

**PENNSYLVANIA DISTRICT KIWANIS INTERNATIONAL
CONVENTION BUSINESS SESSION MINUTES
103rd DISTRICT CONVENTION
AUGUST 15, 2020**

The business session of the 103rd Pennsylvania District Convention was called to order at 1:00pm on August 15, 2020. Because of the Covid-19 Pandemic restrictions, the Convention/session was held virtually.

Governor Mike Haven presided.

The session opened with thoughts from Human & Spiritual Aims Chair Ann Graves followed by the National Anthem.

Governor Haven provided opening remarks and thoughts.

Governor Haven provided instruction on the conduct of the session using the Zoom platform.

Jennifer Crowell of the Kiwanis Club of University City was introduced as Parliamentarian.

The District Club and Community Communication Awards were presented. (Note: A listing of all awards presented at this session is attached.)

Executive Director/Secretary/Treasurer Kevin Thomas gave a report on the Delegates-at-Large for this session. Since the convention was cancelled in accordance Article VI, Section 16 of the District Bylaws, the business of the District is to be transacted by those Kiwanians having Delegate-at-Large status; these are the District Board members, one Lt. Governor for each Division and those Past Governors of the Pennsylvania District who are members of a Pennsylvania District club in good standing. There are 37 Kiwanians in the Pennsylvania District who hold such status. A quorum necessary to conduct business would be 19. At the commencement of this session, 29 were present. It should be noted here, that 94 members signed up for this session with 83 to 88 members present throughout.

The session rules had been provided to the Delegates-at-Large in advance of this session; they are attached. Since no objections were raised in advance of the session and no one was requesting to speak, the rules were adopted by unanimous consent.

A memorial tribute to Kiwanians who have passed since the last convention and as reported by their clubs was conducted.

The District Signature Project Awards were presented.

2018-19 Governor Phil Weber recognized the 2018-19 Kiwanis International Distinguished members and Distinguished Clubs.

Counselling Kiwanis International Trustee David Hurrelbrink brought greetings from Kiwanis International and provided remarks.

2019-20 Distinguished Kiwanians were recognized.

One District Bylaw amendment was considered; the proposed amendment is attached. The amendment had been sent to the Delegates-at-Large in advance of this session with instruction that if they wanted to speak to the amendment they should notify us in advance. No Delegate-at-Large provided such a notice and no objections were raised. Accordingly, the amendment was declared adopted by unanimous consent.

The annual meeting of the Pennsylvania Kiwanis Foundation was conducted by Foundation President Jeff Rose. Election of Foundation directors was conducted. There were four nominated candidates for 5 positions and no additional nominations were received. Elected by unanimous consent were Jackie Flynn of the Kiwanis Club of Poconos Daybreak, Jason McConney of the Kiwanis Clubs of Southampton and PA e-Kiwanis, Jill Rend of the Kiwanis Club of Punxsutawney and Jeff Rose of the Kiwanis Club of Allentown Northeast.

The Foundation Board presented a revised set of bylaws. The bylaws had been previously provided to all meeting attendees. Since they had been provided to all attendees and since there was no objection or question raised on the revised bylaws, they were approved by unanimous consent.

A report was provided by District Executive Director/Secretary/Treasurer Kevin Thomas. A copy of the report is attached

The election of the 2020-21 District Governor-elect was conducted. There was one declared candidate for the office, that being Sarah Zulueta of the Kiwanis Clubs of University City and The Main Line. The nomination of Sarah Zulueta was done by John Dempsey of the Kiwanis Clubs of The Main Line. The second of the nomination of Sarah Zulueta was done by Bebe Daily of the Kiwanis Club of South Philadelphia. Sarah Zulueta addressed the assembled delegates. As there were no other declared candidates, Sarah Zulueta was elected by unanimous consent.

Kelly Kinkaid and Susan Werner of the Kiwanis Club of Greater Reading-Berks County conducted the final drawing for the Reading 2020 Convention fundraiser and announced that because of the cancellation of the Reading 2020 Convention that the 2021 District Convention will be in Reading at the Crowne Plaza Hotel on August 19-22, 2021.

The election of the 2020-21 District Governor was conducted. Don Smith of the of the Kiwanis Clubs of Annville-Cleona and Palmyra Area and 2019-20 Governor-elect was the only declared candidate for the office. Don Smith was nominated by Tom Shott of the Kiwanis Clubs of Annville-Cleona and his nomination seconded by Susan Werner of the Kiwanis Club of Greater Reading-Berks County. Don Smith was elected by unanimous consent as Governor for 2020-21.

Don Smith addressed the meeting.

The 2019-20 Kiwanis Heroes in Service Awards were presented.

Governor Mike Haven provided closing comments.

With no other business to conduct, the session was adjourned.

Respectfully submitted,

A handwritten signature in black ink that reads "Kevin E. Thomas". The signature is written in a cursive, flowing style.

Kevin E. Thomas
District Executive Director/Secretary/Treasurer

2020 Virtual Convention Awards Listing:

Club Communication Awards

Silver Division:

- 1st place - Williamsport

Blue Division:

- 1st place – Sheraden, Pittsburgh
- 2nd place - Bald Eagle Nittany Valley

Community Communication Awards

Silver Division:

- 1st place - Williamsport

Blue Division:

- 1st place – Sheraden, Pittsburgh
- 2nd place - Bald Eagle Nittany Valley

White Division:

- 1st place - Greensburg
- 2nd place - Swoyersville
- 3rd place - Transfer

Signature Project Awards

Tier One:

- 1st place – Kiwanis Club of Lititz for their Chocolate Walk
- 2nd place – Kiwanis Club of Levittown-Bristol for “Give a Christmas”
- 3rd place – Kiwanis Club of Greensburg for their Bicycle Safety Program

Tier Two:

- 1st place – Kiwanis Club of Sheraden, Pittsburgh for “Biggest Bedtime Story”

- 2nd place – Kiwanis Club of Phoenixville for “Playground in the Park”
- 3rd place – Kiwanis Club of Easton for the Intermediate Unit 20 Kid’s Christmas/Holiday Party

2018-19 Distinguished Member Awards

Distinguished Member	Kiwanis Club
Sharon Scudder	Centennial Internet
Robert Raub	Centennial Internet
Joanne Cappellano	Easton, PA
Walter Howell	Easton, PA
Janet Owen	Easton, PA
Gary Tempest	Easton, PA
William Walters	Easton, PA
Penny Meyers	Bald Eagle and Nittany Valleys
Sally Young	Bald Eagle and Nittany Valleys
Della Watson	Bald Eagle and Nittany Valleys
David Shickel	Bald Eagle and Nittany Valleys
Kimberly Stebick	Fort LeBoeuf
Yvonne Best-Proctor	Fort LeBoeuf
Cathy Szymanski	Summit Township
David Szymanski	Summit Township
Emily Reed	Dillsburg
Jonathan Reed	Lewistown
Sally Garber	Linglestown Area
William "Bill" Minsker	Linglestown Area
Joy Ashley	Nittany
Tracy Smith	Sheraden, Pittsburgh
Eugene Law	West Chester
Mariza Shavelle	West Chester

2019-20 Distinguished Kiwanian Awards

CLUB	FIRST NAME & INITIAL	LAST NAME	# OF YEARS
ANNVILLE-CLEONA/PALMYRA AREA	DONALD G.	SMITH	26
ERIE	CATHY	SZYMANSKI	22
ERIE	DAVID	SZYMANSKI	20
WYOMING AREA	MICHAEL	COOLBAUGH	10
WYOMING AREA	BOB	ORLANDO	9
DILLSBURG AREA	EMILY	REED	7
SHERADEN, PITTSBURGH	KEITH	SMITH	7
SHERADEN, PITTSBURGH	MARIANNE	MURASKA	5
SHERADEN, PITTSBURGH	TRACY	SMITH	5
WYOMING AREA	TIFFANY	CALLAIO	5
ALLENTOWN NORTHEAST	CATHY	KANE	3
BALD EAGLE AND NITTANY VALLEYS	PENNY	MEYERS	3
FORT LEOEUF	VALERIE	ROSE	2
LOCK HAVEN	CONRAD	SCHLESINGER	2
SHERADEN, PITTSBURGH	CAROL	SCHWARTZ	2
SHERADEN, PITTSBURGH	JAN	SCHUBERT	1
SHERADEN, PITTSBURGH	SHAWN "SPIKE"	SMITH	1
SHERADEN, PITTSBURGH	JODIE	WELSER	1
WYOMING AREA	CATHY	COOLBAUGH	1

2018-19 Distinguished Club Awards

DIVISION	CLUB
1	EAST ERIE COUNTY
1	EDINBORO
1	FORT LEBOEUF
11E	LEWISTOWN
12N	BALD EAGLE AND NITTANY VALLEYS
12N	WILLIAMSPORT
13N	DILLSBURG
13N	LINGLESTOWN AREA
16	CENTENNIAL INTERNET CLUB
16	PALMYRA AREA
17/18	EASTON

Heroes in Service Awards

Recipient's Name	Kiwanis Club	Division
William G. McDowell, DO	Hermitage	2
Rev. Wayne Meyer	Sheraden, Pittsburgh	5
Margaret Self	Wilkinsburg	6
Charles "Charlie" Kaylor	Greensburg	8
Phyllis Palm	Lewistown	11E
Sally Young	Bald Eagle and Nittany Valleys	12N
Debora Crisman	Montrose Area	15
Lee A. Shaffer, II	New Holland	16
Melissa Warner	Lititz Area	16
Jeffrey Rose	Allentown Northeast	17/18
William "Bill" Walters	Easton	17/18

Standing Rules for the Virtual Business Session

1. As defined by the Pennsylvania District bylaws, only those Kiwanians who have delegate at large status badges may offer or speak on motions and vote.
2. Any main motion or amendment shall be written, signed by the maker and seconder and presented electronically to the District Secretary before it is moved.
3. No delegate may speak more than three minutes at a time unless allowed to do so by the orders of the day by a majority vote of the delegates.
4. No delegate may address the assembly a second time on the same question(s) until all delegates who desire to speak on the topic have spoken.
5. The maker of a motion shall be entitled to speak first in support of such motion or may immediately yield the floor to another delegate.
6. Debate shall alternate between those speaking for and those against a motion.
7. A delegate shall not speak for or against a motion and move to close debate on the same recognition.
8. Debate on the proposed amendments to the Bylaws, including all amendments thereto, shall be limited to fifteen minutes.
9. A motion to move the previous question will not be in order until ten minutes of debate has taken place or all who wish to speak have spoken.
10. Any candidate who is unopposed for office may be elected by a voice vote of unanimous consent.

11. Nominating speeches for candidates may not be waived.
12. Candidates for office may have one nominating speech not to exceed two minutes and a seconding speech not to exceed one minute. Those speeches may be recorded in advance of the session for presentation at the session.
13. Any of the above rules may be suspended by a majority vote.
14. The latest Edition of Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and Bylaws of Kiwanis International, the Bylaws of the Pennsylvania District of Kiwanis International and these standing rules.

PROPOSED DISTRICT BYLAW AMENDMENT

ARTICLE III, SECTION 2

PROPOSED BY: The Pennsylvania District Kiwanis International Board of Trustees

PURPOSE:

- The District needs to expand the pool of candidates qualified to serve as Lt. Governors. This expansion allows those who may not have served as their club president, but have the interest and skills needed to succeed as a Lt. Governor, as evidenced by their serving in another club officer role. By requiring at least a full term in the qualifying office, it demonstrates knowledge and commitment.
- The Pennsylvania District is not alone in having a shortage of potential Lt. Governor candidates, and Kiwanis International is recommending districts adopt this change to address the issue.
- The two-year minimum of serving as club secretary serves no real purpose.

CURRENT READING: ARTICLE III, SECTION 2, PARAGRAPH B

Each Lieutenant Governor and Lieutenant Governor-elect shall be a member of a club in the division from which he or she is elected; shall be, or have been, a club president or shall have served as club secretary for at least two (2) years; and shall be active in the affairs of his or her club and his or her division”,

PROPOSED CHANGES: ARTICLE III, SECTION 2. PARAGRAPH B

“Each Lieutenant Governor and Lieutenant Governor-elect shall be a member of a club in the division from which ~~he or she is~~ **they are** elected; shall ~~be, or have been,~~ **have served a full term as** a club president, ~~vice-president,~~ **vice-president,** ~~or shall have served as club secretary for at least two (2) years~~ **or treasurer;** and shall be active in the affairs of ~~his or her~~ **their** club and ~~his or her~~ **their** division”,

FINAL READING IF APPROVED:

“Each Lieutenant Governor and Lieutenant Governor-elect shall be a member of a club in the division from which they are elected; shall have served a full term as a club president, vice-president, secretary, or treasurer; and shall be active in the affairs of their club and their division”.

**Pennsylvania Kiwanis Foundation
Bylaws**

Adopted by the Members on _____ 2020

Article I. Purpose

The purpose of the Pennsylvania Kiwanis Foundation shall be to conduct, aid, foster and promote charitable, educational and other eleemosynary programs serving the public interest with specific emphasis upon serving the needs of children and youth.

Article II. Membership & Meetings of Members

Section 1. The Members of the Foundation are all of the Members in good standing of the Pennsylvania District of Kiwanis International.

Section 2. The Annual Meeting for the purpose of electing Directors and such other business as may come before the meeting shall be held in conjunction with the Annual Convention of the Pennsylvania District of Kiwanis International.

Section 3. A Special Meeting of the Membership may be held at the call of the Board of Directors or upon written request of 2% of the Membership.

Section 4. Notice of the time, place and object of any meeting of the Membership shall be given to Members at least one week prior to a meeting. A quorum for all meetings of the Membership shall be twenty-five Members.

Article III – Board of Directors

Section 1. Qualifications for Directors: Any Member in good standing of the Pennsylvania District of Kiwanis International who has demonstrated Kiwanis leadership or who has relevant professional and/or technical expertise is qualified for a position as a Director. Directors will be nominated by a Joint Nominating Committee consisting of four Directors and up to four representatives of the Pennsylvania District of Kiwanis leadership. The Immediate Past Governor of the Pennsylvania District of Kiwanis shall serve as a voting Director for one year after serving as Governor.

Section 2. Election of Directors: The Membership shall elect up to fifteen Directors serving staggered three-year terms such that one-third of the Board seats are filled each year. No member may serve as Director for more than two consecutive terms but may be re-elected after a period of one year since last serving as a Director. If the Membership fails to elect Directors to fifteen available Board seats, the Board may elect additional Directors. If the number of Directors is less than ten, the Board shall elect additional Directors such that the number of seated Directors is at least ten Members.

Section 3. Responsibilities of Directors: Directors are responsible for managing Foundation programs consistent with the charitable purpose of the Foundations. Directors are to act in a fiduciary capacity for the Foundation's assets consistent with applicable laws and regulations. Elected Directors shall serve a three-year term of office beginning at the Organizational Meeting and until successors take office.

Section 4. Meetings of the Board of Directors: The Board shall hold at least four scheduled meetings each year. An Organizational Meeting proximate to October first and three additional scheduled meetings shall be held throughout the year. The Organizational Meeting shall be held in person and

shall finalize a financial plan for the ensuing fiscal year. Additional meetings of the Board may be called from time to time by the President. A scheduled meeting shall be held during or prior to annual District Convention for the purpose of electing or appointing Officers of the Foundation for the subsequent year. Meetings of the Board shall be conducted under Roberts Rules of Order except as herein prescribed. Meetings of the Board, except the Organizational Meeting, may be held in person or by teleconference or videoconference, provided that all Directors have an opportunity to be present. If a meeting is held by teleconference or videoconference, all actions of the Board shall be taken by a roll-call vote.

Section 5. Actions of the Board may be accomplished without a formal meeting by Unanimous Written Consent provided by each Director to the President, and certified and recorded by the Secretary.

Article IV. Officers of the Foundation

Section 1. The Officers of the Foundation shall be the President, Vice President, Secretary and Treasurer. No person may hold more than one office. Officers shall take office at the Organizational Meeting each year and serve for one year and until their successors take office.

Section 2. The Nominating & Governance Committee shall present to the Board of Directors nominees for office from among seated Directors prior to the Annual Meeting scheduled for election of Directors. Additional candidates may be nominated by the Board. The Board shall elect a President, Vice President and Secretary from among the seated Directors to serve one-year terms.

Section 3. The Nominating & Governance Committee shall act as a selection committee to review the qualifications for and suitability of candidates for the office of Treasurer. The Board shall appoint or re-appoint a Treasurer from among the candidates or candidate presented by the Nominating Committee to serve a one-year term coinciding with the Foundation's fiscal year and until his or her successor takes office. The Treasurer shall be a Director or other Member.

Article V. Committees

Section 1. The President shall appoint Standing Committees and their Chairs prior to the Organizational Meeting. Each Committee shall have at least four Directors who will develop appropriate recommendations to the Board. Standing Committees will be:

- a. Nominating & Governance
- b. Finance & Investment
- c. Audit
- d. Programs & Impact
- e. Fundraising & Development
- f. Strategic Planning
- g. Outreach & Marketing

Section 2. The President may establish ad hoc Committees as may be useful for the operation and management of the Foundation.

Article VI. Policies

Section 1. The following Policies governing the activities of the Foundation shall be maintained by the Board of Directors:

- a. Conflict of Interest Policy
- b. Investment Policy
- c. Fundraising, Solicitation, Gift Acceptance & Donor Privacy Policy

d. Internal Control Policy

Section 2. The Board may adopt and implement additional policies from time to time.

Section 3. Policies of the Foundation must be published in the form of a Policy Code.

Article VII. Distribution of assets upon dissolution

Section 1. If the Membership would decide to dissolve or change the purpose of the Foundation, the assets and property of the Foundation shall be distributed in accordance with the charitable purpose of the Foundation as recited in these Bylaws and the Articles of Incorporation, or otherwise in accordance with applicable law.

Section 2. If any assets remain upon dissolution that are not otherwise distributed, such remaining assets shall be transferred to Kiwanis Children’s Fund.

Article VIII. Compliance with Kiwanis International

The Foundation and its Members will abide by the Bylaws and Policies of Kiwanis International.

Article IX. Amendments

Section 1. These Bylaws may be amended by a majority vote of Members present at a meeting called for such purpose.

Section 2. Notice of and the text of proposed Amendments must be provided to the Members no less than one week in advance of the meeting which amendments are to be voted upon.

Section 3. Duly amended Bylaws shall become effective upon approval by the Membership. Amended Bylaws are subject to review by the Kiwanis District of Pennsylvania and Kiwanis International.

Adopted this _____ day of _____ 2020

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Features of Revised Bylaws

The proposed Amended Bylaws are intended to maintain most provisions of the current Bylaws but clarify certain language. Some new specific requirements are added and certain other features are removed. In particular, the proposed Bylaws have the following substantive new, changed or discontinued features:

1. Restores the vote of the Past Governor
2. Eliminate reference to classes of Kiwanis membership.
3. Increase the quorum necessary for a membership meeting to transact business from 10 to 25 Members.
4. Requires qualification and nominations of Directors – strengthens the process of electing Directors.
5. Simplifies and clarifies the term limit provision.

6. Authorizes or requires Board appointment of Directors under specific circumstances.
7. Eliminates removal of a Director provision.
8. Eliminates requirement for number of Director candidates.
9. Eliminates reference to Secretary-Treasurer, now separates officers
10. Requires that the Directors meet at least 4 scheduled meetings/year.
11. Provides that meetings, except Organizational Board Meeting, may be conducted via teleconference.
12. Requires meetings to be conducted according to Roberts Rules of Order
13. Allows for Board action by unanimous written consent.
14. Defines a nominating process for election of officers – defines a selection process for Treasurer based on qualifications.
15. Identifies Standing Committees.
16. Requires the maintenance of certain Policies and a published Policy Code.
17. Provides for the manner of distribution of remaining assets upon dissolution.