

MINUTES
BOARD OF DIRECTORS
TELECONFERENCE
MEETING

February 23, 2015
7:00 p.m. (Central Time)

and

April 10-11, 2015

The following Members of the 2014-15 Board of Directors were in attendance for the teleconference meeting on February 23, 2015:

| | | |
|------------------|--------------------------|-----------------------|
| Ron Huxley | Immediate Past President | Theford, Ontario |
| Kenneth Garner | President | Fort Worth, Texas |
| Dave Bruns | President-Elect | Topeka, Kansas |
| Marlene Phillips | Director | Windsor, Ontario |
| Rick Quinlan | Director | Bellevue, Nebraska |
| Marc D. Katz | Director | Berkley, Michigan |
| James A. Oliver | Director | Valencia, California |
| Judy Boyd | Director | Urbandale, Iowa |
| Sue Creswell | Director | Reading, Pennsylvania |
| Benny Ellerbe | Executive Director | St. Louis, Missouri |
| Excused: | | |
| Javanni Waugh | JOOI President | Kingston, Jamaica |

Also in attendance:

| | |
|---------------------|---|
| Connie Pellock | Chief Financial Officer |
| Tom Carver | Senior Director IT |
| Ronda Vaughn | Senior Director Marketing & Communications |
| Stephanie Monschein | Senior Director Membership & Leadership Development |
| Jacques Pelland | Executive Director Canadian Service Centre |
| Steve Skodak | Executive Director Optimist International Foundations |
| Dana Thomas | Executive Assistant & Programs Director |

All items are not officially approved and subject to correction until they are adopted at the next meeting of the Board of Directors.

Monday February 23, 2015

Immediate Past President Ron Huxley called the teleconference meeting of the 2014-15 Optimist International Board of Directors to order at 7:02 p.m.

Motion adopted

To adopt the agenda as presented.

BUILDING COMMITTEE UPDATE

Benny Ellerbe updated the Board of Directors on the current sale of the Headquarters Building and potential site of a new building purchase.

PACIFIC CENTRAL DISTRICT

Motion adopted

Garner/Bruns

To reconsider the following action taken on February 2, 2015:

Motion adopted

Quinlan/Boyd

That effective October 1, 2015, the Board of Directors test the new Pilot administrative system in the Pacific Central District for the next three years to gage its effectiveness, to learn, test strategy, and adjust the pilot Club service model. The Ad Hoc Committee and the Board will constantly monitor the program during this three period and make any adjustments and improvements as warranted. At the end of the three year period the Clubs in the current Pacific Central District' success of the program will be re-evaluated.

Motion adopted

Bruns/Oliver

That the Board of Directors remove the Pacific Central District from the pilot program.

RESTRUCTURING REPORT TO THE DELEGATES

It was agreed that the "Pilot Program" is the fourth option outlined to the delegates in a possible restructuring plan. President Garner will outline this option in his address to the delegates at the New Orleans convention and will offer the option to any District.

REPORT OF THE CANDIDATE QUALIFICATIONS COMMITTEE

The report of the Candidate Qualifications Committee was presented to the Board of Directors by Committee Chair Don Sievers.

2015 Officer Candidate Nominees

The following slate of officers as nominated by the Candidate Qualifications Committee were formally announced to the Board of Directors:

President-Elect Nominee: Jim Kondrasuk

Vice Presidents-Elect Nominees:

Region 1 Northeast & Great Lakes - George Clarke CONT
Region 2 Mid-Atlantic - Lawrence Kelley NCW
Region 3 Great Plains - Susan Fix DMM
Region 4 West Coast - Bill French PNW
Region 5 Southeast - Daniel Rich NFL
Region 6 Middle America - Charles Davis OH
Region 7 Southwest- Venus Sanford NMWTX
Region 8 St. Lawrence - Jean Paquet QENS

Board Director at Large Nominees (listed in alphabetical order):

Rebecca Butler Mona
Adrian Elcock

Please note that the deadline for self-nominations for President-Elect, At Large Board Director-Elect, and Vice President-Elect is April 1. Qualified candidates who are properly nominated on or before April 1, 2015 will also be added to the slate of officers to be placed into nomination for online voting.

Note: Subsequent to this report Nick Prillaman (for President) and Gil Ortiz (for Board Director) were added to the slate.

CLUB MERGER REQUEST - FRIENDS OF SELFRIDGE, MI (17017) INTO FRIENDS OF PATRIOTS, MI (17018)

Rationale: Optimist Clubs Friends of Selfridge, MI (17017) and Friends of Patriots, MI (17018), request that the International Board of Directors approve the merger of these Clubs. All required guidelines were submitted by the Clubs. The Club Charter of Friends of Selfridge, MI (17017) was surrendered effective as of January 30, 2015 as agreed by each Club's Board of Directors.

Motion adopted

Phillips/Creswell

That the International Board of Directors approve the merger of Clubs Friends of Selfridge, MI (17017) and Friends of Patriots, MI (17018) - (Charter of 17017 to be dropped without penalty), with its merged Club number as 17018 and adopted name and Bylaws under the Friends of Patriots, MI Optimist Club.

Motion adopted

To recess the meeting.

**BOARD OF DIRECTORS
MEETING**

April 10, 2015

**International Headquarters Office
St. Louis, Missouri**

The following Members of the 2014-15 Board of Directors were in attendance for the entire meeting:

| | | |
|------------------|--------------------------|-----------------------|
| Ron Huxley | Immediate Past President | Theford, Ontario |
| Kenneth Garner | President | Fort Worth, Texas |
| Dave Bruns | President-Elect | Topeka, Kansas |
| Marlene Phillips | Director | Windsor, Ontario |
| Rick Quinlan | Director | Bellevue, Nebraska |
| Marc D. Katz | Director | Berkley, Michigan |
| James A. Oliver | Director | Valencia, California |
| Judy Boyd | Director | Urbandale, Iowa |
| Sue Creswell | Director | Reading, Pennsylvania |
| Benny Ellerbe | Executive Director | St. Louis, Missouri |
| Excused: | | |
| Javanni Waugh | JOOI President | Kingston, Jamaica |

Also in attendance for all or portions of the meeting:

| | | |
|--------------|-----------|---|
| Lyle Merriam | President | Canadian Children's Optimist Foundation |
| Melvin Betts | President | Optimist International Foundation |

**Committee Reports are to be considered an integral part of these Minutes.
All items are not officially approved and subject to correction until they are adopted at the next meeting of the Board of Directors.**

Friday, April 10, 2015

Immediate Past President Ron Huxley reconvened February 23, 2015 teleconference meeting and second regular meeting of the 2014-15 Optimist International Board of Directors to order at 8:10 a.m. with an invocation by Judy Boyd, the Pledge of Allegiance led by Sue Creswell and a toast to all countries with an Optimist Club was led by Marlene Phillips. The Mission Statement was recited by all.

| | |
|---|--------------------------|
| Motion adopted | Phillips/Creswell |
| To appoint Executive Director Benny Ellerbe as parliamentarian for the meeting. | |

ADOPTION OF CONSENT AGENDA ITEMS

| | |
|---|------------------------|
| Motion adopted | Phillips/Oliver |
| To adopt the consent agenda as presented. | |

Approval of Board Meeting Minutes

January 9-10, 2015 Board Meeting

Motion adopted

To approve the minutes of the January 9-10, 2015 Board of Directors meeting as presented.

February 2, 2015 Teleconference Board Meeting

Motion adopted

To approve the minutes of the February 2, 2015 Board of Directors teleconference meeting as presented.

Board action via E-ballots:

January 14, 2015 – Offer on Building

Motion adopted unanimously

To accept the offer by the Koman Group and direct the Executive Director to finalized an agreement if six months earnest money will go hard is acceptable.

February 17, 2015 - Building Sales Agreement

Motion adopted unanimously

To approve the acceptance of the Purchase Agreement for 4494 Lindell Blvd with TKG Acquisitions, LLC and allow President Ken Garner and Executive Director Benny Ellerbe to sign on behalf of Optimist International.

March 4, 2015 – Extension of Season of Giving Incentive

Motion adopted unanimously – pending Huxley vote

That the Season of Giving be extended for one addition month, March 2015 for both New Clubs and new members.

March 26, 2015 – Acceptance of offer on new building

Motion adopted unanimously

That the Board of Directors approve the offer on a new headquarters building subject to execution of a written contract.

ADOPTION OF AGENDA

Motion adopted

To adopt the agenda as presented.

Phillips/Katz

PRESIDENT'S REPORT

President Ken Garner addressed the Board of Directors and reviewed his written report.

PRESIDENT-ELECT'S REPORT

President-Elect Dave Bruns addressed the Board of Directors and reviewed his written report.

EXECUTIVE DIRECTOR'S REPORT

Executive Director Benny Ellerbe addressed the Board of Directors and reviewed his written report.

TENNESSEE CLUB ASSIGNMENTS

Motion adopted

Phillips/Bruns

That the Board of Directors approve the following current Tennessee District Clubs requesting approval to be moved to the North Carolina West District instead of the assigned Georgia District and all others will be assigned to the Georgia or Arkansas Districts as previously assigned:

11008 Kingsport – Bloomingdale, TN
11115 Indian Springs, Kingsport, TN
11145 Greenville, TN
111070 Colonial Heights, Kingsport, TN
11210 Lynn Garden, Kingsport, TN
11417 Piney Flats, Johnson City, TN
11095 Bristol, TN
11430 Rye Cove, Duffield, VA

OPTIMIST INTERNATIONAL FOUNDATION REPORT

The report of the Optimist International Foundation was presented to the Board of Directors by President Mel Betts. On behalf of the Board of Directors Ron Huxley thanked President Betts for the report.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The report of the Canadian Children's Optimist Foundation was presented to the Board of Directors by President Lyle Merriman. On behalf of the Board of Directors Ron Huxley thanked President Merriman for the report.

The meeting recessed at 8:55 a.m. and reconvened at 9:50 a.m.

AUDIT & FINANCE COMMITTEE REPORT

The report of the Audit & Finance Committee was presented to the Board of Directors by Committee Chair Paul Lucas.

IRS Form 990

Rationale: The Committee reviewed the Draft IRS Form 990 with Amy Altholz, CPA Partner of RubinBrown LLP.

Motion adopted

Katz/Boyd

That the Board of Directors accepts the IRS Form 990 as presented.

2014-2015 Fiscal Year Budget

Rationale: Revisions to the 2014-2015 budget were made to adjust for the following items: the Dues projection was reduced because the budget was based on a 3% decline in Membership for fiscal year ended September 20, 2014; whereas, the actual Membership decline was nearly 6%, reduced processing fees for the waiving of the new member processing fees with the “Season of Giving” incentive program, reduced royalty income due to lower than anticipated supply revenue sales, increased Convention revenue to account for the increase in Convention registration fees, added income for corporate sponsorships due to the formation of a team of employees to pursue sponsorships/grants, increased other income for the receipt of the GST rebate and guaranteed interest income from the Canadian investments, reduced the budget for the professional development program, added severance pay, updated the Canadian Service budget due to savings from the exchange rate, updated the depreciation expense because of the completion of the accounting software depreciation, and moved the (loss) on currency exchange to below the net operations line.

Motion adopted

Phillips/Boyd

That the Board of Directors adopt the revisions to the 2014-2015 Fiscal Year Budget as presented.

Headquarters Building Sale

Overview: The Committee was apprised of the current status of the sale of the current headquarters building and a possible building purchase that meets the requirements of staff and volunteers usage. In addition, the Committee suggests a review of all aspects of staff functionality including information technology upgrade, furniture & fixtures, and the expenses of operating the Canadian Service Centre. In consideration of the financial aspects of selling the current headquarters building the Committee would like to offer the following motions in priority order so that a procedure can be established in how to handle the finances of the sale.

Payment of Foundation Loan

Rationale: The Committee strongly suggests that the first priority after the sale and all considered closing costs, that the loan from the Optimist International Foundation be paid in full.

Motion adopted

Phillips/Creswell

That the Board of Directors direct that after the building closing, and closing costs associated with the sale have been paid, the Optimist International Foundation loan will be paid in full.

Purchase of New Headquarters Building

Rationale: The Committee suggests that once the Foundation loan is paid in full, then the available funds for a purchase of a new building be available. It is understood that there will be expenses incurred for upgrading a building, moving costs, technology upgrades, and other incidental expenses that will have to be incurred.

Motion adopted

Phillips/Katz

That once the loan to the Optimist International Foundation is paid in full, monies will be available for the purchase of a new headquarters building.

Investment of Remaining Funds

Rationale: Thirdly, once the Optimist International Foundation loan is paid in full and a new building is purchased and all necessary costs are incurred to make the building functional, it is requested that the remaining funds be invested to only be used in a manner that it is in the best interest of the organization.

Motion adopted to table

Creswell/Phillips

That the Board of Directors invest the remaining building sale funds with the Optimist International Foundation (with terms to be negotiated) and request that the Foundation recommend how to invest such funds (such as a campaign fund) to protect the money to the best of the organizations ability.

100 by 100 Campaign - \$100 Reimbursement to Clubs

Overview: The Audit & Finance Committee discussed at length ways to support and encourage Clubs to meet the 100 by 100 Growth Campaign. The Committee felt that it was important to develop initiatives to help Clubs increase their membership by offering ways to make it easier to ask individuals to join by financially and by offering programs to interest potential members.

Optimist International Foundation and Canadian Childrens Optimist Foundation Requests

Rationale: This proposal would request the Optimist International Board of Directors to request the Optimist International Foundations (both U.S. and Canadian) to support a \$100 reimbursement to new Clubs once they have completed their first service project and to extend this initiative at least until the 100,000 membership is attained. The Committee discussed this initiative with Executive Director Steve Skodak of the Optimist International Foundation and he will discuss with his Board of Directors at their meeting March 16-17, 2015. Benny Ellerbe will discuss with the Canadian Childrens Optimist Foundation in Canada. The Committee feels that this initiative will help the Foundations in that a new Club will immediately be exposed to the benefits of utilizing the Foundation.

Motion adopted

Phillips/Boyd

Effectively immediately until September 30, 2015, that in conjunction to a request made to both Foundations, a program will be established to award a new Club \$100 for chartering with 15 members or \$200 for chartering with 25 members to be used by the

new Club to hold a literary, charitable, or educational program and that \$9,000 will be allocated by Optimist International to initially fund to process. (Budget Impact: FY 14-15: \$9,000)

Growth Incentives Bylaws Amendment Proposal

Rationale: The Board of Directors currently allow financial incentives based upon Presidential requests. While the Board's responsibility is for the financial health of the organization, it has used implied power, or the 'pilot program'-premise, to circumvent Bylaws to support incentives such as the Season of Giving, Spouse Memberships, 30 for 30, etc. In order to bring the Bylaws into harmony with current practice, the Committee suggests the following Bylaws amendment proposal:

Motion adopted

Katz/Phillips

That the Board of Directors presents the following Bylaws Amendment Proposal to the delegates at the July 2015 Convention:

Article X, Interpretation

SECTION 1. The Bylaws. These bylaws shall be considered the Constitution and Bylaws of Optimist International. The construction and the interpretation of the Bylaws by the Board of Directors shall be final and binding, unless such construction and interpretation is rescinded at the subsequent convention of Optimist International.

SECTION 2. Incentives. The Board of Directors shall have the authority from time to time to offer financially prudent incentives to promote growth.

Friend of Optimist Purchase Package

Rationale: To assist Clubs in their marketing efforts in their local communities, this proposal is being offered to as a prepackaged product to sell to a Clubs as a recognition to speakers, community service leaders, or other individuals a Club would like to honor. There would be no change in the Friend of Optimist class of membership. Between adoption of this incentive until July 31, Clubs could simply prepay \$300 and receive six FOO memberships. The FOO members would then be contacted one year later by Optimist International to offer him/her the opportunity to continue their Friend of Optimist membership with the usual \$100 annual fee.

Motion adopted to refer to the Membership Committee

Bruns/Phillips

Upon adoption by the Board of Directors, a Friend of Optimist Membership Incentive will be offered to Clubs consisting of packages of six FOO memberships for \$300. The offer would be only available upon adoption to **September 30** ~~July 31, 2015-~~. **There is no club reimbursement. Limited to one package per club.**

Note: this was deferred to Mark Weinsoff's report later in agenda (see page 26)

Policy I-20; Financial Review

Overview: The Audit & Finance Committee reviewed all of the Board policies relating to Finance and the Internal Controls regarding accounting. This and the following requests are a direct result of this review.

Policy I-20; Expenses in Excess of Budget

Rationale: The Committee discussed at length the need to review any expense reimbursement or payment that is in excess of the budgeted amount for that line item. It was suggested that a coverage of 15% or \$5000 be the threshold for Board approval of an over budgeted expenditure by any individual. If this proposal is adopted by the Board, notifications of budget overages will be included in the Staff Report on the consent agenda at each Board meeting. Any Board member will then be able to pursue further discussion if they so choose.

Motion adopted

Phillips/Katz

That the Board of Directors adopts the following revisions to Paragraph 5 in Policy I-20:

Monthly reports, by general budget category, will be provided to the Finance Committee and the Board of Directors by the Executive Director. At each meeting of the Board of Directors, the Executive Director will present a detailed accounting of all general budget categories with a comparison of actual to budget and an explanation of variances.

Should the President, a **Director**, ~~or other~~ ~~Officer~~, **or any employee** of the organization request an expenditure in excess of **15% or \$5000** of a specific budgeted or non-budgeted item, ~~the Executive Director does not have the authority to approve or disapprove such request without the approval of~~ **expenditure must be approved by** the Board of Directors.

Supporting Documentation Approval of Expenses

Rationale: The policy requires that all expenses of the Optimist International President, President-Elect, Executive Director, and Senior Director of Finance & Administration, be approved by either the Immediate Past President or the Chair of the Audit & Finance Committee. It is suggested that in the future, all expense statements from these individuals be sent to both the Immediate Past President and the Audit & Finance chair along with all supporting documentation (such as receipts). Upon adoption of this proposal, the Accounting Department will scan each Expense Reimbursement Request and support documents then send to the appropriate staff department for coding the correct accounting line item for the expense.

Motion adopted

Creswell/Phillips

That the Board of Directors adopt the following revision to Paragraph 7 in Policy I-20:

The Audit and Finance Committee, at each of its meetings, shall review the expenses of the Optimist International President, President-Elect, Executive Director, and ~~Senior Director of Finance & Administration~~ **Chief Financial Officer** to assure compliance with the approved budget requirements. The Immediate Past President and Audit & Finance Chair shall receive expense statements **and supporting documentation** of the President, President-Elect, Executive Director and the Chief Financial Officer. Either Immediate Past President or the Chair of the Audit & Finance Committee has the authority to approve these expenses within seven business days. Additionally, the Audit and Finance Committee Chair reviews these expenses yearly.

Policy I-18; Expenses – General

Overview: In reviewing the Expense Reimbursement Policy I-18, the Committee noted a couple of required revisions.

Travel Agencies

Rationale: The last sentence is outdated and should be stricken as Optimist International does not use a travel agency.

Motion adopted

Phillips/Boyd

That the Board of Directors adopt the following revision to the last sentence of Paragraph 7 Policy I-18:

OI committee members are authorized to travel only for designated and budgeted meetings. Only appointed committee members may be reimbursed for travel to authorized committee meetings. ~~The Executive Director shall provide OI authorized travel agencies with an approved travel list for all representatives.~~

Related Expenses for a Particular Event

Rationale: Also regarding Expense Reports, there should be a requirement that each expense report includes “all expenses” relating to the event being reported. This will eliminate the opportunity for individuals to prepare separate reports for each expense item and try to keep most of the reports under \$100 and therefore not being required to be reviewed by the Immediate Past President and the Audit and Finance Committee Chair.

Motion adopted

Katz/Creswell

That the Board of Directors adopt the following revision to Paragraph 10 in Policy I-18:

All volunteer **and staff** expense reports must be submitted to Optimist International's office within 30 days of the occurrence of the expense during the fiscal year in which they occur. **Each expense report shall include all expenses relating to the event being reported.** No expenses for the fiscal year will be allowed if expense reports are not received at the Optimist International office by October 25 following the end of the fiscal year on September 30.

Policy I-38; Authorized Persons – Access To Finances

Rationale: In reviewing the check signing procedures, it was noted that the President does not sign checks so the notation should be eliminated from the policy.

Motion adopted

Phillips/Boyd

That the Board of Directors adopt the following revision to Policy I-38:

Authorized Persons - Access to Finances

I-38

~~Resolved, that f~~ Funds in account with any federally insured financial institution shall be subject to withdrawal or debit from time to time upon checks or orders for the payment of money when signed on behalf of Optimist International by ~~any one of the following persons: The President, the~~ Executive Director and designated directors at the discretion of the Executive Director **as outlined in the following paragraph.** ~~and that a~~ Access to Optimist International's safe deposit box shall be granted to any two of these persons.

~~That o~~ Only one signature will be required on checks in an amount up to and including \$5,000. ~~That e~~ Checks in the amount of \$5,000.01 and above will require two signatures. ~~Further, that w~~ When two signatures are required, one of the signatures will be that of the Executive Director ~~and or~~ designated directors at the discretion of the Executive Director.

Checks made payable to an authorized signor must be signed by another authorized signor.

Policy I-40; Authority to Adjust Club Accounts

The Committee reviewed the policy giving the Executive Director to make financial adjustments in a Club's account. The Committee decided that the Board should be notified of any adjustments made and that the staff will report at each Board meeting of any adjustment made to a Club's account.

Motion adopted

Phillips/Katz

That the Board of Directors adopt the following revision to Policy I-40:

Authority to Adjust Club Account

I-40

The executive director shall be authorized to make financial adjustments in a Club's account whenever in his best judgment such adjustments are in the best interests of Optimist International but only after reasonable efforts to collect past due amounts have been made. **As part of the consent agenda, the staff will provide the Board of Directors with a listing of Club adjustments.**

Policy I-65; Products and Services Endorsements

Rationale: The Audit & Finance Committee feels that with all the new technology companies that are constantly "sprouting up," the organization may benefit from a newer technology company than one that has been around for five years or more and may not be as up to date and a new start up. It is suggested that more appropriate wording should be adopted as suggested below.

Motion adopted

Creswell/Quinlan

That the Board of Directors adopt the following revision to Policy I-65:

Products and Services Endorsement

I-65

The Board of Directors may endorse, on an annual review basis, any product or service provided those endorsed products or services meet the following qualifications:

1. Requests
 - a. Requests from product or service vendors for contracts to become licensed to sell logo fund raising products to member Clubs shall be submitted to the ~~Senior Director of Finance and Administration~~ Chief Financial Officer for processing and review.
 - b. Product or service must be national in scope.
 - c. Organization must prove evidence of corporate stability through submission of bank, customer, and trade references together with certified financial reports for the previous three (3) years.
 - d. **Organizations shall be of character, ability and have a proven minimum 12 month record of success that could provide value to Optimist International.** ~~Organization must be in existence for a minimum of five (5) years.~~

Listing of Districts at or Below 1200 Members

As part of the fiduciary responsible of the Audit and Finance Committee, we have provided a report of the Districts at or below 1200 Members. Per policy ID-25, 1200 members is the point at which a District is considered no longer financially and administratively viable. The Committee expresses strong concern at the number of Districts currently at risk (as defined in the Board policy), and believes this needs to be addressed due to the costs to OI of maintaining these Districts that have been identified as no longer being financially and administratively viable. The Committee strongly encourages the Board to follow the existing policy of notifying each of these Districts of this status, and follow its own currently approved and in place policies as documented in ID-25 and ID-7.

Motion adopted

Phillips/Quinlan

That the Board of Directors send a letter of notification to all of the Districts currently at risk per policy ID-25.

Master Schedule of Dues and Fees

Rationale: The Board of Directors approved the 2014-2015 Master Schedule of Dues and Fees in July 2014. However, since then the Board of Directors adopted the proposal offered by the New Club Building in January 2015 to revise the New Club Charter Fee to a flat \$425. Therefore, the Master Schedule of Dues, Fees, Assessments, and & Scholarships needs to be updated to reflect the revision.

Motion adopted to table to later in meeting

That the Board of Directors adopt the Master Schedule of Dues and Fees as presented.

New Storage Area Network (SAN)

Rationale: The Storage Area Network (SAN) is our high-speed network of storage devices that also connects those storage devices with servers. Throughout the past year, multiple repairs have been necessary to keep our existing SAN in operation. On several occasions, the SAN has gone completely down. When the SAN goes down all Optimist database systems and servers are inoperable leaving

Members and Staff unable to access information and perform their jobs. In recent months, the SAN has become increasingly more fragile. Due to the age of the SAN, parts are no longer available for purchase. Our IT Director, Tom Carver, is forced to search and purchase parts on eBay. We had planned to wait until the building sale was completed to purchase a new SAN. However, due to the heightened risk of the SAN breaking down and the increasing number of recent repairs, we are requesting that the Board of Directors move forward with the purchase of a new SAN during the current fiscal year. In addition to stabilizing the organization's servers, the new SAN will support the growing information technology needs of the organization.

Motion adopted

Phillips/Creswell

That the Board of Directors approve the purchase of a new Server Area Network for the headquarters.

(Budget FY: 2014-2015: approximately \$7,000)

NOTE: The cash outlay will be approximately \$70,000. It will be capitalized and depreciated over a five year period as follows:

Year 2014-15 \$7,000

Year 2015-16 \$14,000

Year 2016-17 \$14,000

Year 2017-18 \$14,000

Year 2018-19 \$14,000

Year 2019-20 \$7,000

On behalf of the Board of Directors Marlene Phillips thanked Chair Paul Lucas for the report.

AD HOC CONVENTION COMMITTEE REPORT

An informational report of the Convention Committee was presented to the Board of Directors by Ronda Vaughn for Committee Chair Mike Allen.

Board Policy – Convention Standards I-104

Rationale: The Convention Standards Policy I-104 needed to be reviewed and updated to reflect current practices.

Motion adopted

Bruns/Quinlan

That the Board of Directors approves the changes to Policy I-104 as presented.

On behalf of the Board of Directors Board Ken Garner thanked Ronda Vaughn for the report.

The meeting recessed for lunch at 11:55 a.m. and reconvened at 1:00 p.m.

REPORT OF THE OPTIMIST YOUTH CLUBS PRESIDENT

Optimist Youth Clubs President Javanni Waugh addressed the Optimist International Board of Directors since there were no action items to present to the Optimist Youth Programs Foundation. On behalf of the Board of Directors Board Ron Huxley thanked Javanni Waugh for the report.

ACTIVITIES COMMITTEE REPORT

The report of the Activities Committee was presented to the Board of Directors by Committee Chair Sandy Larivee via Skype.

Policy I-66; Childhood Cancer Campaign and the Foundations

Rationale: The Committee noted that the Canadian Childrens Optimist Foundation will handle the entire Childhood Cancer Campaign program in Canada as directed by the Board of Directors at their January 9-10, 2015 meeting. Staff discussed this directive with the Optimist International Foundation Executive Director after the meeting and were informed that this same proposition has already been discussed by the Optimist International Foundation Board. Staff has forwarded everything available on the program to the Foundation. The Committee discussed the vast amount of CCC product in the OI headquarters basement and suggested that the OIF take this product to convention to distribute appropriately. Policy I-66 needs to be revised as the CCC Program is now handled entirely by the two Foundations. The Committee suggests that the Internet Safety Program be removed from the policy as the Board has determined that the program is a community activity and no longer an International Program.

Motion adopted

Phillips/Creswell

That the Board of Directors adopt the revision to Policy I-66 as presented.

Age Requirement for Oratorical and Essay Contests

Rationale: The Activities Committee would like to address the issue of the Oratorical and Essay Contest Policy regarding the age of contestants. Next year it is exciting to be enhancing our competition to a World Oratorical competition. Now is the time to consider making any changes to policies before the World level of competition begins. In regards to this, there is one issue that is being raised – the age requirement for qualification by age.

Currently the policy for Oratorical and Essay states :

The contest is open to all students under the age of 19 who have not graduated from high school or the equivalent regardless of when the Club, Zone, District, Regional or At -Large contest ins held. There is no minimum age.

The Draft 2015-2016 Regionals and World Championship Contest Planning Guide, Section III part 1; and Section II of the current application states:

The Global Region contestants must be under the age of 19 and enrolled in a public, private, or home school. These contestants must not have previously competed in an Optimist International Club or District contest.

Requirements for At-Large (referring to international youth) students in the Essay Contest:

At-Large contestants must be under the age of 19 and enrolled in a public, private or home school. An “at-large” student must not have competed in an Optimist International or District Contest.

Whereas:

- We will now encompass students for across the world, with many different educational systems with different graduation requirements.
- We will now work with French and English students, home-schoolers, and various educational systems with different graduation dates and educational years
- We continue to have questions regarding graduations dates (i.e. some students work extra hard to complete their educational requirements a semester earlier than other students and therefore technically graduate in February rather than May or June and would be disqualified from the competition or their school year is different)
- The World Competition will require Districts to submit winners by May 16th of the calendar year in order to prepare for the International Regional and World competition in June (and some districts will not have held their 3rd Quarter meeting by then)
- Districts may need to change their District competitions to earlier in the Optimist year.
- A student who is eligible at the beginning of the contest year will continue to be eligible throughout the various levels of the contest.
- This will eliminate the confusion of when a contestant is no longer eligible for the contest, (i.e. age after the contest year has begun or early graduation from high school will not change the student's eligibility for that year).

The Committee requests that the Board consider returning the eligibility requirement back to a specific date and age:

Motion adopted

Phillips/Oliver

That the Board of Directors approve the following revision to the age requirement rule in the Essay and Oratorical Planning Guides and applications:

Essay & Oratorical Eligibility

The contest is open to all students **under the age of 18 as of October 1st of the current Optimist International Contest Year (October 1 – September 30)** ~~under age 19 who have not yet graduated from high school or the equivalent regardless of when the Club, Zone, or District contest is/was held.~~

Essay Eligibility:

U.S. students attending school on a military installation outside the United States are eligible to enter in their last home of record. The District Chair will receive all entries from students living on U.S. military installations and send them to a Club in the city the student last resided in. If no Club is available, the District Chair will hold an at-large contest for these students. **An At-Large student may not have competed in an Optimist International or District contest in the same year.** Students residing in non-Districted areas where there are no Optimist Clubs must affiliate with current existing Districts.

On behalf of the Board of Directors Marc Katz thanked Chair Sandy Larivee for the report.

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Robert Doyle.

Foundation Presidents on the Optimist International Board of Directors

Rationale: Board of Directors adopted the following motion at their January 9-10, 2015 meeting.

That the Board of Directors recommends to the delegates of the July 2015 International Convention that the President of the Optimist International Foundation and the President of the Canadian Children's Optimist Foundation be added as non-voting members to the Optimist International Board of Directors, effective October 1, 2015.

Therefore, the Governance Committee is recommending that the following be adopted to be included as a bylaws amendment to the delegates and suggests that any budget related expenses and policies that could be affected be reviewed by the Audit & Finance Committee.

Motion adopted

Garner/Quinlan

That the Board of Directors presents the following Bylaws amendment to include the Presidents of the Optimist International Foundation and Canadian Childrens Optimist Foundation to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article V, International Board of Directors

SECTION 1. *Board of Directors.* The affairs and business of Optimist International shall be controlled and directed by the Board of Directors. The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, and six Directors-At-Large, and the executive director of Optimist International. Moreover, the **Optimist Youth Clubs** ~~IOOI~~ President, **the Optimist International Foundation President and the Canadian Children's Optimist Foundation President** shall serve as ex officio non-voting members. Excepting the executive director of Optimist International, no person employed by or receiving salary or compensation from Optimist International or a District shall be eligible to serve on the Board of Directors of Optimist International.

International Officer Term Limits

Three Year Wait Before Serving Same International Office

Rationale: As charged by the President's Charge Letter to the Committee, the Committee reviewed the Bylaws Amendment Proposals that were adopted by the delegates at the previous International Convention. The delegates approved a Bylaws amendment proposal to limit the number of times an individual may serve in an International Officer position. The following statement was added to Bylaws Article IV, Section 3: **Elected officers and directors shall serve only one (1) term.** This phrase does not consider the fact District Governors and Vice Presidents are considered officers of Optimist International. The Committee would like to offer clarification to the intent of the amendment and suggests that perhaps an individual could run for the same office after having been out of that office for at least three years.

Motion failed

Phillips/Katz

That the Board of Directors presents the following Bylaws amendment regarding the Officer term conditions to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article IV, International Conventions and Elections
Section 3. Online Election

C. *General Provisions.* No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on October 1 next following their election. For each President-Elect and Vice President-Elect, between the annual convention next following the election as President-Elect or Vice President-Elect, as the case may be, and the assumption of office, such person shall be known as the President-Designate or Vice President-Designate, as the case may be. Those eligible for the office of Vice President, Vice President-Elect and Member-At-Large on the Board of Directors shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor. Those eligible for the office of President shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor and a full term as a Vice President. Elected officers and directors shall not be eligible to succeed themselves. ~~Elected officers and directors shall serve only one (1) term.~~ **An individual may only be re-elected to the office of International President, Board Director, or Vice President after having been out of office for a period of three years.**

Clarification of Current Bylaws Regarding Term Limits

Rationale: If the Board adopts the motion above and should the delegates not adopt the proposal for an individual to wait three years before being elected to a position that they have already served, the Committee suggests the following motion be offered. If the delegates would adopt the proposal above, the Committee suggests that the following proposal be withdrawn on the floor.

Motion adopted

Phillips/Katz

That the Board of Directors presents the following Bylaws amendment regarding International Officer term limits to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article IV, International Conventions and Elections
Section 3. Online Election

C. *General Provisions.* No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on October 1 next following their election. For each President-Elect and Vice President-Elect, between the annual convention next following the election as President-Elect or Vice President-Elect, as the case may be, and the assumption of office, such person shall be known as the President-Designate or Vice President-Designate, as the case may be. Those eligible for the office of Vice President, Vice

President-Elect and Member-At-Large on the Board of Directors shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor. Those eligible for the office of President shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor and a full term as a Vice President. Elected officers and directors shall not be eligible to succeed themselves. ~~Elected officers and directors shall serve only one (1) term.~~ **For the office of International President, Board Director, or Vice President, an individual may only serve one term in the office to which they are elected.**

Audit Reference in Bylaws

Rationale: The following motion was adopted by the Board of Directors at their January 9-10, 2015 meeting:

That the Board of Directors charge the Governance Committee to review the wording in Article VIII, Section 7 to revise and clarify the wording regarding that “said audit **shall be taken** within 60 days ...”

Some of the Board members felt that the word “performed” or “conducted” is a more appropriate term instead of “taken.” The Committee agrees that the following proposal should be presented to the delegates as a housekeeping item.

Motion adopted

Phillips/Garner

That the Board of Directors presents the following Bylaws amendment regarding the appropriate wording on conducting an audit to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article VIII, Optimist International Finances

Section 7. *Audit.* The Board of Directors shall contact for an annual audit of the books of account of Optimist International by a certified public account. Said audit shall be **conducted** ~~taken~~ within 60 days after the close of the fiscal year, and a report thereon shall be submitted to the Board at its meeting next following the completion of the audit.

Youth Club Members as Optimists

Rationale: The following motion was adopted at the January 9-10, 2014 Board meeting:

To refer to the Marketing, Youth Clubs, JOOI Board, and Governance Committees to study changing JOOI (and its subgroups Alpha and Octagon) to be replaced with “Optimist” in each Club’s name and report to the Board in April.

The Governance Committee feels that in order to make JOOI Club Members feel more a part of Optimist International and to consider themselves as Optimists instead of separate organization, the following proposal is offered:

Motion adopted as amended

Creswell/Phillips

That the Board of Directors presents the following Bylaws amendment regarding the Optimist International Youth Clubs to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article III, Membership
Section 1. Clubs

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated ~~Junior Optimist Octagon International Clubs (JOOI)~~ **Optimist Youth Clubs**. ~~JOOI Youth Clubs~~ shall consist of young people ages 19 or below and not yet a member of an Adult Optimist Club (to include College Clubs). JOOI **Youth Clubs** shall consist of Alpha, Junior Optimist, or Octagon youth clubs; the requirements of which shall be set forth in ~~JOOI the Youth Clubs~~ policies. ~~JOOI Youth Clubs~~ shall meet all requirements for affiliation as prescribed in the ~~JOOI Youth Clubs~~ policies of Optimist International. New Club formation and Club revocation procedures must also be consistent with ~~JOOI Youth Clubs~~ policies. ~~JOOI Youth Clubs~~ Districts and ~~JOOI Youth Clubs~~ Board of Directors shall have direct supervision over JOOI Member Clubs under the auspices of the Optimist International Board of Directors. **Youth Clubs** ~~JOOI~~ policies shall be established by the ~~JOOI Youth Clubs~~ Board of Directors with the approval of the Optimist International Board of Directors.

Bylaws Article IV, International Conventions and Elections
Section 1. International Convention.

K. *Youth Clubs* ~~JOOI Convention.~~ A **Youth Clubs** ~~JOOI~~ Convention shall be conducted annually to facilitate operations of **the Youth Clubs** ~~JOOI~~. Member Clubs shall have representative privileges as prescribed by **the Youth Clubs** ~~JOOI~~ policies. All other references to JOOI in the Bylaws be replaced with “Optimist Youth Clubs.”

Replacement of District Officers

Rationale: President Garner asked the Governance Committee to develop a vehicle for the Board of Directors to be able to remove a District Officer from an elected or appointed office. Currently, the only way to remove an officer is through the District Executive Committee.

Motion adopted

Quinlan/Katz

That the Board of Directors presents the following Bylaws amendment regarding the necessity for replacing a District Officer to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article VII. District
Section 3. District Administration

D. *Vacancy.* For good cause or upon death, resignation or incapacitation of any elected or appointed officers or any officer-designate of a District, or in the event of the failure of any officer to carry out the duties of the office, the incumbent District Executive Committee may declare said office vacant and shall select a successor to fill the remainder of the term. Should the Immediate Past Governor(s) be unable to serve as members of the Executive Committee and Board of Directors, the next Immediate Past

Governor shall automatically become a member of the Executive Committee and Board of Directors in his/her place and stead. The foregoing shall apply to any individual who has been elected or appointed to office but for any reason does not assume or carry out the duties of the office. **In the event a District does not act in a timely fashion to replace a District Officer, the International Board of Directors may declare said office vacant or suspend the officer pending investigation, and shall select a successor to fill the remainder of the term or until the investigation is complete.**

Voting Strength Based on Number of Members in a Club

Rationale: In its annual review of the Optimist International Bylaws, the Committee noted the discrepancy in voting strength for smaller Optimist Clubs due to the one vote for every 25 members. The majority of Optimist Members belong in Clubs that have 11 to 40 members. These Clubs should have the same voting strength as small Clubs that have fewer members. The Committee feels that voting should still be conducted by a Club, but that the number of votes a Club has should be in direct correlation to the number of members in the Club to avoid disproportionate representation by clubs that have less than 20 members. Should this motion be adopted, the Committee will revise the Convention Rules accordingly.

Motion adopted

Phillips/Garner

That the Board of Directors presents the following Bylaws amendment voting strength at the International Convention and online election to the delegates at the July 2015 convention to become effective October 1, 2015:

Bylaws Article IV, International Conventions and Elections

Section 1. International Convention

E. *Number of Votes.* In the transaction of convention business requiring a vote, each Club in good standing shall be entitled at a convention of Optimist International to one vote for each ~~25~~ **10** members or majority fraction thereof (~~13~~ **6** or more) based on the numerical membership enrolled by the Club in the office of Optimist International as of 30 April immediately preceding the convention. Each Club in good standing shall be entitled to a minimum of one vote. A Club organized after 30 April, and prior to the first day on which the convention is held, shall be entitled to cast its vote on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. A quorum of any convention shall consist of a majority of the accredited delegates. All voting shall be based on total number of votes cast by accredited delegates and, unless otherwise stated, any matter requiring a vote shall be approved by a majority of votes cast by accredited delegates.

Bylaws Article IV, International Conventions and Elections

Section 2. Notice of Annual Election.

A. *Number of Votes.* In an annual election, each Club in good standing shall be entitled to one vote for each ~~25~~ **10** members or majority fraction thereof (~~13~~ **6** or more) based on the numerical membership enrolled by the Club in the office of Optimist International as of 30 April immediately preceding the election. Each Club in good standing shall be entitled to a minimum of one vote. A Club organized after 30 April, and prior to the

first day on which the election is held, shall be entitled to cast its vote on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. All voting shall be based on the total number of votes cast by accredited Clubs.

Suggested District Policies; District Officers & District Secretary and/or Treasurer

Rationale: The Committee felt that in order for a District to be fiscally responsible, a District Secretary and/or Treasurer should not serve more than two consecutive years and this should be included in the Suggested District Policies as optional wording. It is also suggested that District Policies should follow Optimist International Bylaws regarding term limits even though the Bylaws were meant to deal with International Officers and not District Officers.

Motion adopted

Phillips/Quinlan

That the Board of Directors adopt the following revisions to the Suggested District Policies:

ARTICLE III: DISTRICT BOARD OF DIRECTORS ELECTIONS AND TERMS OF OFFICE

District Officers will serve one term in the office to which they are elected or appointed. The District Secretary-Treasurer will not serve more than two consecutive one-year terms. (This will not be in bold type in the policy as it is optional wording)

West Missouri District Policies

Rationale: Vice President Todd McMillin advised the Committee in his due diligence of reviewing District Policies in his Region that the West Missouri District requires an individual to have served as Lt. Governor before being eligible for the position as Governor and does not include the JOOI President on their District Board of Directors. Optimist International Bylaws Article VII Districts, Section 6. Election of Officers and Governor-Elect, District, Paragraph A states: *Qualifications*. No one shall be eligible for election or hold a District office unless he/she is duly enrolled on the International roster as a member of a Club in good Standing in Optimist International; and has held or is currently holding the office of President of an Optimist Club. Also, Bylaws Article VII, Section 3. District Administration, Paragraph A states that the JOOI Governor shall serve as a non-voting member on the District Board of Directors. While the District does not currently have a JOOI President, the policies should include the statement for future reference.

Motion failed

Katz/Phillips

That the Board of Directors direct the West Missouri District to revise their District Policies to comply with the Optimist District Bylaws Article VII, Section 6A to require that those eligible for any District Office to have served as a Club President and to include the JOOI District Governor (if the District has one) on the District Board of Directors as a non-voting member per Bylaws Article VII, Section 3A.

Indiana South District Policies

Rationale: Vice President Todd McMillin advised the Committee in his due diligence of reviewing District Policies in his Region that the Indiana South District requires an individual to have served as Lt. Governor before being eligible for the position as Governor. Optimist International Bylaws Article VII Districts, Section 6. Election of Officers and Governor-Elect, District, Paragraph A states: *Qualifications.* No one shall be eligible for election or hold a District office unless he/she is duly enrolled on the International roster as a member of a Club in good Standing in Optimist International; and has held or is currently holding the office of President of an Optimist Club.

Motion failed

Katz/Phillips

That the Board of Directors direct the Indiana District to revise their District Policies to comply with the Optimist District Bylaws Article VII, Section 6A to require that those eligible for any District Office to have served as a Club President.

Michigan District Policies

Rationale: Although the Committee did not discuss the Michigan District’s policies in its meeting, it was brought the committee’s attention by President Garner that the Michigan District also has a stipulation that to be eligible for Governor an individual must have served at Lt. Governor. Therefore, the Committee is offering the following motion:

Motion failed

Katz/Phillips

That the Board of Directors direct the Michigan District to revise their District Policies to comply with the Optimist District Bylaws Article VII, Section 6A to require that those eligible for any District Office to have served as a Club President.

Board Policy ID-27

Motion adopted

Phillips/Creswell

That the Board of Directors approve the revision to Policy ID-27 as shown below:

District Allotment Requirements

ID-27

The following items are required for a District to receive its November and May allotment of fifty cents per member from the General Fund as determined by the International Bylaws:

Minutes of Board and Executive Committee Meetings

Budget

Financial Statement Review and Form 990 (for U.S. Clubs)

1st, 2nd, and 3rd Quarter Financial Reports

District Policies (as approved by the current year ~~Vice President~~ **Board of Directors**)

Effective 10/1/13, should the ~~Vice President~~ **Board of Directors** deem the District’s Policies as not in compliance with Optimist International Bylaws, the District will be notified and given the opportunity to revise the policies. The allotment will be withheld until approved policies have been submitted.

Effective November 1, 2013, any District found in violation of policies related to merchandise will forfeit any allotment.

Qualifications of District Officers

Motion adopted

Katz/Phillips

That the Board of Directors present the following Bylaws amendment proposal to the delegates of the July 2015 Convention to become effective October 1, 2015.

Bylaws Article VII, Districts

Section 6, Elections of Officers and Governor-Elect, District.

4. Qualifications. No one shall be eligible for election or hold a District office unless he/she is duly enrolled on the International roster as a member of a Club in good standing in Optimist International; and, **with the exception of the office of secretary, treasurer or secretary-treasurer**, has held or is currently holding the office of President of an Optimist Club.

Minimum Number of Club Board Directors in the Optimist Bylaws

Rationale: The minimum number for a Club's Board of Directors arose from a Club inquiry. Staff investigated and noted that the legislation in most States and in Canada requires a minimum of three members for a non-profit Board of Directors. Therefore, there is a technical breach, although applicable legislation would deem the last known board members (those in the last notice filed with non-profit authorities) to be still in office, and thus liable for any statutory or legal obligation in that capacity, whether they are still Optimist members or not. Accordingly, we should consider importing a clause into the Optimist International Bylaws and Standard Club Bylaws of the obligation for a Club to have at least the minimum legislatively mandated number of board members, possibly accompanied with a deeming provision aimed at the last known board members.

Motion adopted

Bruns/Creswell

That the Board of Directors present the following Bylaws Amendments regarding the minimum number of Club Directors to the delegates of the July 2015 convention:

Bylaws Article III, Membership

Section 1. Clubs.

A. Optimist Club Structure.

4. *Articles and/or Bylaws.* A Member Club shall not change or amend its articles and/or bylaws in such manner that it will be inconsistent with any current requirements for affiliation **or with any applicable federal, state or provincial legislation governing not for profit corporations or organizations.**

Bylaws Article III, Membership

Section 1. Clubs.

A. Optimist Club Structure.

5. *Club Resignation or Revocation.*

- a. *Resignation by Club.* Any Member Club may resign from Optimist International, by reason of dissolution or other reason, provided that all financial obligations to Optimist International and the District have been fulfilled and that, if incorporated, the corporation shall be legally dissolved as an Optimist Club, and that notice of such resignation, dissolution, amendment or continuance shall be transmitted to Optimist International **and to any applicable government authority regulating not for profit corporations.**

Standard Club Bylaws – Minimum Number Of Directors

Rationale: See rationale above.

Motion adopted

Bruns/Creswell

That the Board of Directors revise the required mandatory wording in the Standard Club Bylaws as shown below:

Standard Club Bylaws

Article VI - Directors

Section 1. ~~There shall be a Board of Directors which shall consist of the officers of the club and ___ elected members.~~ **The Board of Directors shall have such minimum number of members as may be required from time to time by any applicable federal, state or provincial legislation governing not for profit corporations or organizations.** Directors shall serve for a period of ___ years or until their successors are duly qualified and elected and ___ shall be elected every year. In the event of a directorship becoming vacant for any reason, such vacancy shall be filled by the Board of Directors, and the appointee shall serve for the duration of the term of the individual being replaced.

Certified “Optimist” Member

Motion adopted to refer to the Club Fitness Advisory Committee

Bruns/Phillips

That the Certified Optimist proposal be further investigated.

Youth Club Structure

Rationale: It was discovered that the Optimist International Bylaws and the Policy for Governance of Junior Optimist Octagon International (JOOI) are not the same for the required age of JOOI Members. The Governance and Youth Clubs Committees believe that the JOOI Policy is more consistent with our mission, working with youth. The Committees believe that those over 18 would be better served working with the College Club Committee, creating Optimism at that level.

Motion referred to Youth Clubs and Governance Committees Quinlan/Phillips

That the Board of Directors presents the following Bylaws amendment regarding membership age of a JOOI Member to the delegates at the July 2015 Convention to become effective October 1, 2015.

Bylaws Article III. Membership

Section 1: C. Youth Club Structure

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated Junior Optimist Octagon International Clubs (JOOI). JOOI Clubs shall consist of young people ~~ages less than 19 or below~~ **years of age prior to September 30th of the current administrative year** and not yet a member of an Adult Optimist Club (to include College Clubs). **Special consideration can be made for students with handicaps.** JOOI Clubs shall consist of Alpha, Junior Optimist, or Octagon youth clubs; the requirements of which shall be set forth in JOOI policies. JOOI Clubs shall meet all requirements for affiliation as prescribed in the JOOI policies of Optimist International. New Club formation and Club revocation procedures must also be consistent with JOOI policies. JOOI Districts and JOOI Board of Directors shall have direct supervision over JOOI Member Clubs under the auspices of the Optimist International Board of Directors. JOOI policies shall be established by the JOOI Board of Directors with the approval of the Optimist International Board of Directors.

On behalf of the Board of Directors Sue Creswell thanked Chair Robert Doyle for the report.

The meeting recessed at 3:15 p.m. and reconvened at 3:30 p.m.

MASTER SCHEDULE OF DUES AND FEES

Motion adopted

Bruns/Boyd

That the Board of Directors adopt the revised Master Schedule of Dues and Fees as presented.

MEMBERSHIP COMMITTEE REPORT

The report of the Membership Committee was presented to the Board of Directors by Committee Chair Mark Weinsoff. On behalf of the Board of Directors Marlene Phillips thanked Chair Mark Weinsoff for the report.

FRIEND OF OPTIMIST PURCHASE PACKAGE

Motion adopted

Phillips/Creswell

That the following “Friend of Optimist Purchase Package” be adopted as follows:

FRIENDS PACKAGE PLAN

Remainder of this 2014-15 year:

Optimist Clubs may purchase one package of 6 Friends for \$300. The Club receives no money back from the purchase price and all Friends must be submitted for membership use with proper information by December 31, 2015. Any unused Friends from the package will expire as of December 31, 2015 and there will be no refunds or credits issued.

Optimist year 2015-16:

Optimist Clubs may purchase one package of 6 Friends from Oct. 1, 2015-June 30, 2016. The Club receives no money back from the purchase price and all Friends from the package must be submitted for membership use with the proper information by July 31, 2016. Any unused Friends from the package will expire as of July 31, 2016 and there will be no refunds or credits issued.

One of the critical components of this program will be to make sure that Clubs understand that while this is a very effective tool for honoring various members of the community and speakers to the Club, the Club will need to make a strong effort to have these individuals become part of the Club activities in order for them to wish to renew. If these Friends do not renew, the Club will find that it will either need to continue purchasing six Friend membership per year or the Club may lose six members the following year. As always, the Optimist International Board of Directors will have the opportunity to monitor and make changes to this program as necessary.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The report of the Candidate Qualifications Committee was presented to the Board of Directors by Staff Liaison Dana Thomas for Committee Chair Don Sievers.

Policy I-130; Candidate Qualifications Guidelines

Rationale: The Committee reviewed the Candidate Qualifications Guidelines in depth, specifically in relation to the process of selecting nominees for the office of Vice President-Elect. The Committee believes that the selection of candidates for the office of Vice President should be changed in one regard. We do not feel that it is necessary to select more than one candidate for said office at our first meeting. That person would become the CQ candidate and be confirmed at our second meeting. The Committee also noted the small amount of information available for the process of choosing leaders, and that policy has not been followed in the evaluation process of OI Reps at District Conventions. In practice, the evaluations are sent by and to the Leadership Development Committee. The CQ committee feels that it would receive more information useful to our quest if the evaluations were done according to policy, with the forms returned to the CQ Committee Chair. Finally, the Committee received many Letters of Recommendation after deliberations for nominees were completed, and feel there needs to be an established time frame for when recommendations are received.

Motion adopted

Phillips/Oliver

That the Board of Directors approves the revisions to Policy I-130 as presented.

Policy ID-28, International Officer Job Descriptions

Rationale: The Committee reviewed the International Officer Job Description Policy in depth, specifically in relation to the responsibilities and expectations of District Governor-Elects and Vice President-Elects. A Letter of Understanding Between Optimist International and Governor-Elect Candidates was added to stress the responsibilities and expectations of District Governor-Elects, and to

complete uniformity in the policy. Also, the Committee responded to the charge by the President to create a method for monitoring and evaluating the immediate past Governors.

Motion adopted as amended

Creswell/Quinlan

That the Board of Directors approves the revisions to Policy ID-28 as presented **and add to each Letter of Understanding in the policy as Item 1: Growth (including membership and new club building) is the Number 1 priority for your District, Region, and the organization.**

On behalf of the Board of Directors Ron Huxley thanked Dana Thomas for the report.

CLUB FITNESS ADVISORY COMMITTEE

The report of the Club Fitness Advisory Committee was presented to the Board of Directors by Stephanie Monschein for Committee Chair Paul Reyling.

Request for Follow-Up Program Builder of Excellence

Rationale: The Club Fitness Advisors Committee believes that the new “Follow-up Program” for new Clubs will greatly improve the chances that the new Cub will be built with a solid foundation for sustainability. Because the Follow-up program is extensive and requires a long-term commitment from New Club Mentor/Mentors, the Committee feels that the Member that is willing to engage in that type of commitment deserves special recognition. The Committee would like to offer the “Builder Of Excellence” medallion with a different color ribbon to one “mentor” per sponsoring Club not to exceed two total.

Motion adopted

Creswell/Garner

That the Board of Directors approves the awarding of a special Builder of Excellence medallion to one “mentor” per sponsoring Club for the new Club built.

Budget: \$0 (Will be budgeted in 2017)

On behalf of the Board of Directors Board Ron Huxley thanked Stephanie Monschein for the report.

PENSION TRUSTEES COMMITTEE

Motion adopted

Phillips/Boyd

That the Board of Directors present the following Bylaws Amendment to rename the Pension Trustees to “Trustees” to the delegates of the July 2015 convention to become effective October 1, 2015:

- Bylaws Article V, International Board of Directors
- Section 6. International Committees
- A. Name and Purposes

4. ~~Pension~~ **Trustees** Committee which shall be responsible for administering the Optimist International Employee Pension Plan provisions **and other financial investments and obligations as determined by the Board of Directors.**
- C. Appointment and Term.
3. The ~~Pension~~ **Trustees Committee** shall consist of four (4) trustees. The trustees shall include the executive director and three (3) volunteers appointed for three (3) year terms. At the inception of the Trustees, the President shall appoint one volunteer for a three (3) year term and one volunteer for a two (2) year term, and one volunteer for a one (1) year term.

The meeting recessed at 5:15 p.m. for the evening.

Saturday, April 11, 2015

The meeting reconvened at 8:00 a.m.

MARKETING COMMITTEE REPORT

An information report of the Marketing Committee was presented to the Board of Directors by Committee Chair Rebecca Butler Mona via telephone. On behalf of the Board of Directors Rick Quinlan thanked Chair Rebecca Butler Mona for the report.

BRANDING STATEMENT

Motion adopted to table

Garner/Phillips

That the Board of Directors revise Policy ICD-12 to state the following as the Optimist International Branding statement.

Branding Statement

ICD-12

The International, District, and Club branding statement shall be “Bringing Out the Best in Kids, Ourselves, and Our Communities.” Clubs may use the tag line “Right Here. Right Now” in conjunction with the branding statement.

The meeting recessed at 9:09 a.m. and reconvened at 9:24 a.m.

FIELD REPS / BUILDERS OF EXCELLENCE

Marlene Phillips addressed the Board of Directors.

Policy I-56; Requests for Authorized Representatives

Rationale: In order to bring the policy into current practice and simplify the requirement for new club building, the following revisions are offered.

Motion adopted as amended

Phillips/Creswell

That the Board of Directors revise Policy I-56 as shown below:

Requests for Authorized Representative

I-56

To facilitate the assignment of authorized representatives for the official organization meeting of a new club, to provide adequate time for the arrival of the advance shipment of complimentary supplies for the new club, to help assure that the sponsor possesses current, helpful sponsorship supplies, to prevent premature assignments which are costly and often deprive others of the services of authorized representatives, and to help safeguard the sponsor's status in the awards programs, the policy governing the assignment of authorized representatives shall be as follows:

- ~~1. Completed New Club Building Reports on not less than two preliminary meetings, conducted during the two weeks immediately preceding the request for such assignment, should be mailed to Optimist International within 24 hours after each meeting.~~
- ~~2. Each New Club Building Report, on the prescribed form or a facsimile thereof, must be signed and attested by the president of the sponsoring club or his authorized representative, who has personally attended the meeting described on the report.~~
- ~~3. A pre-organization meeting report should be mailed or faxed to the International Office before an International field representative is assigned to organize the club. This pre-organization meeting should take place five to seven days before the requested organization date.~~
- 4.1. **Only the executive director or his designee By contacting the New Club Building Department at Optimist International, the Executive Director shall be authorized to appoint the Authorized Representatives to fix dates for official the purpose of organization meetings of new clubs. and assign an authorized representative for the purpose of conducting the official organization meeting. If a member participated in the pre-organization of a New Club, they are not allowed to serve as the authorized field representative.**
- ~~5. No assignment of an authorized representative, or request for same, should be made or acknowledged by Optimist International until official New Club Building Reports and supporting data indicate the applicant group is ready to comply with all requirements for affiliation and is prepared for the conduct of its official organization meeting.~~
6. 2. **The sponsor club's representative should request assignment of an authorized representative to conduct the formal organization meeting, at least 120 hours (5 days) prior to the desired organization date, and have met all other aforementioned requirements.**

Policy I-5, NCB Across District Boundaries

Rationale: In order to remove all barriers to growth of our organization, the following revisions are offered to simplify the process.

The meeting recessed at 10:00 a.m. to work on revised language and reconvened at 10:30 a.m.

Motion adopted

Phillips/Creswell

That the Board of Directors revise Policy I-5 as shown below:

NCB Across District Boundaries

I-5

The Governor of the sponsor District shall, ~~in writing~~ **contact**/notify the **Executive Director** ~~Governor of the recipient district~~ of the intention to build an Optimist Club **across District lines**, and shall copy the club, District and International officials involved. **The Executive Director shall give notice of such intent to the respective District and the District shall respond within 14 days of such notice as to their intent regarding the new Club.** ~~Such activity shall be completed by September 30 of the current administrative year unless the sponsor club is reporting to Optimist International on a regular basis and has not less than 10 signed and paid members, in such an event a 30-day extension shall be granted.~~

The administration of the two involved Districts should coordinate efforts to welcome the new club into Optimist International and provide for the **successful integration** ~~effective assimilation~~ of the new club.

Forming a new Club across District boundaries:

- **The Club being built will be assigned to the geographic District in which the Club is located unless determined by the Executive Director not be in the best interest of the Club's success.** ~~When a potential club site sits on the dividing line of two or more districts, any of the districts involved may build a club at that site.~~
- The sponsoring Club's District will receive credit for building the Club and the Club will be placed in **the District they request.** ~~that district. The other district(s) will be notified of the building process as a courtesy by a copy of the sponsor commitment form.~~
- All credits in the awards program relating to the organization of said Club, and credit for any award earned by said new Club will be credited to the Sponsor Club's Zone and District for the balance of the year in which the Club **chooses to reside.** ~~is organized.~~
- ~~Each new administrative year the new Club may be reverted back to the geographical district in which the club is located if both districts agree to said re-location.~~
- District dues of the new Club shall be paid to the District in which the Club is officially assigned. That District will assign the new Club to one of its Zones and that Zone will receive the membership.
- If two clubs from two Districts coordinate a build of the new Club, both Clubs, and Zones will receive credit but District credit will remain with the initial Sponsor Club.

Midwestern Ontario District Requests

Motion adopted

Creswell/Oliver

Phillips abstained

That the Midwestern Ontario District be apprised of the revised policy above.

The meeting recessed into executive session at 10:50 a.m. and reconvened at 11:25 a.m.

Motion adopted

Phillips/Garner

To adjourn the meeting.

There being no further business, the meeting adjourned at 11:25 a.m.

Benny Ellerbe
Executive Director/Secretary

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