2021 ELC Business Session Meeting
August 21, 2021 - 4:00pm
Hotel Roanoke - Roanoke, VA
Official Minutes

Governor Baugh called the meeting to order at 4:01pm.

Credentials Chairperson Ron McCallum reported that there were 10 District Board Members, 14 Lt. Governors and 7 Past Governors totalling 31 Delegates-at-Large present in the Business Session. He moved the adoption of the Credentials Committee as read. **Motion passed unanimously by voice vote.**

Governor Baugh entertained the adoption of the Standing Rules of the Business Session. Motion made by Past Governor Gus Lamond and seconded by Past Governor Scott Zimmerman. **Motion passed unanimously by voice vote.**

Governor Baugh entertained the adoption of the Orders of the Day for the 2021 Capital District Kiwanis Education and Leadership Conference. Motion made by Trustee Ron McCallum and seconded by Past Governor John Morris. **Motion passed unanimously by voice vote.**

Election of Officers

Secretary-Treasurer Wolff offered the only nomination duly submitted for Elana Gardner of the Kiwanis Club of Eastern Branch, Washington, D.C.

Floor was opened by Governor Baugh for additional nominations for the office of 2021-2022 District Governor. No additional nominations were offered.

Nomination of Governor-Elect Elana Gardner to the office of 2021-2022 District Governor was offered by Past Governor John Tyner.

Motion made by Immediate Past Governor David Lurie and seconded by Trustee Ron McCallum to elect Elana Tamu Gardner to the office of 2021-2022 District Governor by a vote of acclamation. **Motion passed unanimously by voice vote.**

Secretary-Treasurer Wolff offered the only nomination duly submitted for Jennifer Wolff of the Kiwanis Club of Tysons, Virgnina.

Floor was opened by Governor Baugh for additional nominations for the office of 2021-2022 District Governor-Elect. No additional nominations were offered.

Nomination of Past Lt. Governor Jennifer Wolff to the office of 2021-2022 District Governor-Elect was offered by Past Governor Carolyn Richar.

Motion made by Immediate Past Governor Carolyn Richar and seconded by Lt. Governor Brian Bell to elect Jennifer Rose Wolff to the office of 2021-2022 District Governor-Elect by a vote of acclamation. **Motion passed unanimously by voice vote.**

Amendments

Secretary-Treasurer Wolff presented the proposed bylaws amendments in place of Bylaws & Policies Chairperson Serena Bell.

Proposed Bylaws Amendment #1 - Two-year Waiver of District Dues for Former SLP Members who join Kiwanis Clubs

Rationale
During Capital District's acceptance of the new Standard Form for District Bylaws in 2014-2015 an important section from Article X - Finance was inadvertently left out of the approved bylaws. The section in question is regarding the two-year waiver of District dues for new members of a Kiwanis club who were former members of a Service Leadership Program.

Effective Date: Immediately
Proposed by: The Capital District Board of Trustees

Add new Section 2 to Article X of District Bylaws and renumber accordingly:

> *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.*

Motion made to adopt proposed bylaws amendment #1 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

Proposed Bylaws Amendment #2 - Prorated District Dues for New Members

Rationale
Capital District Kiwanis receives $32 per member on a club's roster as of September 30th of each calendar year. Therefore, any member who joins Kiwanis after September 30th does not pay District dues until the next Kiwanis administrative year.

All but two (Rocky Mountain and Capital) North American Kiwanis Districts currently charge a New Member Add Fee (similar to Kiwanis International's $50 New Member Add Fee) in lieu of dues for that first partial year of membership.

With declining membership, our District has made the decision to use our reserves as a way to continue offering the level of services we feel clubs deserve. As such, we have been intentionally operating with a deficit budget and while district revenue from new members would not fully address that deficit, it would impact it positively.

As a result of KI Board action on October 4, 2019, KI Policy Sect. 342.2 will change on October 1, 2021 from charging a $50 New Member fee to charging prorated dues, magazine and insurance to all new members of clubs (existing or newly chartered) based on this schedule, which Capital District would follow as well.

Effective Date: October 1, 2021
Proposed by: The Capital District Board of Trustees

Add new Section 3, to Article X of District Bylaws and renumber accordingly:

> *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.*

Motion made to adopt proposed bylaws amendment #2 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

Proposed Bylaws Amendment #3 - Revision of Term Limits

Rationale
An error in the term limit description for trustees was included in our bylaws. This amendment corrects the term limit from two consecutive years to two consecutive terms and eliminates the District Board's ability to override that restriction which is not in the Standard Form.

Effective Date: Immediately
Proposed by: The Capital District Board of Trustees

Amend Article III, Section 3 as follows:

> *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 to adopt proposed bylaws amendment #3 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

Proposed Bylaws Amendment #4 - Expansion of Geographic Boundaries of the Capital District to Include West Virginia

Rationale
In order to merge West Virginia into Capital District, we need to amend the geographic boundaries of our district to incorporate Kiwanis clubs in the state of West Virginia

Effective Date: October 1, 2021
Proposed by: The Capital District Board of Trustees

Amend Article II, Section 2 as follows:

> *The territorial limits of this district shall be confined to Delaware; Maryland; the District of Columbia; ~~and~~ 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.*

Motion made to adopt proposed bylaws amendment #4 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

Proposed Bylaws Amendment #5 - Temporary Status of Immediate Past Governor Granted to West Virginia Provisional District Chairperson

Rationale
This amendment would permit current Provisional District Chairperson Eric Fithyan the ability to sit as a voting member of the Capital District Board of Trustees for one-year in the same role as Immediate Past Governor.

Effective Date: October 1, 2021
Proposed by: The Capital District Board of Trustees

Amend Article IV, Section 1 as follows:

> ***PROVISO: Effective only from October 1, 2021 - September 30, 2022***
> *The District Board shall consist of the Governor, Governor-elect, Immediate Past Governor, Immediate Past WV Governor, Secretary, Treasurer, and a Trustee for each region.*

Motion made to adopt proposed bylaws amendment #5 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

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.

Effective Date: Immediately
Proposed by: The Capital District 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.

(If proposed amendment #5 & #6 both pass, Article IV, Section 1 would provisionally (from 10/1/21-9/30/22) read as:

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

Motion made to adopt proposed bylaws amendment #6 by Secretary-Treasurer Wolff and approved by unanimous voice vote.

With no remaining business on the agenda, Governor Baugh adjourned the meeting at 2:48pm.

Respectfully submitted,

PG Jeffrey M. Wolff
Secretary-Treasurer
Capital District Kiwanis