

## Minutes

### BOARD OF DIRECTORS' MEETING

**Optimist International  
March 6-7, 2009  
Sheraton Westport Hotel  
St. Louis, Missouri**

The following Members of the 2008-2009 Board of Directors were in attendance for the entire meeting:

Theo Golding	Immediate Past President & Chairman of the 2008-2009 Board	Kingston, Jamaica President
Donald R. Sievers	President	Jackson, Missouri
Mark O. Shriver	President-Elect	Woodstock, Georgia
Carrollyn C. Cox	Director	Virginia Beach, Virginia
Durward M. Rushforth	Director	Fairfax, Virginia
Claire Labrèche	Director	Montréal, Québec
Herbert Strather	Director	Detroit, Michigan
Ken Garner	Director	Fort Worth, Texas
Marlene Phillips	Director	Windsor, Ontario
Benny Ellerbe	Executive Director	St. Louis, Missouri
Julie d' Auteuil	JOOI President	Jonquiere, Quebec

**Committee Reports are to be considered an integral part of these Minutes.**

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

#### **Friday, March 6, 2009**

Immediate Past President and Chairman of the Board Theo Golding called the second regular meeting of the 2008-2009 Optimist International Board of Directors to order at 9:00 a.m.

The invocation was given by Herb Strather, followed by the Pledge of Allegiance led by Mark Shriver and a Toast to Canada, the Caribbean, and all nations where there are Optimist Clubs was led by Claire Labrèche. The mission statement was recited.

Benny Ellerbe was appointed parliamentarian for the meeting.

#### **APPROVAL OF THE CONSENT AGENDA**

**Adopted as presented**

**Phillips/Labrèche**

To approve the items on the Consent Agenda as presented and shown below:

## **Board Meeting Minutes**

### **Motion adopted**

To approve the minutes of the December 5-6, 2008 meeting as amended.

## **Board Interpretation of Bylaws**

### **Bylaws Article IV. International Conventions and Elections**

#### **Section 2. Elections.**

##### **A. Elections for the Board of Directors.**

3. 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 V. International Board of Directors**

#### **Section 6. International Committees. B. Duties**

2(d). The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective candidates for elective offices in Optimist International. It may consider prospective candidates on its own motion. During the convention this committee shall nominate at least one candidate for each elective office.

The Board of Directors was asked by the International Candidate Qualifications Committee to interpret the above Bylaws in regards to the committee having the authority to nominate Board Members at Large in addition to the self-nominated individuals. Every Board member (with the exception of Herb Strather) responded that the CQ Committee does in fact have the authority to nominate Board Members at Large if they so choose to or feel obligated to do so.

### **Motion adopted**

**Garner/Shriver**

That the Board of Directors adopt the above interpretation to the Bylaws.

## **District and Club Requests**

### **Requests for Special Convention**

Rationale: Optimist International Bylaws, Article XI, Section 2, requires that Districts must receive the approval of the International Board of Directors for any specially convened District Convention. The following District special conventions were approved by the President and need to be ratified by the Board of Directors.

#### **New Mexico West Texas District (19)**

Rationale: The District is requesting permission to hold a Special Convention on Saturday May 2, 2009 for the purpose to vote on a District dues increase from \$10 per member to \$16 per member per year.

### **Motion**

That the Board of Directors hereby authorizes the NMWTX District (19) to hold a

Special Convention for the purpose to vote on a District dues increase.

**Pacific Central District (20)**

Rationale: The members of Pacific Central District would like permission to hold a special convention session on Saturday, May 2, 2009 during our third quarter conference. Our governor-elect would like to ask for a dues increase.

**Motion**

**Phillips/Cox**

That the Board of Directors hereby authorizes the PC (20) to hold a Special Convention for the purpose to vote on a District dues increase as follows:

A District Dues increase for all clubs (with the exception of our Mexico Clubs) in the District of \$.75 per quarter (\$3.00 per year) beginning with the October 1, 2009 Optimist year. A special dues rate for District Dues and International Dues of \$1.00 per member per year for District's Mexico Clubs (Club #81001-CABO SAN LUCAS, MX and 81007- SAN JOSE DEL CABO, MX). The increase to be effective as of October 1, 2008 through September 30, 2009 Optimist Year.

**2009-2010 International Committees**

**Motion adopted**

**Shriver/Cox**

That the Board of Directors adopt the following International Committees for 2009-2010:

Operating:                    Membership, Recruitment & Retention  
                                      New Club Building & International Development  
                                      Junior Golf Championships Committee  
                                      Programs  
                                      JOOI  
                                      College Clubs  
                                      Marketing, Research & Development

Administrative:            Governance (Resolutions and Convention Rules)  
                                      Convention  
                                      Audit & Finance  
                                      Leadership Development  
                                      Pension Trustees  
                                      Joint OI/OIF/OIF Committee

Convention Business: Candidate Qualifications  
                                      Credentials

**APPROVAL OF THE AGENDA**

**Motion adopted**

To adopt the Agenda dated March 5, 2009 as amended.

## **PRESIDENT'S REPORT**

President Don Sievers addressed the Board of Directors.

### **Motion adopted**

**Cox/Strather**

To endorse the initiative of the four largest service clubs to unite on occasions of world wide disaster.

## **PRESIDENT-ELECT'S REPORT**

President-Elect Mark Shriver addressed the Board of Directors.

### **2009-2010 Recognition Program**

#### **Motion adopted**

**Shriver/Cox**

That the Board of Directors adopt the Recognition Program for the 2009-2010 year as presented.

## **JOOI PRESIDENT'S REPORT**

JOOI President Julie d'Auteuil addressed the Board of Directors.

## **EXECUTIVE DIRECTOR REPORT**

Executive Director Benny Ellerbe addressed the Board of Directors.

## **REPORT OF THE INTERNATIONAL CANDIDATE QUALIFICATIONS COMMITTEE**

The report of the Candidate Qualifications Committee was presented by Committee Chair Bill Teague.

The Candidate Qualifications Committee's nominee for President-Elect at the International Convention in Kissimmee, Florida was announced: Danny Rodgers (NTX).

The nominees for the Board of Directors were announced (put in alphabetical order): David Bruns (KS); Ed Davis (PSW); Esthermarie Hillman (AZ); and Jim Kondrasuk (SWIS).

The Candidate Qualifications Committee's nominees for the office of Vice President-Elect for the International Convention in Grapevine, Texas were announced:

Region 1 Northeast & Great Lakes-- Donald Brose (MI)

Region 2 Southeast -- Adrian Elcock (CAR)

Region 3 Mid Atlantic – Robert Buss (TN)  
Region 4 Middle America – Margaret Barclay (OH)  
Region 5 Great Plains – Gloria Kloster (DMM)  
Region 6 Southwest – Ron Graves (STX)  
Region 7 West Coast – Linda Molthen (PSE)  
Region 8 St. Lawrence – Raymonde Michaud (QEA)

On behalf of the Board of Directors, Ken Garner thanked Chair Bill Teague for the report.

The meeting recessed at 10:10 and reconvened at 10:27 a.m.

### **HOST FOR 2011 SERVICE CLUB LEADERSHIP CONFERENCE**

**Motion adopted**

**Garner/Shriver**

That Optimist International will offer to host the Service Club Leadership Conference in 2011.

### **REPORT OF THE AUDIT & FINANCE COMMITTEE**

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

### **Membership Budget Assumptions for Fiscal Year 2008-2009**

Rationale: The Audit & Finance Committee reviewed the 2008-2009 Membership budget assumptions noting that the budget had been set at break even rate. As of December 31, 2008 the Membership showed a loss of 2,177 resulting in a potential budget short fall of \$80,047.93. At this time, it is expected that the other revenues and expenses for the year will remain within the budget parameters. The Committee therefore recommends that the budget be adjusted to reflect this short fall.

**Motion adopted**

**Shriver/Garner**

That the Board of Directors approves the budget amendments for the Fiscal Year 2008-2009 as amended for Past Presidents' Travel to convention in Orlando.

**Motion adopted**

**Strather/Labrière**

To recess into executive session.

The meeting recessed into executive session at 10:45 a.m. and reconvened into regular session at 11:46 a.m.

### **Past Presidents Travel**

**Motion adopted**

**Phillips/Shriver**

To cap the International Past Presidents' travel at \$300 per person to the convention in Orlando. The funds to be from the Awards Budget line item.

## **Shumsky Contract**

Rationale: The contract with Shumsky expires at the end of the current year. The Committee believes that proposals should be sought for this contract.

### **Motion adopted**

**Cox/Labrière**

That the Board of Directors directs staff to seek proposals for the merchandise contract.

## **Life Membership**

Rationale: In light of the number of Life Members agreeing to pay full dues, the Committee believes that a special honor should be given to them. They should be given an award as a Distinguished Life Member.

### **Motion adopted as amended**

**Rushforth/Cox**

That the Board of Directors designates Life Members paying full dues to Optimist International as **Honor** Life Members and that the staff develop the appropriate recognition and retroactive to those who have already agreed.

## **Spouse Travel – Policy I-18**

Rationale: Given the budget restraints, the Committee believes that all spouse travel (except for the President and President-Elect) to District meetings be eliminated from reimbursement. This would affect Vice Presidents and International Representatives. The change would be effective October 1, 2009.

### **Motion adopted**

**Strather/Garner**

That the Board of Directors amends the Travel Chart to Board Policy I-18 to delete reimbursement for spouse travel to District meetings for Vice Presidents and International Representatives. Financial impact: \$30K

The Optimist International Board of Directors recessed at 12:10 p.m. and reconvened as the Optimist Youth Foundation Board.

## **Parent Child Golf Tournament**

Rationale: The Audit & Finance Committee reviewed the OIJGC budget and believes, given the economic uncertainty, that the Parent Child Tournament should be delayed for one year. The tournament is scheduled to break even, but a lower than anticipated tour out could negatively affect the organization.

### **Motion failed**

**Phillips/Garner**

That the Board of Directors delays the Parent Child Golf Tournament for one year.

The Optimist Youth Foundation adjourned at 12:16 p.m.

The Optimist International Board of Directors reconvened at 1:15 p.m.

### **Exchange Rate Policy**

Rationale: The Board of Directors deleted the exchange rate policy at its March 2008 meeting. In addition, there is no policy that mandates that Canadian Clubs be billed in Canadian dollars.

#### **Motion adopted**

**Rushforth/Labrière**

That the Board of Directors reinstate Policy ICD-11 and amend the policy to include that Canadian clubs are to be billed in Canadian dollars.

#### **Exchange Rate**

**ICD-11**

The rate of exchange between all countries' currency and U. S. dollars for purposes of billing clubs shall be adjusted on the first day of each calendar quarter to the prevailing market rate. This market rate shall be based on a composite weighted average of futures currency option contracts for the exchange of currency during that quarter as negotiated by the Director of Finance and the Executive Director prior to the first day of the calendar quarter. Such future currency contracts may not be for amounts in excess of the projected quarterly billing. Canadian Clubs are to be billed in Canadian dollars.

### **Budget for Fiscal Year 2009-2010**

Rationale: The Audit & Finance Committee along with President-Elect Mark Shriver and staff has developed the budget for the fiscal year 2009-2010. This was a difficult budget to balance, and as a result the committee asks the Board to bring the following proposal to the delegates for their consideration.

#### **Dues Increase Request**

**Motion to table until 9:00 a.m. Saturday**

**Strather/Cox**

**Against: Strather**

That the Board of Directors ask the delegates at the International Convention in Orlando, Florida to increase dues by \$10 per Member regardless of membership class ~~or tier~~, **and prorated for tiers.**

On behalf of the Board of Directors, Marlene Phillips thanked Chair Mike Allen for the report.

### **REPORT OF THE CONVENTION COMMITTEE**

The report of the Convention Committee was presented to the Board of Directors by Chair Ron Whittaker.

### **Simultaneous Interpretation**

Rationale: In light of the current financial state of the organization, the continuous rise in cost for service and equipment and 5.7% of the attendees request headsets, the committee recommends 1. cutting the

expense for simultaneous interpretation from the 2009-2010 budget resulting in a reduction of expenses in the amount of \$35,000 or 2. charging the attendees requiring the service and use of the headsets each an additional fee of \$175.

**Elimination of Simultaneous Interpretation**

**Motion failed**

**Cox/Labrière**

The Board of Directors hereby approves eliminating simultaneous interpretation at the 2010 International Convention business and training sessions.

**Charge for Simultaneous Interpretation**

**Motion failed**

**Phillips/Labrière**

The Board of Directors hereby approves charging the attendees who require interpretation an additional \$175 each for the service and use of the headsets.

**Sergeants-At-Arms**

Rationale: The sergeants-at-arms are currently paid a per diem of \$100 for 5 days and receive complimentary registration and meals. In light of the current financial state of the organization, the committee feels it is necessary to recommend cutting one day per diem and they pay for their registration and meals resulting in a reduction of expenses in the amount of \$4,292.

**Motion adopted as amended**

**Rushforth/Garner**

**Against: Cox**

The Board of Directors hereby approves reducing the per diem for International Convention Sergeants-At-Arms to \$100 for 4 days and eliminating complimentary registration and meals (**except for the Old Timer's Breakfast**) for same and to adjust the Travel Chart to Board Policy I-18 accordingly.

**2010 International Convention Registration and Meals**

Rationale: The budget for the 2009 International Convention is set based on a projection of 1300 total paying registrants at the rate of \$151 increased from \$125 for the 2008 Convention. In light of the recent budget cuts and the increase in registration fee for the 2009 International Convention in Florida the committee recommends the registration fee and meal costs remain the same for the 2010 International Convention in Denver, July 7-10.

**Motion adopted as amended**

**Shriver/Rushforth**

The Board of Directors hereby approves the following registration fees and meal costs for the 2010 Denver Convention:

(Note: The below fees are in \$US)

Adult Member or Guest Discount/Early Bird (no meals) - \$185

Adult Member or Guest Regular (no meals) - \$220

Adult Member or Guest Early Bird Package (registration and 3 meals) - \$280

Adult Member or Guest Regular Package (registration and 3 meals) - \$315

Adult Daily (no meals) - \$110

Adult Daily Regular (no meals) - \$130  
Youth (non-JOOI) (4 day program)- \$125  
Youth (non-JOOI) On-site (4 day program) - \$145  
Club President-Elect & Lt. Governor-Elect Breakfast - \$27  
Appreciation Luncheon - \$37  
Fellowship/Old Timers' Breakfast - \$32  
President's Banquet - \$52

### **HOST AREA COMMITTEE**

#### **Motion adopted**

**Garner/Rushforth**

That the Host Area Committee to the International convention receive daily registration to the Convention while volunteering.

On behalf of the Board of Directors, Claire Labrèche thanked Chair Ron Whittaker for the report.

The meeting recessed at 2:52 p.m. and reconvened at 3:10 p.m.

### **REPORT OF THE OPTIMIST INTERNATIONAL FOUNDATIONS**

An informational report of the Optimist International Foundations was presented to the Board of Directors by Optimist International Foundation President Bill Scott and Benoit Pare for Optimist International Foundation Canada Board President T. Les Rogers.

### **REPORT OF THE JOINT OI/OIF/OIF COMMITTEE**

Carrollyn Cox presented the informational report of the Joint OI/OIF/OIFC Committee.

On behalf of the Board of Directors, Herb Strather thanked OIF President Bill Scott, OIFC Board member Benoit Pare, and Carrollyn Cox for their reports.

### **REPORT OF THE AD HOC INT'L HEADQUARTERS BUILDING COMMITTEE**

The report of the Ad Hoc International Headquarters Building Committee was presented to the Board of Directors by Chair Claire Labrèche.

#### **Office Space Requirements**

Rationale: The Ad Hoc Committee was charged (as stated in July 2008 Board meeting minutes) that a committee of subject matter experts with representation from the Board and Staff review and assess current utilization of the office space, update requirements, and seek maximum efficiency in the usage of office space resources.

**Motion adopted**

**Labrèche/Rushforth**

That the Board of Directors directs the Ad Hoc Committee to proceed with Step Two regarding possible options and lease opportunities.

On behalf of the Board of Directors, President-Elect Mark Shriver thanked Chair Claire Labrèche for the report.

**REPORT OF THE AD HOC STAFFING COMMITTEE**

Dee Rushforth presented the report of the Ad Hoc International Headquarters Staffing Report to the Board of Directors

**Motion adopted**

**Rushforth/Phillips**

That the Board accepts the report and directs the Executive Director to provide progress reports at scheduled Board meetings regarding the issues and suggestions raised.

On behalf of the Board of Directors, President Don Sievers thanked Chair Dee Rushforth for the report.

**STRATEGIC PLANNING**

Governance Chair Danny Rodgers facilitated the Strategic Planning session.

**Motion adopted**

**Strather/Rushforth**

To give the Optimist Creed to the world.

**Motion adopted**

**Cox/Strather**

That the Board of Directors adopt the proposed revisions to the International Strategic Plan as shown in the attachment of these minutes.

On behalf of the Board of Directors, Carrollyn Cox thanked Danny Rodgers for the presentation.

The meeting recessed at 5:39 p.m. for the evening.

**Saturday, March 7, 2009**

The meeting reconvened at 8:30 a.m. on Saturday, March 7, 2009.

## **AUDIT AND FINANCE COMMITTEE REPORT (CONT'D)**

Mike Allen addressed the Board of Directors and asked Board Member Ken Garner as a CPA to address the Board regarding the ongoing concerns of the auditor's of being "a going concern."

### **Dues Increase Request**

**Motion adopted**

**Shriver/Rushforth**

**Abstained: Strather**

That the Board of Directors ask the delegates at the International Convention in Orlando, Florida to increase dues by \$10 per Member regardless of membership class ~~or tier~~, **and prorated for tiers.**

### **4% Rule Proposal**

**Motion adopted**

**Garner/Phillips**

To propose to the delegate at the 2009 Convention a waiver to the 4% Rule for three years.

### **2009-2010 Budget**

**Motion adopted as amended**

That the Board of Directors approves the 2009-2010 budget as presented.

**Motion failed**

**Strather/Sievers**

**For: Strather**

To freeze increases and bonuses for staff for next year unless there is growth.

**Motion adopted**

**Garner/Cox**

That there be two other budgets developed should the dues increase not be adopted: 1) with a 10% cut to all line items. 2) a budget that shows growth with of 103,000 members.

### **Security Assured Credit Card**

**Motion adopted**

**Cox/Phillips**

To allow a presentation in July at the Board meeting.

### **Rebate Growth Program**

**Motion adopted**

**Strather/Rushforth**

That a subcommittee Chaired by President-Elect Mark Shriver be tasked to develop options for a club growth program.

## **Dues Increase Proposal Communications**

### **Motion adopted**

**Garner/Labrière**

Against: Strather

To begin immediate communications of the necessity of a dues increase.

The meeting recessed at 10:11 a.m. and reconvened at 10:30 a.m.

## **REPORT OF THE ACTIVITIES & PROGRAMS COMMITTEE**

The report of the Activities & Programs Committee was presented to the Board of Directors by Manager of Programs Danielle Baugher and Director of Programs and JOOI Stephanie Monschein for Chair Ron Huxley.

### **Discontinuation of Tri-Star Sports Skills Contests as a Community Activity**

Rationale: The 2006-2007 International Activities Committee developed a scale for evaluating the Optimist International programs and community activities. The scale was approved by the Board of Directors to determine if the current programs and activities were meeting the needs of Clubs and their local communities. If the number of Clubs participating in a community activity falls below 20% Club participation on a 2-year average, it will be removed from the list and transferred to the Online Resource Library. The President's Pride Report results indicate that during the 2006-2007 year, 19.5% of Clubs participated in Tri-Star Sports and 19.7% reported participation in the 2007-2008 year. Staff receives only 1 or 2 requests for the activity planning guide on an annual basis. According to Charlie Wiles' report presented at the December Board of Directors meeting, approximately 70% of Clubs participate in a sports-related activity. The Activities Committee reviewed results of surveys sent to random Members and District Chairs and determined that the majority of Clubs do not participate in the Tri-Star Sports Skills Contests as it is presented in the planning guide. Many Clubs sponsor sports leagues or conduct sports activities to encourage physical fitness and good sportsmanship in the youth of their community but do not hold the skills challenges outlined in the Tri-Star Sports activity guide. A section was added to the 2008-2009 President's Pride Report to allow Clubs to submit information on the sports programs they sponsor. Tri-Star Sports Skills Contests will remain listed on the Pride Report so participation levels can be monitored. The results from the forms submitted will be reviewed by future Committees to determine if a new sports program would be a better fit for Optimist Clubs or if Tri-Star Sports Skills Contests should be reinstated as a community activity. Based on the current levels of participation and changes made to the President's Pride Report, the Activities Committee recommends that Tri-Star Sports be discontinued as a community activity but still be listed on the Optimist website. If a Club sponsors a Tri-Star Sports activity or is interested in starting the contests in their area, program information will be available on the Optimist Online Resource Library.

### **Motion adopted**

**Cox/Phillips**

That Tri-Star Sports Skills Contests, as it is currently presented, be discontinued as a community activity and moved to the Online Resource Library for an indefinite amount of time.

On behalf of the Board of Directors, Claire Labrèche thanked Chair Danielle Baugher and Stephanie Monschein for the report.

### **REPLACEMENT FOR VICE PRESIDENT-ELECT**

**Motion adopted**

**Cox/Strather**

That Melvin Bannister be appointed as Vice President-Elect to fulfill the remainder of Lois Philbrick's term as Vice President-Elect for the 2008-2009 year and Vice President for the 2009-2010 year.

### **NAME CHANGE FOR THE NYNE DISTRICT**

**Motion adopted**

**Sievers/Phillips**

That the Board of Directors adopt the name change of the New York New England District to the Atlantic Northeast District.

### **REPORT OF THE GOVERNANCE COMMITTEE**

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Danny Rodgers.

#### **Optimist International Audit**

Rationale: At its December 2008 meeting, the Board of Directors requested that the Governance Committee develop language to present to the delegates at convention regarding the Optimist International audit. The Committee agrees with the language offered by the Audit & Finance Committee and offers the following motion as such.

**Motion adopted**

**Rushforth/Labrèche**

That the Board of Directors presents the following Bylaws amendment regarding the International audit to the delegates at the July 2009 convention to become effective October 1, 2009.

#### **Bylaws Article VIII, 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 ~~45~~ **60** days after the close of the fiscal year, and a report thereon shall be submitted to the Board at its meeting next following the completion of the audit.

## Youth Club Structure

Rationale: At its December 2008 meeting, the Board of Directors requested the Governance Committee to develop the following language to present to the delegates at convention. The Committee agrees with the language offered by the JOOI Committee and offers the following motion as such.

### **Motion adopted**

**Shriver/Sievers**

That the Board of Directors presents the following Bylaws amendment regarding youth club structure to the delegates at the July 2009 convention to become effective October 1, 2009.

Bylaws, Article III, Section I. 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 19 or below and ~~still in high school or its equivalent and not yet eligible to be members of an Optimist Club~~ **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.

## College Club members

Rationale: It was pointed out at the Committee's meeting that there are college members remaining on the rosters indefinitely and there is no mechanism to convert college members to adult members. After consultation with staff, the Committee offers the following motion:

### **Motion adopted as amended**

**Shriver/Strather**

That the Board of Directors presents the following Bylaws amendment regarding college members to the delegates at the July 2009 convention to become effective October 1, 2009.

Bylaws Article VIII, Section 2B. Annual Dues

.... Base dues is defined as follows: Tier 12 \$30; Tier 2 \$22; Tier 3 \$16; College Members \$5 ~~for a maximum of five years~~ **(college member status to reviewed after five years)** (without regard to tiers). ....

## 15 Member Pilot Club Program

Rationale: In its annual review of the International Bylaws, the Governance Committee noted that the 15 member pilot club program will expire on September 30, 2009. The Committee agreed with President-Elect Mark Shriver and staff that the program is a success and it should be extended for at least another year. It was noted that many of the 15 member clubs brought in to date were actually submitted as 25

member clubs.

**Motion adopted**

**Cox/Phillips**

That the Board of Directors presents the following Bylaws amendment regarding 15 member clubs to the delegates at the July 2009 convention to become effective October 1, 2009.

**Bylaws Article III Section 1A2. 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~~ **2012**, a Club may be chartered with 15 members in targeted Districted areas upon approval by the International Board of Directors.

**Board Policy I-70; Committees**

Rationale: In its annual review of the International Job Descriptions and International Board Policies, the Governance Committee discussed at length the role of the Board Liaison to International Committees.

**Motion adopted as amended**

**Rushforth/Garner**

That the Board of Directors adopts the following revisions to Board Policy I-70, effectively immediately.

Committees

I-70

The Chairman of the Board, in consultation with the President, shall appoint Board members to serve as liaisons to International Committees. They shall ~~meet~~ **work** with the committees (including teleconferences) and act as the committee ~~spokesperson~~ **advocate** at Board meetings. ~~However, at no time shall the board liaison serve as the committee spokesperson. Unless a committee member is unable to represent the committee at a board meeting, whether in person or by other means of audio and/or visual communication, the board liaison will not serve as the committee spokesperson.~~

**Board Policy ID-27; District Allotment Requirements**

Rationale: In its annual review of the International Board Policies, the Governance Committee felt that the requirement for submission of a District Strategic Plan should not be mandated to Districts to receive its allotment. While Districts should absolutely develop growth and strategic plans and submit them to International, they are not an explicit or implied requirement by International Bylaws.

**Motion adopted**

**Cox/Shriver**

That the Board of Directors adopts the following revisions to Board Policy ID-27, effectively immediately.

District Allotment Requirements

ID-27

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

Minutes of Board and Executive Committee Meetings

Budget

Form 990 or Review

1<sup>st</sup> and 2<sup>nd</sup> Quarter Financial Reports

~~Five Year Strategic Growth Plan by December 31<sup>st</sup> Updated Annually and resubmitted each year.~~

### **Board Policy I-131; Official Optimist Time**

Rationale: At its December 2008 meeting, the Board of Directors directed the Governance Committee to draft wording that the official time for all transactions or deadlines of and for Optimist International be the time zone applicable at the International Headquarters in St. Louis, Missouri. While the Governance Committee has reservations about mandating an official time, it understands the importance of such a policy in regards to Clubs and/or Districts trying to designate what year a submission is credited to.

#### **Motion adopted**

**Rushforth/Labrière**

That the Board of Directors adopts new Board Policy I-131 in the Policy Manual Section 5. Communication, effectively immediately.

#### **Official Optimist Time**

**I-131**

**The official time for all transactions or deadlines of and for Optimist International shall be the time in the time zone applicable at the International Headquarters in St. Louis, Missouri USA.**

### **Review of Job Descriptions**

Rationale: A few revisions are being proposed to the Job Descriptions by the Governance Committee as noted in the attachment to this report. President-Elect Mark Shriver forwarded further revisions after the meeting that the committee agreed should be revised.

#### **Motion adopted**

**Phillips/Rushforth**

That the revision to the Job Descriptions be adopted as presented.

### **Job Descriptions for Governor and Governor-Elect**

#### **Motion adopted**

**Phillips/Labrière**

To direct the Governance Committee to create a job description for Governors and Governors-Elect.

## **REPORT OF THE NEW CLUB BUILDING COMMITTEE**

### **Non-Districted Club Building**

Rationale: The NCB Committee held a special teleconference meeting at the request of President Sievers to discuss a number of issues relating to new Clubs in “non-districted” areas. The Committee had a lengthy discussion of a variety of issues as they pertain to non-districted Clubs. Many of the issues, financial and district assignments, are already covered by Bylaws and International Policies, so at this point, a chartered Club is a chartered Club, and they all must be treated alike. Other items discussed were the integration of the non-districted Clubs into the annual awards program, outdated International Development Rules, and a variety of complex and inter-related issues concerning Clubs in non-districted areas. The NCB Committee felt that the issues were too many and too varied to be resolved in a teleconference, and the current committee is not scheduled to meet again this year. The NCB Committee for the next Optimist Year should have a specific item in their charge letter so that they can devote adequate time and attention to rewriting the ID Rules.

#### **Motion adopted**

**Rushforth/Labrèche**

That any non-districted Club and members be assigned to the International District at the time of the charter, effective immediately.

## **REPORT OF THE GOVERNANCE COMMITTEE (CONT'D)**

### **District Requests for Policy Approval**

Rationale: The Kansas District submitted their policies to the Governance Committee for perusal before asking the Board for their approval. The Committee has reviewed these policies and asks the Board to formally approve these District Policies in accordance with Bylaws Article VII, Section 3, Paragraph E: 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.

#### **Motion adopted**

**Rushforth/Shriver**

That the Board of Directors formally approve the District Policies for the Kansas District assuming that no policy is in violation of the Optimist International Bylaws.

On behalf of the Board of Directors, Carrollyn Cox thanked Chair Danny Rodgers for the report.

## **JOHNS HOPKINS FUND**

#### **Motion adopted as amended**

**Cox/Strather**

To extend the pledge to Johns Hopkins to December 31, 2009 subject to amended contract to raise money for Johns Hopkins.

## **CONVENTION TASKS**

### **Motion adopted**

**Shriver/Rushforth**

That the Board of Directors will hold:  
A convention workshop – Carrollyn Cox to lead  
Town Hall Meeting – Ken Garner to lead

## **OPTIMIST OF THE YEAR AWARD**

### **Motion adopted**

**Strather/Labrière**

That U.S. President Barak Obama and the Canadian Governor General receive a creed recognition presentation for their optimism.

## **WORLD BANK TIER STRUCTURE**

### **Motion adopted**

**Strather/Garner**

To request the delegates to approve a waiver to the World Bank Tier Structure for Jamaica and Suriname from Tier 3 to Tier 2 for three years.

The meeting recessed at 12:17 p.m. and reconvened at 12:26 p.m.

## **GROWTH INCENTIVE PROGRAMS**

### **Charter Club Fee**

#### **Motion adopted**

**Garner/Rushforth**

A new Club built during 2009-10 will get a \$100 reduction in dues and fees in the first quarter after its first anniversary and a \$50 reduction after its second anniversary. In addition, the Sponsor Club will get a \$50 reduction in dues and fees if the new Club is still in existence after its first anniversary and has grown by a net plus 5 members.

### **Membership in Current Clubs**

#### **Motion adopted**

**Garner/Phillips**

If a Club has an increase in membership of net plus 5 over its September 30, 2009 membership, the Club will receive a \$12.50 reduction in dues for the quarter in which the membership is attained. This reduction in dues will continue for every quarter in which the net plus 5 is maintained through the fourth quarter of 2009-10. If a Club increases membership by a net plus 10, the dues reduction will be \$25.

**Processing Fees**

**Motion failed**

**Garner/Phillips**

To propose a change to the bylaws for the processing fee from \$15 to \$5.

There being no further business, the meeting was adjourned at 12:55 p.m. on Saturday, March 7, 2009. with Optimist Creed.

Benny Ellerbe  
Executive Director/Secretary

## **OPTIMIST INTERNATIONAL STRATEGIC PLAN**

Adopted by the International Board of Directors December 6, 2008

Updated March 6, 2009

### Vision Statement

Optimist International will be recognized worldwide as the premier volunteer organization that values all children and helps them to develop to their full potential.

### Mission Statement

By providing hope and positive vision, Optimists bring out the best in kids.

### Core Values

Our values are reflected in the tenets of the Optimist Creed.

Goal 1: Optimist International will grow to become a thriving, dynamic, progressive organization with members committed to the mission of providing ever-expanding service to the youth, the community and the world.

Objective A. Increase the number of Optimist Clubs to 3,250 by September 30, 2010.

■ Strategies:

1. Embark on a rigorous competition to build new Clubs within assigned Districts and task the Builders accordingly with necessary support.

Objective B. Increase the annual retention rate of members to 85% by September 30, 2010.

■ Strategies:

1. Optimist International will foster and promote awareness among Club leadership to maximize membership retention. Recognize and develop guidance to Club leadership that all members' needs, views, and concerns are important to the health of the Club.
2. Standardize and encourage new member installation, induction, orientation and involvement procedures.
3. Increase utilization of various club rebuilding programs to retain members within weak Optimist Clubs as well as the clubs themselves.
4. Foster methods, utilize existing materials, and develop new programs to increase membership attendance at club meetings.

Objective C. Increase total adult membership to 101,000 by September 30, 2010.

■ Strategies:

1. Promote "Friend of Optimist" class of membership directly affiliated to Optimist International. (achieved and ongoing)
2. Develop an ongoing dynamic membership recruitment program, including NOW (New Optimists Wanted).

3. Network with other Youth Service Organizations to find common areas for growth such as but not limited to:
  - a) Optimist Class Sailboat Association (to teach kids how to sail) currently in many Countries around the world.
  - b) HOBY partnerships.
  - c) National Association of Secondary School Principals.
  - d) Pop Warner Little Scholars and similar organizations.
  - e) Public Health units.
4. Increase better utilization of Certified Club Builders (CCBs) and develop system to train teams of District CCBs to be responsible for their own District's growth.

Objective D. Increase the number of JOOI Clubs to 800 by September 30, 2010.

- Strategies:
  1. Develop creative District incentives for adult clubs to build JOOI Clubs.
  2. Attend professional conferences (Staff to network with other service organizations)
  3. Establish unique identity for JOOI (service leadership)
  4. Promote Builder of Excellence for JOOI clubs
  5. Conduct Regional Conferences for JOOI members during spring break or summer sessions that will build the core values of Optimist International
  6. Solicit Corporate sponsorships for funding

Goal 2: Maximize the effective and efficient administration and operation of Optimist International.

Objective A. The Board of Directors will conduct reviews of staffing and facilities every three years to maximize the effective and efficient administration and operation of Optimist International.

- Strategies:
  1. Determine and fund internal and/or external staffing to provide critical services and products.
  2. Determine and fund appropriate facilities to maximize the effective and efficient administration and operation of Optimist International.

Objective B. Improve the current methods of communication to provide information that is timely, basic, and relevant.

- Strategies:
  1. Short-term:
    - a. Prior to each meeting of the Board of Directors, copies of the agenda will be provided to all Vice Presidents and Governors.
    - b. Conduct teleconferences every other month with members of the Board and the Vice Presidents. A specific agenda would be established for each call addressing Board matters and Vice Presidents' issues.
    - c. Continue the Town hall meetings and the Board of Directors workshops at the International Convention.
    - d. Complete the update of the OI website to make it more "user-Friendly."
    - e. During orientation for new Board members and Vice Presidents, include discussion and instruction of computer use and implementation.

- f. Provide “educational” information about the Board of Directors to leaders and members, i.e. Its role, function, decision-making, etc. in order to promote better understanding of its role within Optimist International.
2. Mid-term:
    - a. Determine the feasibility of implementing video conferencing utilizing the Skype or other similar software systems
    - b. The addition of a “chat room” feature on the Optimist International website for discussion of issues/questions between members and the Board of Directors
    - c. Utilize existing/other software programs to create training presentations (by CTs and CCBs) which can be directed to Districts, Zones, or Clubs
    - d. Consider the use of video for the International Convention and for meetings of the Board of Directors.
  3. Long-term:
    - a. Increase the magazine’s distribution to 6 or 8 per year, with a concerted effort to sell advertising to cover the additional expense.
    - b. Develop a monthly online newsletter to supplement the OI magazine.
    - c. Collect email addresses for every member that has one.
    - d. Sell or barter advertising.

Goal 3: Consider, design, and implement Optimist programs that will focus on realizing the vision of Optimist International in four core areas: Growth, Education, Communications, and Activities.

Objective A. Implement an ongoing process of assessing and evaluating all International Programs and Policies for consistency with the Mission, Vision and Purposes of Optimist International.

■ Strategies:

1. Evaluate Club programs, and recommend to the Board, for inclusion for District and International implementation. (ongoing).
2. Formulate new International Programs consistent with Optimist International’s Mission , Vision and Purposes of Optimist International, and seek Board approval for implementation. (ongoing)
3. Review the Purposes of Optimist International to ensure long-term relevance of both purposes and programs.

Objective B. Develop and Implement worldwide program(s) to encourage Optimists to actively participate in projects that maximize character-development of youth and community improvement.

■ Strategies:

1. By October 1, 2010 Optimist International will adopt appropriate Policy and actively encourage all Optimists worldwide to focus on participating in projects that are geared towards character-development of youth and community improvement.
2. Optimist International will implement a system to record, evaluate, and support efforts geared towards achieving strategy 1 above with ongoing feedback to members at quarterly intervals using the most efficient media.
3. Work to publish materials for teaching youth (JOOI) the principles of personal worth and personal missions.
4. Work with Institutions of high learning (Universities) to research methods of enhancing life styles and quality of life through optimism.

Objective C. Continue and enhance a system of reports and recognition for successful new programs that are implemented by Clubs.

■ Strategies:

1. Develop an online system of evaluation to be placed on an Optimist leadership website or similar vehicle.
2. Ensure that appropriate recognition systems are in place for all Districts to reward excellence.  
Completed.
3. Encourage “Club Project Awards” to be presented in electronic formats for easy loading and accessing from our websites.

Goal 4: Develop and implement a Strategic Marketing Plan to create global awareness of the Mission/Vision and Core Values and provide positive support for the growth and sustainability of Optimist International.

## TABLE OF CONTENTS

<b>APPROVAL OF THE CONSENT AGENDA.....</b>	<b>1</b>
BOARD MEETING MINUTES.....	2
BOARD INTERPRETATION OF BYLAWS.....	2
DISTRICT AND CLUB REQUESTS .....	2
<i>Requests for Special Convention</i> .....	2
New Mexico West Texas District (19) .....	2
Pacific Central District (20) .....	3
2009-2010 INTERNATIONAL COMMITTEES .....	3
<b>APPROVAL OF THE AGENDA .....</b>	<b>3</b>
<b>PRESIDENT’S REPORT .....</b>	<b>4</b>
<b>PRESIDENT-ELECT’S REPORT.....</b>	<b>4</b>
2009-2010 RECOGNITION PROGRAM .....	4
<b>JOOI PRESIDENT’S REPORT.....</b>	<b>4</b>
<b>EXECUTIVE DIRECTOR REPORT.....</b>	<b>4</b>
<b>REPORT OF THE INTERNATIONAL CANDIDATE QUALIFICATIONS COMMITTEE .....</b>	<b>4</b>
<b>HOST FOR 2011 SERVICE CLUB LEADERSHIP CONFERENCE .....</b>	<b>5</b>
<b>REPORT OF THE AUDIT &amp; FINANCE COMMITTEE.....</b>	<b>5</b>
MEMBERSHIP BUDGET ASSUMPTIONS FOR FISCAL YEAR 2008-2009 .....	5
PAST PRESIDENTS TRAVEL.....	5
SHUMSKY CONTRACT .....	6
LIFE MEMBERSHIP.....	6
SPOUSE TRAVEL – POLICY I-18.....	6
PARENT CHILD GOLF TOURNAMENT .....	6
EXCHANGE RATE POLICY .....	7
BUDGET FOR FISCAL YEAR 2009-2010 .....	7
<i>Dues Increase Request</i> .....	7
<b>REPORT OF THE CONVENTION COMMITTEE.....</b>	<b>7</b>
SIMULTANEOUS INTERPRETATION .....	7
<i>Elimination of Simultaneous Interpretation</i> .....	8
<i>Charge for Simultaneous Interpretation</i> .....	8
SERGEANTS-AT-ARMS.....	8
2010 INTERNATIONAL CONVENTION REGISTRATION AND MEALS .....	8
<b>HOST AREA COMMITTEE .....</b>	<b>9</b>

<b>REPORT OF THE OPTIMIST INTERNATIONAL FOUNDATIONS .....</b>	<b>9</b>
<b>REPORT OF THE JOINT OI/OIF/OIF COMMITTEE.....</b>	<b>9</b>
<b>REPORT OF THE AD HOC INT’L HEADQUARTERS BUILDING COMMITTEE .....</b>	<b>9</b>
OFFICE SPACE REQUIREMENTS .....	9
<b>REPORT OF THE AD HOC STAFFING COMMITTEE .....</b>	<b>10</b>
<b>STRATEGIC PLANNING.....</b>	<b>10</b>
<b>AUDIT AND FINANCE COMMITTEE REPORT (CONT’D).....</b>	<b>11</b>
DUES INCREASE REQUEST.....	11
4% RULE PROPOSAL .....	11
2009-2010 BUDGET .....	11
SECURITY ASSURED CREDIT CARD .....	11
REBATE GROWTH PROGRAM.....	11
DUES INCREASE PROPOSAL COMMUNICATIONS .....	12
<b>REPORT OF THE ACTIVITIES &amp; PROGRAMS COMMITTEE.....</b>	<b>12</b>
DISCONTINUATION OF TRI-STAR SPORTS SKILLS CONTESTS AS A COMMUNITY ACTIVITY .....	12
<b>REPLACEMENT FOR VICE PRESIDENT-ELECT .....</b>	<b>13</b>
<b>NAME CHANGE FOR THE NYNE DISTRICT .....</b>	<b>13</b>
<b>REPORT OF THE GOVERNANCE COMMITTEE .....</b>	<b>13</b>
OPTIMIST INTERNATIONAL AUDIT .....	13
YOUTH CLUB STRUCTURE.....	14
COLLEGE CLUB MEMBERS.....	14
15 MEMBER PILOT CLUB PROGRAM.....	14
BOARD POLICY I-70; COMMITTEES .....	15
BOARD POLICY ID-27; DISTRICT ALLOTMENT REQUIREMENTS .....	15
BOARD POLICY I-131; OFFICIAL OPTIMIST TIME.....	16
REVIEW OF JOB DESCRIPTIONS.....	16
JOB DESCRIPTIONS FOR GOVERNOR AND GOVERNOR-ELECT.....	16
<b>REPORT OF THE NEW CLUB BUILDING COMMITTEE .....</b>	<b>17</b>
NON-DISTRICTED CLUB BUILDING.....	17
<b>REPORT OF THE GOVERNANCE COMMITTEE (CONT’D).....</b>	<b>17</b>
DISTRICT REQUESTS FOR POLICY APPROVAL .....	17
<b>JOHNS HOPKINS FUND.....</b>	<b>17</b>
<b>CONVENTION TASKS.....</b>	<b>18</b>
<b>OPTIMIST OF THE YEAR AWARD.....</b>	<b>18</b>

**WORLD BANK TIER STRUCTURE..... 18**

**GROWTH INCENTIVE PROGRAMS..... 18**

    CHARTER CLUB FEE..... 18

    MEMBERSHIP IN CURRENT CLUBS..... 18

    PROCESSING FEES ..... 19

**OPTIMIST INTERNATIONAL STRATEGIC PLAN..... 20**