

Inside This Issue:

Learn more about who is running in the 2008 Optimist International elections

A number of Bylaws amendments have been proposed – familiarize yourself with the issues!

HOTLINE

Optimist International's Leadership Publication

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3 Candidates in Running for Two International Board Seats

Three Optimist Club Members have filed their intention to be nominated for a seat on the Optimist International Board of Directors. Ken Garner of Fort Worth, Texas; Esthermarie Hillman of Tucson, Arizona; and Marlene Phillips of Windsor, Ontario, will be on the ballot at the International Convention in Grapevine, Texas, in July. Club delegates will elect two of them to three-year terms, which begin October 1, 2008. The two elected will replace current Board members Guy Templin and Mark Shriver, whose terms expire September 30.

In addition, delegates will elect the International President-Elect and eight International Vice Presidents-Elect. Beginning with the 2009-2010 administrative year there will be eight Vice Presidents, instead of the current 10, who will be elected by specific fixed Regions. Delegates will vote for the Vice Presidential candidate for their Region only. The Regional makeup will stay the same from year to year. To view a map of the new regions, click here.

The candidates expected to be nominated by the International Candidate Qualifications Committee and the three Board nominees have all furnished information about

their Optimist background and their vision for their leadership role. The information can be found on the following pages and also at www.optimist.org.



Proposed International Bylaws Amendments *to be Considered* at Convention

Numerous proposed amendments to the Optimist International Bylaws will be presented to the delegates representing Optimist Clubs at the International Convention in Grapevine on Friday, July 4. The proposals are listed in this issue of the *Hotline* and are also available at www.optimist.org.

Each Optimist Club in good standing at the time of the Convention is entitled to one vote per 25 Members or major fraction thereof (13 or more) based on the numerical membership enrolled by the Club in the International Office as of April 30, 2008. A Club organized after that date, and prior to the first day of the Convention, is entitled to cast its votes on the basis of the numerical charter roster on file with Optimist International.

One designee from the Club, who must be registered for the Convention from that Club, must visit the Credentials Desk at the Convention and pick up the Club's ballots and other pertinent information. An individual may represent more than one Club, but he or she must be a Member of each Club and must pay a separate registration fee for each Club.

Convention Resolutions *Process*

Use the Convention Resolutions Process to your advantage! This communications vehicle can be used for any aspect of the organization not covered in the Bylaws.

Clubs must submit resolutions by May 3, 2008, to the Resolutions Committee. The committee will choose the strongest resolutions and report them to Convention delegates on Saturday, July 5, for debate and vote (Note: Resolutions endorsed by Convention delegates are non-binding and are sent to the International Board of Directors for further consideration and study).

Please type resolutions on Club stationery and include your Club name, Club number and Club President's signature. All resolutions should be written in standard resolution format: "Whereas ... , Whereas ... , Whereas ... , Be it resolved that the Board of Directors of Optimist International is asked to consider... ." Please mail your resolutions to: Resolutions Committee, Optimist International, 4494 Lindell Blvd., St. Louis, MO 63108.

2008-2009 Candidates Board Candidates



Ken Garner

Member (date joined): Breakfast Optimist Club of East Fort Worth, Texas (1994)

Spouse: Patsy

Occupation: Certified Public Accountant-Senior Tax Manager

Optimist Service: President (1997-98 & 2007-08); Lt. Governor North Texas District (1998-99 Distinguished & Outstanding); Governor North Texas District (2001-02 Distinguished & Outstanding); Member, International New Club Building Committee (2003-04); International Vice President (2005-06); Member, International Convention Committee (2006-08); Field Rep; Certified International Trainer; Certified Club Builder

What is your vision for the future of the organization, and what will you do in this position to help accomplish that? Optimist International is at a juncture where creativity and forward thinking are vital, but they must be based upon a good understanding of our heritage. With the internet and infusion of global commerce, our international presence should expand exponentially. We should be prepared for working with Optimists in India, China and wherever there are children. Our leadership and thinking should keep pace. Opportunities to travel with Optimist International and working with an international firm have allowed me to have a more global perspective and an understanding that our leadership should always remember that we are here to serve Optimist Clubs.



Esthermarie Hillman

Member (date joined): Pueblo Optimist Club of Tucson, Arizona (1996); and Ochoa Optimist Club of South Tucson, Arizona (2006)

Occupation: Jeweler, Goldsmith, Horologist, Property Manager and Assistant Track & Field Coach at Arizona School for the Deaf & Blind

Optimist Service: President, Pueblo Tucson (1999-2000 Bronze Honor Club); Lt. Governor Arizona District (2000-01); Governor Arizona District (2004-05 Distinguished & Outstanding); Member, International International Development Committee (2005-06); Member, International New Club Building Committee (2006-07); Certified Club Trainer; Certified New Club Builder

What is your vision for the future of the organization, and what will you do in this position to help accomplish that? I see a flexible organization encompassing a wide variety of Clubs we presently have and many more that we are unaware of at this time. I see more and better communications among all of Optimist International. As a Board member representing you, I will be open to all forms of communication with you and try to be your voice to the rest of the Board. I have the ability to listen and catalog information. I understand finances and have a degree in accounting. I have the ability to look at things from many different angles and often come up with innovative solutions. I will definitely represent the interests and concerns of the Members and Clubs of Optimist International.



Marlene Phillips

Member (date joined): Optimist Club of Riverside-Windsor, Ontario (1995); Optimist Club of Roseville Fountainebleau, Ontario (2002); Optimist Club of Sigma Chi-Windsor, Ontario (2004); and Optimist Club of Essex Youth Centre, Ontario (2004); former Member of Optimist Club of Ford City-Windsor, Ontario

Spouse: Dwight

Occupation: Accountant

Optimist Service: President, Riverside-Windsor (1995-96 & 1999-2000 Double Distinguished both times, and 2007-08); Lt. Governor Southwestern Ontario District (1996-97); Governor Southwestern Ontario District (2003-04); Chair, International College Club Committee (2005-06); member, International Activities Committee (2006-07); member, International Finance Committee (2007-08)

What is your vision for the future of the organization, and what will you do in this position to help accomplish that? In order for our organization to grow we need to expand our thinking. The way we recruit today isn't meeting our needs for increasing our membership. There are many things we need to accomplish, but without membership none of them can happen. We need a plan for New Club growth other than leaving it to the Member to do (or not). We also need to deal with our financial position. Fiscal responsibility is also one of my main concerns.

President-Elect Candidate



2008-2009 President-Elect Candidate

Mark O. Shriver

Member (date joined): Optimist Club of Woodstock-Midday, Georgia (1989); Optimist Club of Woodstock-Towne Lake, Georgia (1995); formerly Member of Optimist Club of Atlanta-Midtown-Evening, Georgia (1988-1994) and Optimist Club of Canton, Georgia (1981-1988)

Spouse: Patricia S. McKay M.D.

Occupation: Attorney

Optimist Service: Club President, Woodstock-Midday (1992-93), Atlanta-Midtown-Evening and Canton (1984-1985); Club Secretary (1994-95); Lt. Governor, Georgia District (1985-86); Governor, Georgia District (1989-90); Member, International Youth Clubs Committee (1994-95); Member, International Programs Development Committee (1997-99); Member, International Strategic Plan Task Force (1999-2000); International Vice President (2000-01); Member, International Club Services Committee (2001-02); Member, International Activities Committee (2002-03); Chair, International Convention Committee (2004-05); International Board Member (2005-08); NCB Field Representative

What is your vision for the future of the organization, and what will you do in this position to help accomplish that? My vision is for our great organization to provide more hope and more positive vision to more of our children. To do this, we need more of us (Optimists).

To maximize our growth, Membership and New Club Building must be coordinated with our strategic and marketing plans. These plans must then be promoted and implemented at

all levels: Club, Zone and District.

Additionally, we should develop and expand mutually beneficial partnerships with corporations and other non-profit/charitable organizations.

My team and I will work directly with Presidents, Lt. Governors, Governors and Vice Presidents to foster leadership development and personal growth to maximize the success of Optimists, Optimist International and more of our children.

2008-2009 Candidates

Vice President-Elect Candidates



Northeast & Great Lakes Region (New York–New England; Atlantic Central; Central Ontario; Midwestern Ontario; Southwestern Ontario; Michigan)

Marc D. Katz

Member (date joined): Optimist Club of Royal Oak, Michigan (2001) and Optimist Club of West Branch, Michigan (2003); former member of Optimist Club of Berkley-Huntington Woods, Michigan

Spouse: Nancy

Occupation: Senior Trainer

Optimist Service: President, Berkley-Huntington Woods (1995 to 1997); Secretary/Treasurer Michigan District (1999-2000 and 2007-08); Assistant Governor Michigan District (2001-02); Governor Michigan District (2003-04); District Foundation Representative (2006-07); Member, International Leadership Development Committee (2006-2008); Member, Certified Trainer Board (2006-08)

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

Optimist International needs to position itself as the number one service organization working for the youth in our communities. Every effort must be made to market the organization so that when people think of service to youth the name that they associate with it is Optimist International. I will encourage Clubs, the Zones and the Districts to market themselves through the use of every media outlet to let them know who we are and what we are doing. Every Optimist Club Member, at the end of the day, needs to answer this question, "What have I done today to make a difference in the life of a child?"



Southeast Region (Caribbean; Georgia; North Florida; South Florida; South Carolina; Alabama–Louisiana–Mississippi)

Lois Philbrick

Member (date joined): Optimist Club of Ocala, Florida (2004); and Tri-County Optimist Club of Florida (2005); formerly Member of Optimist Club of Humble, Texas

Spouse: Don

Occupation: Retired Educator

Optimist Service: Club President (1998-99); Lt. Governor Southeast Texas District (1999-2000

Distinguished); Governor Southeast Texas District (2002-03 Distinguished); Member, International New Club Building Committee (2004-05); Co-Chair, International New Club Building Committee (2005-06); Member, International Junior Golf Committee (2006-08); Certified Club Builder

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

My vision for the future of Optimist International is to help make our organization responsive to our changing society. I would bring all of my teaching and creative skills into practice to address the limited time and finances of people today as they respond to our invitation to become a part of the Optimist International family. These same skills will help me identify and encourage leaders to step up and be the voice of our organization. My classroom experiences provide first-hand knowledge of what our young people can accomplish. They are the future of volunteerism, so JOOI Clubs must be a primary focus.

2008-2009 Candidates

Vice President-Elect Candidates



Mid Atlantic Region (Kentucky–West Virginia; Tennessee; Maryland–South Delaware; Capital–Virginia; North Carolina West; North Carolina East)

David L. Prather

Member (date joined): Optimist Club of Vine Grove, Kentucky (1987); and Optimist Club of Frankfort, Kentucky (2007); formerly Member of Capital City Optimist Club of Frankfort, Kentucky, and the Optimist Club of Bardstown, Kentucky

Occupation: Systems Analyst III, Office of Technology – Quality Assurance Branch, Kentucky Higher Education Student Loan Corporation

Optimist Service: Club President, Vine Grove (1995-96 Honor Club) and Capital City (2005-06 & 2006-07 Distinguished); Lt. Governor Kentucky–West Virginia District (1993-94, 1994-95, 2004-05 Distinguished); Governor Kentucky–West Virginia District (2002-03); Member, International Governance Committee (2006-07)

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

The primary mission of our organization is the same as it has been for so many years, offering hope to children. In order for us to continue to fulfill that mission, we must be willing to adapt ourselves to a changing society. As Vice President, it is my hope to act as a facilitator to our District and Clubs in adapting ourselves to that changing society. By emphasizing flexibility in governance and increased emphasis on strategic planning, along with a willingness to adapt, I believe that we will be able to meet the challenges faced in today's changing world.



Middle America Region (Indiana North; Indiana South; Ohio; Illinois; East Missouri; West Missouri)

Dennis J. Desmond

Member (date joined): Optimist Club of Marshall, Missouri (1995); Optimist Club of Slater, Missouri (2000); and Optimist Club of Southside Kansas City, Missouri (2003); formerly Member of Tri City Optimist Club (Charter Member), Missouri; Breakfast Optimist Club of Fulton, Missouri; and Optimist Club of Pleasant Hill, Missouri

Spouse: Elsie

Occupation: Retired Educator/Farmer

Optimist Service: President (Fulton 1993-94); Distinguished President (Marshall 1997-98); Lt. Governor West Missouri District (1994-95 Distinguished and 1999-2000); Governor West Missouri District (2002-03); Member,

International New Club Building Committee (2005-06); Certified Club Builder

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

I have dedicated my life to educating and working with the youth and adults. I feel that it is necessary that we participate in the projects within our communities in order to make the world a better place to live. I have always had the philosophy that we should give the students the tools they need in order for them to think for themselves and to solve problems which have not yet arisen. I think this philosophy also applies to the Optimist International organization. I will work with the Clubs and individuals for the betterment of their communities. My goal is to spread Optimism in our communities and to extend Optimism to new communities in order to serve as many children as possible. How do I intend to help do this? By hands-on work, traveling to the Clubs and Districts and working side by side with individuals to help them grow. Communication, training, motivation and hands-on work are keys to growth and retention. My vision is growth through communication, education and hands-on work.

2008-2009 Candidates

Vice President-Elect Candidates



Great Plains Region (Dakotas–Manitoba–Minnesota; Wisconsin North–Upper Michigan; Southern Wisconsin; Iowa; Nebraska; Alberta, Montana, Saskatchewan and Northern Wyoming)

Joanne F. Ganske

Member (date joined): Optimist Club of Cross Plains, Wisconsin (1991); and Optimist Club of Mazomanie Heights, Wisconsin (2003)

Spouse: Dale

Occupation: Insurance Sales, CIC, CISR

Optimist Service: President, Cross Plains (1996-97 Honor Club); President, Mazomanie Heights (2003-04 Honor Club, 2004-08); Lt. Governor Southern Wisconsin District (1997-98 Distinguished & Outstanding); District Secretary/Treasurer (2000-01); Governor Southern Wisconsin District (2003-04 Distinguished &

Outstanding); Member, International Membership Committee (2005-06)

What is your vision for the future of the organization, and what will you do in this position to help accomplish that? Just Ask! My grandma said, “Many hands make light work.”

I would like to encourage the practice of Optimism in ALL of our affairs. Plan ahead. Like the man who plants an acorn for the oak tree for the shade he will never be able to sit under. That is a great Optimist.

The youth we serve today will become the future leaders of our Optimist Clubs and our local communities. It is very important, don't you think?

I want to encourage the growth of our worldwide Optimist membership so kids of the future will benefit from our Optimist examples today.



Southwest Region (Colorado–Wyoming; New Mexico–West Texas; Arkansas; Kansas; Oklahoma; North Texas; South Texas)

Edwin E. “Ed” Finn

Member (date joined): Optimist Club of Fredericksburg, Texas (2005); formerly Member of Breakfast Optimist Club of Lafayette, Indiana; Northshore Optimist Club of Houston, Texas; and Optimist Club of Texas City-Noon, Texas

Spouse: Jo-Ann

Occupation: Retired Banker

Optimist Service: Club President, Lafayette-Breakfast (1999-2000 Honor and Distinguished) and Texas City-Noon (1963-64); Lt. Governor Southeast Texas District (1965-66) and Indiana North District (2000-01); Governor, Indiana North District (2002-03); Builder of Excellence (2003 and 2004); Member, International

Finance Committee (2005-06); Member, International Leadership Development Committee (2006-07); International President's Rep (2006-07); International Convention Faculty Member (2004-07)

What is your vision for the future of the organization and what will you do in this position to help accomplish that?

We are all aware of various changes that have been made within our organization and there is no doubt that additional changes will come in the future. These periodic changes are essential because of the changing world around us. However, some things can never change, like the need to grow and retain our membership, the need to motivate and train our Members and the need to bring New Clubs to communities not being served. These are our standards for success. As a Vice President I will promote these standards and be an ongoing resource to assist the Clubs and Districts within the Region.

2008-2009 Candidates

Vice President-Elect Candidates



West Coast Region (Pacific Northwest; Pacific Central; Pacific Southwest; Pacific Southeast; California South; Arizona)

Mark Weinsoff

Member (date joined): Northside Optimist Club of Santa Barbara, California (1987); and Optimist Club of UCSB, California (2002)

Spouse: Connie

Occupation: Computer Help Desk Manager, University of California, Santa Barbara

Optimist Service: President, Northside Santa Barbara (1993-94) and UCSB (2003-04 Distinguished); Lt. Governor, Pacific Southwest District (1994-95 & 2001-02 Distinguished & Outstanding both times); Governor, Pacific Southwest District (2004-05 Distinguished); Member, International Rose Parade Committee (2005-06); Member, International Membership Committee (2006-07)

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

This is a critical time for Optimist International. The negative trend in membership must be turned around as it has now severely impacted the economic survival of the organization as well as severely reduced our impact on the communities we serve. In the three years starting with my term as Governor of the Pacific Southwest District, we had a net gain in membership of over 1,000. We did this with teamwork and a lot of pounding the pavement. I will share our successful methods with the Governors in my Region as well as anyone else who wants to grow this organization.



St. Lawrence Region (Eastern Ontario; Quebec West; Quebec Central; Quebec South; Quebec East-North Shore; Quebec East and Acadie)

André Aubin

Member (date joined): Optimist Club of Shawinigan, Quebec (2000)

Spouse: Francine

Occupation: Restaurant Owner

Optimist Service: Club President (2000-01); Lt. Governor Quebec East-North Shore District (2001-02); Governor Quebec East-North Shore District (2004-05 Distinguished & Outstanding); Member, International Membership Committee (2006-07); Chair, International New Club Building Committee-Canada (2007-08); Certified International Trainer; Certified Club Builder

What is your vision for the future of the organization, and what will you do in this position to help accomplish that?

I have seven years of experience in our movement and I'm still in love! Yes, I am in love with the Optimist movement. However, like most lovers, I would like my partner to evolve and be assertive. I would like to introduce my partner to all regions of the world. I would like it to be known particularly by the greatest number of people in Quebec, Eastern Ontario and Acadia. I want to shout out my love and help accomplish the goals set by my partner. In order to do this, I will continue to love my movement and work with it, but more importantly, I will continue to believe in it.

PROPOSED BYLAWS AMENDMENTS

ISSUE 1: VOTING & QUORUMS AT DISTRICT CONVENTIONS

(Proposed by the International Board of Directors)

EXPLANATION: For clarity in the process of voting at District meetings, the following is offered as a housekeeping item. As many Districts hold meetings that may or may not have an official quorum as dictated by Bylaws, the Board of Directors offers the following for Districts to clarify a quorum in their District policies.

CURRENT:

Bylaws Article VII. Districts
Section 3. District Administration.

F. Meetings. The Governor may call a meeting of the Board of Directors each quarter, or at such time and place as he may determine with the advice and consent of the Executive Committee. Notices of all meetings of the Board of Directors shall be issued and caused to be delivered to all members of the Board of Directors by the District Secretary-Treasurer at least 30 days prior to said meetings. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of those present and voting shall be necessary to give effect to any action of the Board.

Bylaws Article VII. Districts
Section 4. District Convention.

...The method and means of voting at convention shall be established by the District Board of Directors. Convention rules shall be adopted by a majority vote during the first business session of each convention; but may be suspended, rescinded or amended after their adoption by a two-thirds vote. A quorum of any District 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. A quorum of any District 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 VII. Districts
Section 5. District Revenues and Disbursements.

A. Dues Amount and Date. The amount of each District's dues, and dates on which such dues shall be payable, shall be established by the Board of Directors of Optimist International. A District, by resolution adopted by a two-thirds majority vote of the accredited delegates to its annual convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by that Board, for adjustment of the amount of its annual dues.

PROPOSED:

Bylaws Article VII. Districts
Section 3. District Administration.

F. Meetings. The Governor may call a meeting of the Board of Directors each quarter, or at such time and place as he may determine with the advice and consent of the Executive Committee. Notices of all meetings of the Board of Directors shall be issued and caused to be delivered to all members of the Board of Directors by the District Secretary-Treasurer at least 30 days prior to said meetings. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, ~~and a majority of those present and voting shall be necessary to give effect to any action of the Board.~~

Bylaws Article VII. Districts
Section 4. District Convention.

...The method and means of voting at convention shall be established by the District Board of Directors. Convention rules shall be adopted by a majority vote during the first business session of each convention; but may be suspended, rescinded or amended after their adoption by a two-thirds vote. A quorum of any District convention shall be **established by the District Board of Directors and stated in the District's policies** ~~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 **present and voting** accredited delegates. **No member shall be deemed to be an accredited delegate unless he has registered at the convention and paid the required registration fee and produced such credentials to the Credentials Committee as may be required by the District Board of Directors.**

Bylaws Article VII. Districts
Section 5. District Revenues and Disbursements.

A. Dues Amount and Date. The amount of each District's dues, and dates on which such dues shall be payable, shall be established by the Board of Directors of Optimist International. A District, by resolution adopted by a two-thirds majority **of the votes cast by** ~~vote of~~ the accredited delegates to its annual convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by that Board, for adjustment of the amount of its annual dues.

ISSUE 2: NUMBER OF PAST GOVERNORS ON THE DISTRICT BOARD OF DIRECTORS

(Proposed by the International Board of Directors)

EXPLANATION: The Board of Directors is requesting a Bylaws amendment to allow each District to determine if one or two Past Governors should serve on the District Board and Executive Committee.

CURRENT:

Bylaws Article VII. Districts
Section 3. District Administration.

A. Board of Directors. The business of the District shall be administered by a Board of Directors. The Board of Directors of each District shall consist of the officers of the District, the two Immediate Past Governors, the Lieutenant Governors (if any), the District Secretary-Treasurer, and the President of each Club in the District. Should the President of a member Club be unable to attend, a delegate from that Club would be allowed to speak and act as the President, in the conduct of the business coming before the Board of Directors. The JOOI Governor shall serve as a non-voting member on the District Board of Directors.

B. Same wording

C. Executive Committee. A District may delegate, subject to the limitations imposed by these Bylaws, the powers of the District Board of Directors to the District Executive Committee. The Executive Committee shall consist of the District officers and the two most Immediate Past Governors. The JOOI Governor shall serve as a non-voting member on the District Executive Committee. The Executive Committee is authorized to make purchases and pay expenses, travel allowances, reimbursements and obligations as provided by and within the limitations of the budget, make plans and establish policy furthering the objectives of the District, and exercise general control over plans, budget and program of the District convention. Meetings of the Executive Committee may be called by a majority of its members or at the call of the Governor.

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 his office, the incumbent District Executive Committee may declare said office vacant and shall select a successor to fill the remainder of his term. Should either of the Immediate Past Governors 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 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 his office.

PROPOSED:

Bylaws Article VII. Districts
Section 3. District Administration.

A. Board of Directors. The business of the District shall be administered by a Board of Directors. The Board of Directors of each District shall consist of the officers of the District, ~~the one or two of the most~~ **the one or two of the most** Immediate Past Governors **(at the option of each District)**, the Lieutenant Governors (if any), the District Secretary-Treasurer, and the President of each Club in the District. Should the President of a member Club be unable to attend, a delegate from that Club would be allowed to speak and act as the President, in the conduct of the business coming before the Board of Directors. The JOOI Governor shall serve as a non-voting member on the District Board of Directors.

B. Same wording

C. Executive Committee. A District may delegate, subject to the limitations imposed by these Bylaws, the powers of the District Board of Directors to the District Executive Committee. The Executive Committee shall consist of the District officers and ~~the one or two of the most~~ **the one or two of the most** Immediate Past Governors **(at the option of each District)**. The JOOI Governor shall serve as a non-voting member on the District Executive Committee. The Executive Committee is authorized to make purchases and pay expenses, travel allowances, reimbursements and obligations as provided by and within the limitations of the budget, make plans and establish policy furthering the objectives of the District, and exercise general control over plans, budget and program of the District convention. Meetings of the Executive Committee may be called by a majority of its members or at the call of the Governor.

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 his office, the incumbent District Executive Committee may declare said office vacant and shall select a successor to fill the remainder of his term. Should ~~either of the~~ **either of 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 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 his office.

ISSUE 3: APPROVAL OF DISTRICT POLICY REVISIONS

(Proposed by the International Board of Directors)

EXPLANATION: Districts should review their policies on an annual basis and submit any changes to the International Office for approval by the Board of Directors. The following amendment is offered to give a District more flexibility in reviewing and adopting its policies.

CURRENT:

Bylaws Article VII. Districts
Section 3. District Administration.

E. District Policies. Each District shall adopt a set of operating policies authorized by the International Board of Directors, which will cover the items necessary to administer the District. These policies shall be adopted by the District Board of Directors at the Annual Convention.

PROPOSED:

Bylaws Article VII. Districts
Section 3. District Administration.

E. District Policies. Each District shall adopt a set of operating policies authorized by the International Board of Directors, which will cover the items necessary to administer the District. These policies shall be adopted **annually** by the District Board of Directors at the Annual Convention **or a specially called convention**.

ISSUE 4: VACANCY CLAUSE FOR OPTIMIST INTERNATIONAL OFFICERS

(Proposed by the International Board of Directors)

EXPLANATION: The International Governance Committee, in its review of the Bylaws, noticed that the "Vacancy of an International Officer" clause was incomplete and was duplicated and confusing in other sections. In order to clarify the Bylaws, the Board of Directors is proposing the following bylaws amendment.

CURRENT:

Bylaws Article V. International Board of Directors
Section 5. Vacancy.

Upon death, resignation or incapacitation of any elected or appointed officer, Board Member, or the President-Designate of Optimist International, or in the event of the failure of any officer to carry out the duties of his office the Board of Directors may declare said office vacant and shall select a successor to fill the remainder of his term. In the event of a vacancy in the office of President, the most recent Past President shall assume the duties of President for the remainder of the year.

PROPOSED:

Bylaws Article V. International Board of Directors
Section 5. Vacancy.

Upon death, resignation or incapacitation of any elected or appointed officer, **President-Elect**, Board Member, **Vice President**, **Vice President-Elect**, or the President-Designate, **Board Member Designate or Vice President Designate** of Optimist International, or in the event of the failure of any officer to carry out the duties of his office the Board of Directors may declare said office vacant and shall select a successor to fill the remainder of his term. In the event of a vacancy in the office of President, the most recent **and available** Past President shall assume the duties of President for the remainder of the year.

Bylaws Article IV. International Conventions and Elections
Section 2. Elections.

A. Elections for the Board of Directors.
2. President. In the event the President-Elect is unable to assume the office of President as herein provided, and following the nominations by the Candidate Qualifications Committee, nominations from the floor for the office of President shall be called for before the vote is taken for such office. The vote for the office of President shall take place at a session following the session at which nominations are announced. Voting shall continue until one candidate shall have received a majority of the votes cast. The term of office shall be one year.

B. Elections of Vice Presidents.
2. Vice Presidents. In the event a Vice President-Elect is unable to assume the office of Vice President as herein provided, the Candidate Qualifications Committee shall consider another candidate for that Region. Nominations for the

Bylaws Article IV. International Conventions and Elections
Section 2. Elections.

A. Elections for the Board of Directors.
~~2. President. In the event the President-Elect is unable to assume the office of President as herein provided, and following the nominations by the Candidate Qualifications Committee, nominations from the floor for the office of President shall be called for before the vote is taken for such office. The vote for the office of President shall take place at a session following the session at which nominations are announced. Voting shall continue until one candidate shall have received a majority of the votes cast. The term of office shall be one year.~~

B. Elections of Vice Presidents
~~2. Vice Presidents. In the event a Vice President-Elect is unable to assume the office of Vice President as herein provided, the Candidate Qualifications Committee shall consider another candidate for that Region. Nominations for the~~

office of Vice President shall be called for before the vote is taken for such office. The vote for the office of Vice President shall take place at a session following the session at which nominations are announced. Voting shall continue until one candidate shall have received a majority of the votes cast. The term of office shall be one year.

~~office of Vice President shall be called for before the vote is taken for such office. The vote for the office of Vice President shall take place at a session following the session at which nominations are announced. Voting shall continue until one candidate shall have received a majority of the votes cast. The term of office shall be one year.~~

Bylaws Article VI. International Officers
Section 1. Officers.

The officers of Optimist International shall be the President, the Immediate Past President, the President-Elect, the Vice Presidents and the secretary-treasurer. The Vice Presidents shall be elected as set forth in these Bylaws.

Bylaws Article VI. International Officers
Section 1. Officers.

The officers of Optimist International shall be the President, the Immediate Past President, the President-Elect, the Vice Presidents and the secretary-treasurer. The Vice Presidents shall be elected as set forth in these Bylaws. **Except for the secretary-treasurer, the term of office shall be one year.**

ISSUE 5: INTERNATIONAL COMMITTEES

(Proposed by the International Board of Directors)

EXPLANATION: In its review of the Bylaws, the International Governance Committee noticed a discrepancy in the wording for the make-up of International Committees. This amendment is offered to clarify the Bylaws.

CURRENT:

Bylaws Article V. International Board of Directors
Section 6. International Committees.

C. Appointment and Term.

2. Except for the Candidate Qualifications Committee, members of convention business committees shall be appointed annually, their terms of service shall terminate at the conclusion of business at the convention for which they have been appointed, and the numbers of members shall be as follows:

- (a) The Credentials Committee shall consist of three or more members.
- (b) The Resolutions and Convention Rules shall be the concern of the committee assigned to consider the duties of governance.
- (c) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President shall appoint one member to a three year term but no appointed member shall be eligible to serve consecutive full terms. No member of the Board of Directors shall be eligible to serve on this committee.

PROPOSED:

Bylaws Article V. International Board of Directors
Section 6. International Committees.

C. Appointment and Term.

2. Except for the Candidate Qualifications Committee, members of convention business committees shall be appointed annually, their terms of service shall terminate at the conclusion of business at the convention for which they have been appointed, and the ~~numbers of~~ members shall be as follows:

- (a) The Credentials Committee shall consist of three or more members.
- (b) The Resolutions and Convention Rules shall be the concern of the committee assigned to consider the duties of governance.
- (c) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President shall appoint one member to a three year term but no appointed member shall be eligible to serve consecutive full terms. No member of the Board of Directors shall be eligible to serve on this committee.

ISSUE 6: VACANCY ON THE INTERNATIONAL CANDIDATE QUALIFICATIONS COMMITTEE

(Proposed by the International Board of Directors)

EXPLANATION: In its review of the Bylaws, the International Governance Committee discussed the issue of who appoints an at-large member of the International Candidate Qualifications if an at-large member is unable to complete his/her term of office. The Board of Directors agrees with the committee that the International President who made the original appointment should be allowed to fill the vacancy.

CURRENT:

Bylaws Article V. International Board of Directors
Section 6. International Committees.
C. Appointment and Term.

2.(c) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President shall appoint one member to a three year term but no appointed member shall be eligible to serve consecutive full terms. No member of the Board of Directors shall be eligible to serve on this committee.

PROPOSED:

Bylaws Article V. International Board of Directors
Section 6. International Committees.
C. Appointment and Term.

2.(c) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President shall appoint one member to a three year term but no appointed member shall be eligible to serve consecutive full terms. **Any vacancy to one of these appointments shall be reappointed by the International President who made the original appointment.** No member of the Board of Directors shall be eligible to serve on this committee.

ISSUE 7: JOOI AGE LIMITATIONS

(Proposed by the International Board of Directors)

EXPLANATION: To clarify the age limitations for membership in a JOOI Club the following amendment is offered.

CURRENT:

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). JOOI Clubs shall consist of young people ages 18 and below and not yet eligible to be members of an Optimist Club. JOOI Clubs shall consist of ...

PROPOSED:

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). JOOI Clubs shall consist of young people ages ~~18~~ **18-19** and below ~~and not yet eligible to be members of an Optimist Club.~~ JOOI Clubs shall consist of ...

ISSUE 8: BASE DUES

(Proposed by the International Board of Directors)

EXPLANATION: The Audit and Finance Committee is seeking approval that the \$16.00 Base Dues be included in the annual calculation of the cost of living for dues (COLA). The Board of Directors agrees with the committee that base dues are a significant segment of the dues income of the organization and the COLA for this dues area is greatly needed to reflect the true inflation factors affecting Optimist International.

CURRENT:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

1. Membership in Optimist Clubs.

- b. Life Membership. Except for college and youth members, any member in good standing of a member Club, upon payment to Optimist International of a fee equal to the existing annual base dues multiplied by a factor of ten within a period of two years, may secure a Life Membership.

Bylaws Article VIII. Optimist International Finances

Section 2. Revenue and Dues.

B. Annual Dues. Except as set forth herein, beginning October 1, 2004, each Club shall pay to Optimist International for each of its members, except Life Members and College Members, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June, as annual dues, the sum of \$46.00 for Clubs in Tier 1 countries, \$34.00 for Clubs in Tier 2 countries, and \$24.00 for Clubs in Tier 3 countries, payable in quarterly amounts of \$11.50 for Clubs in Tier 1 countries, \$8.50 for Clubs in Tier 2 countries, and \$6.00 for Clubs in Tier 3 countries each on 1 October, 1 January, 1 April, and 1 July of each year. For each College Member enrolled in the office of Optimist International as of 30 September, a Club shall pay annual dues of \$21.00 per member in Tier 1, \$15.54 in Tier 2, and \$11.13 in Tier 3, payable annually on 1 October. For each Life Member enrolled in the office of Optimist International as of 30 September 2004, a Club (without regard to Tiers) shall pay annual dues of \$16.00. The Board of Directors shall have the authority to grant an extension of time for payment of obligations to Optimist International when, in the judgment of the Board of Directors, circumstances indicate such extension would best serve the interests of the organization. Effective October 1, 2005, and each year thereafter, a cost of living adjustment of no more than 4% of Base Dues (as hereafter defined) may be made by the Board of Directors based on the yearly change in the December CPI-U. Base Dues is defined as follows: Tier 1 \$30; Tier 2 \$22; Tier 3 \$16; College Members \$5 (without regard to tiers). Tier 1 shall be defined as High Income Economies; Tier 2 shall be defined as Upper Middle Income Economies; Tier 3 shall be defined as Lower Middle and Low Income Economies. The terms High Income Economies, Upper Middle Income Economies and Low Middle and Lower Income Economies shall have the definitions established from time to time by the World Bank's published statistics. Clubs in countries (no

PROPOSED:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

1. Membership in Optimist Clubs.

- b. Life Membership. Except for college and youth members, any member in good standing of a member Club, upon payment to Optimist International of a fee equal to the existing annual ~~base~~ dues multiplied by a factor of ten within a period of two years, may secure a Life Membership.

Bylaws Article VIII. Optimist International Finances

Section 2. Revenue and Dues.

B. Annual Dues. Except as set forth herein, beginning October 1, 2004, each Club shall pay to Optimist International for each of its members, except Life Members and College Members, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June, as annual dues, the sum of \$46.00 for Clubs in Tier 1 countries, \$34.00 for Clubs in Tier 2 countries, and \$24.00 for Clubs in Tier 3 countries, payable in quarterly amounts of \$11.50 for Clubs in Tier 1 countries, \$8.50 for Clubs in Tier 2 countries, and \$6.00 for Clubs in Tier 3 countries each on 1 October, 1 January, 1 April, and 1 July of each year. For each College Member enrolled in the office of Optimist International as of 30 September, a Club shall pay annual dues of \$21.00 per member in Tier 1, \$15.54 in Tier 2, and \$11.13 in Tier 3, payable annually on 1 October. For each Life Member enrolled in the office of Optimist International as of 30 September 2004, a Club (without regard to Tiers) shall pay annual dues of \$16.00. The Board of Directors shall have the authority to grant an extension of time for payment of obligations to Optimist International when, in the judgment of the Board of Directors, circumstances indicate such extension would best serve the interests of the organization. Effective October 1, 2005, and each year thereafter, a cost of living adjustment of no more than 4% of ~~Base~~ Dues (as hereafter defined) may be made by the Board of Directors based on the yearly change in the December CPI-U. ~~Base Dues is defined as follows: Tier 1 \$30; Tier 2 \$22; Tier 3 \$16; College Members \$5 (without regard to tiers).~~ Tier 1 shall be defined as High Income Economies; Tier 2 shall be defined as Upper Middle Income Economies; Tier 3 shall be defined as Lower Middle and Low Income Economies. The terms High Income Economies, Upper Middle Income Economies and Low Middle and Lower Income Economies shall have the definitions established from time to time by the World Bank's published statistics. Clubs in countries (no

matter the Tier) whose currencies are not exchangeable on the international currency market (Associate Clubs) shall be required to pay to Optimist International annual dues of a minimum of \$1.00 per member. College Clubs shall pay to Optimist International all applicable dues and fees on October 1, January 1, and April 1.

matter the Tier) whose currencies are not exchangeable on the international currency market (Associate Clubs) shall be required to pay to Optimist International annual dues of a minimum of \$1.00 per member. College Clubs shall pay to Optimist International all applicable dues and fees on October 1, January 1, and April 1.

ISSUE 9: ANNUAL REVIEW AND IRS FORM 990

(Proposed by the International Board of Directors)

EXPLANATION: The Board of Directors is aware of the continually rising costs required for the annual review for Districts' financial statements. Given these rising costs, the Board believes that all U.S. Districts can meet the same requirements by submitting their IRS Form 990. Because Districts outside of the U.S. do not submit the Form 990, a review or the filing of a Form 990 equivalent would be required.

CURRENT:

Bylaws Article VII. Districts

Section 5. District Revenues and Disbursements.

E. Review. An annual review of the books of account of each District as of 30 September shall be performed by an independent certified public accountant or a chartered accountant, and a report thereon shall be submitted to the District Board of Directors no later than 30 November each year.

PROPOSED:

Bylaws Article VII. Districts

Section 5. District Revenues and Disbursements.

E. Review. An annual review of the books of account of each District as of 30 September shall be performed by an independent certified public accountant or a chartered accountant, and a report thereon shall be submitted to the District Board of Directors no later than 30 November each year. **An IRS form 990 or its equivalent may be substituted in lieu of the annual review.**

ISSUE 10: 4% RULE

(Proposed by the International Board of Directors)

EXPLANATION: The 4% Rule was established to build a reserve fund for emergencies or other unbudgeted contingencies that might arise. New U.S. Government regulations regarding defined benefit pension plans require Optimist International to fully fund its defined benefit pension plan within a seven-year time frame. This has dramatically impacted the International budget for 2008-2009. The International Board of Directors and the International Audit & Finance Committee are seeking a one-time waiver of the 4% Rule to allow the 2008-2009 budget to be balanced. This waiver would add approximately \$175,000 to the budget for the next fiscal year. If not approved, the International Board will have to implement additional program and personnel cuts equal to the 4% Rule reserve amount (\$175,000) for fiscal year 2008-2009.

PROPOSED:

Suspend Bylaws Article VIII. Optimist International Finances, Section 6. Budget (the 4% rule) for the fiscal year 2008-2009.

Prior to the end of each fiscal year, the Board of Directors shall adopt a budget of estimated revenue and expenses for the following fiscal year for the several activities of Optimist International. The budget as adopted shall provide for an excess of revenue (whether from dues or surplus funds) over expenses of at least four (4%) percent of the member based budgeted revenues for that fiscal year unless this reserve would result in a reserve balance greater than twenty-five (25%) percent of the budgeted Membership revenue. In such a case, the reserve shall be equal to the amount necessary to bring the reserves to twenty-five (25%) percent of the membership revenue.

ISSUE 11: ANNUAL BILLING OPTION

(Proposed by the International Board of Directors)

EXPLANATION: The International Audit & Finance Committee reviewed the current dues billing cycle to provide for flexibility for any Club that has a unique operational structure, seasonal opportunities, or the desire to ease administrative/accounting activities. The Committee and Board recommends an annual single payment of Membership Dues that may be utilized for administratively approved Clubs. Billing for the full year of dues would be established with the Clubs within the Bylaws and billing cycle. Clubs may select the payment date of 1 October, 1 January, 1 April, or 1 July to pay full annual dues for all Members of the Club as of the close of the previous quarter. New Members added to the Club Membership in the first six months will pay full annual dues. New Members added to the Club Membership in the second half of the annual cycle will pay one half of the annual dues. The processing fee for these Members would be waived.

PROPOSED:

Bylaws Article VIII. Optimist International Finances
Section 2. Revenue and Dues.

New Paragraph

C. Annual Billing Option. Clubs may select a yearly dues billing at the beginning of each quarter based on their Membership as of the close of the previous quarter. Any Members added in the first half of the billing cycle shall pay the full dues amount and any Members added in the second half shall pay one-half the dues. All processing fees for new Members in single billing Clubs will be waived.

Re-letter C through G.

ISSUE 12: COLLEGE CLUB PROCESSING FEES

(Proposed by the International Board of Directors)

EXPLANATION: To encourage new Members in College Clubs, the Board of Directors recommends reducing the New Member Processing Fee for new Members to College Clubs from \$15.00 to \$5.00.

CURRENT:

Bylaws Article VIII. Optimist International Finances
Section 2. Revenue and Dues.

E. Processing Fees.

1. Except as to a former member, upon enrollment of each new member by a Club, the Club shall pay to Optimist International a fee of \$15.00.
2. No change in wording
3. Upon enrollment of a former member of an Optimist Club, JOOI or Collegiate Club, by a Club, the Club shall pay to Optimist International a fee of \$5.00. For purposes of this section, a former member shall mean a person who was a member of an Optimist Club, JOOI or Collegiate Club (other than the Club to which he/she is seeking enrollment) within one (1) year of the date of proposed enrollment as a member of a Club. Enrollment as a former member is not available to existing members of an Optimist Club. Upon submission of enrollment of the former member, the submitting Club must provide Optimist International with the former member's former District, Club and member number. If the latter information is not provided, the submitting Club will be required to pay the regular new

PROPOSED

Bylaws Article VIII. Optimist International Finances
Section 2. Revenue and Dues.

E. Processing Fees.

1. Except as to a former member **or a new college member**, upon enrollment of each new member by a Club, the Club shall pay to Optimist International a fee of \$15.00. **Upon enrollment of each new college member by a Club, the college member shall pay to Optimist International a fee of \$5.00.**
2. No change in wording
3. Upon enrollment of a former member of an Optimist Club, JOOI or Collegiate Club, by a Club, the Club shall pay to Optimist International a fee of \$5.00. For purposes of this section, a former member shall mean a person who was a member of an Optimist Club, JOOI or Collegiate Club (other than the Club to which he/she is seeking enrollment) within one (1) year of the date of proposed enrollment as a member of a Club. Enrollment as a former member is not available to existing members of an Optimist Club. Upon submission of enrollment of the former member, the submitting Club must provide Optimist International with the former member's former District, Club and member number. If the latter information is not provided, the submitting Club will be required to pay the regular new

member processing fee of \$15.00. The procedures set forth in this paragraph shall not apply to chartering Clubs, notwithstanding the above, as to a person who has ceased being a member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of his enrollment with a Club after completion of the tour of duty, such member shall be reinstated without the requirement to pay any processing fee to Optimist International.

member processing fee of ~~\$15.00~~. The procedures set forth in this paragraph shall not apply to chartering Clubs, notwithstanding the above, as to a person who has ceased being a member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of his enrollment with a Club after completion of the tour of duty, such member shall be reinstated without the requirement to pay any processing fee to Optimist International.

ISSUE 13: ELIMINATION OF COLLEGE CLUB DISTRICT DUES

(Proposed by the International Board of Directors)

EXPLANATION: To further encourage members in College Clubs, the Board of Directors wishes to encourage all Districts to eliminate or reduce District Dues for members of College Clubs. The Board of Directors fully realizes that they cannot mandate this reduction. Should this motion be adopted by the delegates, the Suggested District Policies will reflect this amendment to the International Bylaws.

CURRENT:

Bylaws Article VII. Districts

Section 5. District Revenues and Disbursements.

B. Dues Amount and Date. The amount of each District's dues, and dates on which such dues shall be payable, shall be established by the Board of Directors of Optimist International. A District, by resolution adopted by a two-thirds majority vote of the accredited delegates to its annual convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by that Board, for adjustment of the amount of its annual dues.

PROPOSED:

Bylaws Article VII. Districts

Section 5. District Revenues and Disbursements.

B. Dues Amount and Date. The amount of each District's dues, and dates on which such dues shall be payable, shall be established by the Board of Directors of Optimist International. **Districts may reduce or eliminate dues for a college member.** A District, by resolution adopted by a two-thirds majority vote of the accredited delegates to its annual convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by that Board, for adjustment of the amount of its annual dues.

ISSUE 14: DISTRICT DUES AMOUNT AND DATE

(Proposed by the International Board of Directors)

EXPLANATION: The 2008-2009 Optimist International budget has been greatly affected by new U.S. Governmental Pension laws presenting the International Board of Directors with difficult budget reduction decisions in order to develop a balanced budget for the fiscal year. Numerous cuts have already been made to the 2008-2009 budget including administrative, programs and personnel. Defeat of this item would require the Board to make approximately \$70,000 in additional program and personnel cuts in the 2008-2009 budget.

PROPOSED:

Forego Bylaws Article VIII. Optimist International Finances Section 5B, for the fiscal year 2008-2009.

In November and May of each year the Secretary-Treasurer shall pay to a District fifty cents for each member (except Life Members and members in Associate Clubs) for whom a Club in such District has paid the current dues; provided that such District submits evidence of the performance of its duties, as required by the International Board of Directors.

ISSUE 15: 15 MEMBER CLUB PILOT PROGRAM
(Proposed by the International Board of Directors)

EXPLANATION: The International Board of Directors wishes to establish a Pilot Program to test and allow new Clubs to be built with at least 15 members in targeted areas using leads from the database marketing program and other resources, effective immediately until September 30, 2009. All regular fees will apply, and no new club building credit or awards will be applied until such clubs achieve 25 paid member status. Membership credit will be awarded to the District.

CURRENT:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

2. New Clubs.

- c. Submission of a list of charter members numbering not less than 25, or not less than 15 for Clubs in designated non-districted areas, each of whom shall have paid the full membership fee as established in the Club's bylaws.

PROPOSED:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

2. New Clubs.

- c. Submission of a list of charter members numbering not less than 25, or not less than 15 for Clubs in designated non-districted areas, each of whom shall have paid the full membership fee as established in the Club's bylaws.

Effective upon adoption until September 30, 2009, a Club may be chartered with 15 members in targeted areas upon approval by the International Board of Directors.

ISSUE 16: NOMINATIONS FROM THE FLOOR FOR VICE PRESIDENT-ELECT
(Proposed by the International Board of Directors)

EXPLANATION: As is practice, the International Candidate Qualifications Committee nominates candidates for the office of Vice President-Elect. However, should there be a nomination from the floor for a specific Region (as is provided for in the Bylaws), language is necessary to stipulate that such a nomination should be of an individual(s) residing within that Region. The current Bylaws do not address the residence of such a nominee. As this Bylaws amendment would not be effective until October 1, 2008, the 2008 Convention Rules address this issue for the 2008 convention in Grapevine, Texas.

CURRENT:

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

B. Elections of Vice Presidents.

1. Vice Presidents-Elect. The number of Vice Presidents-Elect shall be equal to the number of Regions. At each annual convention Vice Presidents-Elect, one nominated for each Region and so designated by the Candidate Qualifications Committee, shall be elected to serve a term of one year as Vice President-Elect to become Vice President on 1 October in the calendar year following their election as Vice President-Elect. Following the nominations by the Candidate Qualifications Committee, nominations from the floor for the office of Vice President-Elect shall be called for before the vote is taken for such office. Nominations from the floor shall be designated for one of the specific Regions. The vote for the office of Vice President-Elect shall take place at a session following the session at which nominations are announced. At such session, delegates shall vote for the Vice President-Elect nominee by Region, with each delegate casting his vote for the Vice President-Elect nominee by Region in which the delegate's club is located. Voting by Region shall continue until a candidate for each Region shall have received a majority of the votes cast in that Region.

PROPOSED:

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

B. Elections of Vice Presidents.

1. Vice Presidents-Elect. The number of Vice Presidents-Elect shall be equal to the number of Regions. At each annual convention Vice Presidents-Elect, one nominated for each Region and so designated by the Candidate Qualifications Committee, shall be elected to serve a term of one year as Vice President-Elect to become Vice President on 1 October in the calendar year following their election as Vice President-Elect. Following the nominations by the Candidate Qualifications Committee, nominations from the floor for the office of Vice President-Elect shall be called for before the vote is taken for such office. Nominations from the floor shall be designated for one of the specific Regions **and such nominations from the floor shall be of an individual(s) residing within that Region.** The vote for the office of Vice President-Elect shall take place at a session following the session at which nominations are announced. At such session, delegates shall vote for the Vice President-Elect nominee by Region, with each delegate casting his vote for the Vice President-Elect nominee by Region in which the delegate's club is located. Voting by Region shall continue until a candidate for each Region shall have received a majority of the votes cast in that Region.

ISSUE 17: CHILD PREDATOR AWARENESS

(Proposed by the International Board of Directors)

EXPLANATION: The Board of Directors is asking the delegates to consider stronger wording to be considered by Clubs regarding convicted child predators and to give the International and/or a Club Board of Directors an avenue to take immediate action to terminate the membership of any individual who has been convicted of such of crime.

CURRENT:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

1. Membership in Optimist Clubs.

- a. General. Membership in an Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. Membership in Optimist Clubs shall be classified as active ...

PROPOSED:

Bylaws Article III. Membership

Section 1. Clubs.

A. Optimist Club Structure.

1. Membership in Optimist Clubs.

- a. General. Membership in an Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. **No individual shall be allowed membership or maintain membership if convicted of any serious criminal offense against or endangering children.** Membership in Optimist Clubs shall be classified as active ...

ISSUE 18: INTERNATIONAL VICE PRESIDENTS ON THE INTERNATIONAL BOARD OF DIRECTORS

(Proposed by the Paso Robles, California, Optimist Club)

EXPLANATION: Communication between the member Clubs and the Board of Directors is essential to the Board's ability to make decisions which are both appropriate and representative of the entire organization. International Vice Presidents, as representatives of geographical regions, are in the best position to voice the concerns of member Clubs throughout the organization. The addition of the International Vice Presidents to the Board will more adequately represent the member Clubs and will increase communication between the Board and the Clubs.

CURRENT:

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

A. Elections for the Board of Directors.

- 4. Members-At-Large. There shall be six Members-At-Large on the Board of Directors. At each annual convention, two Members-At-Large shall be elected to serve a term of three years as a Director. To be eligible for the position of Member-At-Large, a person must have served all of a term as a District Governor. Any person desiring to be placed in nomination for a Member-At-Large position must file an intent to run by November 1 of the year preceding the election. The Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office). The vote for the Member-At-Large positions shall take place at a session following the session at which nominations are announced. Voting shall continue until two candidates shall have received a majority of the votes cast.

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

C. General Provisions.

All elected persons shall take office on October 1 next

PROPOSED:

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

A. Elections for the Board of Directors.

- ~~4. Members-At-Large. There shall be six Members-At-Large on the Board of Directors. At each annual convention, two Members-At-Large shall be elected to serve a term of three years as a Director. To be eligible for the position of Member-At-Large, a person must have served all of a term as a District Governor. Any person desiring to be placed in nomination for a Member-At-Large position must file an intent to run by November 1 of the year preceding the election. The Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office). The vote for the Member-At-Large positions shall take place at a session following the session at which nominations are announced. Voting shall continue until two candidates shall have received a majority of the votes cast.~~

Bylaws Article IV. International Conventions and Elections

Section 2. Elections.

C. General Provisions.

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 his election as President-Elect or Vice President-Elect, as the case may be, and his 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 President, President-Elect, 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. Elected officers and directors shall not be eligible to succeed themselves.

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 Members-At-Large, and the executive director of Optimist International and the JOOI President, who 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.

following their election. For each President-Elect and Vice President-Elect, between the annual convention next following his election as President-Elect or Vice President-Elect, as the case may be, and his 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 President, President-Elect, Vice President, **and** 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. Elected officers and directors shall not be eligible to succeed themselves.

Bylaws Article V. 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 Members-At-Large~~, **the Vice Presidents**, and the executive director of Optimist International and the JOOI President, who 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.

ISSUE 19: DISTRICT MERGERS

(Submitted by the Northrock Optimist Club of Wichita, the Optimist Club of North Wichita, the Ottawa Optimist Club, the Rosedale Optimist Club, the Merriam Optimist Club, the Clockwinders Optimist Club of Olathe, the Salina Noon Optimist Club, and the Optimist Club of Olathe-Noon in the Kansas District)

EXPLANATION: Current procedure and policies do not require any pre-contact with district personnel who may be involved in a District merger prior to Optimist International Board "final" decision concerning mergers of districts. Policy does not prescribe any period of time for an "At Risk" District to remedy any designated deficiencies. Board decisions without prior contact and definitive discussions with all affected districts may be based on incomplete or erroneous information.

CURRENT:

Bylaws Article VII. Regions and Districts

Section 1. District Territory and Region Structure. The territory of Optimist International, wherever possible or practicable, shall be divided into Districts as determined from time to time by the Board of Directors of Optimist International. Districts shall be designated by name by the International Board. To enhance the administration of Optimist International, the Districts of Optimist International shall be grouped together to form Regions. The Regions shall consist of a contiguous group of Districts. The Board of Directors shall establish by policy the number of Regions and their makeup.

Sections 2-6. Same wording

PROPOSED:

Bylaws Article VII. Regions and Districts

Section 1. District Territory and Region Structure. The territory of Optimist International, wherever possible or practicable, shall be divided into Districts as determined from time to time by the Board of Directors of Optimist International. **Existing Districts being considered for merging shall be advised not less than one year prior to final decision of the Board to effect a merger. Districts will be advised the specifics that support the potential merger and be given the year to mitigate or eliminate the adverse situation(s).** Districts shall be designated by name by the International Board. To enhance the administration of Optimist International, the Districts of Optimist International shall be grouped together to form Regions. The Regions shall consist of a contiguous group of Districts. The Board of Directors shall establish by policy the number of Regions and their makeup.

Sections 2-6. Same wording