

Optimist International
Proposed Bylaw Amendments
2026-2027

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ISSUE 1: ARTICLE V, SECTION 1 - ONLINE ELECTIONS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors proposes to expand eligibility for nomination of President-Elect to include members who have served a term as Director-at-Large. Currently, eligibility is limited to those who have served as Vice President. The bylaw has also been reorganized, updated to align with the current nomination and online election process and to improve clarity and consistency.

CURRENT:

Article V.

SECTION 1. Online Elections.

~~Elections for the Officers and the Board of Directors shall be as follows:~~

~~E.(A.)~~ *General Provisions.* No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on the first day of October following their election. Those eligible for the office of ~~Vice President(-Elect,)~~ Vice President-Elect and Director-At-Large(-Elect) shall be a member of a Club in good standing, and they shall have served a full term as a District Governor. Those eligible for the office of President-(Elect) ~~shall be a member of a Club in good standing and they shall have served a full term as a District Governor, and a full term as a Vice President or~~ **Director-At-Large.** For the office of International President, Director at Large or Vice President, an individual may only serve one term in the office to which they are elected.

~~G.(B.)~~ *(Election of President-Elect.)* The Candidate Qualifications (CQ) Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) no later than March 1. Any person desiring to be placed in nomination for President-Elect **must file an intent to run by April 1 of the year the election is to occur** ~~shall be nominated no later than April 1 by two Clubs and have supporting letters of nomination from two Clubs from two different Regions.~~ Those two Clubs must be from two different Regions. The individual receiving the highest number of votes ~~cast~~ shall be elected.

PROPOSED:

Article V.

SECTION 1. Online Elections

A. General Provisions. No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on the first day of October following their election. Those eligible for the office of President-Elect, Vice President-Elect and Director-At-Large-Elect shall be a member of a Club in good standing, and they shall have served a full term as a District Governor. Those eligible for the office of President-Elect shall have served a full term as a Vice President or Director-At-Large. For the office of International President, Director at Large or Vice President, an individual may only serve one term in the office to which they are elected.

B. Election of President-Elect. The Candidate Qualifications (CQ) Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) no later than March 1. Any person desiring to be placed in nomination for President-Elect must file an intent to run by April 1 of the year the election is to occur and have supporting letters of nomination from two Clubs from two different Regions. The individual receiving the highest number of votes shall be elected. If there is only one candidate, the individual shall be elected by acclamation. The term of office shall be one year.

~~The term of office shall be one year.~~ If there is only one candidate, the individual shall be elected by acclamation. The term of office shall be one year.

~~G.C. 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. The ~~Candidate Qualifications (CQ)~~ Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) no later than March 1. Any person desiring to be placed in nomination for Vice President-Elect **must file an intent to run by April 1 of the year the election is to occur and have supporting letters of nomination from two clubs in two different districts within the Region.** ~~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. The individual receiving the highest number of votes east in that Region shall be elected. If there is only one candidate, the individual shall be elected by acclamation.~~

~~F.(D.) Elections for Board Directors (-aAt-) Large.~~ There shall be six Directors-At-Large on the Board. Two Directors-At-Large shall be elected annually to serve a term of three years. The ~~Candidate Qualifications (CQ)~~ Committee shall seek and receive the names and qualifications of prospective Directors-At-Large and announce its nominations 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 two individuals with the highest number of

C. 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. The CQ Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) no later than March 1. Any person desiring to be placed in nomination for Vice President-Elect must file an intent to run by April 1 of the year the election is to occur and have supporting letters of nomination from two clubs in two different districts within the Region. Nominations shall be designated for one of the specific Regions and Clubs shall vote for the Vice President-Elect nominee by Region. The individual receiving the highest number of votes in that Region shall be elected. If there is only one candidate, the individual shall be elected by acclamation.

D. Elections for Board Directors-At-Large. There shall be six Directors-At-Large on the Board. Two Directors-At-Large shall be elected annually to serve a term of three years. The CQ Committee shall seek and receive the names and qualifications of prospective Directors-At-Large and announce its nominations 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 two individuals with the highest number of votes shall be elected. If there

votes ~~will~~ shall be elected. If there are only two candidates, the individuals shall be elected by acclamation.

~~H.(E).The President-Elect and each Vice President-Elect; between the annual convention next following their election as President-Elect or Vice President-Elect and the assumption of office;~~ shall be known as President-Designate or Vice President-Designate: (immediately following the election of their successors.)

A.(F). (Final) Slate of Candidates. The ~~Candidate~~ Qualifications (CQ) Committee shall announce as soon as practicable after April 1 the names of those nominated by the ~~Candidate~~ Qualifications (CQ) Committee for election and all qualified self-nominees.

~~B.(G.) Notice of Annual Online Election.~~ OI shall email to each member Club an official call (stating the time period) of for the annual online election at least fourteen (14) days prior to the (starting) date(.) thereof, stating the time of the holding of the said annual election.

~~E.(H). Voting.~~ Each Club in good standing shall be entitled to one vote for each 10 voting members or majority fraction thereof (6 or more) based on the voting numerical membership enrolled by the Club in the office of OI as of 30 April immediately preceding the election. Each Club in good standing (a club whose OI dues are paid current) shall be entitled to a minimum of one vote. A Club organized after 30 April and prior to the first day on which the election is held shall be entitled to cast its vote (based) on the basis of the numerical charter membership enrolled by the Club in the office of OI. All voting shall be based on the total number of votes cast by accredited Clubs. ~~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.~~

~~Good Standing.~~ A Club in good standing is a Club whose dues are paid current

are only two candidates, the individuals shall be elected by acclamation.

E. The President-Elect and each Vice President-Elect; shall be known as President-Designate or Vice President-Designate immediately following the election of their successors.

F. Final Slate of Candidates. The CQ Committee shall announce, as soon as practicable after April 1, the names of those nominated by the CQ Committee for election and all qualified self-nominees.

G. Notice of Annual Online Election. OI shall email each member Club an official call stating the time period of the annual online election at least fourteen (14) days prior to the starting date.

H. Voting. Each Club in good standing shall be entitled to one vote for each 10 voting members or majority fraction thereof (6 or more) based on the voting numerical membership enrolled by the Club in the office of OI as of 30 April immediately preceding the election. Each Club in good standing (a club whose OI dues are paid current) shall be entitled to a minimum of one vote. A Club organized after 30 April and prior to the first day on which the election is held shall be entitled to cast its vote based on the numerical charter membership enrolled by the Club in the office of OI. All voting shall be based on the total number of votes cast by Clubs.

ISSUE 2: ARTICLE VII, SECTION 9 - VACANCY OF OFFICERS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends amending Article VII, Section 9 to include Directors-at-Large in the list of officers eligible for consideration when filling a vacancy. As a result, Article VI, Section 5 is proposed for deletion to eliminate duplication.

CURRENT:

~~ARTICLE VI, SECTION 5. Vacancy of Director-at-Large. Upon death, resignation or incapacitation of any elected or appointed Director-at-Large or Director-at-Large Designate, or in the event of the failure of any Director-at-Large to carry out the duties of the office, the Board 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.~~

Article VII

SECTION 9. Vacancy of Officers

Upon death, resignation or incapacitation of any elected or appointed officer: President-Elect, Vice President, Vice President-Elect, **Director-At-Large**, President-Designate, Vice President Designate **or Director-At-Large-Elect** of OI or in the event of the failure of any officer to carry out the duties of the office, the Board may declare said office vacant and shall select a successor to fill the remainder of the term provided that the ~~International Candidate Qualifications~~ OI CQ Committee has certified the successor meets the required qualification 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

PROPOSED:

Article VII

SECTION 9. Vacancy of Officers

Upon death, resignation or incapacitation of any elected or appointed officer: President-Elect, Vice President, Director-At-Large, Vice President-Elect, Director-At-Large-Elect, President-Designate or Vice President Designate or Director-At-Large- Elect of OI or in the event of the failure of any office to carry out the duties of the office of the OI Board may declare said office vacant and shall select a successor to fill the remainder of the term provided that the OI CQ Committee has certified the successor meets the required qualification 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 OI Board shall be fatally injured and/or rendered incapable of performing their duties, the remaining Directors shall be empowered to transact the business of the OI Board until the next annual election.

a majority or more of the members of the Board 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 until the next annual election.

ISSUE 3: ARTICLE VIII, SECTION 5 - DISTRICT REVENUES AND DISBURSEMENTS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends updating the timing of District budget approval from the first meeting of the year to the District’s annual convention to ensure an approved operating budget is in place at the start of the Optimist year. The amendment also introduces a requirement for approval of District fundraising activities.

CURRENT:

Article VIII.
SECTION 5. District Revenues and Disbursements

- D. Annual Budget. At its first meeting (the annual convention) the District Board shall review, amend and approve the annual budget (for the subsequent year) as submitted by the finance committee, ensuring that is done in a manner conforming with the standard District chart of accounts established by the International (OI) Board. Such budget shall be submitted to the International (OI) Board for final approval. The budget shall include income only from authorized sources for the current fiscal year and any accumulated surplus and shall not authorize the expenditures of any money in excess of such income and surplus.
- E. *Review.* An annual review of the books of account of each District as of September 30 shall be performed by an independent Certified Public Accountant, ~~a Certified General Accountant~~ or a review committee, and a report thereon shall be submitted to the District Board no later than December 31 of each year.
- (H.) *(District Fundraising. Districts must obtain permission from The OI Board, Executive Director or President to conduct a District Fundraiser.)*

PROPOSED:

Article VIII.
SECTION 5. District Revenues and Disbursements

- D. Annual Budget. At the annual convention the District Board shall review, amend and approve the annual budget for the subsequent year submitted by the finance committee, ensuring that is done in a manner conforming with the standard District chart of accounts established by the OI Board. Such budget shall be submitted to the OI Board for final approval. The budget shall include income only from authorized sources for the current fiscal year and any accumulated surplus and shall not authorize the expenditures of any money in excess of such income and surplus.
- E. *Review.* An annual review of the books of account of each District as of September 30 shall be performed by an independent Certified Public Accountant or a review committee, and a report there on shall be submitted to the District Board no later than December 31 of each year.
- H. *District Fundraising.* Districts must obtain permission from the OI Board, Executive Director or International President prior to conducting a District fundraiser.

ISSUE 4: ARTICLE IX, SECTION 2 - LIFE MEMBERSHIP FEES

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends correcting the calculation of Life Membership fees, which is currently misstated in the Bylaws.

CURRENT:

Article IX.
SECTION 2. D (c) Life Membership Fees

Life Membership Fees: Any member in good standing may secure a Life Membership upon payment to OI of a fee equal to ten times the existing annual dues ~~multiplied by a factor of ten (10) within a period of two years.~~ Such life membership shall be in force for only one Optimist Club ~~as long as the individual is a member of an affiliated Optimist Club.~~ **as designated by the member.**

PROPOSED:

Article IX.
SECTION 2 D. (c) Life Membership Fees

Life Membership Fees: Any member in good standing may secure a Life Membership upon payment to OI of a fee equal to ten times the existing annual dues. The Life Membership shall be in force for only one Optimist Club as designated by the member.

ISSUE 5: ARTICLE VI, SECTION 7 - Recognition Program

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends reducing the minimum duration of the Recognition Program from five years to three years to provide greater flexibility in responding to changes in membership trends, technology, and organizational priorities.

CURRENT:

Article VI.
SECTION 7. Recognition Program

The Board shall establish a baseline Recognition Program. This Recognition Program shall not be changed more than once every ~~five~~ (three) years. The President may propose an Incentive Program for that President's year that does not conflict with the Recognition Program.

PROPOSED:

Article VI.
SECTION 7. Recognition Program

The OI Board shall establish a baseline Recognition Program. This Recognition Program shall not be changed more than once every three years. The President may propose an Incentive Program for that President's year that does not conflict with the Recognition Program.

ISSUE 6: ARTICLE I, SECTION 2 - CLARIFICATION AND REMOVAL OF REDUNDANT LANGUAGE

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends removing the reference to 501(c)(4) (of the U.S. Internal Revenue Code) from Article I, Section 2 to eliminate redundancy, as this designation is already addressed in Article II, Section 1.

CURRENT:

Article I.
SECTION 2. Purposes

Purposes. OI is organized and shall operate for the common good and general welfare of the community ~~as set forth in Section 501(c)(4) of the Internal Revenue Code, as may be amended from time to time (the "Code")~~; including, but not limited to, developing Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; promoting an active interest in good government and civic affairs; inspiring respect for law, promoting patriotism and working for international accord and friendship among all people; and aiding and encouraging the development of youth; in the belief that the giving of one's self in service to others will advance the well-being of humankind, community life and the world.

PROPOSED:

Article I.
SECTION 2. Purposes

Purposes. OI is organized and shall operate for the common good and general welfare of the community including, but not limited to, developing Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; promoting an active interest in good government and civic affairs; inspiring respect for law; promoting patriotism and working for international accord and friendship among all people; and aiding and encouraging the development of youth; in the belief that the giving of one's self in service to others will advance the well-being of humankind, community life and the world.

ISSUE 7: ARTICLE II, SECTION 1 - BYLAW CLARIFICATION AND STREAMLINING

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article II, Section 1 to enhance clarity, consistency, and overall coherence.

CURRENT:

Article II.
SECTION 1. Nonprofit Organization

~~**Not-For-Profit (Nonprofit) Organization.**~~ OI is organized and shall operate for the common good and general welfare of the community as set forth in Section 501(c)(4) of the Internal Revenue Code, ~~for the purposes set out in Article 1 Section 2.~~ OI shall not engage in any business of a kind ordinarily carried on for profit and shall not enter into any transaction, carry on any activity nor engage in any business for pecuniary profit. No income received by OI shall inure to the benefit of, or be distributed to, its directors, officers, any member Club or Club Member, or other private persons, except OI shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions to qualified persons (other than its directors, officers, ~~and~~ employees or their immediate families) in furtherance of the purposes set forth herein.

PROPOSED:

Article II.
SECTION 1. Nonprofit Organization

Nonprofit Organization. OI is organized and shall operate for the common good and general welfare of the community as set forth in Section 501(c)(4) of the Internal Revenue Code. OI shall not engage in any business of any kind ordinarily carried on for profit and shall not enter into any transaction, carry on any activity nor engage in any business for pecuniary profit. No income received by OI shall inure to the benefit of, or be distributed to, its directors, officers, any member Club or Club Member, or other private persons, except OI shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions to qualified persons (other than its directors, officers, employees or their immediate families) in furtherance of the purposes set forth herein.

ISSUE 8: ARTICLE II, SECTION 4 - BYLAW CLARIFICATION AND STREAMLINING

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article II, Section 4 to clarify language and improve consistency.

CURRENT:

Article II.
SECTION 4. Dissolution

Dissolution. Upon the dissolution of OI, the Board shall, after paying or making provisions for the payment of all of the liabilities of OI, dispose of all the assets of OI exclusively for the purposes of OI in such manner or to such organization or organizations organized (created) and operated ~~ing~~ for the common good and general welfare of the community as shall and at the time qualify ~~ies~~ as an exempt organization.

PROPOSED:

Article II.
SECTION 4. Dissolution

Dissolution. Upon the dissolution of OI, the OI Board shall, after paying or making provisions for the payment of all the liabilities of OI, dispose of all the assets of OI to such organizations created and operating for the common good and general welfare of the community and at the time, qualifies as an exempt organization.

ISSUE 9: ARTICLE III, SECTION 1 - CLUBS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article III, Section 1 to remove redundant language and streamline provisions that are more appropriately addressed in policy or operational resources.

CURRENT:

Article III.
SECTION 1.

A. *Optimist Club*, 1. Membership

ii. Adult members of an Optimist Club shall be adult individuals of good character. ~~from the business, social, and cultural life of the community.~~

iii. College Member. Any Member in a post-secondary educational institution who is enrolled as a full-time student may be classified as a College Member. ~~A College Member shall have the same rights and privileges as any Adult Member of a Club.~~

B. *College Club*. A College Club shall consist predominantly of individuals enrolled full-time in a post-secondary educational institution. ~~The structure of a College Club shall be identical to an Optimist Club. The College Club shall be subject to the same requirements for Optimist Clubs set forth in these Bylaws and under the supervision of the Board except as stated otherwise in these Bylaws.~~

D. *Friend of Optimist*. ~~(is a person or entity supporting the Optimist Mission.)~~ The Friend of Optimist shall be ineligible to serve as an officer of an Optimist Club and/or on the Club Board of Directors or vote at International and District Conventions or Club meetings.

E. *New Clubs*. The Board approves affiliation to OI. ~~Clubs shall submit a written application for affiliation in the form and manner prescribed by the Board and Board policies, and each applicant shall be subject to the acceptance~~

PROPOSED:

Article III.
SECTION 1.

A. *Optimist Club*, 1. Membership

ii. Adult members of an Optimist Club shall be adult individuals of good character.

iii. College Member. Any Member in a post-secondary educational institution who is enrolled as a full-time student may be classified as a College Member.

B. *College Club*. A College Club shall consist predominantly of individuals enrolled full-time in a post-secondary educational institution.

D. *Friend of Optimist*. Is a person or entity supporting the Optimist Mission. The Friend of Optimist shall be ineligible to serve as an officer of an Optimist Club and/or on the Club Board of Directors or vote at International and District Conventions or Club meetings.

E. *New Clubs*. The OI Board approves affiliation to OI.

and approval of the Board. Except for Clubs in an officially designated interim District, the procedures for affiliation include: |

- a) ~~Adoption of the standard form of Club bylaws prescribed by OI.~~
- b) ~~Payment of such charter fees as may be established by the Board for Member 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.~~
- d) ~~An authorized representative of OI shall be present at the official organization meeting and the first Club Board of Directors meeting of the applicant Club, and copies of the minutes of such meeting shall become part of the Club's application.~~
- e) ~~Compliance with all requirements for affiliation as prescribed in these Bylaws and by the Board and agreement to accept and abide by the Bylaws of this organization now and hereinafter in force.~~

F. Club Resignation or Revocation.

a. Resignation by Club. Member clubs may resign or be revoked in compliance with OI policy and local regulations or legislation. ~~Any Member Club may resign its affiliation, by reason of dissolution or other reason, provided that all financial obligations to OI and the District have been fulfilled and that, if incorporated, the corporation shall be legally dissolved as an Optimist Club and that notice of such resignation or dissolution be transmitted to OI and to any applicable government authority regulating not for profit corporations.~~

b. Club Membership Revocation by District. ~~A District may initiate the revocation procedure when the Governor submits a Charter Revocation Report to OI stating the reasons for the recommendation, together with the minutes of the District executive committee~~

F. Club Resignations or Revocation

a. Resignation by Club. Member Clubs may resign or be revoked in compliance with OI policy and local regulations or legislation.

meeting at which the revocation was initiated.

c. Club Membership Revocation by OI. The charter of any Club may be revoked by OI for non-payment of financial obligations or any other violation of the Articles of Incorporation, Bylaws or other applicable rules of OI, according to such procedures as determined by the Board.

d. Reversal of Club Membership Revocation. In the event the charter and membership of a Club is revoked, such Club may, within 30 days of the mailing of the notice of such revocation, file with OI a written appeal of such action, which appeal shall be considered at the next meeting of the Board.

e. Effect of Revocation. Upon the revocation of the charter and membership of any Club for any reason whatsoever, such Club shall forfeit all rights and privileges of membership including the right to vote, services provided by OI and the right to use the name, slogans, emblems, marks and other insignia of the organization. The Board may, at its discretion, postpone the forfeiture of such rights, privileges and services until the expiration of the appeal period or, if an appeal is received, until the Board considers the appeal at its next meeting.

ISSUE 10: ARTICLE IV, SECTION 1 (L): JOI CONVENTION

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends updating terminology from “Convention” to “Annual Meeting” to provide flexibility in how JOI conducts its annual gathering.

CURRENT:

Article IV.
Section 1. (L) JOI Convention

JOI ~~Convention~~ (*Annual Meeting*.) A JOI ~~Convention~~ **meeting** shall be conducted annually to facilitate operations of JOI. JOI Clubs shall have representative privileges as prescribed by JOI policies.

PROPOSED:

Article IV.
Section 1. (L) JOI Annual Meeting

JOI Annual Meeting. A JOI meeting shall be conducted annually to facilitate operations of JOI. JOI Clubs shall have representative privileges as prescribed by JOI policies.

ISSUE 11: ARTICLE VI, SECTION 6 - INTERNATIONAL COMMITTEES

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revising Article VI to remove detailed provisions related to the Candidate Qualifications Committee that are more appropriately addressed in Policy I-130 and to improve overall clarity and consistency.

CURRENT:

Article VI.

SECTION 6. International Committees

- A. *Name and Purpose.* The Board establishes all committees of OI as follows:
- b. Administrative committees shall consider programs and plans encompassing finance, convention, leadership development, public relations, technology, achievement and awards, (candidate qualifications) and governance.
 - c. Election and ~~e~~(C)onvention business committees shall be responsible for candidate qualifications, credentials, resolutions and convention rules.

B. Duties.

- b. The duties of ~~election and~~ convention business committees shall be as follows:
 - i. The Credentials Committee shall inspect credentials and qualifications of all delegates to the convention, certify accredited delegates and report thereon to the convention.
 - ii. The Governance Committee shall consider all resolutions proposed by Clubs, received by the ~~e~~(E)xecutive ~~d~~(D)irector not later than 60 days prior to the convention, all resolutions proposed by the Board, and it may propose resolutions on its own motion. No resolutions other than those so submitted shall be

PROPOSED:

Article VI.

SECTION 6. International Committees

- A. *Name and Purpose.* The OI Board establishes all committees of OI as follows:
- b. Administrative committees shall consider programs and plans encompassing finance, convention, leadership development, public relations, technology, achievement, awards, candidate qualifications and governance.
 - c. Convention business committees shall be responsible for credentials, resolutions and convention rules.

B. Duties.

- b. The duties of convention business committees shall be as follows:
 - i. The Credentials Committee shall inspect credentials and qualifications of all delegates to the convention, certify accredited delegates and report thereon to the convention.
 - ii. The Governance Committee shall consider all resolutions proposed by Clubs, received by the Executive Director not later than 60 days prior to the convention, all resolutions proposed by the OI Board, and it may propose resolutions on its own motion. No resolutions other than those so submitted shall be considered by the Governance Committee. The committee shall report to the convention all committee-approved resolutions and shall be authorized to make editorial changes in any resolution provided the essential import of the resolution is not changed thereby.

considered by the Governance Committee. The committee shall report to the convention all committee-approved resolutions and shall be authorized to make editorial changes in any resolution provided the essential import of the resolution is not changed thereby.

~~iv. iv. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective candidates for elective offices in OI. It may consider prospective candidates on its own motion. 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.~~

ISSUE 12: ARTICLE X, SECTION 1 - AMENDMENTS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article X, Section 1 to clarify voting requirements for bylaw amendments.

CURRENT:

Article X.
SECTION 1. How Made

How Made. These Bylaws may be amended by a simple majority vote, except for Articles I and II which require a ~~2/3~~ (two-thirds) vote, of accredited delegates present and voting at an annual convention ~~of~~.

PROPOSED:

Article X.
SECTION 1. How Made

How Made. These Bylaws may be amended by a simple majority vote, except for Articles I and II which require a two-thirds vote of accredited delegates present and voting at an annual convention.

ISSUE 13: ARTICLE X, SECTION 2 - AMENDMENTS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article X, Section 2 to clarify procedures for proposing and submitting bylaw amendments.

CURRENT:

Article X.

SECTION 2. Who May Propose and When

Who May Propose and When. Amendments, which may be proposed only by Clubs or by the (OI) Board, and shall be received by the Secretary-Treasurer at least 90 days prior to the date of the convention. Each proposed amendment shall be accompanied by a brief explanation of the intent and purpose of the proposed amendment. The Secretary-Treasurer shall send a copy of all proposed amendments and related explanations to all District officers and to the President and Secretary of each Club no later than 60 days prior to the date of the convention.

~~Notwithstanding the foregoing, by unanimous consent of the accredited delegates,~~ amendments (may) also be proposed for consideration at the convention **by unanimous consent of the accredited delegates** if submitted not less than 24 hours prior to the final vote.

PROPOSED:

Article X.

SECTION 2. Who May Propose and When

Who May Propose and When. Amendments may be proposed only by Clubs or by the OI Board and shall be received by the Secretary-Treasurer at least 90 days prior to the date of the convention. Each proposed amendment shall be accompanied by a brief explanation of the intent and purpose of the proposed amendment. The Secretary-Treasurer shall send a copy of all proposed amendments and related explanations to all District officers and to the President and Secretary of each Club no later than 60 days prior to the date of the convention. Amendments may also be proposed for consideration at the convention by unanimous consent of the accredited delegates if submitted not less than 24 hours prior to the final vote.

ISSUE 14: ARTICLE XI - INTERPRETATION OF BYLAWS

(Submitted by The International Board of Directors)

EXPLANATION: The Board of Directors recommends revisions to Article XI to clarify provisions related to interpretation, parliamentary procedure, and currency references.

CURRENT:

Article XI.

SECTION 1. ~~The Bylaws.~~ These Bylaws shall be considered the Constitution and Bylaws of OI. The ~~construction and the~~ interpretation of the Bylaws by the Board shall be final and binding. ~~unless such construction and interpretation is rescinded at a subsequent convention of OI.~~

SECTION 2. *Parliamentary Procedure.* In the absence of specific rules, the current edition of Roberts' Rules of Order shall govern the deliberation of this organization.

SECTION 3. ~~Language Reference.~~ *Currency.* All references to the word "Club" or "Optimist Club" shall refer to an adult Optimist Club unless otherwise specifically stated. All references to dollars shall mean U.S. dollars unless otherwise stated.

PROPOSED:

Article XI.

SECTION 1. *Bylaws.* These Bylaws shall be considered the Constitution and Bylaws of OI. The interpretation of the Bylaws by the OI Board shall be final and binding.

SECTION 2. *Parliamentary Procedure.* In the absence of specific rules, the current edition of Roberts' Rules of Order shall govern the deliberation of this organization.

SECTION 3. *Currency.* All references to dollars shall mean U.S. dollars unless otherwise stated.