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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
January 16, 2025

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

January 16, 2025

The meeting of the Board of Trustees of Kiwanis International convened Thursday, January 16, 2025, via Zoom Meeting.

Those present were:

In-Person: Lee Kuan Yong, President; Michael Mulhaul, President-elect; Hope Markes, Vice President; Paul Palazzolo, Executive Director

Online: Katrina J. Baranko, Immediate Past President; Trustees: Dennis G. Baugh, Mario Bruni, Matthew Cantrall, Filip Delanote, Trinidad P. Gonzales, Dawn Puderbaugh Hodges, Chang-Ching Hsu, Steven R. Ingram, Gary Jander, Mohan Lamsal, Maura Magni, Jackie Sue McFarlin, Jo Schwartz, Scott Sims, Cathy Tutty

Guests: Kiwanis Children's Fund Chair: Robert S. Maxwell; Circle K International President: Taylor DiCicco

Interpreter: Vivian Tsai (Chinese)

The meeting was called to order by President Lee Kuan Yong on Thursday, January 16, 2025, at 9:15 a.m. (ET) in Indianapolis, Indiana, U.S. and via Zoom Meeting. Prior to the meeting being called to order, updates were provided from Robert S. Maxwell, Kiwanis Children's Fund Chair and Taylor DiCicco, Circle K International President. An invocation was given by Trustee Mario Bruni.

LEADERSHIP REPORTS

The following reports were received, as shown in Tabs 1-6:

REPORT OF THE PRESIDENT-ELECT, MICHAEL MULHAUL

REPORT OF THE VICE PRESIDENT, HOPE MARKES

REPORT OF THE IMMEDIATE PAST PRESIDENT, KATRINA J. BARANKO

REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL, MATTHEW CANTRALL

REPORT OF THE EXECUTIVE DIRECTOR, PAUL PALAZZOLO

REPORT OF THE KRMPFK, INC (CAPTIVE INSURANCE COMPANY), PETER J. MANCUSO

GENERAL CONSENT ITEMS

Motion made by Trustee Mario Bruni, and seconded:

MINUTES OF THE OCTOBER 5, 2024, BOARD MEETING

That the Kiwanis International Board approves the minutes of the board meeting held October 5, 2024, in Indianapolis, Indiana, U.S., as shown in Tab 7.

Motion adopted.

MINUTES OF THE DECEMBER 2024 EMAIL BALLOT

That the Kiwanis International Board approves the minutes of the decision of the email ballot held in December 2024, as shown in Tab 8.

Motion adopted.

ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 9.

Motion adopted.

APPOINTMENT OF 2025-26 CIRCLE K INTERNATIONAL BOARD COUNSELOR

That the Kiwanis International Board approves the appointment of the 2025-26 Circle K International Board Counselor: Dawn Puderbaugh Hodges.

Motion adopted.

APPOINTMENT OF 2025-26 KEY CLUB INTERNATIONAL BOARD COUNSELOR

That the Kiwanis International Board approves the appointment of the 2025-26 Key Club International Board Counselor: Maura Magni.

Motion adopted.

APPROVAL OF 2023-24 DISTINGUISHED AND BEACON DISTRICTS

That the Kiwanis International Board approves the 2023-24 Distinguished Districts and Beacon Districts as shown below:

Distinguished Districts:

Alabama

Belgium-Luxembourg

Florida

Georgia

Italy-San Marino

Kentucky-Tennessee

Louisiana-Mississippi-West Tennessee

Nepal

New York

Ohio

Philippine Luzon

Rocky Mountain

Southern Philippine

Taiwan

Beacon Districts:

Florida

Louisiana-Mississippi-West Tennessee
Ohio
Philippine Luzon
Taiwan
Motion adopted.

2025 ILLINOIS-EASTERN IOWA DISTRICT CONVENTION DATES

That the Kiwanis International Board gives approval to the Illinois-Eastern Iowa district which has contracted 2025 convention dates within 30 days of the 2025 Kiwanis International Convention date of June 26-28.
Motion adopted.

REPORT OF THE EXECUTIVE COMMITTEE

The report of the 2024-25 Executive Committee was presented by the Chair, Lee Kuan Yong.

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

Motion made by Executive Committee:

That the Kiwanis International Board approves the changing of the titles of the leaders of the Kiwanis Children's Fund to President, Immediate Past President, President-elect, and Vice President.

Motion adopted.

KIWANIS CHILDREN'S FUND PETITION TO CHANGE K.I. POLICY ON COMPOSITION OF C §5 (G) JOINT COMMITTEE

Motion made by Executive Committee:

That the Kiwanis International Board accepts the change to the Kiwanis Children's Fund Bylaws respectfully requested by the Kiwanis Children's Fund Board to change the composition of the Kiwanis International-Kiwanis Children's Fund 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 President, Immediate Past President, President-Elect and Vice President.** The Kiwanis International President shall be Chairperson, with the same voting privileges as other members. (10/11) (10/23, effective 11/23)

Motion adopted.

**KIWANIS CHILDREN'S FUND BYLAW AMENDMENTS TO ARTICLE 2 §2
COMPOSITION OF BOARD**

Motion made by the Executive Committee:

That the Kiwanis International Board accepts the amendment to 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)

a. With the exception of the two Kiwanis International Representative Trustees:

2. Each Trustee shall serve a ~~two (2)~~ **(3) three**-year term, beginning on October 1 following appointment and ending on September 30 ~~two (2)~~ **three (3)** years thereafter. (3/2023)

Motion adopted.

**KIWANIS CHILDREN'S FUND BYLAW AMENDMENTS TO ARTICLE 2 §7 BOARD
MEETINGS**

Motion made by the Executive Committee:

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 President 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 Kiwanis International Headquarters.”

Motion adopted.

**UPDATE TO ARTICLE 17. CONVENTION PROCEDURES SECTION 3 (UPDATE TEXT
FOR PROPOSING RESOLUTIONS)**

Motion made by the Executive Committee:

That the Kiwanis International Board proposed the following change to Article 17 Section 3 to the 2025 House of Delegates:

ARTICLE 17. CONVENTION PROCEDURE

Section 3.

a. Proposed resolutions shall be submitted **at any time but not later than** ~~by~~ October 31 prior to the next scheduled Kiwanis International convention by a ~~district~~ board or ~~district~~ house of delegates **of a district in good standing**, or by a club in good standing, by a majority vote of the members. Resolutions may also be proposed by the Kiwanis International Board. (6/2023)

Motion adopted.

ALLOWING REGIONAL BOARDS TO PROPOSE RESOLUTIONS AND AMENDMENTS

Motion made by the Executive Committee:

That the Kiwanis International Board propose an amendment to the Kiwanis International Bylaws as follows to allow regional boards to propose resolutions and amendments:

ARTICLE 17. CONVENTION PROCEDURE

Section 3.

- a. Proposed resolutions shall be submitted ~~by~~ **at any time but not later than** October 31 prior to the next scheduled Kiwanis International convention by a ~~district~~ board or ~~district~~ house of delegates **of a district in good standing, by the board or house of delegates of a region,** or by a club in good standing, by a majority vote of the members. Resolutions may also be proposed by the Kiwanis International Board. (6/2023)

ARTICLE 27. AMENDMENTS TO BYLAWS AND RESCISSION OF INTERPRETATIONS

Section 4. All proposals stated in Sections 1, 2, and 3 may be submitted by: (6/2023)

- a. The Kiwanis International Board; (6/2023)
b. The board or house of delegates of a district in good standing; ~~or~~ (6/2023)
c. **The board or house of delegates of a region; or**
d. A club in good standing, by a majority vote of the members. (6/2023)

Motion adopted.

This completed the report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The report of the 2024-25 Board Committee on Audit and Finance was presented by the Chair, Michael Mulhaul.

ACCEPTANCE OF 2023-24 CONSOLIDATED AUDIT REPORT (KIWANIS INTERNATIONAL, KIWANIS EUROPE, CIRCLE K INTERNATIONAL, KIWANIS YOUTH PROGRAMS, KRMPFK, AND KIWANIS CHILDREN'S FUND

Motion made by Board Committee on Audit and Finance:

That the Kiwanis International Board accepts the 2023-24 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 2024-25 AUDITORS

Motion made by Board Committee on Audit and Finance:

That the Kiwanis International Board selects Forvis-Mazars, LLP as auditors for Kiwanis International and its subsidiaries for the 2024-25 administrative year. The proposed fees for audit and tax services for 2024-25 is US\$117,350.

Motion adopted.

APPROVAL OF INVESTMENT AND REORGANIZATION OF ASIA-PACIFIC

Motion made by Board Committee on Audit and Finance:

That the Kiwanis International Board, upon proof of completion of the points listed below, approves a grant ~~up to~~ not to exceed US\$180,000 for the current year, 2024-25 to the Asia-Pacific Kiwanis Region for growth, and requests staff to work with the Asia-Pacific Board on the following:

- a. New Asia-Pacific Bylaws being ~~ratified~~ adopted by Asia-Pacific and approved by Kiwanis International.
- b. Asia-Pacific becoming a registered legal entity with its own bank accounts.
- c. Creation of a work plan and detailed budget.

Motion adopted as amended.

IN-PERSON APRIL 2025 BOARD MEETING

Motion made by Board Committee on Audit and Finance:

That the Kiwanis International Board approves US\$60,000 for an In-Person meeting in April 2025.

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 2024-25 Board Committee on Leadership Development and Education was presented by the Chair, Steven R. Ingram.

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 2024-25 Board Committee on Membership was presented by the Chair, Trinidad P. Gonzales:

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST- MALAYSIA DISTRICT

Motion made by Board Committee on Membership:

That the Kiwanis International Board approves the matching grant request from the Malaysia District in the amount of US\$10,000 for growth, education and marketing initiatives.

Motion adopted.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST- SOUTHERN PHILIPPINE DISTRICT

Motion made by Board Committee on Membership:

That the Kiwanis International Board approves the matching grant request from the Southern Philippine District in the amount of US\$10,000 for growth, marketing and education initiatives.

Motion adopted.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST- TAIWAN DISTRICT

Motion made by Board Committee on Membership:

That the Kiwanis International Board approves the matching grant request from the Taiwan District in the amount of US\$23,000 for growth, marketing and education initiatives.

Motion adopted.

This completed the report of the Board Committee on Membership.

REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT

The report of the Board Committee on Risk Management was presented by the Chair, Michael Mulhaul.

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, Gary Jander.

The committee has no recommendations at this time.

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

OTHER BUSINESS

CLUB OPENING FUNDING

Motion made by Trustee Trinidad P. Gonzales, and seconded:

That the Kiwanis International Board approves an additional budget funding for US\$125,000 for club opening events in Jacksonville, Florida, Texas-Oklahoma District and New Jersey District during the 2024-25 administrative year.

Motion adopted.

REVIEW BUDGET REQUEST FOR ASIA-PACIFIC EDUCATION CONFERENCE

Motion made by Trustee Trinidad P. Gonzales, and seconded:

That the Kiwanis International Board approves the restoration of the budget of US\$58,100 for the 2024-25 Asia-Pacific Education Conference in Kaohsiung, Taiwan.

Motion adopted.

UTILIZING KIWANIS AMPLIFY TO STRENGTHEN THE LEADERSHIP PIPELINE

Motion made by Trustee Steven R. Ingram, and seconded:

That the Kiwanis International Board chooses the option below to enhance the Kiwanis Amplify program and strengthen Kiwanis International Leadership Pipeline.

1. Offer “buy one, get one” participation for clubs built within the last year: This option presents a straightforward marketing opportunity, as staff can directly engage with each club to offer the incentive. Additionally, it can be extended to newly established clubs during the period of January to March 2025. A key aspect of this option is that it requires clubs to demonstrate commitment by funding one registration. Staff have observed that this investment significantly encourages program completion.

Motion adopted.

PROPOSED CONDUCT UNBECOMING POLICY CHANGE

Motion made by Trustee Steven R. Ingram, and seconded:

That the Kiwanis International Board amends Kiwanis International Policy B §a as shown below:

11. Definition of ‘Conduct Unbecoming’

a. Conduct Unbecoming a Member of the Kiwanis Family (4/13)

“Conduct unbecoming a member of the Kiwanis family” is defined as any conduct that: (4/12)

- Constitutes harassment of another individual based on race, color, creed, national origin, age, or sex, including sexual orientation and gender identity. (10/21)
- Constitutes a criminal act that is clearly incompatible with the best interests of the public or of members of the Kiwanis family; or (4/12) (10/21)
- Constitutes repeated offensive or obnoxious behavior at Kiwanis events and activities as determined by at least 2 thirds of the board of directors of a club or district as it relates to conduct unbecoming charges at the club or district level. (10/21)

Note: For conduct unbecoming purposes, the Kiwanis family is defined in the Kiwanis International Bylaws as members of Kiwanis clubs, Aktion Clubs, Circle K clubs, and Key Clubs. (4/12)

Motion adopted.

BOARD POSITION ON THE PROPOSED AMENDMENT FOR CONVENTION- CAPITAL DISTRICT

Motion made by Vice President Hope Marks, and seconded:

That the Kiwanis International Board does not support the proposed amendment from the Capital District, U.S., to require remote voting at Kiwanis International Conventions.

Motion adopted.

KIWANIS CHILDREN’S FUND- KIWANIS YOUTH PROGRAMS STRUCTURAL REALIGNMENT

Motion made by President-elect Michael Mulhaul, and seconded:

That the Kiwanis International Board requests staff to investigate and report on the possible structural realignment of the two 501(c)(3) subsidiaries, Kiwanis International Foundation d/b/a Kiwanis Children’s Fund and Kiwanis Youth Programs, Inc., for the Board’s review and consideration at the April 2025 Board meeting.

Motion adopted as amended.

KI JUNE BOARD MEETING: VIRTUAL

Motion made by President-elect Michael Mulhaul, and seconded:

That the Kiwanis International Board request that board meeting #4 be held virtually on Thursday, June 12, 2025, 9:00a.m. – 12:00 p.m. Eastern.

Motion failed.

NEXT BOARD MEETING – April 26, 2025

The next meeting of the Board of Trustees will be April 26, 2025, in Indianapolis, Indiana, U.S.

The meeting adjourned sine die on Thursday, January 16, 2025, at 12:54 p.m. ET.