

2022-2023

PROPOSED BYLAWS AMENDMENTS



ACCREDITED DELEGATE INFORMATION

General Provisions:

- 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 obligations to Optimist International **and the Club's District**.
- 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 Subsequently, the convention rules may be amended, suspended, or rescinded by two-thirds of the votes cast by accredited delegates.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:

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 the 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 Before a motion is stated by the chair, it may be withdrawn or modified by the maker. After it is stated by the chair, it may be withdrawn by majority vote of the assembly and is frequently settled by unanimous consent.
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 10 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 10 or major fraction of 10 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.
- C. The number of accredited delegates and 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 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

Wednesday, June 29: 4:00 pm to 7:30 pm

Thursday, June 30: 8:00 am to 7:00 pm

Friday, July 1: 8:00 am to 5:00 pm

Saturday, July 2: 11:45 am to 12:45 pm

Sunday, July 3: 8:45 am to 9:45 am (if needed)

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.

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.

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 Resolutions/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. 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 have been announced by the chair.
- (5) A ballot vote once cast may not be changed.

4. RESOLUTIONS

- A. Only resolutions presented by the Governance/Resolutions Committee will be considered by the convention. Resolutions declined by the Governance/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.

5. CAMPAIGNING PROTOCOL (For the 2023 Election)

Campaigning for International Offices may take place between any sessions of the International Convention, and in the designated candidate campaign area (if provided). No campaigning may take place during any scheduled session sponsored by Optimist International (general sessions, training sessions, breakouts, etc.)

Candidates who serve on Optimist International Committees, as Vice Presidents, as Officers, Trainers, as Board Members, or who are speaking or appearing in front of delegates at any official Optimist function (including, but not limited to, general sessions, training sessions, workshops, and meals) may do so, but may not campaign in any way, during such a presentation. They shall not wear campaign buttons, stickers or other campaign material, and refrain from campaigning at such events.

All candidates for any International Office shall ensure that their campaign/support people are aware of all the requirements of Board Policies, and that they will be strictly adhered to during and before the convention.

As stated by Board Policy and signed by all Candidates, literature or material soliciting support of or offering candidates for International or District Office is permissible providing such is in good taste and is of a size small enough to be placed at tables or in the hands of delegates. However, nothing may be fastened to walls or other locations of like nature. Activities regarding any candidacy for International or District Office shall be conducted in a responsible manner consistent with the importance and dignity of the office. Candidates shall limit or cause to be limited all expenditures made by themselves and/or on their behalf to a maximum of \$5000 in cost in promoting their candidacy.

PROPOSED BYLAWS AMENDMENTS 2022 INTERNATIONAL CONVENTION

ISSUE 1: SPECIAL NEEDS / ADULTS WITH EXCEPTIONALITIES CLUBS

(Submitted by the International Board of Directors)

EXPLANATION: Special Needs/Adults with Exceptionalities Clubs are a relatively new focus for Club building and have been in existence since 2011. The organization should provide a structure whereby these Clubs can accommodate individuals with special needs and exceptionalities in a way that is financially viable to them and their support members. This proposal confirms a new class of membership and new class of club structure.

CURRENT:

- Bylaws Article III. Membership
SECTION 1. *Clubs*
A. *Optimist Club Structure*
1. *Membership in Optimist Clubs*
a. *General...*
b. *Life Membership...*
c. *College Membership...*

- Bylaws Article III, Membership
SECTION 1. *Clubs*
A. *Optimist Club Structure...*
B. *College Club Structure...*
C. *Youth Club Structure...*

PROPOSED:

- Bylaws Article III. Membership
SECTION 1. *Clubs*
A. *Optimist Club Structure*
1. *Membership in Optimist Clubs*
a. *General...*
b. *Life Membership...*
c. *College Membership...*
New Paragraph **d. *Special Needs/Adult with Exceptionalities Membership. Any Member in a Special Needs / Adult with Exceptionalities Club may be classified as a Special Needs Member.***

- Bylaws Article III, Membership
SECTION 1. *Clubs*
A. *Optimist Club Structure...*
B. *College club Structure...*
C. *Youth Club Structure...*
New Paragraph **D. *Special Needs / Adult with Exceptionalities Club Structure. A Special Needs / Adult with Exceptionalities Club shall consist predominately of individuals who are Special Needs / Adults with Exceptionalities.***

ISSUE 2: OPTIMIST INTERNATIONAL DUES INCREASE

(Submitted by the International Board of Directors)

EXPLANATION: Exclusive of this proposed Optimist International Dues increase, Optimist International's projected budget deficit for fiscal year 2022-2023 is roughly (\$300,000).

The primary reasons for this significant budget deficit are as follows:

1. It has been thirteen years since the last dues increase was brought to and approved by the membership at the July 2009 Optimist International Convention.
2. Inflation – Inflation is contributing to the rising costs of operational expenses. The 2021 inflation rate for the United States was 7.5%. In February 2022, it accelerated to 7.9%, which is the highest since January 1982. Due to the recent developments in Europe, coupled with the ongoing supply chain issues and labor shortages, the annual inflation rate is projected to remain elevated for some time into the future.
3. Multi-year pandemic – Like most non-profits, the pandemic has left Optimist International in a position of needing to do more with less money and reduced staff. During fiscal year 2020-2021, the Board of Directors waived the dues cost of living adjustment (COLA) of 2.3% in order to provide much needed financial relief from the pandemic to ALL Optimist Clubs. The three-year impact of waiving of the COLA negatively impacted the organization's dues revenue by approximately \$200,000.
4. Insurance costs – Over the past five years, the organization's insurance costs have increased by \$75,000 (15% increase).
5. Declining membership – Throughout the past thirteen years, membership has declined by forty-one percent (41%). A 41% decline in membership equates to a loss of over 1.6 million US dollars in annual dues revenue to the organization.

PROPOSED:

That the delegates of the 2022 International Convention approve an increase in Member Dues by \$15 per person for developed countries and \$7.80 per person for developing countries.

ISSUE 3: COST OF LIVING ADJUSTMENT (COLA)

(Submitted by The International Board of Directors)

Note: Depending on the adjudication of Item 2, this proposal may be withdrawn by the International Board of Directors.

EXPLANATION: The International Board of Directors follows the best practice of developing balanced annual budgets. As operational costs for utilities, insurance, labor, supplies, and other mitigating issues rise due to inflation, the ability to adjust dues revenue in line with the Cost of Living Adjustment is of utmost importance to avert depleting reserves and jeopardizing the future financial stability of the organization.

Over time, having a COLA cap, not only prevents the organization from keeping up with rising inflation, but also impedes its ability to plan ahead for large-scale innovation, repairs, and technology upgrades. For example, the COLA for calendar year 2021 in the United States was 7.5%; whereas, the Bylaws has set a maximum 4% COLA increase, creating a 3.5% shortfall in funding necessary to keep up with inflation.

CURRENT:

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.

PROPOSED:

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). **An increase** ~~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.

ISSUE 4: ELECTIONS BY ACCLAMATION

(Submitted by the International Board of Directors)

EXPLANATION: In an uncontested election, in order to facilitate preparations for the International Convention and future planning, this proposal provides for immediate announcement of all duly elected candidates as soon as possible after April 1.

CURRENT:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections*

A. *Elections for the Board of Directors*

1. *President-Elect.* ... Any person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two clubs.
2. *Immediate Past President.* No change in wording
3. *Directors-At-Large*... Any person desiring to be placed in nomination for a Director-At-Large position must file an intent to run by April 1 of the year the election is to occur.

- B. *Elections of Vice Presidents-Elect.* Any person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two Clubs.

PROPOSED:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections*

A. *Elections for the Board of Directors*

1. *President-Elect.* ... Any person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two clubs. **If there is only one candidate, the individual shall be elected by acclamation and will be announced as soon as possible after April 1.**
2. *Immediate Past President.* No change in wording
3. *Directors-At-Large*... Any person desiring to be placed in nomination for a Director-At-Large position must file an intent to run by April 1 of the year the election is to occur. **If there are only two candidates, the individuals shall be elected by acclamation and will be announced as soon as possible after April 1.**

- B. *Elections of Vice Presidents-Elect.* Any person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two Clubs **If there is only one candidate, the individual shall be elected by acclamation and will be announced as soon as possible after April 1.**

ISSUE 5: ANNOUNCEMENT OF CANDIDATES FOR INTERNATIONAL OFFICE

(Submitted by the International Board of Directors)

EXPLANATION: There are discrepancies in the Bylaws as to when candidates for International Office are to be announced. One place states “on March 1,” another states “no later than March 1.” The Board of Directors agrees with the International Governance and Candidate Qualifications Committees that making the deadline “no later than March 1st” allows all individuals running for office, whether nominated by the Candidate Qualifications Committee or by self nomination, the opportunity of equal and longer time to campaign. Also, repetitive language has been replaced in Paragraph C.

CURRENT:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections.* Elections for the officers and Board of Directors of Optimist International shall be as follows:

A. *Elections for the Board of Directors.*

1. *President-Elect.* The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) on March 1. Any person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be from two different Regions. The vote for the office of President-Elect shall take place after all nominations (who meet the necessary qualifications) are announced by the Candidate Qualifications Committee. The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club’s votes. Voting shall continue for 30 calendar days. The individual receiving the highest number of votes cast shall be elected. 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 in wording.
3. *Directors-At-Large.* There shall be six Directors-At-Large on the Board of Directors. Two Directors-At-Large shall be elected annually to serve a term of three years as a Director. To be eligible for the position of Director-At-Large, a person must have served all of a term as a District Governor. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Board Directors-At-Large and announce its nominations on March 1. Any person desiring to be placed in nomination for a Director-At-Large position must file an intent to run by April 1 of the year the election is to occur. 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) and any candidate(s) considered on their own motion by April 1 of each year. The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club’s votes. Voting shall continue for 30 calendar days. The two individuals with the highest number of votes will be elected.

PROPOSED:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections.* Elections for the officers and Board of Directors of Optimist International shall be as follows:

A. *Elections for the Board of Directors.*

1. *President-Elect.* The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) ~~on no~~ **no later than March 1.** Any person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be from two different Regions. ~~The vote for the office of President-Elect shall take place after all nominations (who meet the necessary qualifications) are announced by the Candidate Qualifications Committee.~~ The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club’s votes. Voting shall continue for 30 calendar days. The individual receiving the highest number of votes cast shall be elected. 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 in wording.
3. *Directors-At-Large.* There shall be six Directors-At-Large on the Board of Directors. Two Directors-At-Large shall be elected annually to serve a term of three years as a Director. To be eligible for the position of Director-At-Large, a person must have served all of a term as a District Governor. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Board Directors-At-Large and announce its nominations ~~on~~ **no later than March 1.** Any person desiring to be placed in nomination for a Director-At-Large position must file an intent to run by April 1 of the year the election is to occur. ~~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) and any candidate(s) considered on their own motion by April 1 of each year.~~ The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club’s votes. Voting shall continue for 30 calendar days. The two individuals with the highest number of votes will be elected.

CURRENT:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections*. Elections for the officers and Board of Directors of Optimist International shall be as follows:

- B. *Elections of Vice Presidents-Elect*. The number of Vice Presidents-Elect shall be equal to the number of Regions. Vice Presidents-Elect 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. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) (who meet the required qualifications for the office) on March 1. Any person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be in two different Districts within the Region. Nominations shall be designated for one of the specific Regions and such nominations shall be of an individual(s) residing within that Region. Clubs shall vote for the Vice President-Elect nominee by Region, with each Club President, or Club designee as approved by the Club Board of Directors casting the Club's votes for a Vice President-Elect nominee by Region in which the delegate's Club is located. Voting shall continue for 30 calendar days. A candidate for each Region shall be deemed elected who has received the highest number of the votes cast in that Region.

PROPOSED:

Bylaws Article IV. International Conventions and Elections
SECTION 3. *Online Elections*. Elections for the officers and Board of Directors of Optimist International shall be as follows:

- B. *Elections of Vice Presidents-Elect*. The number of Vice Presidents-Elect shall be equal to the number of Regions. Vice Presidents-Elect 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. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) (who meet the required qualifications for the office) ~~on~~ **no later than** March 1. Any person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be in two different Districts within the Region. Nominations shall be designated for one of the specific Regions and such nominations shall be of an individual(s) residing within that Region. Clubs shall vote for the Vice President-Elect nominee by Region, with each Club President, or Club designee as approved by the Club Board of Directors casting the Club's votes for a Vice President-Elect nominee by Region in which the delegate's Club is located. Voting shall continue for 30 calendar days. A candidate for each Region shall be deemed elected who has received the highest number of the votes cast in that Region.

New **Paragraph C. *Slate of Candidates***. **The Candidate Qualifications Committee shall submit as soon as practicable after April 1 the names of those nominated by the CQ Committee for election and all qualified self nominees.**

ISSUE 6: DISTRICT SECRETARY AND/OR TREASURER

(Submitted by International Board of Directors)

EXPLANATION: The Board of Directors acknowledges that many Districts are using separate individuals for the office of Secretary and Treasurer. The Suggested District Policies notates the office as “Secretary and/or Treasurer.” In order to be consistent with current practice and documents, the International Board of Directors is requesting the following Bylaws amendment for this Bylaw and other references throughout the entire Bylaws document.

CURRENT:

Bylaws Article VII. Districts
SECTION 6. *Elections of Officers and Governor-Elect, District.*
D. *Secretary-Treasurer...*

PROPOSED:

Bylaws Article VII. Districts
Section 6. *Elections of Officers and Governor-Elect, District.*
D. ~~*Secretary-Treasurer.*~~ ***Secretary and/or Treasurer...***
(Revisions throughout the rest of the Bylaws)

ISSUE 7: INTERNATIONAL BOARD OF DIRECTORS DEFINITION & QUORUM

(Submitted by the International Board of Directors)

EXPLANATION: In order to define the International Board of Directors and to definitively designate which of the Board members must be in attendance in order to call a quorum as defined in the bylaws, the Board of Directors offers the following Bylaws amendment. Note that this does not change the current voting structure and constitution of a quorum.

CURRENT:

Bylaws Article V. International Board of Directors
SECTION 1. *Board of Directors.*
The affairs and business of Optimist International shall be controlled and directed by the Board of Directors. The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, and six Directors-At-Large the executive director of Optimist International, the JOI President, the Optimist International Foundation President, and the Canadian Children's Optimist Foundation President. Excepting the Executive Director of Optimist International, no person employed by or receiving salary or compensation from Optimist International or a District shall be eligible to serve on the Board of Directors of Optimist International.

Bylaws Article V. International Board of Directors
SECTION 3. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present and entitled to vote shall be necessary to give effect to any action of the Board.

PROPOSED:

Bylaws Article V. International Board of Directors
SECTION 1. *Board of Directors.*
The affairs and business of Optimist International shall be controlled and directed by the Board of Directors. The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, and six Directors-At-Large. ~~and~~ **Ex officio, non-voting members of the Board of Directors shall include** the Executive Director of Optimist International, the ~~JOI~~ **Junior Optimist International** President, the Optimist International Foundation President, and the Canadian Children's Optimist Foundation President. **With the exception of** ~~Excepting~~ the Executive Director of Optimist International, no person employed by or receiving salary or compensation from Optimist International or a District shall be eligible to serve on the Board of Directors of Optimist International.

Bylaws Article V. International Board of Directors
SECTION 3. *Quorum.* A majority of the **voting members** of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present and entitled to vote shall be necessary to give effect to any action of the Board.

ISSUE 8: MINIMUM MEMBERSHIP FOR NEW CLUBS

(Submitted by the International Board of Directors)

EXPLANATION: In order to help Optimist International charter new Clubs with a stronger membership position and the ability to combat initial attrition after organization, the International Board of Directors recommends that increasing the requirement from 15 to 20 members will strengthen the position of new Clubs.

CURRENT:

Bylaws Article III. Membership

SECTION 1. *Clubs*

A. *Optimist Club Structure*

2. *New Clubs...*

- c. Submission of a list of Charter Members numbering not less than 15, each of whom shall have paid the full membership fee as established in the Club's Bylaws.

PROPOSED:

Bylaws Article III. Membership

SECTION 1. *Clubs*

A. *Optimist Club Structure*

2. *New Clubs...*

- c. Submission of a list of Charter Members numbering not less than ~~15~~ **20**, each of whom shall have paid the full membership fee as established in the Club's Bylaws.