

2016-2017

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.
 - 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 Subsequently, the convention rules may be amended, suspended, or rescinded by two-thirds of the votes cast by accredited delegates.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.
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.

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.

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 from Noon to 6 PM Tuesday; 10 AM to 3 PM Wednesday in the foyer of 200C on the second floor of the Quebec City Convention Centre 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.

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

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, break-outs, 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 of 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.

NOTES

PROPOSED BYLAWS AMENDMENTS

2016 INTERNATIONAL CONVENTION

ISSUE 1: YOUTH CLUBS NAME CHANGE

(Submitted by the International Board of Directors)

EXPLANATION: (Revise) Internally, the acronym "JOI" (joy) is integral to our identity. Externally and generally, the use of "Junior" represents the Optimist legacy; it presents a family air to the organization, and lends to the idea that we all have something to gain from each other, as opposed to the use and reference of "Youth," which presents the idea that we are under direct influence (of the adult/parent organization) without as much freedom allotted as we, as a board/organization, feel we are actually given. "Junior" represents a tandem branch as opposed to a controlling connotation of the term "Youth." The JOOI Board of Directors requests the official name of Junior Optimist Octagon International (JOOI) to Junior Optimist International (JOI), and should be marketed as Junior Optimists or Junior Optimist International.

CURRENT:

Bylaws Article III, Membership

SECTION 1. *Clubs.*

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated Junior Optimist Octagon International Clubs (JOOI).

PROPOSED:

Bylaws Article III, Membership

SECTION 1. *Clubs.*

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated **Junior Optimist International Clubs (JOI)** ~~Junior Optimist Octagon International Clubs (JOOI).~~

All other reference in Optimist International Bylaws be revised from "JOOI" to "JOI."

ISSUE 2: YOUTH CLUB AGE RULE

(Submitted by the International Board of Directors)

EXPLANATION: The Youth Clubs Committee asks the Optimist International Youth Programs Foundation Board of Directors to revisit the motion submitted with approval of the Governance Committee at the April 2015 Board meeting. It was discovered that the Optimist International Bylaws and the JOOI Policies are not the same for the required age of JOOI Members. The JOOI Committee believes that the JOOI Policy is more consistent with our mission, working with youth. We believe that those over 18 would be better served working with the College Club Committee, creating Optimism at that level.

CURRENT:

Bylaws Article III. Membership

Section 1. *Clubs.*

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated Junior Optimist Octagon International Clubs (JOOI). JOOI Clubs shall consist of young people ages 19 or below and not yet a member of an Adult Optimist Club (to include College Clubs). JOOI Clubs shall consist of Alpha, Junior Optimist, or Octagon youth clubs; the requirements of which shall be set forth in JOOI policies. JOOI Clubs shall meet all requirements for affiliation as prescribed in the JOOI policies of Optimist International. New Club formation and Club revocation procedures must also be consistent with JOOI policies. JOOI Districts and JOOI Board of Directors shall have direct supervision over JOOI Member Clubs under the auspices of the Optimist International Board of Directors. JOOI policies shall be established by the JOOI Board of Directors with the approval of the Optimist International Board of Directors.

PROPOSED:

Bylaws Article III. Membership

Section 1. *Clubs.*

C. *Youth Club Structure.* Membership in this class of Optimist International shall consist of affiliated Junior Optimist Octagon International Clubs (JOOI). JOOI Clubs shall consist of young people ages **less than 19 or below years of age prior to September 30th of the current administrative year** and not yet a Member of an Adult Optimist Club (to include College Clubs). **Special consideration may be made for students with disabilities.** JOOI Clubs shall consist of Alpha, Junior Optimist, or Octagon youth Clubs; the requirements of which shall be set forth in JOOI policies. JOOI Clubs shall meet all requirements for affiliation as prescribed in the JOOI policies of Optimist International. New Club formation and Club revocation procedures must also be consistent with JOOI policies. JOOI Districts and JOOI Board of Directors shall have direct supervision over JOOI Member Clubs under the auspices of the Optimist International Board of Directors. JOOI policies shall be established by the JOOI Board of Directors with the approval of the Optimist International Board of Directors.

ISSUE 3: CHARTER FEES FOR COLLEGE CLUBS

(Submitted by the International Board of Directors)

EXPLANATION: Optimist International currently offers a trimester billing system for College Clubs, which requires College Clubs to pay their dues 3 times per year. Due to the nature of college Clubs activities and the two semester system of most Universities and Colleges it is proposed that College Clubs be billed twice per year, once in the Fall (Fall Semester) and once in Spring. (Spring Semester) This change would assist College Clubs in payments, renewals and proper administration as the Clubs are fully engaged at these two times of the year.

CURRENT:

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

B. *Annual Dues.* 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, 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 Optimist year for a College Club shall be a trimester year with the first trimester being 1 September through 30 November, the second trimester being 1 December through 28 February and the third trimester being 1 March through 31 May. For each College Member enrolled in the office of Optimist International as of 31 October, 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, payable annually on 30 November. Dues are payable in halves based on Members enrolled in Optimist International as of 31 October, 31 December 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 November 30, January 31 and March 31 beginning October 1, 2010.

PROPOSED:

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

B. *Annual Dues.* 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, 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 Optimist year~~ **The billing cycles for College Clubs shall be a trimester year with the first trimester being 1 September through 30 November, the second trimester being 1 December through 28 February and the third trimester being 1 March through 31 May. 1 October through 28 February and 1 March through 30 September.** For each College Member enrolled in the office of Optimist International as of ~~31 October~~ **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, ~~payable annually on 30 November.~~ Dues are payable in halves **on 1 October and 1 March** based on Members enrolled in Optimist International as of ~~31 October, 31 December and 28 February~~ **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 ~~November 30, January 31 and March 31 beginning October 1, 2010.~~ **October 1 and March 1 beginning October 1, 2016.**

ISSUE 4: QUALIFICATIONS FOR INTERNATIONAL OFFICERS

(Submitted by the International Board of Directors)

EXPLANATION: President Bruns asked the Governance Committee to consider the means to which an appointee to an International Office is vetted to serve. The International President and Board of Directors have the authority to appoint an individual when/if an elected position becomes vacant, but there is currently no bylaws provision that covers the necessity of vetting that individual for the qualifications that office requires. This addition would ensure any appointee is subject to the same bylaws provision as one who is elected. The change is to require the Candidate Qualifications Committee to certify that nominees and successors meet the required qualifications to hold office. The Board of Directors also agreed with the Governance Committee's suggestion to the additional language requiring that all International Officers shall be of high moral and ethical character.

CURRENT:

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 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.* The President shall assume the office of the Immediate Past President immediately upon completion of his/her term as President. Should the President be unable to assume the office of Immediate Past President, the next most recent Past President, who is willing to fulfill this position, shall fulfill the office of Immediate Past President.
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:

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 are announced by the Candidate Qualifications Committee **(assuming the candidates meet the necessary qualifications for the office)**. 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.* The President shall assume the office of the Immediate Past President immediately upon completion of his/her term as President. Should the President be unable to assume the office of Immediate Past President, the next most recent Past President, who is willing to fulfill this position, shall fulfill the office of Immediate Past President.
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.

CURRENT:

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) 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

Article V, International Board of Directors
Section 5. *Vacancy.* Upon death, resignation or incapacitation of any elected or appointed officer, President-Elect, Board Member, Vice President, Vice President-Elect, or the President-Designate, Board Member Designate, or Vice President Designate of Optimist International, or in the event of the failure of any officer to carry out the duties of the office, the Board of Directors may declare said office vacant and shall select a successor to fill the remainder of the term. In the event of a vacancy in the office of President, the most recent and available Past President shall assume the duties of President for the remainder of the year. If the most recent Past President is unable to accept the responsibility, the line of succession shall be the next available preceding Past President. In the event of a disaster or accident in which a majority or more of the members of the Board of Directors shall be fatally injured and/or rendered incapable of performing their duties, the remaining Directors shall be empowered to transact the business of the Board of Directors until the next annual election.

Article VI, International Officers
Section 1. *Officers.* The officers of Optimist International shall be the President, the Immediate Past President, the President-Elect, the Vice Presidents and the secretary-treasurer. The Vice Presidents shall be elected as set forth in these Bylaws. Except for the secretary-treasurer, the term of office shall be one year.

PROPOSED:

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) **(assuming they 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

Article V, International Board of Directors
Section 5. *Vacancy.* Upon death, resignation or incapacitation of any elected or appointed officer, President-Elect, Board Member, Vice President, Vice President-Elect, or the President-Designate, Board Member Designate, or Vice President Designate of Optimist International, or in the event of the failure of any officer to carry out the duties of the office, the Board of Directors may declare said office vacant and shall select a successor to fill the remainder of the term **provided that the International Candidate Qualifications Committee has certified the successor meets the required qualifications for the office.** In the event of a vacancy in the office of President, the most recent and available Past President shall assume the duties of President for the remainder of the year. If the most recent Past President is unable to accept the responsibility, the line of succession shall be the next available preceding Past President. In the event of a disaster or accident in which a majority or more of the members of the Board of Directors shall be fatally injured and/or rendered incapable of performing their duties, the remaining Directors shall be empowered to transact the business of the Board of Directors until the next annual election.

Article VI, International Officers
Section 1. *Officers.* **All officers shall be of high moral and ethical character.** The officers of Optimist International shall be the President, the Immediate Past President, the President-Elect, the Vice Presidents and the secretary-treasurer. The Vice Presidents shall be elected as set forth in these Bylaws. Except for the secretary-treasurer, the term of office shall be one year.

ISSUE 5: PROCESSING FEES

(Submitted by the International Board of Directors)

EXPLANATION: The organization has not raised processing fees in 27 years, since 1989 at which time it was increased from \$10 to \$15. The Committee recommends increasing the processing fee by \$5 to \$20 in order to bring the processing fees in line with the increased cost of printing, shipping, and labor. Currently the new Members processing expense is \$20.40 per member and expected to increase as postage and printing increases. The increase of \$5.00 would be in order to meet actual current expense.

CURRENT:

Bylaws Article VIII. Optimist International Finances

Section 2. *Revenue and Dues.*

D. *Processing Fees.*

1. Except as to a former Member or new College Member, upon enrollment of each new Member by a Club, the Club shall pay to Optimist International a fee of \$15.00. Upon enrollment of each new College Member by a Club, the Club shall pay to Optimist International a fee of \$5.00.

PROPOSED

Bylaws Article VIII. Optimist International Finances

Section 2. *Revenue and Dues.*

D. *Processing Fees.*

1. Except as to a former Member or new College Member, upon enrollment of each new Member by a Club, the Club shall pay to Optimist International a fee of ~~\$15.00~~ **\$20.00**. Upon enrollment of each new College Member by a Club, the Club shall pay to Optimist International a fee of \$5.00.

ISSUE 6: DISTRICT SECRETARY-TREASURER TERM LIMITS

(Submitted by the International Board of Directors)

EXPLANATION: In response to requests by many Governors-Elect about the preparation of their fiscal year budgets, it has become increasingly apparent that Districts are not bringing "new" people to serve on Committees. It is also noticeable that the time that a Member has between the time that they join the organization and the time that they may be elected as Governor is considerably shorter than what it was previously, which can mean less overall experience with how a District conducts business, including budget preparation. Additionally, many Districts end up having the same District Secretary-Treasurer year after year which can open up the District to the potential of financial misconduct and/or the idea that the person who handles the District finances can become the "pseudo" governor regardless of who is elected to serve in that capacity. It also becomes easy for a District to get lax about business matters since there is a great amount of trust and comfort placed in the person who serves in this capacity over a long period of time. District Members are not likely to question or to suggest any changes be made if this long-term Secretary-Treasurer is not in favor of such a move and the chances of a District becoming complacent are very good. As a way to safeguard Districts from the potential of experiencing these problems, the following motion is requested. In cases where the District has a Secretary and a Treasurer, the potential problems still exist and both the term of office for both positions should not exceed more than three consecutive years.

CURRENT:

Bylaws Article VII, Districts

Section 6. Election of Officers and Governor-Elect,

District.

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

PROPOSED

Bylaws Article VII, Districts

Section 6. Election of Officers and Governor-Elect,

District.

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

Treasurer, or any combination thereof, shall not serve more than three consecutive years.

ISSUE 7: EXCHANGE RATE AT \$1.20

(Submitted by eleven Optimist Clubs of Québec Centre District, four Optimist Clubs in the Québec South District, four Optimist Clubs in the Québec West District, and three Optimist Clubs in the Québec East North Shore District)

EXPLANATION: The volatility of the US/CAD exchange rate and the subsequent rate established by Optimist International at the beginning of each quarter is making it difficult to keep and grow Canadian membership. For example, in the second quarter of year 2015-2016, the rate is \$1.39CAD/US and Canadian member's dues convert to \$87.21CAD. This proposal adds a point in the Bylaws to establish a \$1.20CAD/US cap the exchange rate applied to Canadian dues.

CURRENT:

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

PROPOSED:

Bylaws Article VIII, Optimist International Finances
Section 2. *Revenue and Dues.*
New Paragraph **G. Canadian Exchange Rate. The exchange rate applied to dues for Canadian members shall be no more than \$1.20CAD/US.**

ISSUE 8: EXCHANGE RATE AT PAR

(Submitted by the following Optimist Clubs of Drummondville and Granby in the Québec South District)

EXPLANATION: The volatility of the US/CAD exchange rate and the subsequent rate established by Optimist International at the beginning of each quarter is making it difficult to keep and grow Canadian membership. For example, in the second quarter of year 2015-2016, the rate is \$1.39CAD/US and Canadian member's dues convert to \$87.21CAD. This proposal adds a point in the Bylaws to establish a par exchange rate applied to Canadian dues.

CURRENT:

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

PROPOSED:

Bylaws Article VIII, Optimist International Finances
Section 2. *Revenue and Dues.*
New Paragraph **G. Canadian Exchange Rate. The exchange rate applied to dues for Canadian members shall be at par, \$1.00CAD = \$1.00US.**

ISSUE 9: NEW CLUB BUILDING

(Submitted by the following Optimist Club of Montréal-Olympique in the Québec Centre District)

Explanation: Clubs were created by people wanting to support the youth in their city's area (neighborhood). Some come from elsewhere and join a club because they are comfortable with the area's activities and requirements. In general, these clubs follow two important rules from the NC-Handbook : "Start by developing a core group" as well as "Use a map to mark the locations of Optimist Clubs within a chosen radius from your club. Then select a community that does not have an Optimist Club." For new people interested in the Optimist organization, we expect that they will be directed toward already existing clubs. They can decide if the area interests them. If not, they could join another club or build one in an area without an existing club. Citizens everywhere are solicited for their time and money by Foundations (private, business, public institutions) or organizations (charity, sports, or recreational) for important causes within their milieu.

CURRENT:

Bylaws Article III, Membership
Section 1. *Clubs*.

A. Optimist Club Structure.

- 2. New Clubs.* Clubs applying for membership in this organization shall submit written application for affiliation in the form and manner prescribed by the Board of Directors and in these Bylaws and each applicant shall be subject to the acceptance and approval of the Board of Directors.

PROPOSED:

Bylaws Article III, Membership
Section 1. *Clubs*.

A. Optimist Club Structure.

- 2. New Clubs.* Clubs applying for membership in this organization shall submit a written application for affiliation in the form and manner prescribed by the Board of Directors and in these Bylaws. **They shall study the Optimist International New Club Building Handbook and not build a new Optimist Club within a chosen area where there already exists one or more servicing that area.** ~~and~~ Each applicant shall be subject to the acceptance and approval of the Board of Directors.

ISSUE 10: TERRITORY OF NEW CLUBS

(Submitted by the following Optimist Club of Montréal-Olympique in the Québec Centre District)

EXPLANATION: There is the risk that two clubs in the same area would find it hard to survive as they would be soliciting from many sponsors and Friends of Optimism who work or live mostly in the same area. These donors would be unable to fulfill the requests and give the same support, particularly if they are loyal donors. They would automatically divide their donations in two in order to stay within their budget. New clubs shall therefore be based on the Optimist International NC-Handbook guidelines: "Use a map to mark the locations of Optimist Clubs within a chosen radius from your club. Then select a community that does not have an Optimist Club." Existing clubs expect that new people interested in the Optimist movement be directed toward existing clubs. They will decide if the area interests them, if they join another club or if they build a new club in an area not already being served by a club.

CURRENT:

Bylaws Article VII, Districts

PROPOSED:

Bylaws Article VII, Districts

New **Section 3. Territory Served by Optimist Clubs.**

Already existing Clubs serving a town or an area (of a city or municipality) demarcate their territory and are part of the Region and District to which they are associated.

Sections 4 through 6 renumbered.