Will make the Kiwanis International Foundation a priority in time, talent, and treasure
- Has a global vision to make the world a better place
- Has the skills to work effectively with others
- Is goal-oriented, flexible, and willing to think outside the box
- Is able to think strategically about organizational change
- Is willing to motivate others in fundraising
- Has knowledge of not-for-profit organizations and how they finance
- Has knowledge of roles of endowments in not-for-profit finance
- Has the potential and capability for leadership
- Wants to make a difference

Motion adopted.

Motion made by Vice Chair Richard A. Poulton and seconded:

UPDATES TO ARTICLE 2 §2 OF KIWANIS CHILDREN'S FUND BYLAWS

That the Kiwanis Children's Fund Board amends the Kiwanis Children's Fund Bylaws Article 2 §2, as follows, changing the Trustee terms from two (2) year terms to three (3) year terms effective with the fiscal year 2026-27 appointment cycle.

ARTICLE II – BOARD OF TRUSTEES

Section 2. Composition of Board. The Foundation Board shall be composed of: (7/2014)

- With the exception of the two Kiwanis International Representative Trustees:
 - Each Trustee shall serve a ~~two (2)~~ **three**-year term, beginning on October 1 following appointment and ending on September 30 ~~two (2)~~ **three (3)** years thereafter. (3/2023)

Motion adopted as amended.

Motion made by Vice Chair Richard A. Poulton and seconded:

UPDATES TO ARTICLE 2 §7 OF THE KIWANIS CHILDREN'S FUND BYLAWS

That the Kiwanis Children's Fund Board amends the Kiwanis Children's Fund Bylaws Article 2 §7 Board Meetings as follows:

Section 7. Board Meetings. The Foundation Board shall hold at least two meetings each administrative year. ~~a. The Annual meeting, which shall be held in conjunction with the annual Convention of Kiwanis International, Inc., in the same city as that Convention; and~~
~~b. One other meeting, which shall be held at a time and a place determined by the Board.~~
The Board may hold additional meetings called by the Chair or at the request of at least

four (4) members of the Board. The Board may hold any annual, regular, or special meetings inside or outside Indiana **Kiwanis International Headquarters.**

Motion adopted.

Motion made by Vice Chair Richard A. Poulton and seconded:

PETITION TO CHANGE K.I. POLICY ON COMPOSITION C §5(g) JOINT COMMITTEE

That the Kiwanis Children's Fund Board respectfully requests that the Kiwanis International Board change the composition of the Kiwanis International Board-Kiwanis Children's Fund Board Joint Committee, reflected in Kiwanis International Policy C §5(g) to more evenly reflect representation from both boards. The change would be as follows:

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 Board selected by the Kiwanis International President~~ **the Kiwanis International Foundation Chair, Immediate Past Chair, Chair-Elect and Vice Chair.** The Kiwanis International President shall be Chairman, with the same voting privileges as other members. (10/11) (10/23, effective 11/23)

Motion adopted.

Motion made by Trustee Margo L. Dutton and seconded:

PETITION TO CHANGE THE TITLES OF THE LEADERS OF THE KIWANIS CHILDREN'S FUND BOARD

That the Kiwanis Children's Fund Board respectfully requests that the Kiwanis International Board approve changing the titles of the leaders of the Kiwanis International Foundation to President, Immediate Past President, President-elect, and Vice President.

Motion adopted.

REPORT OF THE DEVELOPMENT COMMITTEE

The Report of the 2024-25 Development Committee, Francesco Valenti, Chair, was presented.

The committee has no recommendations at this time.

The report of the Development Committee was accepted.

REPORT OF THE GLOBAL IMPACT COMMITTEE

The Report of the 2024-25 Global Impact Committee, Amy L. Zimmerman, Chair, was presented.

The committee has no recommendations at this time.

The Global Impact Committee report was accepted.

REPORT OF THE GRANTS COMMITTEE

The Report of the 2024-25 Grants Committee, Lenora J. Hanna, Chair, was presented.

KEY CLUB INTERNATIONAL CONVENTION GRANT PROPOSAL

Motion made by the Grants Committee

That the Kiwanis Children's Fund Board approves US\$70,000 to support the 2025 Key Club International Convention. The grant would be evenly split with US\$35,000 from the unrestricted fund and US\$35,000 from the Youth Opportunities Fund.

Motion adopted.

REPORT OF THE FINANCE/INVESTMENT COMMITTEE

The Report of the 204-25 Finance/Investment Committee, Richard A. Poulton, Chair, was presented.

APPROVAL OF THE 2024-25 KIWANIS CHILDREN'S FUND BUDGET

Motion made by the Finance/Investment Committee.

That the Kiwanis Children's Fund board approves the 2024-25 budget for the Kiwanis Children's Fund at a deficit of US\$194,353.

Motion adopted.

NEW BUSINESS

Motion made by Trustee Margo L. Dutton and seconded:

CORPORATE BANKING RESOLUTION

That the Kiwanis Children's Fund Board approves the Corporate Banking Resolution as shown in Tab 13.

Motion adopted.

NEXT BOARD MEETING – February 13, 2024

The next meeting of the Kiwanis Children's Fund Board of Trustees will be February 13, 2025, via Zoom.

The meeting adjourned sine die on Saturday, November 16, 2024, at 10:49 a.m. ET.