



Kiwanis[®]

CAPITAL DISTRICT

Board of Trustees Meeting
May 16, 2021 - 2:00pm
Zoom Online Conference
Official Minutes

Governor Baugh called the meeting to order at 2:00pm.

Attendees: All Board of Trustees except Heart of Virginia Trustee Bill Watson were present
Guests: Kiwanis International Trustee Katrina Baranko
Southeast Virginia Trustee-Designate Richard Pippin
Finance Chairman Bob Wright

Governor Baugh announced that the board had a quorum to conduct business. Governor Baugh added two additions to the agenda:

1. Discussion of updated COVID-19 restrictions
 2. Update on West Virginia consolidation activities
- Motion made by Secretary-Treasurer Wolff and seconded by Trustee Mackey to approve the agenda as amended. **Motion passed unanimously.**
 - Motion made by Secretary-Treasurer Wolff and seconded by Trustee Gillette to approve the minutes of March 6, 2021 Board of Trustees Meeting. **Motion passed unanimously.**
 - Motion made by Past Governor Lurie and seconded by Secretary-Treasurer Wolff to approve the minutes of March 18, 2021 Special Board of Trustees Meeting. **Motion passed unanimously.**

Agenda Points: Bylaws & Policies Committee

- Motion made by Bylaws & Policies Committee to endorse a term limit amendment to Article III, Section 3 of the District Bylaws. **Motion passed unanimously, referred to 2021 House of Delegates.**
 - No person shall serve more than two consecutive years ~~terms~~ as a Trustee or Lieutenant Governor, ~~without prior approval of the District Board of Trustees.~~
- Motion made by Bylaws & Policies Committee to modify the District Policy Statements, Section 11, Item B.e regarding investments and reserves. **Motion passed unanimously.**
 - The investment objectives shall be to manage ~~provide~~, through an active ~~management~~ advisory relationship, long term results that equal or exceed various investment indices such as the Standard & Poor's 500 Index, Lipper Bond Index, Intermediate Government/Corporate Bond Index, or similar. **investments of 60% equities and 40% fixed income against a blended**

benchmark using 60% of the Russell 1000 Index and 40% of the Bloomberg Barclays Intermediate Government/Credit TR Index.

- ~~○ ii. Funds in excess of the required reserve may be invested in either fixed income or equities. The amount of funds invested in equities may be determined by the District Finance Committee with the target of having no more than 50% invested in equities (based on cost). The balance of funds shall be invested in fixed income (CD's, investment grade corporate bonds or government Securities).~~
- ~~○ iii. No industry group/sector may constitute more than 10% of the assets of the portfolio. The maximum maturity of any fixed income security will be ten (10) years and the average maturity of all fixed income securities will not exceed five (5) years.~~
- Motion made by Bylaws & Policies Committee to modify the District Policy Statements, Section 7, Item B regarding nominations for International Office. ***Motion passed unanimously.***
 - b. Normal Process:
 - **iv. All Past Governors have one vote to select a nomination of one (1) candidate for international endorsement. A meeting shall be held at least thirty (30) days prior to the last board meeting before District Convention. In the event that one candidate does not obtain a majority of the votes, a runoff will be held.**
 - ~~iv. Nominating Committee Appointment and Duties. The Governor will appoint a nominating committee with the responsibility of selecting one (1) nominee to be presented to the Board of Trustees and the House of Delegates.~~
 - ~~v. Nominating Committee Composition. The nominating committee will be composed of five Past Governors who are not declared candidates for International Trustee, including as many Past International Trustees as practical.~~
 - ~~vi. v. Board Review. The nominating **Past Governors** committee will forward a candidate, via the Governor, to the Board of Trustees for review. After its review, the Board may: 1. Endorse the candidate. The endorsed candidate may use that endorsement for the purposes of campaigning; and in consultation with the candidate and the District Finance Committee, establish a recommended amount of District funds to be spent on the campaign for International Trustee, if the candidate is endorsed by the House of Delegates, or; 2. Withhold endorsement of the candidate~~
 - ~~vii. vi. House of Delegates Endorsement. At the District Convention prior to the International Convention when the candidate will be supported, the House of Delegates will authorize the endorsement by the Capital District of one candidate for election to the position of International Trustee. Such endorsement must include explicit approval of the amount of funds to be~~

expended on the campaign. Endorsement will be complete after a majority vote of the House of Delegates

~~○ C. Special Process: If circumstances or time limitations, as determined by the Board, require that an International Trustee endorsement decision be made before the House of Delegates meets, the Board shall act in place of the House.~~

- Motion made by Bylaws & Policies Committee to modify the District Policy Statements, Section 5 regarding committee appointments from the PG Committee. ***Motion passed unanimously.***
 - Member Appointments. Every year the Governor-Elect will appoint one general member to each committee for a three (3) year term, if there is a vacancy. Consideration should be given to members who bring relevant expertise to the committee. Members may be reappointed. The Past Governors Committee shall recommend one (1) Past Governor to serve on each of the Policy Formulation Committees **for a three (3) year term** with the Immediate Past Governor as the Chairperson of the Finance Committee. The Governor-Elect, in consultation with the current chair, shall appoint an eligible member of the committee as chair. Exceptions to the member appointment process are stated in Appendix C.
- Motion made by Bylaws & Policies Committee to adopt new sections of the District Policy Statements for a Records Retention and Destruction Policy as well as a Whistleblower Policy. Full-text of both new policies is attached. ***Motion passed unanimously.***

Agenda Point: Disaster Assistance Fund

Governor Baugh indicated that the proposal was finalized by a small task force and if approved would be a Capital District Kiwanis Foundation program. There is no board action needed here. Trustee Mackey indicated that the CDKF might consider a statute of limitations on timeframe from disaster.

Agenda Point: Increase in ELC In-Person Stipend

- Motion made by Governor-Elect Gardner and seconded by Trustee McCallum to authorize up to \$1800 reimbursement for any 2021-2022 District Officer attending the ELC in-person for approved travel-related expenses (registration, airfare, hotel and appropriate incidentals). Virtual attendees will still be reimbursed the \$39 fee to view that production. ***Motion passed unanimously.***

Agenda Point: 2021 District Convention

- Motion made by Secretary-Treasurer Wolff and seconded by Trustee Mackey to declare an emergency condition exists under Article VI, Section 16 and requires the cancellation of the 2021 Capital District Kiwanis Convention. ***Motion passed unanimously.***
- Motion made by Trustee Gillette and seconded by Trustee Mackey to amend the 2021 contract with the Hotel Roanoke to have a smaller hybrid educational conference the weekend of August 20-22nd. Business (election of officers and bylaws amendments) will be conducted by the 2021-2022 District Officers and Past Governors. ***Motion passed unanimously.***

Agenda Point: Change to COVID-19 Restrictions

Governor Baugh mentioned that even with the revised CDC policies that we should still have risk waivers as part of our events.

Agenda Point: West Virginia Consolidation Progress

Governor Baugh updated the Board of Trustees on the progress to date with the election of Lt. Governors for the three new divisions as well as KI guidance on the consolidation of Circle K.

Executive Report: District Secretary-Treasurer

Secretary-Treasurer Wolff reviewed his report showing the status of clubs.

Charter for Chilhowie has been revoked by KI (at the District's request)

Baltimore City, Coastal DE and Orange County are on CS and in danger of losing their charters.

- Jackson River Area Kiwanis Charter Night will be June 15, 2021
- State Line, MD will be turning in their charter, some of their members will joining the Westminster Club
- Orange County will more than likely be surrendering their charter.

Consent Agenda

- Motion made by Secretary-Treasurer Wolff and seconded by Past Governor Lurie to accept the reports of Trustees and Committees under the Consent Agenda. ***Motion passed unanimously.***

The next Capital District Board of Trustees meeting is scheduled for 2pm Eastern on August 20, 2021 at the Hotel Roanoke in Roanoke, VA.

Motion made by Secretary-Treasurer Wolff and seconded by Past Governor Lurie to adjourn the meeting. ***Motion passed unanimously.***

Governor Baugh adjourned the meeting at 3:13pm.

Respectfully submitted,

A handwritten signature in black ink that reads "Jeffrey Wolff". The signature is written in a cursive style with a large, stylized 'J' and 'W'.

PG Jeffrey M. Wolff
Secretary-Treasurer
Capital District Kiwanis

Capital District Kiwanis International Policy Statement

SECTION 31 – RECORD RETENTION AND DESTRUCTION POLICY

DRAFT FOR MAY 16, 2021 BOARD REVIEW

Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by the Capital District Kiwanis International in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the Capital District Kiwanis International's operations by promoting efficiency and freeing up valuable storage space.

Document Retention

The Capital District Kiwanis International follows the document retention procedures outlined below. Documents that are not listed but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Annual Reports to Secretary of State	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	at least 7 years
Correspondence (general)	at least 5 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
IRS Form 990 Tax Returns	Permanent
General Ledgers	at least 7 years
Business Expense Records	at least 7 years
IRS Forms 1099	at least 7 years
Journal Entries	at least 7 years

Invoices	at least 7 years
Cash Receipts	at least 7 years
Credit Card Receipts	at least 7 years

Bank Records

Check Registers	at least 7 years
Bank Deposit Slips	at least 7 years
Bank Statements and Reconciliation	at least 7 years
Electronic Fund Transfer Documents	at least 7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	at least 7 years
Garnishment Records	at least 7 years
Payroll Tax Returns	at least 7 years
W-2 Statements	at least 7 years

Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion, or Discharge	at least 7 years after termination
Accident Reports and Worker's Compensation Records	at least 5 years
Salary Schedules	at least 5 years
Employment Applications	at least 3 years
1-9 Forms	Most current, at least 3 years after termination
Timecards/Sheets	at least 7 years

Legal, Insurance, and Safety Records (if applicable)

Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
General Contracts	3 years after termination

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document

types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

The Capital District Kiwanis International records will be stored in a safe, secure, and accessible manner. Documents and Financial files are essential to keeping the Capital District Kiwanis International operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Document Destruction

The Capital District Kiwanis International Secretary-Treasurer is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial, Board, and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the Capital District Kiwanis International and its employees and possible disciplinary action against responsible individuals. The Board of Trustees will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

Capital District Kiwanis International Policy Statement

SECTION 32 – Whistleblower Policy

DRAFT FOR MAY 16, 2021 BOARD REVIEW

Capital District Kiwanis International requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Capital District Kiwanis International, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that Capital District Kiwanis International can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of Capital District Kiwanis International's code of ethics or suspected violations of law or regulations that govern Capital District Kiwanis International's operations.

No Retaliation

It is contrary to the values of Capital District Kiwanis International for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Capital District Kiwanis International. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Reporting Procedure

Capital District Kiwanis International has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the District Governor. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Capital District Kiwanis International's Secretary-Treasurer or District Governor, who has the responsibility to investigate all reported complaints.

Compliance Officer

The Capital District Kiwanis International's Secretary-Treasurer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Board of Trustees of all complaints and their resolution and will report at least annually to the District Governor on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The Capital District Kiwanis International's Secretary-Treasurer shall immediately notify the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.