

## **ISSUE 1: INTERNATIONAL AUDIT**

**ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The word "conducted" is a more appropriate term instead of "taken."

### **CURRENT:**

Bylaws Article VIII, Optimist International Finances  
SECTION 7. *Audit.* The Board of Directors shall contract for an annual audit of the books of account of Optimist International by a certified public accountant. Said audit shall be 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.

### **PROPOSED:**

Bylaws Article VIII, Optimist International Finances  
SECTION 7. *Audit.* The Board of Directors shall contract for an annual audit of the books of account of Optimist International by a certified public accountant. 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 **next** meeting ~~next~~ following the completion of the audit.

## **ISSUE 2: INTERNATIONAL OFFICER TERM LIMITS**

**ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The delegates previously approved a Bylaws amendment to limit the number of times an individual may serve in an International Officer position by adding the following to Bylaws: Article IV, Section 3: **Elected officers and directors shall serve only one (1) term.** This phrase does not consider the fact that District Governors and Vice Presidents are considered officers of Optimist International. The following is offered as a clarification to the intent of the amendment:

### **CURRENT:**

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.

### **PROPOSED:**

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.**

### **ISSUE 3: GROWTH INCENTIVES ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** Financial incentives are based upon International President requests to the Board of Directors. The Board's responsibility is for the financial health of the organization, and as such, has offered 'pilot programs' to offer innovative incentives such as the Season of Giving, Spouse Memberships, 30 for 30, etc. providing Clubs added means to recruit and maintain Club strength. In order to bring the Bylaws into harmony with current practice, the following Bylaws amendment is offered:

**CURRENT:**

Bylaws 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.

**PROPOSED:**

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

### **ISSUE 4: CLUB BYLAWS AMENDMENTS ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** Legislation in most U.S. states and Canadian provinces require a minimum of three members for a non-profit Board of Directors. The Board of Directors feels that Clubs 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.

**CURRENT:**

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.

**PROPOSED:**

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.**

### **ISSUE 5: FOUNDATION PRESIDENTS ON THE OPTIMIST INTERNATIONAL BOARD OF DIRECTORS ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The Board of Directors recommends 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.

**CURRENT:**

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 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.

**PROPOSED:**

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, ~~and~~ the JOOI 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.

## ISSUE 6: YOUTH CLUBS AS OPTIMIST MEMBERS TABLED TO NEXT YEAR

(Submitted by the International Board of Directors)

**EXPLANATION:** The Board of Directors believes that in order to make JOOI Club Members feel more a part of Optimist International and to consider themselves as Optimists instead of a separate organization, the following proposal 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 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 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.

Bylaws Article IV, International Conventions and Elections

#### SECTION 1. International Convention.

K. *JOOI Convention.* A JOOI Convention shall be conducted annually to facilitate operations of JOOI. Member Clubs shall have representative privileges as prescribed JOOI policies.

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 and the JOOI 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.

### 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)~~ **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.

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 and the **Optimist Youth Clubs** ~~JOOI~~ 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.

**All other references to JOOI in the Bylaws be replaced with "Optimist Youth Clubs."**

## **ISSUE 7: CLUB REVOCATION PROCEDURE ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** 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. The Board of Directors believes this situation should be addressed in the Bylaws.

### **CURRENT:**

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.

### **PROPOSED:**

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.**

## **ISSUE 8: TRUSTEES COMMITTEE WITHDRAWN**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** Current Bylaws call for a Pension Trustees Committee. This committee was originally established to oversee only the staff pension plan. However, through the years the committee has taken on responsibility for the 401(k) retirement plan which replaced the pension plan that was frozen in 1997. The Board of Directors feel that the Trustees could also advise them on all other investment issues.

### **CURRENT:**

Bylaws Article V, International Board of Directors  
SECTION 6. International Committees

A. Name and Purposes

4. Pension Committee which shall be responsible for administering the Optimist International Employee Pension Plan provisions.

C. Appointment and Term.

3. The Pension Trustees 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.

### **PROPOSED:**

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.

## **ISSUE 9: DISTRICT OFFICER REPLACEMENTS TABLED TO NEXT YEAR**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The Board of Directors would like a vehicle to be able to remove a District Officer for cause from an elected or appointed office. Currently, the only way to remove an officer is through the District Executive Committee. This would provide the Optimist International Board of Directors the means to protect the organization in cases where a District Officer is charged but not convicted of a serious crime against a person(s) under the age of 18.

### **CURRENT:**

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.

### **PROPOSED:**

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.**

## **ISSUE 10: QUALIFICATIONS OF DISTRICT OFFICERS ADOPTED**

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The Board of Directors noted that elections of District Officers do not take into consideration that the offices of Secretary, Treasurer, or Secretary-Treasurer are appointed and not elected offices.

### **CURRENT:**

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, has held or is currently holding the office of President of an Optimist Club.

### **PROPOSED:**

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.

## **ISSUE 11: CLUB VOTING STRENGTH** ADOPTED

*(Submitted by the International Board of Directors)*

**EXPLANATION:** The Board of Directors notes a discrepancy in voting strength for smaller Optimist Clubs due to the one vote for every 25 members. Since the majority of Optimist Members belong to Clubs that have 11 to 40 members, these Clubs should have the same voting strength as Clubs with fewer members. While the Board feels that voting should still be conducted by a Club, 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 with less than 20 members.

### **CURRENT:**

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 members or majority fraction thereof (13 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 members or majority fraction thereof (13 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.

### **PROPOSED:**

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.