

TABLE OF CONTENTS

MINUTES OF THE MEETING OF

KIWANIS CHILDREN’S FUND BOARD OF TRUSTEES

February 8, 2018

	TAB
REPORT OF THE PRESIDENT -----	2 01
REPORT OF THE PRESIDENT-ELECT -----	2 02
REPORT OF THE TREASURER -----	2 03
REPORT OF THE KIWANIS CHILDREN’S FUND EXECUTIVE DIRECTOR -----	2 04
REPORT OF THE K.I. REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN’S FUND BOARD -----	2 05
REPORT OF THE KIWANIS CHILDREN’S FUND CHIEF OPERATING OFFICER-----	2
APPROVAL OF OCTOBER 4-8, 2017 BOARD MEETING MINUTES-----	3 06
SPECIAL BALLOT REGARDING PRESIDENT’S VACANCY-----	3 07
REPORT OF THE EXECUTIVE COMMITTEE-----	3 08
WILLIAM CATER ESTATE GIFT DESIGNATION -----	3
REPORT OF THE BYLAWS AND POLICIES COMMITTEE -----	3 09
CLARIFICATION OF BYLAWS REGARDING OFFICER VACANCIES-----	3
INSTITUTING VICE CHAIRS FOR THE GRANTS COMMITTEE AND DEVELOPMENT COMMITTEE -----	5
CLARIFICATION OF POLICY REGARDING BOARD SEAT FOR TOP FUNDRAISING DISTRICT-----	6
CHANGE IN DISTRICT CHAIR SELECTION PROCESS -----	6
REPORT OF THE DEVELOPMENT COMMITTEE -----	8 10
REPORT OF THE FINANCE/INVESTMENT COMMITTEE -----	9 11
2016-17 CONSOLIDATED AUDIT REPORT (KIWANIS CHILDREN’S FUND, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS INTERNATIONAL)-----	9
APPROVAL OF 2017-18 AUDITORS-----	9
REPORT OF THE GRANTS COMMITTEE -----	9
REPORT OF THE JOINT COMMITTEE -----	9 12
2018-19 KIWANIS CHILDREN’S FUND BOARD OFFICER NOMINATIONS-----	9
KIWANIS CHILDREN’S FUND DISTRICT SEAT -----	10
KIWANIS CHILDREN’S FUND BOARD TRUSTEE NOMINATIONS -----	10
NEXT BOARD MEETING – JUNE 27, 2018-----	10

MINUTES OF THE

MEETING OF THE KIWANIS CHILDREN'S FUND BOARD OF TRUSTEES

February 8, 2018

The meeting of the Board of Trustees of the Kiwanis Children's Fund was held via GoToMeeting, February 8, 2018. Those present were: Chia Sing Hwang, President; George E.H. Cadman, Q.C., President-elect; Mark B. Rabaut, Immediate Past President; Ann Wilkins, Treasurer; Stan D. Soderstrom, Executive Director; Trustees Karl Heinz Berger, Filip Delanote, Albert James Dooley, Jane M. Erickson, Robert M. Garretson, Dennis M. Oliver, Benjamin R. Osterhout, Yu-Mei Shih, John Tyner II, Norman A. Velnes, Daniel Vigneron and Ann Wilkins; and Ann Updegraff Spleth, Chief Operating Officer.

The meeting was called to order by President Chia Sing Hwang on Thursday, February 8, 2018 at 9:00 a.m. (EST) via GoToMeeting.

The following reports were received:

REPORT OF THE PRESIDENT

The Report of the President was presented by Chia Sing Hwang, as shown in **Tab 01**.

REPORT OF THE PRESIDENT-ELECT

The Report of the President-Elect was presented by George E.H. Cadman, Q.C., as shown in **Tab 02**.

REPORT OF THE TREASURER

The Report of the Treasurer was presented by Ann Wilkins, as shown in **Tab 03**.

REPORT OF THE KIWANIS CHILDREN'S FUND EXECUTIVE DIRECTOR

The Report of the Kiwanis Children's Fund Executive Director was presented by Stan D. Soderstrom, as shown in **Tab 04**.

REPORT OF THE K.I. REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD

The Report of the K.I. Representative (K.I. Immediate Past President) to the Kiwanis Children's Fund Board was presented by Jane M. Erickson, as shown in **Tab 05**.

REPORT OF THE KIWANIS CHILDREN'S FUND CHIEF OPERATING OFFICER

The Report of the Kiwanis Children's Fund Chief Operating Officer was presented verbally by Ann Updegraff Spleth.

GENERAL CONSENT ITEMS

Without objection, the following recommendation was adopted:

APPROVAL OF OCTOBER 4-8, 2017 BOARD MEETING MINUTES

That the Kiwanis Children’s Fund Board approves the minutes of the Board meeting held October 4-8, 2017 in Indianapolis, Indiana, as shown in Tab 06.

SPECIAL BALLOT REGARDING PRESIDENT’S VACANCY

That the Kiwanis Children’s Fund Board ratifies the results of the special ballot concluded via email on October 30, 2017 appointing Chia Sing Hwang to fill the vacancy for 2017-18 President due to the death of John Mayfield, as shown in Tab 07.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2017-18 Executive Committee, Chia Sing Hwang, Chair, was presented. (Tab 08)

WILLIAM CATER ESTATE GIFT DESIGNATION

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

That the Kiwanis Children’s Fund Board approves that, without reclassification of the amount received from the Cater Estate, the sum of US\$50,000 be committed in this fiscal year towards fulfillment of the Children’s Fund pledge to The Eliminate Project. This action is effective February 8, 2018.

This completed the action of the Executive Committee and the report was accepted.

REPORT OF THE BYLAWS AND POLICIES COMMITTEE

The Report of the 2017-18 Bylaws and Policies Committee Albert James “Jim” Dooley, Chair, was presented. (Tab 09)

CLARIFICATION OF BYLAWS REGARDING OFFICER VACANCIES

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

That the Kiwanis Children’s Fund Board amends Article III – Officers of the organization’s bylaws as follows:

ARTICLE III – OFFICERS

Section 1. Designation, ~~Appointment and Terms.~~ The officers of the Kiwanis Children’s Fund shall be a President, President-Elect, Immediate Past President, Executive Director, and Treasurer.

Section 2. Appointment. At the Kiwanis Children’s Fund Board’s annual meeting, upon the recommendation of the Joint Committee of Kiwanis Children’s Fund and Kiwanis International, Inc., the Board shall appoint the President, President-elect, and Treasurer for the next administrative year from among all members of the current Board. Unless unable to serve, the Treasurer shall succeed to the office of President-elect, the President-elect shall succeed to the office of President, and the

President shall succeed to the office of Immediate Past President. The Executive Director of Kiwanis International shall also be the Executive Director of the Kiwanis Children's Fund.

~~In the event that either the incumbent Treasurer or President-elect cannot succeed to the offices of President-elect and President respectively, then the Joint Committee shall also recommend to the Kiwanis Children's Fund Board candidates for such offices.~~

Section 3. Terms. All officers' terms, except the Executive Director, shall be for one year, beginning on October 1 or until said officer's successor shall be duly elected and qualified. ~~The Executive Director of Kiwanis International shall also be the Executive Director of the Kiwanis Children's Fund.~~

Section 4. Compensation. [No change in existing text.]

Section 5. The President. The President is the chief executive officer of the Kiwanis Children's Fund and shall generally supervise the business and affairs of the Kiwanis Children's Fund; preside at all meetings of the Kiwanis Children's Fund, Kiwanis Children's Fund Board and Executive Committee; and supervise the activities of all other officers and the Trustees.

Section 6. President-Elect. ~~In the absence or inability of the President, The President-Elect has the authority to perform the duties of~~ shall preside at all meetings at which the President is absent and may have such other duties or authority as determined by- the Kiwanis Children's Fund Board ~~may assign other duties to the President-Elect.~~

Section 7. Immediate Past President. ~~If both the President and the President-Elect are absent or unavailable to act, The Immediate Past President shall preside at all meetings at which the President and President-elect are both absent and may perform any duty or exercise any authority of the President during such period. The Kiwanis Children's Fund Board may assign other duties to the Immediate Past President.~~ have such other duties or authority as determined by the Kiwanis Children's Fund Board.

Section 8. Treasurer. The Treasurer regularly reviews the Kiwanis Children's Fund's financial condition and informs and advises the Kiwanis Children's Fund Board on this subject. The President or the Board may assign other duties to the Treasurer.

Section 9. Executive Director. [No change in existing text.]

Section 10. Officer's Incapacity. In the event the President is temporarily incapacitated and unable to discharge the duties of the office, as determined by a two-thirds (2/3) vote of the entire Board except the President, the Immediate Past President shall become Acting President until the President is able to resume those duties. If, after a period of sixty (60) days, it appears to the Board that the President will be unable to resume the duties of office, as confirmed by a new two-thirds (2/3) vote of the Board except the President, the Board may declare the office vacant and shall fill it as provided in these bylaws.

If the President-elect or Treasurer is temporarily incapacitated and unable to discharge the duties of the office, as determined by a majority vote of the entire Board except the Officer in question, the Board shall determine someone to handle the duties of office. If, after a period of sixty (60) days, it appears to the Board that the Officer will be unable to resume the duties of office, as confirmed by a new majority vote, the Board may declare the office vacant and shall fill it as provided in these bylaws.

Section 3 11. Removal of Officers. Each officer other than the Executive Director serves at the pleasure of the Kiwanis Children's Fund Board. Whenever, in the Board's judgment, the Kiwanis

Children's Fund's best interests will be served by an officer's removal, the officer may be removed from office upon majority vote of the entire Board except the officer whose removal is being considered. The Executive Director, because he/she also serves as the Executive Director of Kiwanis International, is exempt from this provision.

Section 2 12. Officer Vacancies. If the office of President, President-elect, or Treasurer becomes vacant for any reason, the Kiwanis Children's Fund Board, upon the recommendation of the Joint Committee of Kiwanis Children's Fund and Kiwanis International, Inc., shall appoint a replacement to fill such vacancy for the remainder of the unexpired term from among the current or past Board members. A vacancy in the office of Immediate Past President shall be filled by the most recent President of the Kiwanis Children's Fund who is willing and able to hold such office. ~~If the office of Executive Director of Kiwanis International/the Kiwanis Children's Fund becomes vacant, it shall be filled by the Kiwanis International Board because he/she serves as the Executive Director of Kiwanis International.~~

Section 13. Vacancies in Officers-Designate. In the event that either the incumbent Treasurer or President-elect cannot succeed to the offices of President-elect and President respectively, then the Joint Committee shall also recommend ~~to the Kiwanis Children's Fund Board~~ candidates for such offices to the Kiwanis Children's Fund Board from among the current or past Board members. Until such time that the office-designate is filled, the person incumbent in the office as of September 30 shall continue to serve unless otherwise specifically designated by the Kiwanis Children's Fund Board.

Section 14. Questions. Any matters related to vacancies in office not addressed in these bylaws shall be determined by the Board of Trustees, subject to relevant provisions.

INSTITUTING VICE CHAIRS FOR THE GRANTS COMMITTEE AND DEVELOPMENT COMMITTEE

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

That the Kiwanis Children's Fund Board amends Article IV – Committees, as shown below:

ARTICLE IV – COMMITTEES

Section 1. Standing Committees. The Kiwanis Children's Fund shall have the standing committees as defined in this article.

[Note: Those are defined as Executive, Development, Finance and Investment, Grants, Bylaws and Policies, Performance Assessment, and the Joint Committee with Kiwanis Intl.]

Section 3 2. Special Committees. The Kiwanis Children's Fund Board may create special committees to perform such duties as defined upon creation. (10/2012)

Section 4 3. Appointments. Unless otherwise stated in Section 1, the President shall appoint all committee chairs and members, subject to the approval of the Kiwanis Children's Fund Board. The President-elect shall also appoint one Board member to serve as vice chair of the Development Committee and one to serve as vice chair of the Grants Committee, who shall each respectively become the Chair of such committees the following year.

Section 5 4. Meetings and Business. Committees shall meet at the call of the President, provided at least ten (10) days advance notice shall be given for all committee meetings. A majority of committee members shall constitute a quorum for all committees other than the Executive Committee, and a

majority vote shall be necessary to approve actions unless a greater vote is required by these bylaws.

Further, that the Kiwanis Children's Fund Board amends the introductory paragraph of Procedures Section 300, as shown below:

Procedures Section 300, introductory paragraph:

The Kiwanis Children's Fund Bylaws provide that: (1) the Kiwanis Children's Fund shall have the standing committees ~~listed in this policy~~ stated in the bylaws; (2) the Kiwanis Children's Fund Board may authorize special committees. All committees shall report to the Board at such times and on such topics as listed in their duties or as otherwise requested by the Board. Each committee member should be familiar with the responsibilities of the committee(s) to which he or she is assigned. Committee work may be necessary between Board meetings. The president shall be an ex-officio member of all board committees. (7/14)

CLARIFICATION OF POLICY REGARDING BOARD SEAT FOR TOP FUNDRAISING DISTRICT

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

That the Kiwanis Children's Fund Board adopts new Policy C.6 – Board of Trustees / Designated District Seat, as follows:

POLICY C – BOARD OF TRUSTEES

6. Designated District Seat

One of the three annual Trustee terms in each nominating cycle shall be designated as the Kiwanis Children's Fund district seat. The district filling this seat shall be chosen according to the following criteria, subject to relevant bylaw provisions regarding candidate requirements:

- Three points for highest per-member average giving over a three-year period to the Unrestricted Fund of the Kiwanis Children's Fund.
- Three points for highest dollar amount average giving over a three-year period to the Unrestricted Fund of the Kiwanis Children's Fund.
- Two points for including the Kiwanis Children's Fund District Chair in regular district board meetings and events to provide updates on the Kiwanis Children's Fund.
- Two points for having completed payment of its commitment or fair share to The Eliminate Project or any subsequent global campaign for children.

The qualifying district that earns the highest total points will be invited to submit three names to the Joint Committee for consideration.

CHANGE IN DISTRICT CHAIR SELECTION PROCESS

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

That the Kiwanis Children's Fund Board revises Procedures 101, 102, and 110 regarding district chairs as new Procedures 100-103, as shown below. These changes shall be effective October 1, 2018, subject to agreement of the concept by the Kiwanis International Board.

110 100 – ~~KIWANIS INTERNATIONAL DISTRICT CHAIRS FOR THE KIWANIS CHILDREN'S FUND~~

- A. **Term:** The district chair shall serve for a term of three (3) years.
- B. **Selection:** During years when the incumbent chair's term will end on Sept. 30, the Governor-elect that year shall submit, by January 15, one or more nomination(s) for the next chair to the Kiwanis Children's Fund Board. Nominees will be considered by the Kiwanis Children's Fund Board at its second regular meeting of the year, in consultation with the district governor-elect and governor. Approval by the Kiwanis Children's Fund Board is required for any nominee to serve as chairman.

If a vacancy in the district chair develops during his/her term, the incumbent Governor, in consultation with the incumbent Governor-elect, shall nominate a new chair to fill the vacancy for the remainder of the term, subject to approval by the Kiwanis Children's Fund Board.

- C. **Duties:** The duties and responsibilities of the Kiwanis International district chairs for the Kiwanis Children's Fund shall be as follows: (7/14) (7/17)
1. District Committee: The district chair shall secure one member from each division to constitute the Kiwanis Children's Fund District Committee, and shall communicate with members regularly. (7/14)
 2. Training: All North American District Chairs should attend the annual training at the expense of the Kiwanis Children's Fund. (7/14)
 3. Education and Promotion:
 - Publish a district bulletin article in each edition
 - Present a program on the Kiwanis Children's Fund to each new club
 - Promote the Kiwanis Children's Fund using materials provided to you by the Kiwanis Children's Fund
 - Promote use by clubs of all recognition vehicles offered by the Kiwanis Children's Fund(7/14)
 4. Fund Raising and Recognition:
 - Encourage individual giving by members
 - Annual Club Gift Campaign — 100% participation by clubs
 - One new Kiwanis Leadership Society member in each club annually
 - Recognize one new Heritage Society member in each division(7/14)
 5. Reports:
 - Maintain records of all programs in the district
 - Communicate with Kiwanis Children's Fund Staff, as requested
 - Communicate to the District Board at each board meeting(7/14)
 6. Lieutenant Governors/Division: Encourage Lieutenant Governors to reach their goals. (7/14)

7. Conventions:

- At the District Convention, organize a Kiwanis Children's Fund display/booth and a workshop and present Tablets of Honor, George F. Hixson Fellowships, and other recognition.
- If possible, attend the Kiwanis International Convention, assist in the Kiwanis Children's Fund Booth, and attend the Honors Reception (7/14)

101 – KIWANIS INTERNATIONAL DISTRICT GOVERNORS-ELECT:

The District Governor-elect is encouraged to establish and publicize goals for their year as Governor for the district to support the Kiwanis Children's Fund in the following ways: (7/14)

- ~~A. Submit a nomination to the Kiwanis Children's Fund by September 30 of the person they wish to serve as District Chair for the Kiwanis Children's Fund. (7/14)~~
- ~~B. Establish and publicize goals for their year as Governor for the district to support the Kiwanis Children's Fund in the following ways: (7/14)~~
- Encourage 100% participation of district clubs in Annual Club Gift Campaign;
 - Recognize at least one of the following in each division: new George F. Hixson Fellow, new Tablet of Honor recipient, and new Heritage Society member;
 - Recognize at least one new Kiwanis Leadership Society member in each club. (7/14)

102 - KIWANIS INTERNATIONAL DISTRICT GOVERNORS:

The District Governor is encouraged to: (7/14)

- A. Meet the goals established while Governor-elect. (7/14)
- B. Promote giving to the Kiwanis Children's Fund at each of the following events: (7/14)
- District Convention, via a workshop and presentation of George F. Hixson and Tablet of Honor recognition
 - Mid-year meeting or Zone Conference
 - Visits to the divisions (7/14)
- C. Allow Kiwanis Children's Fund District Chair to publicly report at the District Convention and other District Meetings and at each District Board Meeting. (7/14)
- D. Personally become a member of the George F. Hixson Fellowship and the Heritage Society. (7/14)

This completed the action of the Bylaws and Policies Committee and the report was accepted.

REPORT OF THE DEVELOPMENT COMMITTEE

The Report of the 2017-18 Development Committee, Norman A. "Norm" Velnes, Chair, was presented. (Tab 10)

No action taken.

The Development Committee report was accepted.

REPORT OF THE FINANCE/INVESTMENT COMMITTEE

The Report of the 2017-18 Finance/Investment Committee, Ann Wilkins, Chair, was presented. (Tab 11)

2016-17 CONSOLIDATED AUDIT REPORT (KIWANIS CHILDREN'S FUND, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS INTERNATIONAL)

Upon recommendation of the Finance/Investment Committee, it was moved and adopted:

That the Kiwanis Children's Fund Board accepts the 2016-17 consolidated audit report for Kiwanis Children's Fund, Circle K International, Kiwanis Youth Programs and Kiwanis International and the related Management Letter.

APPROVAL OF 2017-18 AUDITORS

Upon recommendation of the Finance/Investment Committee, it was moved and adopted:

That the Kiwanis Children's Fund Board selects BKD, LLP, as auditors for Kiwanis Children's Fund for the 2017-18 administrative year.

This completed the action of the Finance/Investment Committee and the report was accepted.

REPORT OF THE GRANTS COMMITTEE

The Report of the 2017-18 Grants Committee, Karl Heinz Berger, Chair, was *not* presented. The Grants Committee had no information or recommendations to present.

REPORT OF THE JOINT COMMITTEE

The Report of the 2017-18 Joint Committee, Chia Sing Hwang, Chair, was presented. (Tab 11)

2018-19 KIWANIS CHILDREN'S FUND BOARD OFFICER NOMINATIONS

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

That the Kiwanis Children's Fund Board accepts the nomination of the following persons as officers for the 2018-19 administrative year:

President: George E. H. Cadman, Q.C.

President-elect: Ann Wilkins

Treasurer: Albert J. "Jim" Dooley

KIWANIS CHILDREN'S FUND DISTRICT SEAT

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

That the Kiwanis Children's Fund Board appoints Patti Barsotti of the Kiwanis Club of San Ramon Valley, Danville, California, to the Kiwanis Children's Fund Board District Seat, subject to verification of a clear criminal history background check, to serve a three-year term beginning October 1, 2018.

KIWANIS CHILDREN'S FUND BOARD TRUSTEE NOMINATIONS

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

That the Kiwanis Children's Fund Board appoints the following persons as Trustees, subject to verification of a clear criminal history background check, to serve three-year terms beginning October 1, 2018:

**Amy Zimmerman, Kiwanis Club of Cincinnati, Ohio
Robert S. Maxwell, Kiwanis Club of Topeka, Kansas**

Further, that, in the event Albert J. "Jim" Dooley is confirmed at the annual Board meeting at the Kiwanis International convention as the 2018-19 Kiwanis Children's Fund Treasurer, the Kiwanis Children's Fund Board accepts the nomination of Norman A. Velnes of the Kiwanis Club of Winnipeg, Manitoba, Canada, to fill the one-year vacancy that will be left in Jim Dooley's term as Trustee, beginning October 1, 2018. This nomination is subject to verification of a clear criminal history background check.

This completed the action of the Joint Committee and the report was accepted.

NEXT BOARD MEETING – JUNE 27, 2018

The next meeting of the Board of Trustees will be June 27, 2018 in Las Vegas, Nevada.

The meeting adjourned sine die on Thursday, February 8, 2018 at 10:49 a.m. (EST).