

PENNSYLVANIA DISTRICT KIWANIS INTERNATIONAL
SPECIAL CONVENTION MINUTES
April 1, 2023

A Special Convention was held on April 1, 2023, in the Empire Rooms of the Hershey Lodge and Convention Center. The purpose of this special convention was to consider amendments to the District bylaws that will allow for the replacement of the retiring Executive Director.

There were 96 delegates and 18 delegates-at-large for a total of 114 voting delegates present. The delegates represented 73 clubs. The required number of clubs present for a quorum was 49 so a quorum was present and action could proceed. A majority would be 58 votes and two-thirds majority 74 votes.

Governor Mike Coolbaugh provided opening remarks. Those remarks are attached.

District Laws and Regulations Chair Ben Osterhout was introduced as the Parliamentarian.

Standing rules for the session were adopted by proper motion, second and vote. They are attached.

Executive Director/Secretary/Treasurer Kevin Thomas provided a report and remarks. That report is attached.

Ben Osterhout presented the proposed bylaw amendments. They are attached. A motion was made and seconded to adopt the proposed amendments. A call was made for discussion but there was no discussion. Accordingly, a vote was taken and the amendments were approved unanimously.

Before adjourning, presentations were provided on Key Leader, Spring Fling, Kiwanis Kash Raffle, 2023 District Convention and the District Foundation Tip Board.

With no further business to conduct or discuss, the meeting was adjourned.

Respectfully submitted,



Kevin E. Thomas
Executive Director/Secretary/Treasurer

Governor Mike Coolbaugh's opening remarks

Good afternoon, everyone. It is so nice to see so many members here today for our Special Convention. I would like to take a moment to recognize the Past District Governors in the house today. Please stand, if you can, to be recognized (Pause) Thank you.

Before we move forward with the business of the day, I have an important announcement. It is my pleasure to let you know that the district has opened two new clubs so far this year. The first club is the Kiwanis Club of Danville Area which was officially organized in the beginning of March. The second club is the Kiwanis Club of Clearfield which will be officially organized when the paperwork is submitted to Kiwanis International later this week. I thank everyone who helped with the opening of these clubs. This is only the beginning of the planned club openings for this year.

Our District has had a paid District Secretary or an Executive Director since 1952 when we had approximately 11,000 members. William Watkins held the position from 1952 to 1957, Theodore "Ted" Brookhouser from 1958 to 1981, Bruce Kelly from 1981 to 1986, and then Kevin Thomas from 1986 to present.

When District Executive Director Kevin Thomas notified the District Board of his intent to retire from his position at the end of his current contract. (9/30/2023). The District Board then appointed a special committee to develop a plan on how the district would move forward with or without a paid Executive Director. This committee consisted of the Governor, the Governor-elect, the Immediate Past Governor, and the Executive Director. One of the main factors that this committee discussed was the trend of decreasing membership. Due to the decreasing membership, the committee and later the District Board felt that we couldn't afford to continue with a paid full-time staff.

- The committee developed job descriptions for each position which were later approved by the District Board
- The committee then reviewed the current district bylaws to determine what bylaws needed to be changed to move from the positions of Executive Director, Secretary/Treasurer to three separate positions of Secretary, Treasurer, and a District Meeting Manager.
- The proposed bylaw changes were reviewed by District Laws and Regulations Chair, Ben Osterhout and later forwarded to Kiwanis International for their approval.
- Once we received the approval of Kiwanis International the proposed changes were approved by the District Board of Trustees
- The final board approved bylaw changes are what we will be voting on today.

Standing Rules for the Special Convention

1. The only item of business will be consideration of District Bylaw amendments to establish a District Secretary and District Treasurer position.
2. Only delegates with official delegate badges may offer or speak on motions and vote.
3. Only delegates may be seated in the area designated for delegates.
4. Any amendment shall be written, signed by the maker and seconder and presented to the District Secretary before it is moved.
5. 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.
6. 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.
7. 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.
8. Debate shall alternate between those speaking for and those against a motion.
9. Microphones shall be designated by number. Speakers for the main motion shall use microphone #1. Speakers against the main motion shall use microphone #2. The chair shall recognize microphones in rotating order.
10. A delegate shall not speak for or against a motion and move to close debate on the same recognition.
11. Debate on the proposed amendments to the Bylaws, including all amendments thereto, shall be limited to twenty minutes.
12. A motion to move the previous question will not be in order until fifteen minutes of debate has taken place or all microphones are clear.
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.

EXECUTIVE DIRECTOR PRESENTATION

Let me begin by thanking each one of you for taking time out on an April Saturday to travel to Hershey for this meeting. I personally am in awe of your commitment to Kiwanis.

On June 20, 2022, I informed the District Board that when my contract as District Executive Director ended on September 30, 2023, that I would not seek nor accept a renewal of that contract and would no longer serve in the position.

Since that time your District Board, particularly the Executive Board consisting of Governor Mike Coolbaugh, Governor-elect Conrad Schlesinger, Immediate Past Governor Sarah Zulueta and myself, have been considering how to proceed as a District as it relates to the Executive Director's position and District staff.

After thorough consideration and review, we have decided to not hire a new executive director and instead will break the position into three pieces. The positions are District Secretary, District Treasurer and District Meeting Manager.

The District Secretary position would handle the day to day inquiries coming in the office, assist clubs and members, coordinate communication, prepare materials and take minutes for all District Board meetings, coordinate all registrations for all Kiwanis family events and provide appropriate registration reports, manage the District office, make and report District Bank Deposits, attend appropriate meetings of Kiwanis International and staff the convention office at District convention. The District Secretary would be a voting member of the District Board.

The District Treasurer position would oversee and handle, under the direction of the District Board, the finances of the Kiwanis District and all related organizations in Pennsylvania except for the Pennsylvania Kiwanis Foundation. This will include such things as maintaining accurate financial records, check disbursement, budget preparation, reporting to the District Board, arranging and planning for the annual audit and 990 preparation and oversight of all expenditures that are approved by the District Board. The District Treasurer would be a voting member of the District Board. It should be noted that a separate Treasurer's position was an internal control recommendation made by our audit firm, Brown Schultz Sheridan and Fritz, as well as our Audit Committee chaired by Jim Hanna of the Kiwanis Club of Main Line.

The District Meeting Manager would oversee or be the general manager for all District Kiwanis, Circle K, Key Club and Aktion club meetings in Pennsylvania. Under the supervision of the District Governor and Board, the position will be responsible for event contracting, budget preparation and expenses control, event logistics and general supervision of event planning. Other than the long-term decline in membership, the operation of these meetings represents the biggest financial risk the District faces and it requires someone with the experience necessary to negotiate favorable contracts, maintain expense control, ensure effective event management and mitigate any potential attrition or other financial risks. The District Meeting Manager would not be a member of the District Board.

This plan offers Kiwanis in Pennsylvania the continuation of services we rely on, individuals focused on specific tasks and potential cost savings of \$11,500 to \$18,500 in the first year.

While the District Board has chosen this route, District Bylaw amendments are necessary to make it happen. Of course, the board cannot amend the bylaws as this responsibility is reserved for the club delegates and that is why we are here today. Normally, amendments would be considered at the annual District Convention in August. However, the District Board felt that we could not wait that long to put this plan in place to ensure that we find qualified individuals and provide adequate transitioning and training. If we waited till the completion of the District convention in August, we would only have about 6 weeks to accomplish all that we need to accomplish and that just isn't enough time.

In keeping with the bylaws, the amendments were sent to all club presidents and secretaries during the week of February 20, 2023. Each of you, also, received them earlier this week via email transmission.

If these amendments are approved, details on position descriptions, salaries and stipends, postings, selection committees and other items necessary will be finalized and the District Board will meet on April 22nd to give final consideration and approval to all plans. Information will be shared and sent out not later than May 1st. A timetable will be released at that time that outlines plans for interviews and selection of candidates.

It should be noted, too, the Meeting Manager position requires no bylaw amendments and will be addressed in District policies. This is because the Meeting Manager would not be a member of the District Board whereas the Kiwanis International requires that both the District Secretary and Treasurer be members of the District Board.

Finally, let me address several points that have been presented to me since our Midyear Conference. First, I have heard that this is being driven by the politics of Kiwanis. There's no doubt that from time to time there are politics in Kiwanis. But that's true for any organization of any size. However in this case and in this situation, there are no Kiwanis politics involved. The entire District Board is unanimous in its support of this plan.

Second, some Kiwanians with good intentions have asked me if I am being forced out? Without equivocation and emphatically, the answer to that is no. The idea to retire was solely mine based on where I saw myself and the organization. There was no effort to force me out.

Third, some have asked do I support this plan? Resoundingly, yes. I have been a prime driver in this process since the start. This is what is in the best interest of the District and its clubs at this point in our history. In strongest terms possible, I urge and ask all of you to vote yes on approving these amendments.

Thanks for your attention.

PROPOSED DISTRICT BYLAW AMENDMENTS

PROPOSED BY: The Pennsylvania District Kiwanis International Board of Trustees

PURPOSE: To replace the District Executive Director position with District Secretary and District Treasurer positions

NOTE: Proposed deletions are ~~struck through~~. Proposed additions are in red.

CURRENT READING: ARTICLE III, SECTION 1a and 1b

Section 1.

- a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, Secretary-Treasurer, and a Lieutenant Governor for each division and a Trustee for each region of the district.
- b. No offices other than those of Secretary and Treasurer may be combined in one person. The Secretary-Treasurer has the title of Executive Director.

PROPOSED CHANGES: ARTICLE III, SECTION 1a and 1b

Section 1.

- a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, ~~Secretary-Treasurer,~~ **Treasurer** and a Lieutenant Governor for each division and a Trustee for each region of the district.
- b. No offices ~~other than those of Secretary and Treasurer~~ may be combined in one person. ~~The Secretary-Treasurer has the title of Executive Director.~~

CURRENT READING: ARTICLE III, SECTION 8

Section 8. The Executive Director (Secretary-Treasurer) has the further duties and responsibilities:

- a. Assist the Governor and District Board in conducting the business of the district.
- b. Keep all records of the district.
- c. Be the executive in charge of the District Office and, subject to the approval of the District Board, select the employees (if any).

- d. Submit to the proper officers, committees, or persons all communications received from Kiwanis International and cooperate with the Governor in forwarding all reports required by Kiwanis International.
- e. Attend and keep the minutes of the meetings of the District Board and the district conventions.
- f. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board.
- g. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of district and sponsored organization funds in the manner authorized and prescribed by the District Board.
- h. Make available for inspection by the Governor, the District Board, or any authorized parties, the financial accounts, records, and books of the district and its service leadership programs (if any).
- i. Be a member of the Finance Committee.
- j. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs (if any).

PROPOSED CHANGES: ARTICLE III, SECTION 8:

Section 8. The ~~Executive Director (Secretary-Treasurer)~~ has the further duties and responsibilities:

- a. Assist the Governor and District Board in conducting the business of the district.
- b. **Except for financial accounts and records, keep** all records of the district.
- c. Be the executive in charge of the District Office and, subject to the approval of the District Board, select the employees (if any).
- d. Submit to the proper officers, committees, or persons all communications received from Kiwanis International and cooperate with the Governor in forwarding all reports required by Kiwanis International.

- e. Attend and keep the minutes of the meetings of the District Board and the district conventions.
- f. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board.
- ~~g. Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of district and sponsored organization funds in the manner authorized and prescribed by the District Board.~~
- ~~h. Make available for inspection by the Governor, the District Board, or any authorized parties, the financial accounts, records, and books of the district and its service leadership programs (if any).~~
- ~~i. Be a member of the Finance Committee.~~
- ~~j. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs (if any).~~

CURRENT READING: ARTICLE III, SECTION 11

None – no such section

PROPOSED CHANGES: ARTICLE III, SECTION 11:

(Proposed changes struck through and in red)

Section 11. The Treasurer has the following duties and responsibilities:

- a.** Keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of district and sponsored organization funds in the manner authorized and prescribed by the District Board.
- b.** Make available for inspection by the Governor, the District Board, or any authorized parties, the financial accounts, records, and books of the district and its service leadership programs (if any).
- c.** Be a member of the Finance Committee.

d. Regularly review and advise the District Board on the financial condition of the district and its service leadership programs (if any).

e. Make a report to the district at its annual convention and such other reports as directed by the Governor or the District Board.

CURRENT READING: ARTICLE IV, SECTION 1:

Section 1. The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Executive Director, and a trustee for each region. The Circle K District Governor, Key Club District Governor and a representative of the Pennsylvania Kiwanis Foundation Board shall be non-voting, ex officio members of the District Board. Lieutenant Governors shall not be members of the District Board but may participate in discussion without voting privileges.

PROPOSED READING: ARTICLE IV, SECTION 1:

Section 1. The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, ~~Executive Director~~ **Secretary, Treasurer** and a trustee for each region. The Circle K District Governor, Key Club District Governor and a representative of the Pennsylvania Kiwanis Foundation Board shall be non-voting, ex officio members of the District Board. Lieutenant Governors shall not be members of the District Board but may participate in discussion without voting privileges.

CURRENT READING: ARTICLE VII, SECTION 2:

Section 2. The Executive Director shall be employed by the district board via contract

PROPOSED READING: ARTICLE VII, SECTION 2

~~**Section 2.** The Executive Director shall be employed by the district board via contract.~~ **The Secretary and/or Treasurer who will assume office on October 1 shall be appointed by the Governor-designate, subject to the approval of the District Board-designate.**

CURRENT READING: ARTICLE VII, SECTION 3D:

Section 3D. 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.

PROPOSED READING: ARTICLE VII, SECTION 3D:

Section 3D. Candidates for all officers with fiduciary responsibility, defined as the Governor, Governor-elect, Immediate Past Governor, District Trustees, ~~and Executive Director/Secretary/~~and 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.

CURRENT READING, ARTICLE VIII, SECTION 3:

Section 3. In the event of a vacancy in the office of Executive Director, the Governor shall appoint a qualified member of a club of the district to fill the office for the unexpired term, subject to the approval of the District Board.

PROPOSED READING, ARTICLE VIII, SECTION 3:

Section 3. In the event of a vacancy in the office of ~~Executive Director~~ **Secretary or Treasurer**, the Governor shall appoint a qualified member of a club of the district to fill the office for the unexpired term, subject to the approval of the District Board.

NOTE: All other specific references to “Executive Director” in the bylaws not shown in this amendment will be revised to state “District Secretary” instead, if the change would not be substantive, have no effect on operations and would only update a title