



**Kiwanis**<sup>®</sup>  
CAPITAL DISTRICT

Capital District, Kiwanis International  
Special Board of Trustees Meeting  
July 14, 2021 - 8:00pm  
Online

1. Welcome / Recognition of Guests
2. Declaration of Quorum
3. Approval of Agenda
4. Matters for Approval
  - a. Agenda Point - Bylaws Amendments for DS-T/ED
5. Adjournment

Remaining 2020-2021 Board of Trustee Meetings

August 20, 2021 - Hotel Roanoke, Roanoke, VA (1pm)



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CAPITAL DISTRICT

Capital District, Kiwanis International  
Special Board of Trustees Meeting  
July 14, 2021 - Agenda Point  
Bylaws Amendment for Executive Director

### **Background**

The position of District Secretary-Treasurer in the Capital District has evolved significantly over the last few years. More technical responsibilities outside of the standard role have been added including meeting planning, contract negotiation, technical implementations and support, management of outside providers, etc. As such, the title of Executive Director (as used by a number of other Kiwanis districts already) seems more appropriate to represent the work performed.

In addition, as a paid employee of the District, it seems incongruous that the District Secretary-Treasurer (or if approved, Executive Director) should be a voting member of the Board of Trustees, as has always been the case.

This amendment provides the District Secretary-Treasurer with the title of Executive Director and makes them a non-voting member of the Board of Trustees. No other change to responsibilities is made.

### **Required Board Action**

#### **Motion to be made:**

The Capital District Kiwanis Board of Trustees proposes and fully endorses the following amendment to the Capital District Bylaws to be voted on at the business session of the District Education & Leadership Conference on August 21, 2021.

### **Proposed Bylaws Amendment #6 - Change title of District Secretary-Treasurer to Executive Director and revoke voting rights.**

#### **Rationale**

In order to more properly represent the functions and duties performed by the District Secretary-Treasurer with similar non-profit organizations, this amendment changes the title to Executive Director and makes that individual a non-voting member of the District Board of Trustees.

Proposed by: The Capital District Board of Trustees

Effective Date: Immediately upon approval and ratification by Kiwanis International Board of Trustees

***Amend Article III - Officers, Section 1 as follows:***

a. The officers of the district shall be the Governor, Governor-elect, Immediate Past Governor, ~~Secretary-Treasurer~~, **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.**

**Replace all other bylaws references to “District Secretary-Treasurer” with “Executive Director”**

***Amend Article IV - District Board as follows:***

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

**Operational Impact**

The only operational impact would be one less voting board member, reducing the total to 11 during the 2021-2022 administrative year (assuming approval of proposed amendment #5) and back to the current number of 10 in the 2022-2023 administrative year.

**Financial Impact**

There is no financial impact to this amendment.

Respectfully submitted,

A handwritten signature in black ink, reading "Jeffrey Wolff". The signature is written in a cursive, flowing style with a large initial 'J' and 'W'.

PG Jeffrey M. Wolff  
Secretary-Treasurer  
Capital District Kiwanis