2022 House of Delegates
August 20-21, 2022
Sheraton Inner Harbor Hotel - Baltimore, MD
Official Minutes

Governor Gardner called the 2022 House of Delegates to order at 4:05pm.

Standard Approvals

- **Credentials Chairperson Barbara Dickinson** moves the report of the Credentials Committee.
    - 117 Club Delegates representing 65 active Kiwanis clubs plus 34 Delegates-at-Large were certified at the convention with a total of 117 delegates seated in the House of Delegates. That makes 59 votes needed for a simple majority and 78 votes needed for a 2/3rd majority. ***Motion passed.***

- As the Capital District Bylaws states that at least ⅓ of all active charters need to be represented to conduct business and the Capital District currently has 166 active charters, making quorum 56 clubs, **Governor Elana Gardner** reported that a quorum existed to conduct business.

- Motion made by **Past Governor Gus Lamond** to adopt the Standing Rules of the House of Delegates as printed in the official Convention Program. ***Motion passed unanimously.***

- Motion made by Immediate **Past Governor Dennis Baugh** to adopt the Orders of the Day as printed in the official Convention Program. ***Motion passed unanimously.***

Candidate Q&A Forum

- **Governor Elana Gardner** conducted a Candidate Q&A forum with Governor-Elect Candidates Will H. Nathan, Jr. from the Kiwanis Club of Greater Landover, MD and Eric Lamb from the Kiwanis Club of Charlottesville, VA.

Proposed Amendments to the Capital District Bylaws

- **Executive Director Jeffrey Wolff** presented proposed bylaws amendment #1 - Appointing Lt. Governors from Outside Division.
  Proposed by: Capital District Board of Trustees
  Effective date: Immediately

  Amend Article III, Section 2 adding the red underlined text:

  Section 2. Each district officer shall be an active member in a club of the district.

a. Each Lieutenant Governor shall be a member of a club in the division from which elected; shall have served as a Kiwanis club president; and shall have and maintain a clear criminal history background check as provided in district policy. **However, if there is no member from a club in a particular division qualified and willing to serve as lieutenant governor, a member of a club in another division may serve.**

Amend Article VIII, Section 4 deleting the red stricken text:

Section 4. In the event of a vacancy in the office of Lieutenant Governor or Trustee, the vacancy shall be filled as follows:

a. If the term has one year or less remaining, a qualified member from ~~a club in the same division or region~~ shall be elected by a majority vote of the District Board to serve the remaining term;

Debate on the issue was conducted. ***Motion passed.***

- **Executive Director Jeffrey Wolff** presented proposed bylaws amendment #2 - Addition of Vice Governor to District Board of Trustees

  Amend Article III Officers, Article IV District Board, Article VII Nomination and Election of Officers, Article VII Vacancies in Office as noted in attached PDF **(Exhibit A)**

  Debate on the issue was conducted.

  Motion made by April Gassler (Washington) to move the previous question. ***Motion passed.***

  Standing vote conducted on original motion (proposed bylaws amendment #2) - 93 in favor and 24 opposed. ***Motion passed.***

- **Kiwanis International Trustee Steve Ingram** addressed the House.

- **Executive Director Jeffrey Wolff** presented the 2022 State of the District Report: **(Exhibit B)**

- Motion made by **Trustee Tim Gillette** to recess the House of Delegates until 8am on Sunday, August 21, 2022. ***Motion passed unanimously.***

Governor Gardner recessed the 2022 House of Delegates at 5:25pm.

Governor Gardner reconvened the 2022 House of Delegates at 8:10am on Sunday, August 21, 2022.

Report of the Credentials Committee was unchanged from the previous session.

- Motion made by **Trustee Richard Pippin** to close the House of Delegates. ***Motion passed.***

- **Executive Director Jeffrey Wolff** reported that the only candidate for 2022-2023 Governor was Jennifer Wolff from Kiwanis Club of Charlottesville, VA.

- Motion made by **Immediate Past Governor Dennis Baugh** to vote for Jennifer Wolff by a vote of acclamation. ***Motion passed unanimously.***

- **Executive Director Jeffrey Wolff** reported that candidates for 2022-2023 Governor-Elect were Will Nathan, Jr. from Kiwanis Club of Greater Landover and Eric Lamb from the Kiwanis Club of Charlottesville.

- **Susan Knick** from the Kiwanis Club of Jackson River nominated **Eric Lamb** from the Kiwanis Club of Charlottesville and **Jacqueline Gould-Felton** from the Kiwanis Club of Greater Landover nominated **Will Nathan, Jr.** for the office 2022-2023 Governor-Elect.

- **Past Governor Linwood Watson** as Elections Committee Chairperson conducted the election for 2022-2023 Governor-Elect. **Eric Lamb** from the Kiwanis Club of Charlottesville was elected.

- **Executive Director Jeffrey Wolff** moved the following endorsement resolution:

  > Whereas, Dennis Baugh, a member of the Kiwanis Club of Charlottesville, VA has served Kiwanis at the local, division and district levels, and as District Governor during the 2019-2020 administrative year
  >
  > Therefore, be it resolved that the House of Delegates of the Capital District of Kiwanis International, at its 2022 Annual Convention on August 21, 2022, in Baltimore, MD endorses Dennis Baugh for election to the office of Kiwanis International Trustee for a 3-year term beginning October 1, 2023, at the 2023 Kiwanis International Convention.
  >
  > ***Motion passed unanimously.***

- **Trustee Tim Gillette** as Resolutions Chairperson moved the adoption of 1 thank-you and 3 memorial resolutions (Exhibit C). ***Motions passed unanimously.***

- Motion made by **Past Governor John Morris** to adjourn the House of Delegates. ***Motion passed unanimously.***

Governor Gardner adjourned the 2022 House of Delegates at 8:55am.

Respectfully submitted,

PG Jeffrey M. Wolff
Executive Director
Capital District Kiwanis

Exhibit A

BYLAWS OF THE CAPITAL DISTRICT OF KIWANIS INTERNATIONAL

ADAPTED FROM
STANDARD FORM FOR DISTRICT BYLAWS
As revised by the Kiwanis International Board of Trustees
April 26, 2014
(Updated with corrections, Feb. 2016)
(Amended by House of Delegates August 21, 2021)

ARTICLE I. DEFINITIONS

Section 1. Wherever these terms appear throughout these bylaws, "**club**" means a club in good standing as defined from time to time by Kiwanis International and "**active member**" means a member in good standing with his/her club. However, provisions regarding sending notice to clubs about meetings, amendments, and resolutions and provisions regarding payment of club financial obligations shall apply to **all** chartered clubs, whether in good standing or not in good standing.

ARTICLE II. PURPOSE AND STRUCTURE

Section 1. The name of this organization shall be the Capital District of Kiwanis International.

Section 2. The territorial limits of this district shall be confined to Delaware; Maryland; the District of Columbia; West Virginia and Virginia, except the entire County of Lee, Virginia, and that portion of Wise County, Virginia, that composes the area of the Big Stone Gap, Virginia Kiwanis Club. Neither the district name nor territorial limits shall be changed unless permission shall first have been obtained from the Kiwanis International Board of Trustees.

Section 3. The purpose of this district shall be primarily to help Kiwanis clubs and Kiwanis International advance the Objects, objectives, policies and strategic goals of Kiwanis, and specifically to cooperate with Kiwanis International in:

- Building new clubs and strengthening existing clubs;
- Delivering education to clubs; and
- Delivering service leadership programs and global campaign for children programming to and through clubs.

The purpose of the district also shall be to promote the interests of the clubs within the district to Kiwanis International.

Section 4.
The district shall group clubs into divisions and divisions into regions. The territorial limits of the divisions and regions shall be defined by the District Board in district policies.

Section 5. Each club within the district boundaries is a member of the district and is entitled to all the rights, privileges, and responsibilities thereof.

ARTICLE III. OFFICERS

Section 1.

a. The officers of the district shall be the Governor, Governor-elect, Vice Governor, Immediate Past Governor, Secretary-Treasurer, and a Lieutenant Governor for each division and/or 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.

c. After their election and before their assumption of office, all officers shall be known and designated by the titles of the offices to which they have respectively been elected followed by the term "designate."

Section 2. Each district officer shall be an active member in a club of the district.

a. Each Lieutenant Governor shall be a member of a club in the division from which elected; shall have served as a Kiwanis club president; and shall have and maintain a clear criminal history background check as provided in district policy.

b. Each Trustee shall be a member of a club in the region from which elected; shall have served as a Lieutenant Governor in this District; and shall have and maintain a clear criminal history background check as provided in district policy.

c. The Governor, Governor-elect, and Vice Governor shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International; shall have been a member of a Kiwanis club in this district for at least six (6) years; and shall have completed a term as Lieutenant Governor in this district.

d. The Executive Director shall have been a member of a Kiwanis club in the district for at least six (6) years; shall have served one full term as a Lieutenant Governor in this district; and shall have and maintain a clear criminal history background check as provided in district policy.

Section 3. Officer terms shall be as follows or until said officer's successor shall be duly elected and qualified. The terms of all district officers shall begin on October 1.

a. Each Trustee shall serve for a term of three (3) years.
b. All other officers shall serve a term of one (1) year, unless otherwise specified.

No person shall serve more than two consecutive terms as a Trustee or Lieutenant Governor. The time served by any person appointed by the District Board to fill a vacancy shall not count for the purpose of this provision.

Section 4. Each district officer has the duty and responsibility to:

a. Promote the Objects and objectives of Kiwanis International.

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b. Promote the interests of the clubs within the district.

c. Perform such duties and responsibilities as are currently prescribed or as may be amended in the bylaws, policies, or procedures of Kiwanis International or of the district or as may be assigned by the District Board.

d. Actively promote implementation of growth efforts of the district in conjunction with Kiwanis International's strategic growth plan.

e. Actively promote and support programs of emphasis by Kiwanis International, such as the service leadership programs (where applicable) and the global campaign for children.

f. Attend all meetings required by the district.

g. Whenever possible, all district officers are encouraged to attend the Kiwanis International Convention.

Section 5. The Governor has the further duties and responsibilities:

a. Serve as the chief executive officer of the district, under the direction and supervision of the Kiwanis International Board of Trustees.

b. Be responsible for planning and developing the general program for the district convention and conferences with the advice and consent of the District Board.

c. Preside at all district conventions and meetings of the District Board.

d. Attend all conventions and other meetings required by Kiwanis International.

e. Be responsible for implementing growth efforts of the district in conjunction with Kiwanis International's strategic growth plan.

f. (In districts where applicable) Actively promote the Service Leadership Programs of Kiwanis International and assure proper supervision of those programs on a local, divisional, and district level.

Section 6. The Governor-elect has the further duties and responsibilities:

a. Attend all meetings required by Kiwanis International for Governors-elect, including the Governors-elect Education Conference and the International Convention.

b. Be responsible for the training of incoming Lieutenant Governors, Trustees, and district committee chairs; for implementing club education programs; and for education programs at the district convention.

c. Support the Governor in his/her role as an officer of Kiwanis International.

Section 7. The Vice-Governor has the further duties and responsibilities to give priority to such training, orientation, and other activities that focus on education, leadership, and growth to prepare to

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later hold the offices of Governor-elect and Governor. This should include attending the training of incoming district officers.

Section 8, The Immediate Past Governor shall be a resource to the District Governor and District Board.

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Section 9, The Executive Director has the further duties and responsibilities:

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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. Be a member of the Finance Committee.

i. Regularly review and advise the District Board on the financial condition of the district and its financial accounts, records, and books of the district and its service leadership programs (if any).

j. 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).

Section 10, The Lieutenant Governors have the further duties and responsibilities:

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a. Provide support and assistance to the clubs in their division.

b. Plan and preside at divisional meetings, under the direction of the District Board.

c. Assist the Governor and the District Board in communicating and implementing the plans and goals of the district in their divisions.

d. Report to the Governor about the condition and activities of clubs within their divisions.

e. Visit each club in the division as many times as required by the district.

f. While serving as Lieutenant Governor-elect shall assure training of the incoming club officers.

Section 11. The Trustees have the further duties and responsibilities:

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a. Perform the duties as a member of the District Board.

b. Provide support to the Lieutenant Governors in their region.

c. Plan and preside at regional meetings, under the direction of the District Board.

ARTICLE IV. DISTRICT BOARD

PROVISO: Effective only from October 1, 2021 - September 30, 2022

Section 1. The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Immediate Past West Virginia Governor, Executive Director, and a Trustee for each region. The Executive Director shall be without vote.

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Section 1. The District Board shall consist of the Governor, Governor-elect, Vice Governor, Immediate Past Governor, Executive Director, and a Trustee for each region. The Executive Director shall be without vote.

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Section 2. The management and control of the affairs of the district not otherwise provided for in these bylaws shall be vested in the District Board, subject to the supervision and control of the Kiwanis International Board of Trustees. The District Board may adopt policies and/or procedures, provided they are not in violation of any applicable laws or any higher governing documents.

Section 3. The District Board shall hold at least two (2) regular meetings during each administrative year, one of which shall be held prior to October 31, at such times and places as designated by the Governor. If the first meeting is held prior to October 1, any action taken shall become effective on October 1, unless a later date is specified.

Section 4. A special meeting of the District Board may be called by the Governor or two-thirds (2/3) of the entire Board.

Section 5. Subject to the laws of local jurisdiction, the District Board may meet and conduct business by any method that allows all participants to simultaneously communicate with one another or as otherwise allowed by law. Participation by such methods constitutes attendance. Normal board meeting rules and processes apply unless otherwise determined by the Board.

Section 6. The Executive Director shall notify each member of the District Board and the Executive Director of Kiwanis International of the time, place, and date of any regular meeting at least three (3) weeks in advance and of any special meeting at least three (3) days in advance.

Section 7. In the absence of the Governor from a meeting, the District Board shall elect one of its members to act as presiding officer.

Section 8. A majority of the total members of the District Board constitutes a quorum, and a majority vote of those present and voting is required for all business unless otherwise provided in these bylaws.

Section 9. Within thirty (30) days after any District Board meeting, the Executive Director shall provide a draft of the meeting minutes or a summary of the actions taken to Kiwanis International, and a copy shall be made available to clubs in the district. The district shall provide a copy of the official minutes of each board meeting to Kiwanis International within thirty (30) days after approval by the District Board.

ARTICLE V. COMMITTEES

Section 1. The titles, structure, and duties of district standing committees shall be those defined by the Kiwanis International Board of Trustees in policies.

Section 2. Each standing committee shall cooperate with the appropriate committee of Kiwanis International.

Section 3. The Governor may create special committees, subject to the approval of the District Board.

Section 4. The Governor shall appoint all committee chairs and members, subject to approval of the District Board.

Section 5: The Governor shall be an ex-officio member of all standing and special committees of the district.

Section 6. All committee members appointed by the Governor shall be subject to removal by the Governor.

ARTICLE VI. CONVENTIONS

Section 1. The annual convention of the district shall be held at such place and date, between March 15 and September 25, as shall be mutually agreed upon by the District Board and the Kiwanis International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International unless approved by the Kiwanis International Board. In the event the annual convention of Kiwanis International is held within the geographic boundaries of a district, the district may hold its convention in conjunction with the Kiwanis International convention; in such cases, district functions may not be held during general sessions of the International Convention.

Section 2. Special conventions of the district shall be called by the Governor upon the request of a majority of the clubs or upon the request of three-fourths (3/4) of the members of the District Board.

Section 3. The Executive Director shall notify each club and the Executive Director of Kiwanis International at least sixty (60) days prior to the date of the annual convention and at least thirty (30) days prior to the date of any special convention or rescheduled annual convention.

Section 4. The District Board shall have full supervision and management of all conventions.

Section 5. For each convention, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least three (3) members. All members of the Committee on Elections shall be delegates.

Section 6. At any district convention, each club shall be entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three (3) alternates who may serve if any delegate is absent. Club delegates and alternates shall be active members of the clubs they represent. However, the Lieutenant Governor or a past Lieutenant Governor may represent any club in their division not otherwise represented by three delegates. Delegates shall be elected by each club prior to the convention and certified to the district by the club president and secretary. A current or past Lieutenant Governor representing a club may be certified by the Credentials Committee or its designee.

Section 7. Official delegates of a newly organized club shall be granted full privileges at district conventions after the charter has been approved by the Kiwanis International Board of Trustees, even if it has not been formally presented to such club.

Section 8. All officers and past Governors of the district who are active members of a club in the district shall be delegates-at-large to all district conventions.

Section 9: To be accredited, a delegate must have paid a convention registration fee, if such is required.

Section 10. There shall be no voting by proxy or absentee ballot.

Section 11. The District Board may establish registration fees to be paid by persons attending any district convention. The proceeds derived from such registration fees shall be expended solely upon approval of the District Board.

Section 12. The convention may propose, discuss, and adopt resolutions, and may recommend matters or concerns to Kiwanis International. The convention shall also consider and act upon matters submitted to it by Kiwanis International.

Section 13. In the absence of the Governor from any convention of the district, the District Board shall designate any elected member of the District Board to act as presiding officer.

Section 14. Delegates from at least one-third (1/3) of the district clubs shall constitute a quorum at any district convention, and no less than a majority vote of the delegates present and voting is required to approve all business unless otherwise provided in these bylaws.

Section 15. Within thirty (30) days after any convention, the Executive Director shall provide a written report of the actions taken, approved by the Governor, and shall transmit the report to the Executive Director of Kiwanis International. A copy of the report shall be made available to clubs in the district.

Section 16. In the event the District Board shall determine by resolution that there exists a condition of emergency that compels cancellation of the annual district convention, the Board shall notify Kiwanis International and district clubs immediately and shall determine one of the following methods to transact any and all business that was to be transacted at the annual convention, as soon as practical. The preference will be to reschedule the convention, if possible, or, alternatively, to call a meeting of all persons having the status of delegates-at-large at district conventions, a quorum of

which shall be a majority.

Section 17. The official program of a convention as approved by the District Board shall be the order of the day for all sessions. Changes in the agenda of the House of Delegates may be made from time to time by a majority vote of the house.

Section 18. Resolutions

a. A club, by majority vote of its active members or board, may propose resolutions to be considered at any convention of the district, provided they are submitted to the Executive Director not less than sixty (60) days prior to the date of the convention. Resolutions may also be proposed by the District Board.

b. All proposed resolutions shall be referred to the Committee on Resolutions and Bylaws for its consideration and recommendation to the District Board. The Committee may modify, combine, edit, or not accept any club proposals. The District Board shall have final authority on resolutions to be considered at the convention.

c. No later than thirty (30) days prior to the district convention, the Executive Director shall make available to each club in the district a copy of all proposed resolutions other than those of memoriam and appreciation.

d. No other resolutions shall be considered unless approved for consideration by two-thirds (2/3) vote of the District Board and presented no later than the beginning of the House of Delegates.

e. Resolutions may be adopted by a majority of the valid votes cast by the delegates present and voting, except those recommended by the Board less than sixty (60) days in advance which shall require two-thirds (2/3) vote to adopt.

Section 19. The House of Delegates shall adopt standing rules to conduct business.

ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS

Section 1. The election of officers, except as otherwise provided in these bylaws, shall be held at the annual convention. The official program of the convention shall indicate the time and place of the elections.

Section 2. The Executive Director who will assume office on October 1 shall be appointed by the Governor-designate, subject to the approval of the District Board-designate.

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 and the Vice-Governor shall be the sole candidate for the office of Governor-elect.

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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

session.

c. Qualified candidates for Governor, Governor-elect and Vice Governor 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.

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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.

h. Cumulative voting shall not be permitted.

Section 4. Duties of Credentials Committee and Elections Committee

a. The Credentials Committee shall verify all delegates and determine the seating of any delegates not previously certified by their club. Prior to the elections taking place, the Credentials Committee shall report the delegate count to the Executive Director and Elections Committee, and shall make available to them, upon request, a list of the delegates.

b. The Elections Committee shall have general charge of the election and of distributing and counting all ballots. The Elections Committee shall report promptly to the convention the results of all balloting. The report shall be signed by a majority of the committee.

Section 5. Election of Lieutenant Governor and Lieutenant Governor-elect

a. The Lieutenant Governor of each division shall hold, not earlier than the first week of the administrative year and not later than the annual district convention preceding the expiration of the Lieutenant Governor's term, a meeting to elect a Lieutenant Governor and a Lieutenant Governor-elect for the next term. The time and place of this meeting shall be designated by the Lieutenant Governor. The president of each club in the division shall be notified at least 10 days prior to the meeting. Past Governors, current and past Trustees, and past Lieutenant Governors who are active members of a club in the division, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.

b. Each club in the division is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.

c. Delegates from at least a majority of the clubs in the division shall constitute a quorum.

d. The Lieutenant Governor shall conduct the elections, unless he/she is a candidate for election. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections.

e. No person shall be considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without first providing consent and an agreement to carry out the duties and responsibilities of office.

f. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations of qualified candidates from the floor.

g. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. 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. In the event of a tie vote, the Lieutenant Governor shall be entitled to vote.

h. The presiding officer shall report the election results immediately to the Executive Director who shall report the results to Kiwanis International.

i. A Lieutenant Governor-elect is not a district officer.

Section 6. Election of Trustees.

a. The Trustee of each region shall hold, not earlier than the first week of the administrative year and not later than annual district convention preceding the expiration of the Trustee's term, a meeting to elect a new Trustee for the next term. The time and place of this meeting shall be designated by the Trustee. The president of each club in the region shall be notified at least thirty (30) days prior to the meeting. Past Governors, current and past Trustees, and past Lieutenant Governors who are active members of a club in the region, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.

b. Each club in the region is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.

c. Delegates from at least one-third (1/3) of the clubs in the region shall constitute a quorum.

d. The current Trustee shall conduct the elections, unless he/she is a candidate for election. If the current Trustee is absent or ineligible to serve, the most recent past Trustee present and willing shall serve, or in the absence of a past Trustee, the meeting shall elect a delegate to conduct the elections.

e. No person shall be considered a candidate for Trustee without first providing written consent and an agreement to carry out the duties and responsibilities of office. Nothing shall preclude additional nomination of qualified candidates from the floor.

f. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. 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. In the event of a tie vote, the presiding officer shall be entitled to vote.

g. The presiding officer shall report the election results immediately to the Executive Director who shall report the results to Kiwanis International.

ARTICLE VIII. VACANCIES IN OFFICE

Section 1. In the event of a vacancy in the office of Governor, Governor-elect, or Vice Governor, the vacancy for the unexpired term shall be filled by majority vote of the District Board from among the qualified past Governors, current or past Lieutenant Governors, or current or past Trustees.

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Section 2. In the event of a vacancy in the office of Immediate Past Governor, the qualified member who served as Governor most recently prior to the Immediate Past Governor who is willing and able shall automatically become the Immediate Past Governor.

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.

Section 4. In the event of a vacancy in the office of Lieutenant Governor or Trustee, the vacancy shall be filled as follows:

a. If the term has one year or less remaining, a qualified member from a club in the same division or region shall be elected by a majority vote of the District Board to serve the remaining term;

b. If the term has more than one year remaining, the district shall notify the clubs in the affected division or region that a replacement Lieutenant Governor or Trustee may be elected at a division or regional meeting to be held within sixty (60) days from the date of such vacancy. In the absence of a replacement being elected by the division or region, a qualified member of a club in the same division or region shall be elected by a majority vote of the District Board.

Section 5. In the event that the election of any district office cannot be completed for any reason, the District Board may consider the office to be vacant and may fill it as a vacancy as provided in these bylaws for such office.

Section 6. In the event that, after election and before October 1, any district officer-designate is unable to serve for the year elected, the District Board-designate for said year shall fill the position as a vacancy as provided in these bylaws for such office. Disability or inability of a Governor-designate to serve for the year for which elected shall first be determined by a two-thirds (2/3) vote of the entire District Board-designate.

Section 7. In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of office, the District Board shall elect, by a majority vote, a qualified past Governor, current or

past Trustee, or current or past Lieutenant Governor to become Acting Governor until the Governor is able to resume the duties of office. While the Governor is incapacitated, the Acting Governor shall have all the duties, responsibilities, and authority given to the Governor by these bylaws and the Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the Board that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the Board may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as provided in these bylaws.

ARTICLE IX. DISCIPLINE OF OFFICERS

Section 1. If a district officer is alleged by the Governor or two-thirds (2/3) of the District Board to be failing to perform his/her duties, the District Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting shall be given to the accused officer at least thirty (30) days prior to the meeting. The accused officer shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the office shall be declared vacant.

Section 2.

a. "Conduct unbecoming a member of the Kiwanis family" is defined in Kiwanis International Policy as any conduct that:

- is incompatible with the best interests of the public or of members of the Kiwanis family; or
- tends to harm the standing of Kiwanis in the local or global community.

b. If an allegation of 'conduct unbecoming a member of the Kiwanis family' is made against a district officer, allegedly committed while he/she was engaged in his/her duties as a district officer, the Governor shall immediately request from Kiwanis International a copy of the detailed procedures to be followed by the district and shall appoint a special investigator to investigate the matter. If an allegation is made against the Governor, it shall be referred to the Kiwanis International President and Executive Director to be handled under the process for Kiwanis International Officers. If the investigation report concludes there is a reasonable basis for the allegation, the Governor shall notify the accused officer and refer the matter to the District Board to conduct a hearing to decide the matter. The Board shall then meet and report its decision whether the accused officer did or did not engage in 'conduct unbecoming,' and, based on that decision, the appropriate disciplinary action, as follows: counseling, a verbal or written reprimand, or suspension or removal from office.

c. If either the accused officer or the Investigator believes some part of the investigation was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The Board's decision on the matter shall be final.

d. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

e. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process.

f. The district shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law, and shall send a copy to Kiwanis International, to be retained in a confidential file.

Section 3. If the district employs the Executive Director, or other district officers, the employment relationship supersedes the officer relationship.

Section 4. Whenever a district officer is removed from office for reasons involving conduct unbecoming a member of the Kiwanis family or failure to perform the duties of office or resigns from office, that person may be declared by the District Board to be ineligible to hold a district office or appointment in the future.

ARTICLE X. REVENUE

Section 1. Each club shall pay dues to the district for each active club member in an amount determined by a two-thirds (2/3) vote of the district House of Delegates. Dues shall be based on each club's annual membership report to Kiwanis International as of September 30 of each year and shall be due annually on October 1 and payable by November 30.

Section 2. A club shall be relieved of any obligation to pay district dues for any club member for a period of two (2) years from the date of joining that club, provided such member was a former member of a Kiwanis International Service Leadership Program.

Section 3. Prorated district dues shall be charged for each new member of a club on the same prorated schedule used by Kiwanis International. Prorated dues are waived for any new member who was a former member of a Kiwanis International service leadership program.

Section 3. The District Board may establish registration fees for district conferences or other meetings.

Section 4. No financial obligation shall be placed upon clubs of the district other than those provided in these bylaws or adopted by a two-thirds (2/3) vote of the House of Delegates.

ARTICLE XI. FINANCE

Section 1. Not later than October 31, the District Board shall approve a budget of estimated revenues and expenses for the year, including capital expenditures.

Section 2. The financial records of the district shall be examined at the end of each fiscal year by a qualified individual(s) or company selected by the District Board. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the annual financial examination shall be sent to the Executive Director of Kiwanis International by March 31 and to the District Board and shall be made available, upon request, to clubs and members in the district.

Section 3. The District Board shall determine the official depository or depositories and shall designate persons authorized to disburse funds.

Section 4. The district will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of *operation*.

Section 5. The district shall report its financial status annually to clubs and to the Kiwanis International Board and at such other times and including such information as requested by the Kiwanis International Board.

ARTICLE XII. OTHER AUTHORITIES

Section 1. This district bylaws and policies will comply with all applicable laws in its local jurisdiction(s).

Section 2. For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:

First--Kiwanis International Bylaws
Second--Kiwanis International Policies and Procedures
Third—District Policies or Procedures
Fourth—Roberts Rules of Order Newly Revised (latest edition)

ARTICLE XIII. AMENDMENTS

Section 1.

a. A club, by majority vote of its active members, may propose bylaw amendments to be considered at any convention of the district, provided they are submitted to the Executive Director not less than sixty (60) days prior to the date of the convention. Bylaw amendments may also be proposed by the District Board.

b. No later than thirty (30) days prior to the district convention, the Executive Director shall make available to each club in the district a copy of all proposed bylaw amendments.

c. Amendments to these bylaws may be adopted by two-thirds (2/3) of the valid votes cast by the delegates present and voting.

Section 2. These bylaws and any amendments to them shall be in conformity with the Kiwanis International Bylaws, and the Standard Form for District Bylaws. Amendments previously verified by Kiwanis International to be in conformity may become effective immediately, unless a later effective date is specified upon adoption. Any amendments not in conformity shall not be effective until or unless approved by the Kiwanis International Board. Any questions regarding conformity shall be determined by the Kiwanis International Board.

Section 3. If the Kiwanis International Bylaws are amended in such a way that necessitates revisions to the Standard Form for District Bylaws the District Board shall amend the district bylaws at the next regularly scheduled board meeting to reflect such revisions and shall inform clubs and members.

ARTICLE XIV. SEVERABILITY

Section 1. In the event that any provision of these bylaws is held invalid, all other provisions shall

remain in effect.

ARTICLE XV. INCORPORATION AND DISSOLUTION

Section 1. The district will incorporate or register with the proper authority(ies) as may be required by applicable law and shall maintain such incorporation or registration as required by law.

Section 2. If the district ceases operations for any reason, the last District Board will provide for proper distribution of district funds or other assets, in accordance with applicable law. If the District Board does not so provide, the Kiwanis International Board shall do so.

ARTICLE XVI. GENERAL PROVISIONS

Section 1. The district shall not be used for political purposes, including propaganda, trying to influence legislation, or participating in a campaign for or against any candidate for public office.

Section 2. The administrative and fiscal year of the district shall be October 1 – September 30.

ADOPTION CERTIFICATION

If the district's bylaws are amended, send one copy of all adopted amendments and one copy of the revised bylaws to the Governance Specialist at Kiwanis International (governance@kiwanis.org) for review, approval, and filing. The district then will be notified when its amended bylaws are approved by Kiwanis International.

These bylaws were adopted by the Kiwanis District of Capital House of Delegates on April 11, 2016.
These bylaws were amended by the Kiwanis District of Capital Business Session on August 21, 2021.

Certified by Jeffrey M. Wolff, Executive Director

Exhibit B

Good afternoon, Kiwanians. It is my honor to provide you with the State of the District Report for the 2021-2022 Kiwanis Administrative Year.

If you were in Roanoke last Summer, you heard me describe the 2020-2021 year as one of change. If I had to use one word to describe our current Kiwanis year, I'd say it was "recovery".

Governor Elana's theme of "Mending Our World" is apt in many ways. No matter how you slice it, our entire world is in a state of recovery. COVID-19 went from being a global pandemic to now existing as an endemic part of our daily life. We see economic recovery from a variety of effects beyond the pandemic including the Ukraine conflict. In Kiwanis, we see clubs beginning the slow return to in-person projects and meetings. We saw most of our Service Leadership Programs come back from inactivity as schools return to mostly normal operations. This year also saw the full integration of West Virginia Kiwanis clubs and SLPs into Capital District Operations.

Capital District Kiwanis began the administrative year on October 1, 2022 with 4,284 members in 170 clubs. That puts the average Kiwanis club size at 25 members.

So far this year, we have had two Kiwanis clubs surrender their charter and merge with other Kiwanis clubs. We are also aware of at least three more charters that we anticipate losing before September 30th.

As of August 15th, Capital District has 166 active charters in twenty divisions making the average division size 8.3 clubs. As a result of declining membership, we have a number of divisions quite a bit smaller than the average and in other areas, consolidations that have created divisions too large. We also have had significant difficulty in recruiting divisional leadership and as a result, the district will be developing a re-divisioning plan next administrative year to provide for stronger divisions and better leadership succession.

So far this year, our clubs have dropped 375 members, however they have added 513 new members, for a net change of +138 members. As of today, no new clubs have been chartered this administrative year, however there are a couple in the works that still could close by September 30th. As we know, a significant number of members are dropped each September, however, If each of our clubs focused on adding at least one new member to its current total in the next 45 days, the District could finish the year in the black.

Positive net growth is vitally important to Kiwanis clubs. Yet, only 77 of our clubs (or 46%) have had a net increase in membership so far this year. In contrast, 44 clubs (27%) have had an overall decline in membership this year. Kiwanis clubs need to adopt continuous recruiting methodologies in order to reverse these trends. The new Two for Two membership initiative introduced by incoming President Bert West was covered with club presidents and secretaries who attended Club Leadership Education this year. It suggests sending two club members each month out to meet with two new prospects who want to learn more about Kiwanis. Clubs who adopt this simple approach with only a 50% success rate can achieve 12 new members

added to their club each year. More importantly, this keeps constant recruitment in the forefront of club activities instead of relegating it to a once a year or less event.

In order to retain the members your club has and recruit new members, each Kiwanis club has to have an active slate of projects for members to participate in. Conducting those projects and reporting that activity to Kiwanis International and Capital District helps us publicize the great work you are doing within your local community and in turn makes it easier for you to recruit new members.

In order to be able to report on your club's activity, two things have to take place. Your club secretary has to report the club's annual Spring election via the Secretary's Dashboard by June 1st and then has to file the club monthly report due on the 10th of each month. While the vast majority of our clubs have reported their elections and have turned in all of their monthly reports, we still have 25% of our clubs who have not reported elections of the very officers who are supposed to take over on October 1st and more importantly, 30 of our clubs have not filed a single monthly report this entire Kiwanis year. This often occurs when Kiwanis clubs have a longtime secretary who for one reason or another is no longer able to perform their duties. No one else is trained to or has the access needed to replace them so the task falls to the waist side. All Kiwanis clubs should appoint an assistant secretary who can have the same online access as the main secretary and back them up as needed to ensure all of the club's obligations are met.

Our clubs have done amazing work in their communities. Through monthly reports, we can tell that 100 of our clubs raised just over $1 million dollars together. As of the July 2022 monthly report, our clubs have reported 2,433 projects completed with almost 80,000 service hours performed. And there are still two months left in the year for more great work to be done.

The overall purpose of the Capital District is to support and enhance our Kiwanis clubs. From a financial standpoint, your Board of Trustees once again made the decision to invest in that purpose by approving a deficit budget to allow district officers and committees to work to improve our clubs. They also approved a matching grant program to help Kiwanis clubs complete outstanding pledges to The Eliminate Project that has resulted in an additional $80,000 being donated. Capital District still has a balance of $165,000 outstanding from our original $3 million pledge and kudos to PG John Tyner who has been working diligently with clubs and donors to close the gap.

Your Board of Trustees works hard to be good stewards of the funds entrusted to them. Starting with the 2022-2023 year, in-person district board meetings will only be conducted in conjunction with district events, Kiwanis-Family Weekend in September, Midyear Conference in March and District Convention in August. The other two board meetings traditionally held in Fredericksburg in November and May will move entirely online. This reduces both the expense associated with the meetings as well as the extensive travel time for board members.

Financially, the Capital District of Kiwanis International (which also houses the assets of Key Club and CKI) began the administrative year with total assets including cash, reserve and investment accounts of $1.15 million. Despite the significant market downturn at the beginning of the calendar year, we are presently at $1.18 million in total assets as of today. While not all expenses of the administrative year have yet to be recognized, the success in financial strategy was due to a move of all assets to Morgan Stanley which the Board of Trustees approved at the end of the last administrative year.

I want to close this afternoon by first thanking you for all the time, treasure and talent each of you invest in supporting your clubs and improving your communities. Our commitment as an organization to youth, is testament to the fact that our goal as Kiwanians is to develop future leaders. Whether those are leaders in your own club or the Service Leadership Programs that your club sponsors, you are each leaving the world in a better place than when you found it.

Thank you!

Exhibit C

Resolution #1 – District Convention Committee

Whereas, the Capital District of Kiwanis International gathered in Baltimore, Maryland from August 19th – August 21st.

Whereas, in order to facilitate this fine event, a group of dedicated Kiwanians are needed.

Whereas, a group of exceptional individuals have dedicated their time and effort to ensure all attendees have a convention full of learning & fellowship.

Therefore it be resolved, that Krista Latchaw, District Convention committee chairperson, and her entire committee have done an excellent job organizing the details in order for us to gather, enjoy fellowship, and conduct business at a District Convention for the first time since August 2019. The delegates of the Capital District Convention thank them for their service and commitment to putting on the events of this weekend.

Resolution #2 – Past West Virginia Governor

Whereas, Past West Virginia Governor, Gary Stickley, departed this life on February 10, 2022 in Keyser, West Virginia.

Whereas, Gary was a member of the Keyser, WV Kiwanis club.

Whereas, Gary served as the Governor of the West Virginia district during the 2019-2020 Kiwanis year.

Therefore, let it be resolved that the delegates of the 2022 Capital District Convention would like to posthumously thank Gary for his years of dedication to serving the children of the world, and express our utmost condolences to the Stickley family.

Resolution #3 – Past Capital District Governor Bob Cressy

Whereas, Past Capital District Governor, Robert "Bob" Cressy departed this life on December 26, 2021 in St. Augustine, Florida.

Whereas, Bob joined Kiwanis in November 1969 in Whitestown, NY

Whereas, Bob held multiple club offices in both the Potomac and Bethesda clubs in the Capital District.

Whereas, Bob served as a Lt. Governor of Division 17 in 1979-1980, Foundation Director from 18 years, and chaired multiple district level committees including his terms as on to International Convention chair, where Bob would literally "dress the part" with his descriptions of convention sites. Entertaining us not only with his knowledge, but with his humor.

Whereas, Bob served as Governor of the Capital District in the 2006-2007 year, and led its almost 7000 members. Bob lead a team of Lt. Governor's named Bob's builders, including Past Lt. Governor Joe Stankus, who is honoring Bob by wearing the traditional Bob's builders hard hat.

Therefore, let it be resolved that the delegates of the 2022 Capital District Convention would like to posthumously thank Bob for his years of dedication to serving the children of the world, and express our utmost condolences to his wife Nancy, and the entire Cressy family.

Resolution #4 – Past Capital District Governor & International Trustee Jerry Peuler

Whereas, Past International Trustee & Past Capital District Governor, Jerome "Jerry" Peuler departed this life on June 19, 2022 in Baltimore, Maryland

Whereas, Jerry joined Kiwanis in 1989 in Waldorf, MD.

Whereas, Jerry held multiple club offices in the Waldorf club in the Capital District.

Whereas, Jerry served as a Lt. Governor of Division 22 in 1995-1996, and was the long term chair of the Resolutions committee, standing at this very podium, delivering resolutions at District Convention. Jerry would don his famous tricorn hat, and deliver each resolution with grace and his trademark southern Louisiana charm.

Whereas, Jerry served as Governor of the Capital District in the 2001-2002 year, and led its 7700 members. Jerry lead a team of Lt. Governor's named Peuler's Patriots, including Past Lt. Governor Rev. Wayne Quick, who is honoring Jerry by wearing the traditional tricorn hat, made famous by Jerry and his Peuler's Patriots.

Whereas, Jerry served Kiwanis International from 2009-2011 as International Trustee, serving on the Kiwanis International Board of Trustees, and counselling Kiwanis districts all over the world.

Therefore, let it be resolved that the delegates of the 2022 Capital District Convention would like to posthumously thank Jerry for his years of dedication to serving the children of the world, and express our utmost condolences to his wife Judith, daughter Amy, and the entire Peuler family.