

**PENNSYLVANIA DISTRICT BOARD OF TRUSTEES MEETING**  
**BOARD MEETING MINUTES**  
**June 2, 2020**

The sixth meeting of the 2019-20 Pennsylvania District Board of Trustees was held on June 2, 2020 via a zoom platform/conference call. The following board members were present: Governor Mike Haven, Governor-elect Don Smith, Immediate Past Governor Phil Weber, Trustees Roger Janes, Barb Byers, Barb Harer, Matt Wise, Mike Coolbaugh, Lillian Mateja and Executive Director Kevin Thomas. Ex-officio board members Foundation President Jeff Rose and Circle K Governor Derek Nhieu were present. Guests included International Trustee Richard Olmstead, Circle K Administrator Kelly Shaup, Lt. Governor and Trustee-elect Ryan Hartman, Membership Chair Sarah Zulueta, Lt. Governor-elect Conrad Schlesinger, District Convention Co-Chair and Past Lt. Governor Chair Kelly Kinkaid and Lt. Governor & Young Children Priority One Chair Emily Reed.

The minutes from the May 5, 2020 board meeting were considered for approval (P1-P2). A motion was made, seconded and approved to accept the minutes as presented.

The 2020 District Convention was brought up for consideration. A resolution on the 2020 District Convention was considered; see P3. The resolution was approved by proper motion, second and vote.

A motion was made, seconded and approved to preserve all funds raised for the 2020 District Convention and use that money for the 2021 District Convention.

Leadership Guidebooks were discussed. The books presently reside in the District office. They were to be taken by the Trustees at Midwinter for distribution to the clubs but Midwinter was cancelled. After consideration of alternatives, it was decided by proper motion, seconded and vote that the leadership guides would be land mailed to club secretaries as soon as possible with an electronic copy being sent to club presidents, secretaries and treasurers. In the case of clubs that have submitted a 2020-21 Club Election report, the mailings/transmissions will go to the 2020-21 Club officers; if an election report has not been submitted, it will go to the 2019-20 officers.

Other aspects of training were discussed including the offering of the various elements of online training, the conducting/scheduling of in person training and the appointment of an education chair. Governor-elect Don Smith indicated that he plans to have an in-person Lt. Governor training in last August.

An update was provided on the District effort to obtain a Payroll Protection Program loan. See P4.

A recommendation was considered to change banks housing District accounts. See P4. The recommendation was approved by proper motion, second and vote. Board member Lillian Mataja abstained from voting since she works for Centric Bank.

A discussion occurred on ideas/possibilities to help clubs with members who might be struggling with dues. After discussion, a committee was appointed chaired by Membership Chair Sarah Zulueta to consider possible methods to help those members who might need assistance. The committee will consist of Jeff Rose, Lillian Mataja, Ryan Hartman and interested board members.

The date and time for the next board will be Tuesday, June 23, 2020 at 7:30pm. The meeting will be a virtual meeting.

The board meeting scheduled for July 18, 2020 is slated to be a live/in-person meeting. Potential locations that can accommodate a meeting in compliance CDC guidelines will be conducted by Kevin Thomas.

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

Respectfully submitted,



Kevin E. Thomas  
Executive Director/Secretary/Treasurer

**PENNSYLVANIA DISTRICT BOARD OF TRUSTEES MEETING  
BOARD MEETING MINUTES  
May 5, 2020**

The fifth official meeting of the 2019-20 Pennsylvania District Board of Trustees was held on May 5, 2020 via a zoom platform/conference call. The following board members were present: Governor Mike Haven, Governor-elect Don Smith, Immediate Past Governor Phil Weber, Trustees Roger Janes, Barb Byers, Barb Harer, Matt Wise, Ben Osterhout, Mike Coolbaugh, Lillian Mateja and Executive Director Kevin Thomas. Guests included International Trustees Richard Olmstead, Cathy Szymanski and David Hurrelbrink, Builders Club Administrator Tiffany Callaio, Lt. Governor & Trustee-elect Ryan Hartman, Membership Chair Sarah Zulueta, Lt. Governor-elect Conrad Schlesinger, Past Governor Jen Vare, Lt. Governors Penny Meyers & Tom Bowes, Foundation President Jeff Rose and Circle K Administrator Kelly Shaup.

The minutes from the March 21, 2020 board meeting were considered for approval (P1-P2). A motion was made, seconded and approved to accept the minutes as presented.

The 2020 District Convention agenda was discussed. Considerable discussion took place involving all board members and guests about many of the aspects of the District Convention. After that discussion, it was decided to defer any action on approving an agenda for the convention as too many uncertainties exist at this time to do so. A survey of the District membership will be done regarding having a convention and safety measures if the convention is held. Various options on setup, cancellation and rescheduling will be explored.

A tentative budget was considered for the convention; see P3. After review, the budget was approved by proper motion, second and vote. The board did recognize that this budget may need to be revisited in the weeks ahead.

Information was discussed/shared about the basket raffle taking place to support the 2020 District Convention. See P4 for information. In the first month of the raffle, nearly a \$1,000 was raised.

Because the Kiwanis International Convention was cancelled, the board deferred candidate endorsement to a later time. No action was taken on the International Bylaw amendments as none will be considered at the International Council Meeting that will elect officers. (Note: The Council Meeting has not been scheduled.)

An update was provided on the District Budget. See P5-P8. Executive Director Kevin Thomas expects that the District will see an operating surplus for the year with the size of that surplus to be determined. Thomas suggested that the Finance Committee meet to discuss this year's budget and begin consideration of a budget for 2020-21.

Potential funding for the District under the Covid-19 Payroll Protection Program was discussed. After initial indications that the District was eligible for a loan/grant under the program, it was determined that we were not eligible for a loan/grant because we are a 501(c)4 organization. There might another program for which we could be eligible but presently it is out of funds and applications are not being accepted. Should it get funded in the future, we will submit an application.

The Kiwanis Kash Raffle was discussed. In light of the discussions and concerns about District Convention, it was agreed to defer any action on the Raffle until after the next meeting of the District Board.

Considering Kiwanis International's decision to waive the Kiwanis International new member fee until September 30, 2020, consideration was given to waiving the District New Member Fee until September 30, 2020. A motion was introduced, seconded and approved to waive the District New Member Fee until September 30, 2020.

Considerable discussion was held about Club Communication and support given present circumstances brought about by the Covid-19 pandemic.

A report was provided by Pennsylvania Kiwanis Foundation President Jeff Rose. See P9.

The next meeting of the District Board was set for June 2, 2020 at 7:30PM.

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

Respectfully submitted,

Kevin E. Thomas  
Executive Director/Secretary/Treasurer

## Resolution on District Convention

Whereas, the Covid-19 pandemic has created a worldwide emergency; and

Whereas, this pandemic has resulted in the cancellation of many Kiwanis events including the 2020 Kiwanis International Convention; and

Whereas, the Board of Trustees of the Pennsylvania District of Kiwanis International must insure the protection of its members as much as possible during this pandemic;

Therefore, be it resolved that the Board of Trustees of the Pennsylvania District approves and supports the following action

1. In accordance with Article VI, Section 16 of the District Bylaws, an emergency and conditions exist such that the District Board cancels the District Convention scheduled for August 13-16, 2020 at the Crowne Plaza Reading Hotel.
2. In accordance with Article VI, Section 16, the District Board finds that rescheduling the District Convention is not practical nor safe before September 30, 2020.
3. In accordance with Article VI, Section 16, the District will conduct a virtual meeting of those Kiwanians who are accorded delegate-at-large status as defined by Article III, Section 1 and Article VI, Section 8 to conduct the following business:
  - A. Nomination and election of the Governor and Governor-elect for the 2020-21 year
  - B. To consider one pending bylaw amendment (Those who are eligible to serve as Lt. Gov.)
  - C. To elect the 2020-21 Directors of the Pennsylvania Kiwanis Foundation
  - D. To receive an address from International Trustee David Hurrelbrink
  - E. To receive the report of the District Executive Director
4. That the virtual meeting to conduct District Business will take place on Saturday, August 15, 2020 at 1:00pm and its format and platform will be planned by the Governor, Governor-elect and Executive Director and submitted to the District Board for its review and approval. The format and platform will be ready for presentation by June 30, 2020
5. A committee consisting of the Governor, Governor-elect, Executive Director, candidate(s) for Governor-elect, Foundation President and one Trustee be appointed to determine what manner is best to handle the items not outlined above that are typically conducted at District Convention. The Committee will strive to have its recommendations ready for consideration by the District Board by June 30, 2020.
6. The 2021 District Convention be held at the Crowne Plaza Hotel in Reading, Pennsylvania on August 12-15, 2021; the 2022 District Convention be held at the Erie Bayfront Convention Center and its related hotels on August 11-14, 2022; the 2023 District Convention be held at the Hilton Scranton Hotel on August 10-13, 2023. Should the hotels/properties not have these dates, the Executive Director is free to use alternative August dates.

Adopted by the Pennsylvania District Kiwanis Board of Trustees at its meeting on June 2, 2020.

### Payroll Protection Loan (PPP Loan)

On May 13, 2020, Kiwanis International Pennsylvania District was approved and funded for a loan under the Payroll Protection Program. As I understand it, we have 8 weeks to use these funds on payroll, payroll taxes and rent. Should we use the all of the funds for such purposes, the loan will be converted to a grant which does not need to be repaid.

We have previously submitted an application through MidPenn Bank who would not submit our application to the Small Business Administration.

Lillian Mataja made inquires through here employer Centric Bank. Centric Bank accepted our application and the Small Business Administration approved our application for a loan of \$13,962.50.

The funds reside in a checking account at Centric Bank. All payroll, payroll taxes and office rent will be paid from that account through July 13<sup>th</sup>. This will allow for easy SBA/Centric bank audit follow through. I will be in consultation with Frank Iati from RKL to get the best method for coding and accounting of these funds.

I expect to use all the funds for payroll, payroll taxes and rent. We may need to pay July and August rent in one payment on July 1<sup>st</sup> and we may need to advance the July 15<sup>th</sup> payroll to July 8<sup>th</sup>.

Respectfully submitted,



Kevin Thomas

### Change of Banks

Provided that Centric Bank can provide us the same or comparable services as MidPenn bank, I would recommend we move our banking accounts for Kiwanis and its affiliated organizations from MidPenn Bank to Centric Bank.

Respectfully submitted,



Kevin Thomas