

MINUTES

OPTIMIST INTERNATIONAL BOARD OF DIRECTORS MEETING

**March 28, 2022
Online Meeting**

The following Members of the 2021-2022 Board of Directors were in attendance for the entire meeting:

Patsy Garner	President	Fort Worth, Texas
Bob McFadyen	President-Elect	Kitchener, Ontario
Mark Weinsoff	Immediate Past President	Goleta, California
Luc Dubois	2019-2022 Director	Sherbrooke, Québec
Sandy Williams	2019-2022 Director	Yuma, Arizona
Robert Doyle	2020-2023 Director	Ottawa, Ontario
Janet Lloyd	2020-2023 Director	West Des Moines, Iowa
Russ Thomas	2021-2024 Director	Cumming, Georgia
Carol Haynes	2021-2024 Director	Christ Church, Barbados

Ex Officio Members:

Dianne Josling	CCOF President	Mitchell, Ontario
Claire Labrèche	OFC President	Montreal, Québec
Cheryl Brenn	Executive Director	St. Louis, Missouri

Excused:

Marc Katz	OIF President	Berkley, Michigan
Claire Labrèche	OFC President	Montreal, Québec
Maya Gluck	JOI President	

Monday, March 28, 2022

Immediate Past President Mark Weinsoff called the online meeting of the 2021-2022 Board of Directors meeting to order at 6:02 p.m. (Central) on Monday, March 28, 2022. President Patsy Garner offered a Reflection of Optimism including a moment of silence for those suffering in the Ukraine. Immediate Past President Mark Weinsoff read the Mission Statement.

Past President Robert Garner was appointed as parliamentarian for the meeting.

CONSENT AGENDA

Minutes of March 4-5, Meeting.

Motion adopted

Garner/Haynes

To approve the minutes of March 4-5, 2022 as amended.

GOVERNANCE COMMITTEE REPORT

On behalf of the Committee, Chair Sandy Larivee presented the Board of Directors the Governance Committee report.

Special Needs / Adults With Exceptionalities Clubs

Rationale: At the March Board of Directors meeting, the Governance Committee was charged to review the proposals regarding Special Needs Clubs in light of the additional proposed Bylaws amendment proposal offered by the New Club Building Committee. The Governance Committee feels that the additional wording offered by NCB to add a section in the Bylaws regarding the Dues and Fees for Special Needs Clubs should not be offered to the delegates but that the Dues and Fees of such Clubs should be included in the Master Schedule of Dues and Fees instead. The Committee also feels that the wording previously approved by the Board regarding the new classification of Special Needs Clubs should be revised to be more in accordance with the College Club classification and that the specifics of the Special Needs Clubs should be created in a Board Policy. This Board policy should direct the specifications and details of creating and maintaining the Special Needs Clubs structure. A new Board Policy will be developed by the Membership Department and reviewed by other leadership and staff before being offered to the Board of Directors at a later date. The current approved wording for Special Needs Clubs is as follows:

Bylaws Article III. Membership

Section 1. *Clubs*

A. *Optimist Club Structure*

1. *Membership in Optimist Clubs*

New Paragraph d. *Special Needs / Adults with Exceptionalities Club Structure.* The majority of members must be comprised of individuals designated as having Special Needs. The structure of a Special Needs/Adults with Exceptionalities Club shall be identical to a General Membership Optimist Club and subject to the same requirements for Optimist International clubs as set forth in these Bylaws and under the supervision of the Optimist International Board of Directors except as stated otherwise in these Bylaws.

The Governance Committee notes that the previous approved wording addresses only the membership in such Clubs and not the Club Structure. The following proposed wording addresses both membership (following similar wording as for College Clubs) and offers wording addressing Club Structure.

Motion adopted as amended

Garner/Haynes

That the Board of Directors present the following revised Bylaws Amendment regarding Special Needs Clubs to the delegates at the July 2022 convention to become effective October 1, 2022.

Bylaws Article III. Membership

Section 1. *Clubs*

A. *Optimist Club Structure*

1. *Membership in Optimist Clubs*

- a. *General*
- b. *Life Membership*
- c. *College Membership*

New Paragraph **d. *Special Needs/Adult with Exceptionalities Membership.*** Any Member in a **Special Needs / Adult with Exceptionalities Club** may be classified as a **Special Needs Member.** A **Special Needs Member** shall pay annual dues as set forth by the Board of Directors and shall have the same rights and privileges as any Member of a Club.

Bylaws Article III, Membership

- A. Optimist Club Structure
- B. College club Structure
- C. Youth Club Structure

New Paragraph **D. *Special Needs / Adult with Exceptionalities Club Structure.*** A **Special Needs / Adult with Exceptionalities Club** shall consist predominately of individuals who are **Special Needs / Adults with Exceptionalities.** The structure of such Club shall be identical to an **Optimist Club** and subject to the same requirements for **Optimist Clubs** set forth in these Bylaws and under the supervision of the **Optimist Board of Directors** except as stated otherwise in these Bylaws.

REVIEW OF PROPOSED BYLAWS AMENDMENTS

Elections by Acclamation

Motion adopted

McFadyen/Doyle

To remove the date in all three sections of the proposal.

Announcement of Candidate for International Office

Motion adopted

McFadyen/Haynes

Revise New Paragraph C in the proposal

The Candidate Qualifications Committee shall submit as soon as practicable after April 1 the names of those qualified personal who have self nominated and all candidate nominated by the committee.

International Club Dues Increase

Motion adopted

Lloyd/McFadyen

To revise the title to Member Dues and to include the items at risk if the proposal is not adopted.

On behalf of the Board of Directors Patsy Garner thanked Chair Sandy Larivee and Audit & Finance Chair Sandi Schmidt for the report.

SCHOLARSHIP COMMITTEE REPORT

Motion adopted

Dubois/Haynes

To approve the Consent Agenda report.

LEADERSHIP DEVELOPMENT COMMITTEE REPORT

On behalf of the Committee, Stephanie Monschein presented the Board of Directors the Leadership Development Committee Report for Committee Chair Marlene Phillips.

Policy ICD-135: International Recognition Program

Rationale: In an effort to increase value to Clubs and their Members, the Leadership Development Committee believes that all required officer training should be completed by April 15th of the year an officer serves. To provide clarity and consistency, the Leadership Development Committee further requests that the date of May 1st be recognized as the date that training for the incoming officers will be made available on the Learning Management System each year. Establishing consistent annual dates should help alleviate confusion as to which officer training a member takes. While acknowledging the five-year Bylaw requirement of no changes to policy ICD-135 for five years, the Committee felt that adding additional clarification/operations note at the bottom of the policy was in order and request the following motion be approved:

Motion adopted as amended

Garner/McFadyen

That the Board of Directors add the following Notated Item to Policy ICD-135 as shown below:

Beginning October 1, 2022, all Learning Management System requirements for Club President, Club Foundation Representatives, Club Secretary/Treasurer, and Lieutenant Governors must be completed by April 15th of the year the current officer serves.

Motion adopted

To adjourn the meeting.

There being no further business, the meeting adjourned at 8:25 p.m. on Monday, March 28, 2022.

Cheryl Brenn
Executive Director/Secretary