

**REPORT TO THE
BOARD OF DIRECTORS
OF
OPTIMIST INTERNATIONAL**

**BY THE
INTERNATIONAL GOVERNANCE COMMITTEE**

March 4-5, 2011
St. Louis, Missouri

[In all instances **bold** indicates a proposed addition and ~~strikeout~~ indicates a proposed deletion.]

SECTION I. FOR BOARD ACTION

A. ELECTION PROCEDURE FOR BOARD OF DIRECTOR CANDIDATES

Rationale: The Governance Committee was charged to receive proposals from the Credentials Committee to refine and simplify the election procedures for Board of Director at Large Candidates. The Credentials Committee held a teleconference on January 11, 2011 with Governance Committee Chair Rick Quinlan and staff. Taking into consideration the comments and concerns made at this teleconference and the Resolution the delegates passed, regarding the confusion and timeliness issues at the last convention, the follow proposal is offered.

Motion Requested:

That the Board of Directors presents the following Bylaws amendment regarding the election procedure for Board Directors to the delegates at the July 2011 convention in the first business session to become **effective immediately**.

Bylaws Article IV, International Conventions and Elections

Section 2. Elections

A. Elections for Board of Directors

3. Members-At-Large.

..... ~~Voting shall continue until two candidate shall have received a majority of the votes cast.~~ **Convention Delegates shall vote for one candidate at a time.**

a. Procedure

- 1. If there are five or fewer candidates running for Board Director At Large, all names will appear on the ballot. The candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.**

2. **If there are six or more candidates running for Board Director At Large, there will be a primary election. The convention delegates will vote for one candidate and the top four names shall be the winners of the primary election. The next vote will be for one position and the candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.**

B. NOMINATION DEADLINE FOR VICE PRESIDENT-ELECT AND PRESIDENT-ELECT

Rationale: In its “Charge Letter” from President Rodgers, the Governance Committee was asked to consider a deadline date for self nominations from the floor for Vice President-Elect and President-Elect. The dates chosen were carefully considered to allow for proper submission of candidate nominations from the Candidate Qualifications Committee and to allow for proper notification to all delegates prior to the convention. In order to receive a nominations from a wider area that will be represented by each office and to conform to current convention rules and parliamentary procedures, the following proposal is offered:

Motion Requested:

That the Board of Directors presents the following Bylaws amendment for nominations for President-Elect and Vice Presidents-Elect to the delegates at the July 2011 convention to become effective October 1, 2011.

Bylaws IV, International Conventions and Elections

Section 2. Elections

A. Elections for the Board of Directors.

1. President-Elect. Following the nominations by the Candidate Qualifications Committee, **any other person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two clubs in two different Regions** ~~nominations from the floor for the office of President-Elect shall be called for before the vote is taken for such office.~~ The vote for the office of President-Elect shall take place at a session following the session at which nominations are announced by the Candidate Qualifications Committee. **There shall be no nominations from the floor.** Voting shall continue until one candidate shall have received a majority of the votes cast. The President-Elect shall assume the office of President on the first day of October in the calendar year next following this election. The term of office shall be one year.
2. Immediate Past President. No change
3. Members-At-Large. See previous proposal

- B. Elections of Vice Presidents-Elect. The number of Vice Presidents-Elect shall be equal to the number of Regions. At each annual convention Vice Presidents-Elect, **at least** one nominated for each Region and so designated by the Candidate Qualifications Committee shall be elected to serve a term of one year as Vice President-Elect to become Vice President on 1 October in the calendar year following their election as Vice President-Elect. Following the nominations by the Candidate Qualifications Committee, **any other person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two clubs in two different Districts within the Region** ~~from the floor for the office of Vice President-Elect shall be called for before the vote is taken for such office.~~ Nominations ~~from the floor~~ shall be designated for one of the specific Regions and such nominations ~~from the floor~~ shall be of an individual(s) residing within that Region. **There shall be no nominations from the floor.** The vote for the office of Vice President-Elect shall take place at a session following the session at which nominations are announced. **Non-contested elections shall be by acclamation.** ~~At such session,~~ **In a contested election** delegates shall vote for the Vice President-Elect nominee by Region, with each delegate casting his vote for the Vice President-Elect nominee by Region in which the delegate's club is located. Voting shall continue until a candidate for each Region shall have received a majority of the votes cast in that Region.
- C. General Provisions. Add first sentence: **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

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 Candidate Qualifications Committee shall announce its slate of officers no later than March 1 prior to the election.**

C. REVIEW OF CONVENTION RULES

Rationale: As directed by President Danny Rodgers in his "charge letter" to the Governance Committee, the committee reviewed the Convention Rules and discussed the nomination and voting processes. The committee offers the revisions to the Convention Rules as shown in Exhibit C.

Motion Requested:

That the revisions shown in Exhibit C be made to the Convention Rules.

D. BOARD POLICY I-127, Paragraph IX; Misconduct

Rationale: The Committee reviewed an email sent to staff by an Optimist member citing a typographical error in the policy. The Committee offers the following revision to correct the intent of the policy.

Motion Requested:

That the Board of Directors revise Policy I-127 to insert the correct wording.

IX. ACTING IN GOOD FAITH

Anyone filing a report concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed is true and indicates a violation. Any allegation that proves to be **unsubstantiated** ~~substantiated~~ and which proves to have been made with malice, with knowledge of falsity or without a reasonable factual basis will be viewed as a serious offense subjecting the reporter to discipline including discharge.

E. REVIEW OF JOB DESCRIPTIONS

Rationale: The Committee reviewed the Job Descriptions as proposed by the Governance Committee to the Board of Directors last March and made some minor revisions to the document. The attached document is offered and contains a job description for Governors and Governors-Elect.

Motion Requested:

That the revisions to the Job Description be adopted as presented in Exhibit E as attached to this report.

F. REVIEW OF SUGGESTED DISTRICT POLICIES

Rationale: The Committee reviewed an email message from ANE District Governor David Fulmer noting the Suggested District Policies need two minor revisions to make the policies conform to the International Bylaws.

F-1 Motion Requested:

That the following revision be made to the Suggested District Policies as this is no longer required by International Bylaws and should not be in bold.

Policy Article VI, District Finances, General Provisions second paragraph:

Each Club in the District shall pay for each member enrolled in the International Office as of 31 December and 30 June, annual dues of \$____ per member, payable (quarterly or semi-annually) of each year, subject to the approval of the Board of Directors of Optimist International and in accordance with Optimist International Bylaws. Annual dues payable by a newly affiliated Club shall commence as provided in policies established by the OI Board of Directors. *(no change in wording)*

F-2 Motion Requested:

That the following revision be made to the Suggested District Policies Policy Article VI, District Finances, Annual Review to conform with International Bylaws Article VII, Section 5, Paragraph E

ANNUAL REVIEW

An annual review of the books of account of each District as of 30 September shall be performed by an independent certified public accountant or a chartered accountant, and a report thereon shall be submitted to the District Board of Directors not later than 30 November of each year. **An IRS Form 990 or its equivalent may be substituted in lieu of the annual review.**

G. COMMITTEE REVIEW OF DISTRICT POLICY CHANGES

Rationale: The Committee noted a concern that there is no policy or procedure for approval of District policies other than the bylaws stating that each District shall adopt a set of operating policies authorized by the International Board of Directors and they shall be adopted annually by the District Board of Directors at each annual convention. When Districts send in their policies to the International Office there is no mechanism for staff or this committee to approve or disapprove these policies unless the revisions are noted in the submission. The Colorado Wyoming District submitted their revised policies to the International Office in August 2010. Staff will contact them and ask what revisions were made if they want International Board approval; otherwise they will be stamped as simply received and filed in their District file.

Motion Requested:

That the Board of Directors creates a policy or procedure that District must follow to submit their revised District Policies to the International Board for approval.

SECTION II. FOR BOARD INFORMATION

AA. REVIEW OF COMMITTEE BUDGET

The Governance Committee reviewed its budget as per Board Policy I-70 and had no comments.

BB. REVIEW OF COMMITTEE RESPONSIBILITIES

The Governance Committee briefly reviewed the Committee's Operations Manual and had no further comments.

CC. REVIEW OF BOARD OF DIRECTORS POLICIES

The Governance Committee is annually charged to review all Board Policies. Other than the items listed above in this report, the Committee took no action on the rest of the policies and felt they are in order.

Respectfully submitted,
Rick Quinlan, Chair
13707 Glengarry Circle
Bellevue, NE 68123
Bus: 402.598.7425
Res: 402.292.2582
Email: rickq11@cox.net

Members:
Miroslaw Kuderewko, Regina Saskatchewan
Ron Lackey, Lenoir, North Carolina

Board Liaison:
Jim Kondrasuk

**EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules**

**CONVENTION RULES
(as proposed to the Board of Directors March 2011)**

ACCREDITED DELEGATE INFORMATION

General Provisions – same wording

- A. The Convention will be composed of accredited delegates.
- B. A delegate is a member of an Optimist Club in good standing, who has registered at the convention and been certified by the Credentials Committee. "Good standing" means the delegate's Club is not in arrears in payment of dues or other financial obligation to Optimist International.
- C. The adoption of the convention rules shall be by a majority of the votes cast by accredited delegates. Subsequently, the convention rules may be amended, suspended, or rescinded by two-thirds of the votes cast by accredited delegates.
- D. Robert's Rules of Order shall govern in all cases not covered by the Optimist International Bylaws or these Convention rules.

Responsibilities of a Delegate – same wording

Accredited delegates have the privilege and honor of representing their Club at this Optimist International Convention. This voting privilege is also a solemn duty.

It is the responsibility of each accredited delegate to attend all business sessions of the convention; participate fully by listening, debating the issues within the framework of the convention rules and to vote on issues.

The direction of Optimist International for the coming years depends, in large, on the measures decided by the delegates to this convention. A failure to meet this responsibility is a failure to represent your constituency.

Parliamentary Pointers:

- 1. Subsidiary motions are motions that pertain to main motion while it is pending.
- 2. Most incidental motions arise out of another question that is pending and must be decided before the question out of which they arise is decided.
- 3. Before a motion is stated by the chair, it may be withdrawn or modified by the maker. After it is stated by the chair, it may be withdrawn by majority vote of the assembly and is frequently settled by unanimous consent.

**EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules**

4. Hasty action may be corrected by use of the motion to reconsider. This motion may be made only by one who voted on the prevailing side. It may be made only on the day the vote to be reconsidered was taken or the following calendar day.
5. To stop debate and force the vote, a delegate should obtain the floor and say, "I move the Previous Question". This requires a second and a two-thirds vote.
6. A tie vote on a motion means the motion fails. A tie vote on an appeal sustains the decision of the chair.
7. If in doubt about any item of business under discussion, a delegate may rise to a point of information or parliamentary inquiry. A delegate, without waiting for recognition, may rise and say, "Mr. Chairman, I rise for information" or "I rise to a parliamentary inquiry". The chair will ask the delegate to state his/her point.
8. If in doubt about the results of a voice vote as announced by the chair, a delegate may call for a demonstrated vote. Without waiting for recognition, a delegate may rise immediately after the vote is announced and say, "Mr. Chairman, I call for a division" or simply call out "Division!" The chair will initiate a show of voting cards, the results of which can be verified by everyone in attendance. If the results are still in doubt, the chair will initiate a ballot vote.

CONVENTION RULES

1. VOTING AND ACCREDITATION OF DELEGATES

- A. Each Optimist Club in good standing with Optimist International shall be entitled to one vote for each 25 members or major fraction thereof based on the membership recorded in the International Office on April 30 immediately prior to the Convention. Clubs organized after this date and prior to the first day of Convention shall be entitled to one vote for each 25 or major fraction of 25 charter members recorded in the International Office.
- B. To be eligible to vote at the convention, delegates must have been accredited. To be accredited, a delegate must have registered and paid the registration fee for this convention, represent a Club in good standing (i.e., all obligations to Optimist International and district paid) and have registered at the Credentials Desk prior to the business sessions.

**EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules**

- C. The number of votes cast may equal, but not exceed, the voting strength. Delegates will be accredited by the Credentials Committee.
- D. The Credentials Committee shall report at the first convention session and at each session thereafter, and at such other times as directed by the chair. The Credentials Committee report will include only those Clubs with properly accredited delegates, and may be amended as necessary between business sessions.
- E. An individual holding membership in more than one Optimist Club may be a delegate for each Club provided that individual has complied with the required registration procedure and paid the required registration fee for each Club.
- F. A delegate who is unable to obtain delegates- credentials within the normal hours of registration specified in the official convention program may obtain such credentials within a one-hour period preceding the beginning of each business session. The Credentials Desk will be open from Noon to 6 PM Tuesday; 10 AM to 6 PM Wednesday in the room or location and one hour preceding each business session Thursday, Friday, and Saturday. Each individual delegate who wishes to participate in the voting and sit in the reserved section must register with the Credentials Desk and obtain appropriate credentials. Credentials will not be available for distribution during a business session. In the event of loss, the Credentials Committee may issue duplicate credentials during the times specified.
(Dates and Times will be adjusted for each convention and to allow for 15 minute counting session)

2. MOTIONS AND DEBATE

- A. At each Convention business session delegates shall be seated in a special, reserved section of the convention floor.
- B. Any Convention registrant who is a member of an Optimist Club may speak on any question provided he/she addresses the Chair in the prescribed manner, is recognized by the Chair, and states his/her name and Club affiliation.
- C. Only accredited delegates may make or second motions.
- D. No motions will be entertained by the chair unless seconded, and no motion shall be debated until the Chair has restated it. A motion will be placed in writing when so directed by the Chair.
- E. Debate on a given motion will be limited to two minutes per speaker with a limit of 10 speakers, five for each side of an issue. No one may speak a second time on a given motion, at the same sitting.
- F. Debate may be limited, extended, or ended by a two-thirds vote.
- G. The decision of the Chair is final on all procedural matters. A decision of the chair may be reversed only upon failure of a vote to sustain the ruling of the Chair.

**EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules**

3. VOTING

- A. The vote on any question before the convention will be taken immediately following completion of debate, except that votes on questions related to the Candidate Qualifications, Resolutions, and Governance Committees will be taken at the time specified in the official convention program.
- B. Once commenced, voting will not be interrupted except for a restatement of the questions by the Chair.
- C. At the discretion of the Chair, a question will be decided by a voice, hand, rising, roll call, or ballot vote. To facilitate voting, the chair may require the use of hand-held placards as a substitute for voice, hand, or rising votes.
- D. A ballot vote may be ordered by a majority vote of the delegates.
For each ballot vote:
 - (1) The Chair will announce the composition and chairperson of a committee of tellers to count the ballots, and thereafter declare a recess for at least 15 minutes to permit Clubs to caucus and marking and depositing of ballots.
 - (2) Delegates will caucus as Clubs, decide on the distribution of votes to which the Club is entitled, and designate one delegate to mark the ballot reflecting the result of the caucus. Except as otherwise provided for voting in elections, a Club entitled to more than one vote may split its votes, except that only whole votes may be cast. Only one ballot per Club, reflecting all votes to which the Club is entitled, may be cast.
 - (3) At least four ballot boxes, with a teller assigned to each box, will be available in the business session meeting room for depositing of ballots.
 - (4) At the completion of balloting, the committee of tellers will remove the ballot boxes to a designated place, count the votes, and tabulate the results. The teller committee chairperson will report the results, in writing, to the Chair. All ballots will be destroyed immediately after the results of the balloting has been announced by the Chair.
 - (5) A ballot vote once cast may not be changed.

4. RESOLUTIONS

- A. Only resolutions presented by the Resolutions Committee will be considered by the convention. Resolutions declined by the Resolutions Committee and not presented to the convention are referred to the President-Elect and Executive Director for consideration.
- B. Rules for debate on resolutions will be as directed by the Chair, generally following those prescribed for questions.
- C. Resolutions will be adopted by majority vote. Resolutions approved by the convention delegates are referred to the International Board of Directors for consideration.
- D. All actions taken on delegate approved resolutions will be communicated to the delegates at the following convention.

**EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules**

5. ELECTIONS

A. General Provisions Specific to Elections

1. Except where there is only one nominee for an elected position, voting shall be by written ballot with each Club eligible to cast the number of votes allocated to their Club for the election of their Regional Vice President-Elect, President-Elect, and Board member
2. Each delegate chair shall receive as many written ballots as entitled to the Club (based on the Club's voting strength) upon registration with the Credentials Committee. There will be no replacement ballots if a delegate chair loses any Club ballot(s).
3. The order of elections shall be Board Directors at Large, Vice Presidents-Elect, and President-Elect.
- ~~4. Any candidate receiving the majority of votes cast will be elected. For President-Elect and Vice Presidents-Elect, in the event that the required number of candidates do not receive a majority of the votes cast, the three candidates receiving the highest number of votes cast after any candidate who receives a majority, will be placed for balloting for the remaining vacant position(s).~~
- 4. In the event there are multiple candidates for any office, delegates will cast their clubs' votes for those offices at a "voting session" that may be held for two hours following the recess of a business session. Uncontested elections will be by acclamation.**

B. PRESIDENT-ELECT

1. The Candidate Qualifications Committee shall make its report of nominees and introduce them to the Convention during the first business session. Following the report, the Chair shall call for additional nominations from the floor.
2. Floor nominations will be limited to a statement of the candidate's name, Club affiliation, District represented, and the office for which nomination is made.
3. Election of President-Elect will take place at a session following the session at which the nominations are announced. **If there are two or more candidates for the office of President-Elect, voting will take place at the "voting session" following the business session.**
4. When the election for President-Elect is contested, campaign speeches will be allowed and, will be made immediately after the nominations of all candidates and prior to the elections. Each campaign speech will be strictly supervised and the time monitored by the chair in accordance with the following: President-Elect candidates will be allowed five minutes each. The candidate may split the time allocated with any designated speaker(s) to speak on his/her behalf and/or he/she may speak on their own behalf.

C. Vice Presidents-Elect

1. Nominees for the office of Vice President shall be introduced to his/her assigned Region at a meet and greet session prior to the first business session. A campaign speech by any individual wishing to be a nominee for that Region may be given at the

EXHIBIT C – Refers to Item C of this Report
Proposed Revisions to Convention Rules

meet and greet session. Each campaign speech will be strictly supervised and the time monitored by the Chair of this meeting (current Vice President for that Region).

2. The Candidate Qualifications Committee shall make its report of nominees and introduce them to the Convention during the first business session. Following the report, the Chair shall call for additional nominations from the floor. Nominations from the floor shall be for individuals that reside within the Region for which he is being nominated.
3. Floor nominations will be limited to a statement of the candidate's name, Club affiliation, District represented, and the office for which nomination is made.
4. Election of Vice Presidents–Elect will take place at a session following the session at which the nominations are announced. At such session, delegates shall vote for the Vice President-Elect nominee by Region, with each delegate casting his vote for the Vice President-Elect nominee by Region in which the delegate's club is located. Voting shall continue until a candidate for each Region shall have received a majority of the votes cast in that Region. **If there are two or more candidates for the office of Vice President-Elect, voting will take place at the “voting session” following the business session.**

D. Board of Directors at Large

1. The Candidate Qualifications Committee shall make its report of nominees and introduce them to the convention during the first business session.
2. There shall be no nominations from the floor.
3. **If there are more than two candidates, elections for the board of directors at large shall take place at the “voting session” following a business session. Additional balloting will take place at a subsequent voting session(s).**
- ~~4. A Club will receive one ballot for each vote it is entitled to. Any ballot marked for more than the number of positions to be elected shall be disqualified. For example, if two board directors at large positions are to be filled, a ballot containing more than two selections shall be disqualified.~~
4. A Club will receive one ballot for each vote it is entitled to. **Clubs will vote for one candidate at a time. Any ballot marked for more than one candidate shall be disqualified. For example, if two board directors at large positions are to be elected, a ballot containing more than one name shall be disqualified.**
5. Any candidate receiving a majority of the votes cast shall be elected. In the event one candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the next highest number of votes shall be voted on in a run off ballot. In the event no candidate receives a majority of the votes cast on the first ballot, the three candidates receiving the highest number of votes shall be voted on in a second ballot. Balloting shall continue until two candidates have been elected by receiving a majority. In the event no candidate is elected following a third ballot, each of the three

EXHIBIT C – Refers to Item C of this Report

Proposed Revisions to Convention Rules

candidates shall be given the opportunity to address the delegates for two minutes. Subsequent balloting shall continue until two candidates receive a majority of the votes cast. At the discretion of the chair of the convention, vote totals may be announced following each ballot.

5. *Should Item A of Governance Committee Report (Election Procedure for Board of Director Candidates) be adopted by the delegates, Paragraph 5 above will be substituted with the following:*
 1. **If there are five or fewer candidates running for Board Director At Large, all names will appear on the ballot. The candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.**
 2. **If there are six or more candidates running for Board Director At Large, there will be a primary election. The convention delegates will vote for one candidate and the top four names shall be the winners of the primary election. The next vote will be for one position and the candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.**

THIS PAGE IS BLANK

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

**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 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

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
2. Knowledge of parliamentary procedure
3. Consideration for the ideas and thoughts of others
4. Creativity to translate dreams of International Officers into practical realities
5. Ability to come to consensus with other without giving up personal principles
6. Strength to maintain an unpopular position when necessary
7. Be familiar with the Bylaws of Optimist International
8. Review minutes of past Board of Directors meeting minutes
9. Understand fiduciary responsibilities
10. Make decisions that are good for the organization

(Mar 2007; Mar 2009; **March 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: President

BASIC FUNCTION:

Bylaws Article VI, Section 2. President. The President shall preside at the International convention and over the Vice Presidents Council and shall be the Chief Executive Officer exercising general supervision over the interests and affairs of Optimist International, subject to the direction of the Board. He shall perform such duties as usually pertain to the office of the President.

SPECIFIC RESPONSIBILITIES:

**Communicate on a regular basis with Vice Presidents, other District Leaders, and
Committee Chairs promoting growth at every opportunity**

Appointments of **International** Committee Members and **Board Liaisons**

Chief Spokesman for Optimist International

Chair the International Convention

Oversee use of the Optimist International logo and trademark

Responds to specific district requests, e.g. fund raising, activities, special conventions

Such duties as assigned by the Board of Directors

Prepare and Report to the Board of Directors

Administer and follow-up on budgets

Administer and follow-up on Awards Program

Necessary and advisable Bylaws Changes

Call Board meetings as deemed necessary

Provide guidance and council to Vice Presidents and Governors during the Optimist year

Visit districts as deemed appropriate or advisable

~~As CEO~~, communicate and interact with the Executive Director

Set agenda for Board of Directors meetings in consultation with the Immediate Past President and Executive Director.

~~As the CEO~~, the President can speak to issues at Board of Directors meetings.

Prioritize issues on the Board agenda

Ex officio member of all committees

Continue active involvement in local Club

Keep the Board of Directors and members informed on the conditions and operations of the organization

Work with the board in furthering the goals and programs of Optimist International

The President must have Board approval for removing the Executive Director.

The President must have authorization from the Board of Directors to incur expenses that exceed budgeted amounts **and comply with fiscal responsibility with respect to staff and Board of Directors**

Comply with Optimist International's Code of Ethics

Retain legal counsel as necessary

You are expected to lead by example through sponsorship of new clubs and members

Assume all responsibilities given to the Board of Directors At-Large members

(Dec 1991, Mar 1992, Nov 1995; Dec 2002; Mar 2004; Dec 2004; Mar 2007; Mar 2008; Mar 2009;
March 2011)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Immediate Past President

BASIC FUNCTION:

Bylaws Article V. Section 5. Vacancy. In the event of a vacancy in the office of President, the most recent past President shall assume the duties of President for the remainder of the year.

Bylaws Article VI. Section 4. Immediate Past President. The Immediate Past President shall preside at all meetings of the Board of Directors.

SPECIFIC RESPONSIBILITIES:

- Preside over the meetings of the Board of Directors
- Maintain parliamentary authority at Board meetings
- Control debate and time on any issue discussed at the Board meeting
- Represent the Board of Directors
- Work with the board in furthering the goals and programs of Optimist International
- Continue active involvement in local Club
- Such other duties as assigned by the Board of Directors
- Expect to lead by example through sponsorship of new clubs and members**

(Mar 2004; Dec 2004; Mar 2007; **Mar 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: President-Elect

BASIC FUNCTION:

Bylaws Article VI, Section 3. President-Elect. The President-Elect shall perform such duties as are ordinarily incumbent upon the President-Elect and such other duties as may be assigned to him by the President or Board of Directors.

SPECIFIC RESPONSIBILITIES:

Encourage communication to Vice Presidents-Elect, Governors-Elect, etc. regarding growth and new club building

Cooperate with President and Board of Directors in furthering goals and programs of Optimist International

Work with Finance Committee on budget for his Presidential year

Attend all Board meetings and Vice Presidents Council meetings

Prepare Awards Program **based on growth**

Responsible for Vice Presidents-Elect and Governors-Elect training **utilizing aids from Optimist International such as trainers, etc.**

Prepare theme and logo for his year

Select chairpersons and members for committees

Assign one or more Districts of Optimist International to Vice Presidents-Elect

Continue active involvement in local Club

Such other duties as assigned by the Board of Directors

Expect to lead by example through sponsorship of new clubs and members

The President-Elect must have authorization from the Board of Directors to incur expenses that exceed budgeted amounts and comply with fiscal responsibility with respect to staff and Board of Directors

(Mar 2004; Dec 2004; **Mar 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Board of Directors Member at Large

Basic Functions:

Bylaws Article VI International Board of Directors, Section 1. Powers-Meetings.

- A. The affairs and business of Optimist International shall be controlled and directed by the Board of Directors.
- B. The Board of Directors shall meet at such times and places as may be determined by action of the Board of Directors, by call of the President or by written request of six members of the Board of Directors provided that there shall be at least three meetings each year.

SPECIFIC RESPONSIBILITIES:

Attend all Board of Directors meetings.

Prepare for meetings by reading and considering both the agenda and the business items.

Carefully study each issue.

Enter into debate in order to solve problems and resolve issues.

Approve the budget and contract an annual audit.

Establish policies and procedures.

Focus on long term planning and strategic oversight of the organization and ensure strategic planning is created and implemented and to monitor the plan.

Ensure the acceptance and revocation of Clubs.

Be available to return phone calls and correspondence from the Chairman, Executive Director, President and other members of the Board within a reasonable time.

Keep Optimism an important part of daily life.

Continue active involvement in local Club.

Serve as liaisons to Vice Presidents and Committees and maintain open communication with Vice Presidents and Committees.

Carry out assigned duties as assigned by the President or the Board.

Expect to lead by example through sponsorship of new clubs and members

(Dec 2004; Mar 2009; **Mar 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Vice Presidents

BASIC FUNCTIONS:

Bylaws Article VI, Section 5. Vice Presidents. The Vice Presidents shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the President or the Board of Directors. The President, for administrative purposes, shall assign one or more Districts of Optimist International to each Vice President. Vice Presidents shall meet as a council with the Board of Directors at the international convention.

Communicate with Governors in your Regions to evaluate and encourage growth.

Ensure that each governor supports the mission of the organization and the programs established by the Board of Directors.

Work with the President to motivate and train the Governors throughout the year they are serving.

In conjunction with Governor, make sure plan is established and marketed in the district aimed at Growth.

Ensure that each governor has a clearly defined program for ongoing training and motivation of District officers.

In conjunction with Governors, make sure that the agreed-upon program based on Marketing and Growth goals are on track.

Serve as a member of the Vice Presidents' Council of the organization. Serve as regional manager over several district governors as assigned by the president, and represent the organization to the members of such Districts during the year.

Continue active involvement in local Club.

Encourage use of certified builders and trainers and other tools available from Optimist international.

You are expected to lead by example through sponsorship of new clubs and members.

SPECIFIC RESPONSIBILITIES:

- I. Objective
 - A. To be an effective Growth, Marketing and Communication spokesperson to each assigned District.

- II. Written Communications
 - A. Continue to familiarize self with pertinent past written guidelines
 - 1. The Bylaws and Policies
 - 2. Strategic Plan
 - 3. Minutes of past Board minutes

EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions

4. Training Materials from Optimist International
 - B. Read and understand all written materials issued during the year.
 1. All Board minutes of year as Vice President and Vice President-Elect
 2. Charge letters issued by the President.
- III. Meetings
- A. Attend all meetings of the Vice Presidents' Council.
 - B. Attend at least one District meeting for each District **in your Region**
 - C. Attend annual Convention of both years as VP and VP-Elect
 - D. Have a regional meeting of assigned Districts, ~~and~~ attend the Governor's Conference **or whatever meetings are being held within your region.**
- IV. Other Responsibilities
- A. Have no other International appointments during the year as Vice President.
 - B. Offer ongoing support of the President
 - C. Perform such other duties as may be assigned by the President and/or the Board of Directors.

(Mar 2004; Dec 2004; Mar 2009; **Mar 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Vice Presidents-Elect

BASIC FUNCTIONS:

Bylaws Article VI, Section 6. Vice Presidents-Elect. The Vice Presidents-Elect shall perform such duties as may be assigned to them by the President-Elect in cooperation with the President or the Board of Directors. The President-Elect, for administrative purposes, shall assign one or more Districts of Optimist International to each Vice President-Elect.

SPECIFIC RESPONSIBILITIES:

Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity
Prepare and recommend duties to help Governors-Elect in your Region
Familiarize yourself with Districts in assigned Region by reviewing each District's Policies
You are expected to lead by example through sponsorship of new clubs and members

- I. Objective
 - A. To prepare self for becoming Vice President
- II. Written Communications
 - A. Familiarize self with pertinent past written guidelines
 - 1. The Bylaws and Policies
 - 2. Strategic Plan
 - 3. Minutes of past Board meetings
 - 4. Training Materials from Optimist International
 - B. Read and understand all written materials issued during the year.
 - 1. All Board minutes of year as Vice President-Elect
 - 2. Charge letters issued by the President.
- III. Meetings
 - A. Attend all Governor-Elect Training, including the Governors-Elect Conference **or whatever meetings are being held within your region.**
 - B. Attend annual Convention of both years as VP and VP-Elect
 - C. Attend the Regional Meetings of Districts **or whatever meetings are being held within your region.**
- IV. Other Responsibilities
 - A. Have no other International appointments during the year as Vice President-Elect.
 - B. Offer ongoing support of the President-Elect and current President, especially with regard to Growth
 - C. Perform such other duties as may be assigned by the President-Elect and/or the Board of Directors.

(Dec 1991, Mar 1992, Nov 1995, Dec 2002; Mar 2004; Dec 2004; Mar 2009; **Mar 2011**)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Governor

Basic Functions:

Bylaws Article VII. Districts

SECTION 2. District Purpose. The sole purpose of the District shall be to function as an administrative division of Optimist International in furtherance of the purposes Optimist International, these Bylaws, and Policies as established by the International Board of Directors. The District shall provide service and support to Clubs for the purpose of enhancing growth, participation, administration and youth service.

SECTION 3. District Administration.

The Governor is a member of Board of Directors and Executive Committee and is an officer of the District. Meetings of the Executive Committee may be called by a majority of its members or at the call of the Governor. The Governor may call a meeting of the Board of Directors each quarter, or at such time and place as he may determine with the advice and consent of the Executive Committee. The duties of the officers shall be delineated in the District Policies.

SPECIFIC RESPONSIBILITIES:

Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity

Search for future leaders of the District and encourage them to attend District meetings

You are expected to lead by example through sponsorship of new clubs and members - build at least one new club and recruit a member

Make the newly elected officers of the district a part of your team

Be a delegator. Do not prepare everything but make sure it is done. Make proper delegation of responsibilities to Assistant Governors, Lt. Governance, and committee chairs. Communicate what is expected of them and make sure they are aware of resources and tools available

Follow up on clubs that show interest in growth and new club building

Review and adhere to strategic plan of the district

Attend OI convention training, including but not limited to Parallel District Conferences, for governors and/or districts

Attend special meetings and conferences for training for the benefit of the district leaders, clubs and members, etc.

Be fiscally responsible to the District

Serve as an ex-officio member of all committees

Further the mission and purposes of Optimist International and promote the interest and coordinate the work of member Clubs within the District

EXHIBIT E – Refer to Item E of this Report

Proposed revisions to the Officer Job Descriptions

Call and preside over all meetings of the District Board of Directors, the Executive Committee and the annual District convention

Attend the Optimist International Convention, and any special meetings or conferences conducted by Optimist International for Governors.

Ensure there is an agenda and/or curriculum for all convention business sessions, leadership development events, forums, and meal service events, in consultation with the Governor-elect – DELEGATE these responsibilities.

Act on behalf of Optimist International in all relations with member Clubs within the District

Present or designate an appointee to present New Club Charters

Serve as a liaison between OI and clubs

Track progress of the district

Refer to and follow the Governor Checklist available on optimistleaders.org

Motivate and encourage Lt. Governors, Committee Chairs and Club Presidents

Communicate expectations with Club and District Leaders

(Proposed Mar 2011)

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

JOB DESCRIPTION

POSITION TITLE: Governor-Elect

BASIC FUNCTIONS:

Bylaws Article VII. Districts

SECTION 2. District Purpose. The sole purpose of the District shall be to function as an administrative division of Optimist International in furtherance of the purposes Optimist International, these Bylaws, and Policies as established by the International Board of Directors. The District shall provide service and support to Clubs for the purpose of enhancing growth, participation, administration and youth service.

SECTION 3. District Administration.

The Governor-Elect is an officer of the District and on the District Board of Directors and Executive Committee. The duties of the officers shall be delineated in the District Policies.

SECTION 5G. Other Committees and Chairmen.

The Governor-Designate shall appoint the chairmen and the required number of members of all committees, and shall announce such appointments not later than 1 October following his election.

SECTION 6C. Governor-Elect

The Governor-Elect shall automatically become Governor on 1 October of the year following the year in which he was elected Governor-Elect. Following the District convention, the Governor-Elect shall be known as the Governor-Designate. The Governor-Elect shall not serve in any other elective office in the same year he is Governor-Elect.

SPECIFIC RESPONSIBILITIES:

Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity

Review the District Strategic Plan and encourage and assist in its development

Visit as many District Clubs as possible

Study Club Annual Reports, etc.

Be sure to delegate training and educations seminars

Prepare a budget for your year in conjunction with District Finance Committee

Consult Governor-Elect Checklist found on optimistleaders.org

Build at least one new club and recruit at least one new member

The District Secretary-Treasurer shall be appointed for a term of one year by the Governor-Elect.

**EXHIBIT E – Refer to Item E of this Report
Proposed revisions to the Officer Job Descriptions**

The appointment of the Secretary-Treasurer designate shall be confirmed by the District's Board of Directors, and shall take office 1 October next following confirmation. 01 Bylaws Article VII, Section 6, Paragraph D)

Attend Governor-Elect Conference

Attend International Convention-meet with OI Rep

Attend Regional Meetings and Trainings

Attend District Conventions

Prepare District Budget

Attend all meetings

Plan and promote training for Presidents-Elect and Lieutenant Governors-Elect

Be involved with District Leadership Development Committee "Catch A Rising Star"

Review Zone Alignment

Collect Officer-Elect reports

Identify potential NCB sites

Review District Policies and propose changes, if necessary

Consider Zone boundaries and propose realignment, if necessary

(Proposed Mar 2011)