**PENNSYLVANIA DISTRICT KIWANIS INTERNATIONAL**

**CONVENTION BUSINESS SESSION MINUTES**

**1O5th DISTRICT CONVENTION**

**AUGUST 13, 2022**

The business session of the 105th Pennsylvania District Convention was called to order at 2:00pm on August 13, 2022, in the East Ballroom of the Bayfront Convention Center in Erie, PA.

Governor Sarah Zulueta presided.

The session opened with the Pledge of Allegiance and National Anthem and an invocation provided by Human and Spiritual Aims Chair Rev. Wayne Meyer.

Erie Mayor and Kiwanian Joseph Schember brought greetings and comments on behalf of the City of Erie

Governor Zulueta recognized those members who have achieved Legion of Honor Status. She, also, recognized all Kiwanians who have been in Kiwanis one year or less.

A memorial tribute to Kiwanians who have passed since August 1, 2021, was conducted.

Remarks were provided by Circle K Governor Emma Galiardi.

Remarks were provided by Key Club Governor Amsu Yallalacheruvu.

Counselling Kiwanis International Trustee Jackie Sue McFarland brought greetings from Kiwanis International and provided remarks to the assembled delegation.

Credentials Committee Chair Karen Sears provided a report. There were 109 certified delegates and 11 certified delegates-at-large for a total of 120 delegates certified by the credentials committee. There were 101 of those delegates present at the session. Accordingly, a majority vote would be 51 and a two-thirds majority would be 66.

63 clubs were represented. The required quorum was 50 clubs.

A report was provided by District Executive Director/Secretary/Treasurer Kevin Thomas. A copy of that report is included with these minutes.

Resolutions were presented by District Laws and Regulations Chair Ben Osterhout. Those resolutions are Included with these minutes. They were adopted by proper motion, second and unanimous vote.

An amendment to the District Bylaws was considered and presented by Ben Osterhout. A copy of the amendment is attached. The amendment was approved by unanimous vote.

The annual meeting of the Pennsylvania Kiwanis Foundation was conducted by Foundation President Jeff Rose. The election of Foundation Directors was conducted. Elected by the delegates were Jennifer Gräb of the Kiwanis Club of Sheraden, Pittsburgh, John Gräb of the Kiwanis Club of Hershey-Hummelstown, Brian Root of the Kiwanis Club of Greensburg and Don Sanker of the Kiwanis Club of Verona-Rosedale. The Foundation, also, offered an amendment to its bylaws. The amendment is attached. The delegates unanimously adopted the proposed amendment.

A presentation was provided on the 2023 District Convention to be held in Scranton, PA.

The election of the 2022-23 District Governor-elect was conducted. There was one declared candidate for the office; he was Conrad Schlesinger of the Kiwanis Clubs of Lock Haven. The nomination of Conrad Schlesinger was done by Matt Wise of the Kiwanis Clubs of Bald Eagle and Nittany Valleys. The second was done by Cathy Szymanski of the Kiwanis Club of Erie. Conrad Schlesinger addressed the assembled delegates. As there were no other declared candidates, Conrad Schlesinger was elected by unanimous ballot.

The election of the 2022-23 District Governor was conducted. Michael Coolbaugh, Sr. of the Kiwanis Club of Wyoming Area and 2021-22 Governor-elect was the only declared candidate for the office. He was nominated by Morgan Coolbaugh of the Kiwanis Club of Wyoming Area and his nomination seconded by Keith Smith of the Kiwanis Club of Sheraden, Pittsburgh. Michael Coolbaugh, Sr was elected by unanimous ballot as Governor for 2022-23.

Announcements were provided by Executive Director Kevin Thomas.

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

Respectfully submitted,



Kevin E. Thomas

District Executive Director/Secretary/Treasurer

**Executive Director Report – 2022 Convention**

* The District ended the 2020-21 year with a net membership loss of 126. As of October 1, 2021, District membership stood at 2,916 members, our lowest membership level in nearly 100 years. The District has not seen a membership gain since the 2005-06 administrative year.
* We lost 7 clubs in the 2020-21 year. These clubs were Millcreek Area, New Castle, Titusville, Northumberland-Point Township, Greater York, Nazareth Area and Valley Forge. We did not open any new clubs in the 2020-21 year.
* For the 2021-22 year and as of July 31st, the District was showing a membership gain of 110 members. The leading club gain is Emmaus in Division 17/18 with a gain of 13, followed closely by Scottdale in Division 8 and Centennial Internet in Division 16 with 12 each and then Fort LeBoeuf in Division 1 and Dillsburg Area in Division 13N each with 10. Based on history, I would not expect the District to see a membership gain for the 2021-22 year.
* To date in this administrative year, the District has lost three clubs; those clubs were Wilkinsburg, Johnstown and Kingston. Additionally, we know we will be losing the Kiwanis Club of Hatboro-Horsham and Squirrel Hill. As well, the Sharon and Hermitage clubs will be merging but hopefully that will result in a minimal loss of members.
* We have not opened any new clubs. We may open one or two new clubs before the end of this administrative year. However should that not happen, it will be the third year int the last 4 that we have not opened any news clubs and we will have only opened one in the last 4 years. Let me be unequivocal here. Based on membership trends over the last 100 years, until and unless we start opening five or more new clubs in Pennsylvania a year, every year, we will not solve the challenge of membership growth as a District.
* For the second year, the District held a virtual midyear conference with an attendance of 123 Kiwanians. The evaluations were very strong. The financial risks of a virtual conference are minimal. Accordingly, your District Board voted to have the Midyear in 2023 as a virtual conference with a date to be determined. However, events that have since transpired may mean that we will have to call a special convention to adopt some bylaw amendments which might necessitate that we schedule an in-person midyear conference
* In our 2020-21 audited financial statements, which include the Kiwanis, Key Club and Circle K District operations, the District saw a loss of $7,543.00. That loss was due entirely to Key Club operations which incurred an operational deficit of $24,681. Taking out that loss, the Kiwanis and Circle District had a surplus of $17,138.
* The Kiwanis District applied for and received a second Payroll Protection Program loan of $13,820; that loan has been forgiven and does not need to be paid back.
* The deficit incurred by Key Club was brought about primarily from a steep, dramatic and rapid decline in membership. From March 2020 to March 2021, Key Club membership and thus dues collection fell by 50%. Additionally, Key Club was not able to adjust its expenses as rapidly as membership declined. The good news is that membership rebounded in the last year and as of March 2022, about half the loss was recovered with membership being at about 7,500 members, up nearly 50% from slightly over 5, 000 members in the previous year. While not expecting to see membership gains of 50%, I do expect to continue to see Key Club membership grow to between 8,500 to 9,000 members. Additionally, Key Club has made budgeted expense adjustments to bring spending in line with revenue. For the first time since 2019, Key Club returned to having a live convention using a restructured format. The 2022 convention had about 200 attendees, about 50% of the attendance of 2019. The convention was financially successful.
* The Circle K program made a change in the position of District Administrator. Long time administrator Kelly Shaup stepped down. We thank Kelly for his many years of dedicated service. Kelly has been replaced by two Kiwanians, both former Circle K members. They are Jodie Welser from the Kiwanis Club of Sheraden and Jen Vare from the Kiwanis Clubs of Consohocken, Levittown-Bristol and Norriton Circle. We appreciate the work these two Kiwanians have already done for the program.
* In the 2020-21 year and due to Covid related issues, Circle K membership fell from about 460 members to about 320 members. Unfortunately, membership has not rebounded and remained relatively flat during this year. We believe that we will see some increase in membership in the upcoming year. Circle, also, returned to having an in-person convention in 2022, the first since 2019. Attendance was about on the same as it was in 2019. Circle has some convention operation challenges which it will need to address moving forward and is already in the process of doing so.
* While I am talking about convention attendance, I should tell you that as of the writing of this report, we have 208 registered attendees for this convention which is on par with our 2019 convention attendance. Last year at the 2021 convention in Harrisburg, our first live event since 2019, we had 147 attendees.
* After 14 years in the same location, the District office successfully moved from a location on Linglestown Road outside of Harrisburg to Enola, Pennsylvania. We expect to save over $11,000 over the course of the next two years. Further the District has adopted a new strategic plan and as part of that plan, we hope to be operating virtually by October 1, 2024, and have no physical office.
* The District has adopted several policies in the last year to insure the financial strength of our organization. However, the long-term trend is not sustainable for us if we cannot reverse the long-term decline in membership across the District. If we do not eliminate membership losses and begin having membership gains, the Pennsylvania will be challenged to maintain operations and remain a District on its own.
* Last year I reported concerns to you concerns about the impact of Covid-19 on our Service Leadership program. All of them were adversely and significantly impacted from the Covid closures. All of them are starting to rebound but all of them have a journey yet to make if they are to return to pre-Covid levels. Now and more than ever each Kiwanis club that sponsors a Service leadership club or clubs needs to recommit itself to the obligations and duties of sponsorship. That commitment is essential to ensure the rebound of our Service Leadership programs.
* Finally, I have informed the District Board that when my contract expires on September 30, 2023, I will not seek or accept an extension as District Executive Director/Secretary/Treasurer. I started working professionally for Kiwanis on June 20, 1986, and it has been and will be my privilege to have served over 37 years. It has been a great opportunity. The District Board will be working to come up with a plan to fill the role and the responsibilities of the position and this may require that we call a special convention to adopt some changes to the District bylaws.

Kiwanians, thanks for your attention to this report and I will be glad to answer any questions any of you might have after this event

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**RESOLUTION**

**Whereas,** the Pennsylvania District of Kiwanis International has enjoyed during the 2021-22 Administrative year, successes in many areas and have made progress in strengthening the District operations and the general strengthening of Kiwanis;

**Whereas,** without the devotion of Governor Sarah Zulueta, Immediate Past Governor Don Smith, Governor-elect Mike Coolbaugh, Executive Director Kevin Thomas, these successes would not have been possible; and

**Whereas,** the dedication of the District’s seven Trustees have provided great direction and insight to the District; and

**Whereas,** the dedication of the District’s Lt. Governors, who are the eyes, ears and spokespeople of the Governor in their respective Divisions, has been exemplary; and

**Whereas,** the service of the District Chairpersons has been supportive of the goals of this Administrative year, and

**Whereas,** the 2022 District Convention Host Committee has done an outstanding job, and

**Now, Therefore,** be it resolved that the Pennsylvania District of Kiwanis International, meeting in Convention at Erie, Commonwealth of Pennsylvania, on this 13 day of August 2022, extends to the aforementioned individuals its sincerest thanks for their furthering of the Objects of Kiwanis International during the 2021-22 year Administrative year.

Sarah Zulueta, Governor

Kevin E. Thomas, Executive Director

Adopted August 13, 2022 at the 105th Annual Convention

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**RESOLUTION**

Whereas, the Pennsylvania District of Kiwanis International enjoyed the leadership and guidance of LeRoy “Lee” Berg for many years; and

Whereas, Lee served Kiwanis and the District in many capacities including Club President, Lt. Governor, Chairman of several District committees and Governor in 1997-98; and

Whereas, Lee was an outstanding and loved professional, community leader, father and husband;

Now therefore, be it resolved that the Pennsylvania District of Kiwanis International, meeting in convention on August 13, 2022, at Erie, Pennsylvania, wishes to express its heartfelt condolences to his family and that a copy of this resolution be transmitted to them.

Adopted by the delegates at the 105th Annual Pennsylvania District Convention

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Sarah Zulueta, Governor Kevin E. Thomas, Executive Director

**proposed District Bylaw Amendment**

 **ARTICLE III, SECTION 2**

CURRENT READING:

PROPOSED BY: The Pennsylvania District Kiwanis International Board of Trustees

PURPOSE: To establish that all candidates for offices and all officers of the District with fiduciary responsibility must have a club in the Pennsylvania District designated as their primary club and may not hold another position with fiduciary responsibility with another District.

CURRENT READING: ARTICLE VII, SECTION 3

**Section 3.** The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

**a.**  The Governor-elect shall be the sole candidate for the office of Governor.

**b.** All qualified candidates for offices to be elected at the annual convention must submit written notice of candidacy to the Executive Director no later than the beginning of the first convention business session.

**c.** Qualified candidates for Governor and Governor-elect shall:

* Submit a signed agreement to Kiwanis International to fulfill the duties of office.
* Have a clear criminal history background check conducted and verified by Kiwanis International.

**d.** Prior to elections, the Executive Director shall report the qualified candidates to the House of Delegates.

**e.** Nothing in this article shall be construed as limiting the right to make further nominations of qualified candidates during the House of Delegates session.

**f.** A majority of all valid votes cast shall be necessary for each office elected at the convention. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote.

**g.** The voting shall be by ballot only where there are two (2) or more candidates for the same office.

PROPOSED CHANGES: ARTICLE VII, SECTION 3:

**(Proposed changes in Red)**

**Section 3.** The nominating and election procedure for officers to be elected at the annual convention shall be as follows:

**a.**  The Governor-elect shall be the sole candidate for the office of Governor.

**b.** All qualified candidates for offices to be elected at the annual convention must submit written notice of candidacy to the Executive Director no later than the beginning of the first convention business session.

**c.** Qualified candidates for Governor and Governor-elect shall:

* Submit a signed agreement to Kiwanis International to fulfill the duties of office.
* Have a clear criminal history background check conducted and verified by Kiwanis International.

**d. *Candidates for all officers with fiduciary responsibility, defined as the Governor, Governor-elect, Immediate Past Governor, District Trustees and Executive Director/Secretary/Treasurer, must have a club in the Pennsylvania District designated as their primary club and may not hold another position with fiduciary responsibility with another District. These requirements, also, apply to holding office.*  *The primary club is determined by the member in accordance with Article VIII, Section 4 of the Kiwanis International Bylaws.***

*e*. Prior to elections, the Executive Director shall report the qualified candidates to the House of Delegates.

***f.*** Nothing in this article shall be construed as limiting the right to make further nominations of qualified candidates during the House of Delegates session.

***g.*** A majority of all valid votes cast shall be necessary for each office elected at the convention. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote.

***h.*** The voting shall be by ballot only where there are two (2) or more candidates for the same office.

Adopted August 13, 2022, at the 105th Annual Convention

Proposed update to the PA Kiwanis Foundation Bylaws recommended by the Board of Directors for adoption by the Membership April 14, 2022

**Pennsylvania Kiwanis Foundation**

 **Bylaws**

Adopted by the Membership on \_\_\_\_\_\_\_\_\_\_\_\_\_ 2022

**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. If the Membership fails to elect 15 directors, or the number of seated directors falls below the required ten (10) directors, the 1-year waiting period may be waived for directors who have served two (2) consecutive terms limit.

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.

CHANGES: Section 2. The Nominating & Governance Committee shall present to the Board of Directors nominees for officers following the annual meeting and election of directors. Additional officer candidates may be nominated by the Board. The election of officers will occur at the September meeting, prior to the organizational meeting in October. The Board shall elect a President, Vice President and Secretary from among the seated Directors to serve one-year terms. Newly elected directors cannot hold an officer position until serving one (1) year as a foundation director. Any director in the final year of their 2nd second term cannot serve as president.

*PREVIOUSLY READ: 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:

1. Nominating & Governance
2. Finance & Investment
3. Audit
4. Programs & Impact
5. Fundraising & Development
6. Strategic Planning
7. 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:

1. Conflict of Interest Policy
2. Investment Policy
3. Fundraising, Solicitation, Gift Acceptance & Donor Privacy Policy
4. 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.