

MINUTES
BOARD OF DIRECTORS
MEETING

March 3-4, 2017

International Headquarters Office
St. Louis, Missouri

The following Members of the 2016-17 Board of Directors were in attendance for the entire meeting:

Dave Bruns	Immediate Past President	Topeka, Kansas
James K. Kondrasuk	President	Monona, Wisconsin
Nick Prillaman	President-Elect	Atlanta, Georgia
Judy Boyd	Director	Urbandale, Iowa
Sue Creswell	Director	Reading, Pennsylvania
Rebecca Butler-Mona	Director	West Des Moines, Iowa
Adrian Elcock	Director	St. Thomas, Barbados
Nicole Paquette	Director	Casselman, Ontario
Mark Weinsoff	Director	Goleta, California
Benny Ellerbe	Executive Director	St. Louis, Missouri
Don Crall	President	Optimist International Foundation
Excused:		
Madison O’Hara Wickham	JOI President	Bonita, California
Nina Strickland	President	Canadian Children’s Optimist Foundation

Committee Reports are to be considered as part of these minutes and are kept on file separately from these minutes. They provide important information that is considered by the Board of Directors in determining action to be taken on a particular issue.

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 3, 2017

Immediate Past President Dave Bruns called the second regular meeting of the 2016-17 Optimist International Board of Directors to order at 8:30a.m. with an invocation by Nicole Paquette, a moment of silence for the Optimist World by Judy Boyd, the Pledge of Allegiance led by Mark Weinsoff, and a toast to all countries with an Optimist Club was led by Adrian Elcock. Sue Creswell led the recitation of the Mission Statement.

Motion adopted

Kondrasuk/Prillaman

To appoint Executive Director Benny Ellerbe as parliamentarian for the meeting.

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted

To adopt the consent agenda as presented.

Kondrasuk/Boyd

Approval of Previous Board Meeting Minutes

Motion approved

To adopt and/or confirm the minutes and decisions made at the December 9-10, 2016 Board of Directors meeting.

Kondrasuk/Prillaman

Midwestern Ontario District Request

Rationale: The Midwestern Ontario District held a special meeting in order to conduct the election of Governor Elect. This meeting was approved by the Executive Director.

Motion adopted

The Board of Directors retroactively approve the special meeting held by the Midwestern Ontario District that was held in between the December 2016 and March 2017 Board Meetings.

North Carolina East District Request

Rationale: The North Carolina East District held a special meeting in order to conduct the election of Governor Elect. This meeting was approved by the Executive Director.

Motion adopted

The Board of Directors retroactively approve the special meeting held by the North Carolina East District that was held in between the December 2016 and March 2017 Board Meetings.

ADOPTION OF AGENDA

Motion adopted

To adopt the agenda as amended.

Kondrasuk/Prillaman

PRESIDENT'S REPORT

President Jim Kondrasuk addressed the Board of Directors and reviewed his written report.

“Recruit a Teacher” in Spring 2017 for \$30 Incentive Proposal

Rationale: In September 2016 a Recruit a Teacher incentive was conducted in a focused one-month program toward a profession that can help our Clubs connect with youth in the local school systems which in turn can provide enhanced opportunities for us to grow our Junior Optimists, Scholarship Programs and Junior Golf. Teachers can provide Clubs within professional abilities to work with our youth and have a deep commitment, vast experience working with youth and strong connections to our

communities. 244 Teachers were recruited in September 2016 in this incentive. During the recent Mid-Year Conferences and at the Governor Elect Conference, a huge majority of the participants strongly voiced opinion for the Teachers Incentive. The Audit and Finance Committee noted the above comments in 2016 and the financial impact was neutral to positive as Teachers retention percentage would be very high.

Motion adopted

Weinsoff/Prillaman

That the Board of Directors approve the “Recruit A Teacher” for \$30 Incentive Proposal to run from April 1 to June 30, 2017 (3rd Quarter).

PRESIDENT-ELECT’S REPORT

President-Elect Nick Prillaman addressed the Board of Directors and reviewed his written report and Action Plan.

Proposed Revision to Policy I-33

Rationale: A key component in expanding the Optimist International Brand and supporting our growth initiatives is the development of an aggressive and proactive marketing campaign built around digital marketing. To be effective digital marketing will require Optimist International to development a new set of parameters regarding the use and frequency of emails and social media. In order to accommodate and support this marketing initiative it is requested that the last paragraph in Board Policy I-33 be deleted.

Motion adopted

Butler Mona/Creswell

That the Board of Directors adopts the following revisions to Board Policy I-33 as shown below:

International Directory and Mailing Lists - Use of I-33

Believing that the Official Directory and mailing lists, containing the names and addresses of Club, District and International officers and members, is a record to be held in trust, their use for commercial, political, or solicitation purposes shall be denied to all. Use of such lists for purposes consistent with the objectives of Optimist International may be granted by the Board of Directors. Requests for the use of such lists for purposes consistent with the functions of District administration must be submitted in writing by the governor.

Because the objectives of Optimist International are served by providing information to Club Officers in advance of elections regarding the candidates for International office so that Club Officers can make informed decisions, declared candidates for the offices of International President-Elect, International Vice President-Elect and International Board Member at Large may obtain, at their own expense, a mailing list (regular addresses and/or email addresses) of Club Presidents, Secretaries and/or Treasurers prior to the election to be held. This mailing list may be requested only one time during an Optimist year, the date of which is at the candidate’s discretion so long as it is at least 30 days prior to the start of the election.

~~Email to members' personal email addresses from Optimist International should be limited to one per 30 day period. This restriction would be exclusive of opt-in mail such as the digital version of The Optimist and would not apply to International Committee Members, International Officers, District Officers, or Club Officers.~~

JOI PRESIDENT'S REPORT

JOI President Madison O'Hara Wickham addressed the Board of Directors via telephone and reviewed her written report to the Optimist International Board of Directors. On behalf of the Board of Directors, Rebecca Butler Mona thanked Madison O'Hara Wickham for the report.

EXECUTIVE DIRECTOR'S REPORT

Executive Director Benny Ellerbe addressed the Board of Directors and reviewed his written report. On behalf of the Board of Directors Immediate Past President Dave Bruns thanked Benny Ellerbe for the report.

OPTIMIST INTERNATIONAL FOUNDATION REPORT

The report of the Optimist International Foundation was presented to the Board of Directors by President Don Crall. On behalf of the Board of Directors, Director Mark Weinsoff thanked President Crall for the report.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The written report of the Canadian Children's Optimist Foundation was presented to the Board of Directors by Jacques Pelland for President Nina Strickland. On behalf of the Board of Directors, Director Nicole Paquette thanked Jacques Pelland for the report.

AUDIT & FINANCE COMMITTEE REPORT

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

Policy I-70; Committees - Fiscal Impact Form

Rationale: The Audit & Finance Committee noted that most Committees are not practicing the requirement of submitting a Fiscal Impact Form as required by Policy I-70 with regard to requests for funds which impact the organizational budget. The Committee acknowledged that the form is confusing and should be revised into a more user-friendly format. The Audit & Finance Committee discussed the merits of the Fiscal Impact form. It was agreed that it is an important tool for assisting with vetting the value of budget requests. The Committee has updated the form in order to simplify

the questions. The Committee is requesting that the Board of Directors adopt the revisions as presented.

Motion adopted

Kondrasuk/Creswell

That the Board of Directors approve the revisions to Board Policy I-70 as presented.

On behalf of the Board of Directors, Director Judy Boyd thanked Chair Guy Templin for the report.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The report of the Candidate Qualifications Committee was presented to the Board of Directors by Committee Chair Danny Rodgers via telephone. On behalf of the Board of Directors, Director Sue Creswell thanked Chair Danny Rodgers for the report.

CREATION OF SPECIAL CENTENNIAL COMMITTEE

President Kondrasuk addressed the Board of Directors. The proposed Committee will meet via teleconference and/or Skype.

Motion adopted

Weinsoff/Prillaman

To create a Special Centennial Committee to promote the Optimist Centennial.

(Note: Comprised of the 2017-18 International President-Elect , 2018-19 President-Elect, Past International Presidents Don Sievers, Charlie Wiles, Ron Thompson, Dave Bruns, Don Arnwine

FUNDRAISING SPONSORSHIP COMMITTEE DIRECTION

President Kondrasuk addressed the Board of Directors and a discussion was held regarding the motion adopted at the December 2016 Board of Directors meeting:

That the Board of Directors approve the creation of a Fundraising/Sponsorship Committee to be created immediately and lasting indefinitely or as long as the committee is performing and is relevant.

No action was taken at this time. A subsequent report will be made at the July Board meeting.

POTENTIAL BOARD MEMBER REPLACEMENT

It was noted that if current board member Rebecca Butler Mona is elected as President for the 2018-19 Optimist year, an individual will need to be named to fulfill her remaining term of office on the Board of Directors pursuant to bylaws.

ACTIVITIES COMMITTEE REPORT

The report of the Activities Committee was presented to the Board of Directors by Committee Chair Don Brose via telephone.

Request for Board Resolution Regarding Non-Gender Oratorical Scholarships

Rationale: The Activities Committee discussed at length the need for Districts to consider having non-gender Oratorical Contests instead of boy/girl contests. For the reasons listed in the proposed resolution, the Committee is requesting that the Board of Directors present the following resolution to the 2017 Convention Delegates to get a feel from Clubs and Districts on the possibility of revising the Oratorical Contest rules so that all contests are non-gender. The Committee recommends that the following resolution be presented to the delegates of the July 2017 convention regarding the Oratorical Scholarships:

NON-GENDER DISTRICT ORATORICAL CONTESTS

*Submitted by International Activities to the Board of Directors
to present to the Delegates at the 2017 International Convention*

WHEREAS Districts currently have the option to hold non-gender Oratorical Contests and offer two or three contests totaling \$5000 per District, and;

WHEREAS Districts that hold gender divided contests have to determine one individual to represent the District at the Optimist International Oratorical World Championships, and;

WHEREAS the Regional and World Championships are non-gender contests, and;

WHEREAS there is no supporting evidence of a gender bias in competing in a contest, and;

WHEREAS other organizations that sponsor Oratorical contests are non-gender and have done so for many decades, and;

WHEREAS Optimist International honors evolving societal inclusiveness, and;

THEREFORE BE IT RESOLVED that all Optimist International Districts hold non-gender Oratorical Contests beginning October 1, 2017 and offer a first, second, and third place scholarship totaling \$5000, allocated as the District chooses.

Motion adopted

Weinsoff/Elcock

That all Optimist International Districts shall hold non-gender Oratorical Contests beginning October 1, 2017 and offer scholarships totaling \$5000 allocated as the District chooses.

(Note: In light of the adoption of this motion, no action was taken regarding the proposed resolution.)

On behalf of the Board of Directors, Director Adrian Elcock thanked Chair Don Brose for the report.

AD HOC COLLEGE CLUBS COMMITTEE REPORT

The report of the Ad Hoc College Clubs Committee was presented to the Board of Directors by Committee Chair Gerri Barnett via telephone.

College Dues Change Pilot Program

Rationale: College Optimist Clubs* often have problems collecting dues from their Members and submitting dues payments to Optimist International. The Committee believes we can change the method in which we bill college Clubs to increase recruitment and retention within college Optimist Clubs. *College Optimist Clubs are defined as those having greater than 50% of their membership as “college members.”

Motion adopted

Boyd/Creswell

That the Board of Directors adopts a pilot program to adjust the dues structure for all new College Clubs that are built effective immediately. Any existing College Clubs have the option of electing to be billed under the pilot program or remaining at their present dues structure. The pilot program billing cycle will work as follows:

- Each College Club is billed once a year on October 1st.
 - The College Club is billed \$10.00 for each college Member listed on their roster as of Oct 1st in addition to a \$100 annual affiliation fee.* Regular Members in College Clubs are billed the full dues amount.
 - The Club will be billed \$10.00 for any additional college Members added over the course of the year.
- * We will strongly recommend that the Sponsor Club pays the affiliation fee whenever possible.

Budget: \$0 (Fiscal year 2016-2017)

T-Shirts for College Members in College Clubs

Rationale: College Members often feel that they do not get enough from Optimist International to justify dues payments. Many do not put a high value on the membership pin or the hard-copy magazine. T-shirts are more desirable to this age group than pins and also help with marketing efforts.

Motion adopted

Prillaman/Butler Mona

That the Board of Directors approves the funds needed to begin sending t-shirts instead of membership pints to College Members who join college Optimist Clubs.

Budget: (FY 2016-17: \$234.28) (FY 2017-18: \$1,869.12)

College Clubs and the Awards Program

Rationale: Large drops in College Clubs can adversely affect Optimist Leaders trying to reach certain membership numbers. The Committee believes all “drops” made by college Clubs should not count against the District in relation to the awards program. The Committee believes that District leaders

will be more receptive to College Optimist Clubs if they don't have to worry about drops hurting their overall numbers.

Motion failed

That the Board of Directors approves adjusting the numbers on the Scoreboard between each Optimist year so that drops are not included in a District's total numbers.

Motion failed

For awards purposes, the membership number for college clubs on the annual affiliation program will remain unchanged for the entire year from the October 1 number regardless of actual adds or drops during the year. Clubs started after October 1 will begin and end year at 0.

On behalf of the Board of Directors, President-Elect Nick Prillaman thanked Chair Gerri Barnett for the report.

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Ron Whitaker.

Dues and Fees Bylaws Amendment Proposal

Rationale: The Governance Committee was charged by President Jim Kondrasuk to review the bylaws regarding College and Members and to bring forth a proposed revision to help College Clubs grow in number and membership. Also, at the request of Executive Director Benny Ellerbe, the Governance Committee reviewed the Bylaws relating to Optimist International dues and fees, acknowledging the fact that the current wording is confusing and disorganized. The Committee felt that the dues and fees structure should at least try to attempt correlate with the organization of the Membership bylaws structure. In restructuring the current Bylaws to make it more reader friendly and concise, the Committee felt that trying to keep up with changing base dues according to the current Consumer Price Index, actual numbers should not be in the Bylaws as they may change from year to year. The Committee noted that The Master Schedule of Dues and Fees will be posted on the website for Clubs and Members to refer to when needing the current numbers used for calculating Club dues payments. It was noted that the definition of "developed" and "developing" countries will need to be clearly explained in the rationale to the delegates to explain difference in dues structures. It was also noted that this proposal does not change any dollar amount whatsoever and is simply a way to simplify the bylaws and make it clearer to read. Any dues increase will have to be voted on by the delegation at an International Convention.

Motion adopted as amended

Prillaman/Creswell

That the Board of Directors presents the following Bylaws amendment regarding Dues and Fees to the delegates at the July 2017 convention to become effective October 1, 2017:

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

B. ***Annual Dues and Fees.*** Countries shall be defined as developed or developing in accordance with the designation of the United Nations. Clubs in developed countries shall pay dues as published by Optimist International prior to next fiscal year. Clubs in developing countries shall pay a reduced amount of dues as published by Optimist International prior to next fiscal year. A cost of living adjustment of no more than 4% of previously published dues may be made by the Board of Directors based on the yearly change in the December CPI-U (Consumer Price Index-Cost of Living). Increases in dues or fees above the CPI-U is subject to the approval of the delegates at an Optimist International Convention. 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 interest of the organization.

1. **General Membership.** Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its members, except Friend of Optimists, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June.
2. **Life Membership.** Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its life members enrolled in the office of Optimist International as of 30 September. (new wording)
3. **College Members not in College Clubs.** Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its college members, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June.
4. **College Clubs.** Each college club shall pay dues and fees to Optimist International as determined and published by the Optimist International Board of Directors.
5. **Friends of Optimist.** Members recognized as "Friend of Optimist" would be required to pay an annual membership fee to Optimist Internationals set by the International Board of Directors. Optimist International will receive 60 percent of the fee and 40 percent of the fee will be sent to the Sponsoring Club where the member resides or to the District if there is no Sponsoring Club. The member shall be billed directly by Optimist International and payment will be sent to Optimist International for distribution either the Club or District. (No change in wording)
6. **Junior Optimist Members JOI Dues.** Fees and dues for JOI clubs are to be determined by the JOI delegates under the supervision of the Optimist International Board of Directors. (no change in wording)

For clarification, following is the original wording:

~~B. Except as set forth herein, beginning October 1, 2010, each Club shall pay to Optimist International for each of its members, except Life Members and College Members, except Friends of Optimists, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June, as annual dues, the sum of \$59.62 for Clubs in Tier 1 countries, \$44.12 for Clubs in Tier 2 countries, and \$31.00 for Clubs in Tier 3 countries, payable in quarterly amounts of \$14.90~~

for Clubs in Tier 1 countries, \$11.03 for Clubs in Tier 2 countries, and \$7.75 for Clubs Tier 3 countries each on 1 October, 1 January, 1 April, and 1 July of each year. The billing cycles for College Clubs shall be 1 October through 28 February and 1 March through 30 September. For each College Member enrolled in the office of Optimist International as of 30 September, a Club shall pay annual dues of \$22.50 per member in Tier 1, \$19.50 in Tier 2, and \$13.50 in Tier 3. Dues are payable in halves on 1 October and 1 March based on members enrolled in Optimist International 30 September and 28 February. 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 \$26.00. 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 \$43.62; Tier 2 \$32.21; Tier 3 \$22.63; College Members \$5 (College Member status to be reviewed after five years) (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. (The countries of Jamaica and Suriname will be considered Tier 3 Countries until September 30, 2018 and until further review by the World Bank.) 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 1 October and 1 March beginning 1 October, 2016.

~~E. JOI Dues.~~ Fees and dues for JOI Clubs are to be determined by the JOI delegates under the supervision of the Optimist International Board of Directors. (moved to Paragraph B)

~~F. Friend of Optimist.~~ Members recognized as Friend of Optimist would be required to pay a membership fee to Optimist International as set forth by the International Board of Directors. Optimist International will receive 60 percent of the fee and 40 percent of the fee will be sent to the Sponsoring Club where the Member resides or to the District if there is no Sponsoring Club. The Member shall be billed directly and payment will be sent to Optimist International for distribution to either the Club or District. (moved to Paragraph B)

Bylaws Amendments Regarding “Reserve” Membership

Rationale: The Governance Committee noted that “Reserve Membership” is not currently used by Clubs and Optimist International has no record of any member in that category. Therefore, it is felt that the bylaw should be removed.

Motion adopted

Bruns/Elcock

That the Board of Directors presents the following Bylaws amendment regarding Reserve Membership to the delegates at the July 2017 convention to become effective October 1, 2017:

Bylaws Article III. Membership

Section 1. Clubs.

1. Membership in Optimist Clubs.

A. Optimist Club Structure

1. Membership in Optimist Clubs.

~~e. Reserve Membership.~~ Any individual who is a Member in good standing of one or more Optimist Clubs and who is no longer able to maintain active participation, or a Life Member, or a Member of a Club who shall have been retired from active business, shall be elected to reserve membership upon his/her written application to his/her Club. A reserve member may pay annual dues and shall have the same rights and

~~privileges as any Member of a Club, except that such Reserve Member shall be ineligible to hold elective office in Club, Zone, District or International.~~

- d.c. *College Membership.* Any Member in a post secondary educational institution who is enrolled as a full time student may be classified as a College Member. A College Member shall pay annual dues as set forth in these bylaws and shall have the same rights and privileges as any Member of a Club.

Policy I-70; Committees

Rationale: The Governance Committee feels that in order for Committee Chairs to fully understand what is expected from them, and to understand the policies and procedures that are required, each Committee Chair should receive an Operations Manual provided by the Staff Liaison. The Committee noted that most Committee Chairs do not receive Operating Guidelines and as required by Board Policy I-70.

Motion adopted

Prillaman/Paquette

That the Board of Directors adopt the following revision to Policy I-170 Paragraph C to require Staff to provide an Operations Manual to their respective Committee Chairs every year.

- C. Once the Board of Directors establishes and determines the number of members on each committee for the following year, each committee shall receive a charge letter from the President Designate and other duties as directed by the Board of Directors. Each committee shall annually adopt and/or review **their respective Operating Guidelines provided by the Staff Liaison**, which shall include fiscal responsibility as below

Policy ID-28; Officer Job Descriptions and Letters of Understanding

Rationale: The Governance Committee feels that all members need to truly understand the Foundations play an integral part in the success of Optimist International programs, especially scholarships. Without the support of the Foundations, Districts would not have the funding to provide scholarships without the support of endowments from individuals. As such, the following revision to the Job Descriptions of International Officers and Governors, the revision is offered to make it very clear that Foundations support is critical to the success of Optimist International and Optimist Clubs.

Motion adopted

Boyd/Creswell

That the Board of Directors adopt the following revisions to the first page of Policy ID-28, Officer Job Descriptions and Letters of Understanding:

OPTIMIST INTERNATIONAL LEADERSHIP POSITIONS OVERVIEW

The Bylaws of Optimist International set forth the various individuals and their roles for the governance of Optimist International. In order to promote and advance the ideals, goals, and purposes of Optimist International, it is important that these individuals have an informed understanding of their roles and responsibilities. It is also important that these individuals understand how they are to interact with each other so as to work

together in harmony and success. Accordingly, following is a delineation of duties and responsibilities for the offices of **International** President, President-Elect, Immediate Past President, Vice Presidents, Vice Presidents-Elect, and the Directors of Optimist International. As Districts are an extension of Optimist International and responsible for the well-being of the organization, also included is a delineation of duties and responsibilities for the Governors and Governors-Elect.

INTRODUCTION

PRIMARY RESPONSIBILITY:

By virtue of your election to the Board of Directors, the members of Optimist International have expressed their confidence and entrusted you, in accordance with the laws of the State of Missouri, the personal and fiduciary duty to assume and exercise, in good faith, and with due diligence, responsibility for the legal and financial governance, and the best interests of Optimist International. **As a Governor or Governor-Elect, the same holds true from the members of your District.**

The following is a delineation of the qualities and attributes desirable for all persons holding the offices discussed herein:

1. Communication on a regular basis with all leaders in the organization promoting growth at every opportunity.
2. Knowledge of Optimist structure and programs.
3. Knowledge of parliamentary procedure.
4. Consideration for the ideas and thoughts of others.
5. Creativity to translate dreams of International Officers into practical realities.
6. Ability to come to consensus with others without giving up personal principles.
7. Strength to maintain an unpopular position when necessary.
8. Be familiar with the Bylaws of Optimist International.
9. Review minutes of past Board of Directors meeting minutes.
10. Understand fiduciary responsibilities.
11. Make decisions that are good for the organization.
12. **International Officers and Club Presidents should lend support for the Optimist International Foundation or the Canadian Children's Optimist Foundation.**

Revision of Standard Club Bylaws

Rationale: In past 12 months Optimist International has been involved in three property issues with fields where Clubs disbanded with property in the Clubs' name.

Motion Requested:

Kondrasuk/Prillaman

That the Board of Directors approves revisions to the Standard Club Bylaws regarding the dissolution of Club assets as follows:

ARTICLE XV – DISSOLUTION

_____ *Initial here to adopt. (required wording)* (U.S. Clubs only) Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets, **including but not limited to cash, personal and real property**, of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations, including Optimist International or the Optimist International Foundation, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. **If no disposition of the Club assets is completed within 120 days after the effective date of dissolution, the assets of the Club shall be distributed to the Optimist International Foundation.**

_____ *Initial here to adopt (required wording)* (All other countries) Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets, **including but not limited to cash, personal and real property**, of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations, including Optimist International or pertinent Optimist International Foundation, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations so as not to jeopardize tax exempt status, as the Board of Directors shall determine. **If no disposition of the Club assets is completed within 120 days after the effective date of dissolution, the assets of the Club shall be distributed to the Canadian Children's Optimist Foundation for Canadian Clubs, and the Optimist International Foundation for all other Club outside of Canada.**

On behalf of the Board of Directors, President Jim Kondrasuk thanked Chair Ron Whitaker for the report.

CONFLICT OF INTEREST POLICY

Policy I-105, Potential Conflicts of Interest

Rationale: The policies of Optimist International are adopted by the Board to protect the overall interests of Optimist International. Sound business policy includes overall fiduciary responsibility to the organization and means to avoid any possible or perceived conflicts of interest based upon actions taken by staff, officers or directors. To ensure that there are sufficient safeguards in place, it is imperative to hold the organization's directors, officers and employees to the highest standards of fiduciary trust and responsibilities.

Motion adopted

Kondrasuk/Prillaman

That the Board of Directors adopt the revision to Board Policy I-105 Potential Conflicts of Interest as presented.

WEEK OF SERVICE PROJECT

Executive Director Benny Ellerbe report that our joint efforts with Lions International and Rotary International has resulted in a roll out of the International Week of Service, March 25-31. Since the first meeting, eight other service organizations have joined adding over 90,000 service/civic Clubs and nearly four million local members. The International Week of Service is a chance for service organizations around the globe to partner with one another to make a big difference in their communities. Participating is easy! Invite a local service organization to help with your previously scheduled service project during the last week of March, or start working with an organization and plan an event together. Clubs will be asked to share all projects, photos, and stories on their social media pages using the hashtag #weekofservice2017. Visit weekofservice.org for more information. An event Facebook page has been established for clubs/members to click “attending,” post projects, etc.

MARKETING STAFF PERSON

Motion adopted

Elcock/Creswell

That the Board of Directors charge the Executive Director to propose a plan by the July 2017 Board of Directors meeting to employ a Marketing professional without reducing existing staff. In addition, the Executive Director is charged to consult with the Optimist International Foundation and the Canadian Children’s Optimist Foundation about the possibility of sharing this position in the best interests of the entire organization.

Motion adopted

To adjourn the meeting.

There being no further business, the meeting adjourned at 5:15 p.m. with the recitation of the Optimist Creed.

Benny Ellerbe
Executive Director/Secretary

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