

MINUTES

BOARD OF DIRECTORS MEETING

April 1, 2016

International Headquarters Office
St. Louis, Missouri

The following Members of the 2015-16 Board of Directors were in attendance for the entire meeting:

Kenneth Garner	Immediate Past President	Fort Worth, Texas
Dave Bruns	President	Topeka, Kansas
James K. Kondrasuk	President-Elect	Monona, Wisconsin
Marc D. Katz	Director	Berkley, Michigan
James A. Oliver	Director	Valencia, California
Judy Boyd	Director	Urbandale, Iowa
Sue Creswell	Director	Reading, Pennsylvania
Rebecca Butler-Mona	Director	West Des Moines, Iowa
Adrian Elcock	Director	St. Thomas, Barbados
Benny Ellerbe	Executive Director	St. Louis, Missouri
Yves Berthiaume	President	Canadian Optimist Children's Foundation
Edwin Finn	President	Optimist International Foundation
Logan Clemente	JOOI President	Lake Mary, Florida

Committee Reports are to be considered an integral part of these Minutes.

All items are not officially approved and subject to correction until they are adopted at the next meeting of the Board of Directors.

Friday, April 1, 2016

Immediate Past President Ken Garner called the second regular meeting of the 2015-16 Optimist International Board of Directors to order at 8:04 a.m. with an invocation by Oliver, the Pledge of Allegiance led by Rebecca Butler Mona, and a toast to all countries with an Optimist Club was led by Katz. Becky led the recitation of the Mission Statement.

Motion adopted

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

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted

To adopt the consent agenda as presented:

Creswell/Boyd

Board Meeting Minutes

December 4, 2015

To approved the minutes as presented.

Eballot: December 8, 2015 - Adopted

That the gift to be received from the John A. Schiffman Revocable Living Trust be deposited with the Optimist International Foundation to be used to fund scholarships for the Optimist International Oratorical World Championships and that the President of Optimist International be directed to send a letter to Mr. Schiffman's family on behalf of the Board thanking them for their generosity.

Eballot: January 8, 2016 - Adopted

That the Board of Directors approve extending the Season of Giving into February 29, 2016.

Eballot: January 8, 2016 - Adopted

That the Board of Directors approve the addition of the Rookie Rock Star Award to Policy ICD-135 and the criteria as stated.

C. ROOKIE ROCK STAR AWARD (Can be earned ONLY in the first twelve months of membership as recorded in the records of Optimist International)

(an Optimist pin)

Serve on a Club Committee

Work on a Service Project

Sponsor a New Member

Attend one of the following:

District meeting

Regional Summit

OI Convention

Re-letter current Items C and D

February 4, 2016 Teleconference – No Actions Taken

Eballot: February 12, 2016 - Motion Failed

That the Spring incentive for Clubs be approved as presented.

Eballot: February 15, 2016 - Adopted

That the Revised Spring incentive for Clubs be approved as presented.

February 25, 2016 Teleconference - Adopted

That the Board of Directors authorizes an extension of the Real Estate Contract with the Koman Group until April 30, 2016.

Budget Variances

Motion adopted

That the Board of Directors approve the following variances to the 2015-2016 Budget:

2016-2017 International Committees

Motion adopted:

That the Board of Directors approve the following committees for the 2016-2017 year:

Operating Committees:

- Junior Golf
- Membership
- New Club Building
- District and Club Fitness
- Activities
- Youth Clubs (JOOI)
- Convention

Administrative Committees:

- Governance
- Audit & Finance
- Leadership Development
- Marketing & Communication
- Technology
- Pension Trustees

Election and Convention Business Committees:

- Candidate Qualifications
- Credentials
- Resolutions/Rules (Governance)

ADOPTION OF AGENDA

Motion adopted

To adopt the agenda as presented.

Katz/Oliver

PRESIDENT'S REPORT

President Dave Bruns addressed the Board of Directors and reviewed his written report.

Ad Hoc Young Members Advisory Committee.

Motion adopted

That the Board of Directors officially thanks the Committee for the report and looks forward to its continued work

Butler Mona/Boyd

PRESIDENT-ELECT'S REPORT

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

JOOI PRESIDENT'S REPORT

JOOI President Logan Clemente addressed the Board of Directors and reviewed his written report to the Youth Programs Foundation Board of Directors. On behalf of the Board of Directors Ken Garner thanked Logan Clemente for the report.

EXECUTIVE DIRECTOR'S REPORT

Executive Director Benny Ellerbe addressed the Board of Directors and reviewed his written report.

Additional Language for ICD-135

Rationale: In order to clarify the requirements for the Distinguished Lt. Governor award and avoid confusion and disappointment, the Staff recommends that the Board of Directors add additional language to the Distinguished Lt. Governor area in Policy ICD-135 as follows:

Motion tabled

Bruns/Creswell

That the Board of Directors approves the revision to Policy ICD-135 as presented:

A. DISTRICT RECOGNITION

1. Distinguished Lt Governor

(Desk Clock)

All Clubs in Zone are Honor Clubs OR

- a. Net + 6 in membership and charter one or more Clubs (JOOI Clubs do not fulfill this requirement) **New Club credit is only given to the Lt. Governor of the Zone where the New Club resides regardless of who the builder(s) might be. International Clubs do not count toward New Club credit.**
- b. All Clubs current on District and OI Dues (all financial obligations paid by September 30)
- c. All reports filed with Optimist International on a timely basis

On behalf of the Board of Directors Ken Garner thanked Benny Ellerbe for the report.

TELECONFERENCE MEETING OF THE BOARD OF DIRECTORS

Motion adopted

Bruns/Kondrasuk

That there will be a teleconference meeting of the Board of Directors prior to May 1, 2016.

OPTIMIST INTERNATIONAL FOUNDATION REPORT

An informational report of the Optimist International Foundation was presented to the Board of Directors by President Ed Finn. On behalf of the Board of Directors Ken Garner thanked President Finn for the report.

AUDITOR'S REPORT

Amy Althoz, Partner and Rachel Meyers, Account Manager of RubinBrown address the Board of Directors and reviewed the financial statements and Form 990s for the OI and the YPF.

The meeting recessed into executive session 9:45 a.m., recessed at 11:30 a.m. and reconvened at 11:40.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The written report of the Canadian Children's Optimist Foundation was presented to the Board of Directors by President Yves Berthiaume. On behalf of the Board of Directors President Ken thanked President Berthiaume for the report.

AUDIT & FINANCE COMMITTEE REPORT

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

Processing Fees

Rationale: The organization has not raised processing fees 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.

Motion adopted

Bruns/Katz

That the Board of Directors presents the following Bylaws Amendment Proposal regarding Processing Fees to the delegates at the July Convention to become effective October 1, 2016.

Bylaws Article VIII. Optimist International Finances

Section 2. Revenue and

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.

IRS Form 990

Rationale: The IRS Form 990 was not available for the Audit & Finance Committee to review. The Board reviewed with RubinBrown and staff at this Board meeting.

Motion adopted as amended

Butler Mona/Kondrasuk

That the Board of Directors ~~accepts~~ **acknowledges receipt** of the IRS Form 990 for the fiscal year ended 9/30/2015 **pending suggested changes and consider it approved if there are no further issues.**

Financial Statements

Motion adopted

Elcock/Boyd

That the Board of Directors acknowledges receipt of the financial statements as presented.

2015-2016 Fiscal Year Budget

Rationale: Several revisions to the 2015-2016 budget were made to adjust for the Season of Giving Incentive, staffing changes, and pension adjustments. Please note Item AA of the “For Board Information” section as to committee requests for adjustments and the reasons for not recommending them as further adjustments to the current year’s budget.

Motion tabled to next meeting

Elcock/Katz

That the Board of Directors adopt the revisions to the 2015-2016 Fiscal Year Budget as presented.

Friend of Optimist

Motion failed

Elcock/Creswell

That the Membership and Audit & Finance Committees consider a proposal to remove the Friends of Optimists from awards at the club level.

Policy I-18; Expenses – General

Overview: In reviewing the Expense Reimbursement Policy I-18, the Committee noted that the President and President-Elect have an enormous amount to travel and the organization should reimburse for all reasonable travel fees with the exception of business or first class upgrades.

Motion adopted

Katz/Creswell

That the Board of Directors adopt a statement be added to the Travel Chart Policy as shown below:

For the President and President-Elect serving on the Board of Directors, all normal travel fees (not including business or first class upgrades) will be paid. This includes TSA and/or Global Entry and priority boarding.

(Budget Impact: estimate \$500 to \$1,000 per year)

PSA Announcements For Radio

Rationale: The Audit & Finance Committee agrees with the Marketing Committee that the PSAs currently on file are outdated and need to be modernized.

Motion adopted

Creswell/Katz

That the Board of Directors approve the updating of current PSA announcements with Optimist volunteer and existing staff resources.
(Budget Impact: None)

On behalf of the Board of Directors Director Adrian Elcock thanked Chair Karen Monville for the report.

DISTRICTS

Ad Hoc Committee on Districts

Motion adopted

Bruns/Katz

That an Ad Hoc Districts Committee be created to consider concerns in the South Florida, a possible Governor in Louisiana, and other related District issues.

The meeting recessed at 12:13 p.m. for lunch and reconvened at 1:05 p.m.

ACTIVITIES COMMITTEE REPORT

The report of the Activities Committee was presented to the Board of Directors by Committee Chair Dr. Carol Haynes via telephone.

“Coach” Friend of Optimist

Rationale: The Activities Committee Report to the Board in December 2015 included the following “For Board Information” item:

The Activities Committee discussed with the Membership Committee a proposal for a “Coaches Friend of Optimist” concept whereby the membership will be through the Club and not with the individual. After speaking with staff, it was determined that Clubs can currently sponsor a “Friend” and if so, the Club can choose how much to charge the Friend each year and determine the renewal date. While the Club will be billed from Optimist International once a year, the Club can determine how often to charge the coach. It was suggested that there could be a half year plan for half the calendar year. Clubs that did sports that went the whole year could do a year membership and those that had seasons could do spring/summer (Jan-Jun) or fall/winter (Jul-Dec). No matter when the coach joined, they would still be responsible for the full half year amount. As an example, a Club could sign up a member July 2nd and pay OI \$15.00 (new member fee) and then only be billed one quarter (Oct billing) and then drop the member Dec 31st. If there was a set amount for this half year membership, then it would not matter to the Club or OI when the member joined, but would still have an ending date (Dec 31st or Jun 30th). The Club could then charge the new member what they wanted in addition to OI’s cost. As under the current format the Coaches/FOO program would still be a net of \$60.00 to OI and \$40.00 back to the Club. It is hoped, of course, that the Coach would become a full-fledged Club member as soon as possible.

Many sports clubs are dealing with declines and competition for participation in their sports programs. These Clubs are continually trying to evaluate their sports programs and adjust to current trends. Baseball seems to be leaning more toward tournament play and not league play; and of course, they are dealing with the concussion concerns of football. In order to minimize the many peaks and valleys club membership totals seem to go through for coaches, the Committee is asking the Board of Directors consider a mechanism to address the problem of finding, keeping, and insuring these coaches.

Motion failed

Katz/Boyd

That the Board of Directors consider a six month Friend of Optimist membership for a special category of coaches based on a calendar year.

On behalf of the Board of Directors Becky thanked Chair Dr. Carol Haynes for the report.

The meeting recessed at 1:48 p.m. and reconvened at 1:54 p.m.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The report of the Candidate Qualification Committee was presented to the Board of Directors by Committee Chair Mark Shriver via telephone.

Policy 130; Candidate Qualifications Committee Operation Guidelines

Rationale:

1. In order to provide additional time and flexibility for the Committee to have direct contact with prospective candidates and to have better information of their willingness to serve.
2. Although the Committee requested, and was granted a change in Policy 130 on the process of selecting a Vice President-Elect for each region at the April 2015 Board of Directors meeting, the Committee found that the original process worked much better. Therefore, the Committee requests the policy be changed back to the original process.

Motion adopted as amended

Bruns/Creswell

That the Board of Directors adopt the following revisions to Policy I-130 as shown below:

V. MEETINGS

The Committee shall meet at the discretion of the Chair, ~~in October/November and by January 31/February~~ **by November 10 and February 10** of each year, and shall be subject to the Board of Directors approved budget for the current operating year. Any meeting scheduled which will cause the budget to be exceeded must be pre-approved by the Board of Directors. The Chair of the International Candidate Qualifications Committee will report to the International Board of Directors.

XI. GUIDELINES FOR MEETINGS

11.2 Recommended † Candidate ‡ Selection Procedure for President-Elect Nominee

- a. First Ballot: Each year, on the first ballot to select a nominee for President-Elect, each Committee member shall select three names of proposed candidates for the office of President-Elect, giving the first choice three points, the second choice two points, and the third choice one point. All Candidates named shall be ranked in order based on the total number of points received by the respective candidates.
- b. A second ballot shall be taken in which the Committee members shall vote, listing three names, from among the top five names on the list from the first ballot, giving the first choice three points, the second choice two points, and the third choice one point.
- c. From this vote ~~the top~~ **up to** three names will be considered “finalists” and **may** be brought to St. Louis for face-to-face interviews at the January/February Candidate Qualifications Committee meeting. The Chair will contact each **chosen** candidate to invite them to St. Louis for these interviews, giving them dates and instructing them to work with staff on travel arrangements.
- d. At the January/February Committee meeting from this list, a third ballot shall be taken with each member casting votes for two persons giving their top choice two points and their second choice one point.

11.3 A Vice President-Elect shall be selected by ballot for each Region established by the International Board of Directors. The Committee may nominate a leader from outside said Region. There shall be a separate ballot for each Region. The voting procedure shall be the same process as that of the President-Elect. **except for paragraph “c”. The Committee members may make contact and talk with these top three candidates, but no funds are provided for face-to-face interviews.**

- a. First Ballot: Each year, on the first ballot to select a nominee for Vice President-Elect, each Committee member shall select three names of proposed candidates for the office of Vice President-Elect, giving the first choice three points, the second choice two points, and the third choice one point. All Candidates named shall be ranked in order based on the total number of points received by the respective candidates.
- b. A second ballot shall be taken in which the Committee members shall vote, listing three names, from among the top five names on the list from the first ballot, giving the first choice three points, the second choice two points, and the third choice one point.

~~e. The candidate with the most votes in each region will be the Vice President-Elect nominee, and confirmed and offered the nomination at the January/February meeting. Should they not accept the nomination, it will be then offered to the candidate with the second highest number of votes, and accordingly, the third highest.~~

c. Beginning at the first meeting of the Committee in October by November 10, after selecting all “finalists” for the eight (8) positions, the Committee should contact each of them individually to confirm their willingness and/or ability to serve.

Subsequently, at the second meeting of the Committee (January) by February 10, the candidate with the most votes in each region will be the Vice President-Elect nominee, and confirmed and offered the nomination at the January meeting. Should they not accept the nomination, it will be then offered to the candidate with the second highest number of votes, and accordingly, the third highest.

11.4 Each nominee for each office shall be discretely contacted by the Committee members to confirm the acceptance of nomination, utilizing the Guidelines for this Committee. **Care shall be taken to assure that no hint of selection shall be made to any other person in the confirmation process.** The Committee members shall obtain confirmation from each nominee as expeditiously as possible, and confirm all acceptances to the Committee members.

B. Policy ID-28; OFFICER JOB DESCRIPTIONS AND LETTERS OF UNDERSTANDING

Rationale:

1. To complete uniformity in the policy, and to aid in the selection process of International Officers, the Committee added a section to the Specific Responsibilities of Immediate Past Presidents to evaluate Vice Presidents, Committee Chairs, Board Members and other notable potential leaders who served on their team. This information will be forwarded to the CQ Committee to aid in the search of future leaders.
2. The Committee received comments about outdated information, specifically in relation to the International Officer Descriptions and Primary Responsibilities of Vice Presidents and Vice President-Elects. The Committee reviewed the International Officer Job Description Policy in depth, and found that the Primary Responsibility sections of Vice Presidents, Governors and Governor-Elects were archaic and should be removed.
3. The Committee found the Primary Responsibility section of the Vice President-Elects also archaic, but felt it needed to be changed to stress the specific and important responsibility of Vice President-Elects as noted the Vice President’s Planning Calendar.

Motion adopted

Katz/Boyd

That the Board of Directors adopt the following revision to Board Policy ID-28 as shown below:

Page 4. JOB DESCRIPTION: Immediate Past-President

SPECIFIC RESPONSIBILITIES:

Preside over the meetings of the Board of Directors

Maintain parliamentary authority at Board meetings

Control debate and time on any issue discussed at the Board meeting

Represent the Board of Directors

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

Continue active involvement in local Club

Such other duties as assigned by the Board of Directors

Lead by example through sponsorship of new Clubs and members

Be willing to subordinate any local or district Optimist interest to the general interest of all

members of the organization in carrying out the duties as the Immediate Past President.

Complete and provide a confidential evaluation/recommendation for each Vice President, Committee Chair, Board Member and other notable potential leaders who served on your team by October 15 of the year your term ends. Evaluations/recommendations will then be forwarded to the OI CQ Committee for their consideration.

Page 11. JOB DESCRIPTION

POSITION TITLE: Vice Presidents

BASIC FUNCTIONS:

Bylaws Article VI, Section 5. Vice Presidents. The Vice Presidents shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the President or the Board of Directors. The President, for administrative purposes, shall assign one or more Districts of Optimist International to each Vice President. Vice Presidents shall meet as a Council with the Board of Directors at the International Convention. Communicate with Governors in your Regions to evaluate and encourage growth.

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

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

In conjunction with Governor, make sure plans are established and marketed in the District aimed at Growth.

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

In conjunction with Governors, make sure that the agreed-upon program based on Marketing and Growth goals are on track. Serve as a member of the Vice Presidents' Council of the organization.

Serve as Regional Manager and represent the organization to the members of your Region during the year.

Continue active involvement in your local Club. Encourage use of certified builders and trainers and other tools available from Optimist International.

Lead by example through sponsorship of new Clubs and members.

Be willing to subordinate any local or District Optimist interest to the general interest of all members of the organization in carrying out the duties as a Vice-President.

PRIMARY RESPONSIBILITY:

~~By virtue of your election to the Board of Directors the members of Optimist International have expressed their confidence and entrusted you, in accordance with the laws of the State of Missouri, the personal and fiduciary duty to assume and exercise, in good faith, and with due diligence, responsibility for the legal and financial governance, and the best interests, of Optimist International.~~

Page 13. JOB DESCRIPTION

POSITION TITLE: Vice Presidents-Elect

BASIC FUNCTIONS:

Bylaws Article VI, Section 6. Vice Presidents-Elect. The Vice Presidents-Elect shall perform such duties as may be assigned to them by the President-Elect in cooperation with the President or the Board of Directors.

PRIMARY RESPONSIBILITY:

~~By virtue of your election to the Board of Directors the members of Optimist International have expressed their confidence and entrusted you, in accordance with the laws of the State of Missouri, the personal and fiduciary duty to assume and exercise, in good faith, and with due diligence, responsibility for the legal and financial governance, and the best interests, of Optimist International~~

Your role as Vice President will be to assist Districts, Zones and Clubs in your Region to grow. As such, you will lead others with your knowledge, experience, enthusiasm for Optimism and service to youth. As Vice President-Elect, your primary responsibility is to form a supportive, mentoring relationship with each Governor-Elect, to learn as much as you can about Optimist International and encourage your Governors-Elects to learn as well, and to follow the duties and guidelines as stated in the Vice President's Planning Calendar.

Page 17. JOB DESCRIPTION

POSITION TITLE: Governor

Basic Functions:

Bylaws Article VII. Districts

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

SECTION 3. District Administration. The Governor is a member of the Board of Directors and Executive Committee and is an Officer of the District. Meetings of the Executive Committee may be called by a majority of its members or at the call of the Governor. The Governor may call a meeting of the Board of Directors each quarter, or at such time and place as he/she may determine with the advice and consent of the Executive Committee. The duties of the officers shall be delineated in the District Policies.

PRIMARY RESPONSIBILITY:

~~By virtue of your election to the Board of Directors the members of Optimist International have expressed their confidence and entrusted you, in accordance with the laws of the State of Missouri, the personal and fiduciary duty to assume and exercise, in good faith, and with due~~

~~diligence, responsibility for the legal and financial governance, and the best interests, of Optimist International.~~

Page 19. JOB DESCRIPTION

POSITION TITLE: Governor-Elect

BASIC FUNCTIONS:

Bylaws Article VII. Districts

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

SECTION 3. District Administration. The Governor-Elect is an Officer of the District and on the District Board of Directors and Executive Committee. The duties of the officers shall be delineated in the District Policies.

SECTION 5G. Other Committees and Chair. The Governor-Designate shall appoint the chair and the required number of members of all committees, and shall announce such appointments not later than 1 October following his/her election.

SECTION 6C. Governor-Elect The Governor-Elect shall automatically become Governor on 1 October of the year following the year in which he/she was elected Governor-Elect. Following the District convention, the Governor-Elect shall be known as the Governor-Designate. The Governor-Elect shall not serve in any other elective office in the same year he/she is Governor-Elect.

PRIMARY RESPONSIBILITY:

~~By virtue of your election to the Board of Directors the members of Optimist International have expressed their confidence and entrusted you, in accordance with the laws of the State of Missouri, the personal and fiduciary duty to assume and exercise, in good faith, and with due diligence, responsibility for the legal and financial governance, and the best interests, of Optimist International.~~

Letters of Understanding

Rationale: All International candidates should sign the Letters of Understanding in ID-28, not just those selected by the Candidate Qualifications Committee. Therefore, the text needs to be changed to reflect inclusion.

C-1 Motion adopted

Creswell/Oliver

That the Board of Directors revise the Letters of Understanding for a President Candidate in Policy ID-28 as shown below:

Page 6.

LETTER OF UNDERSTANDING BETWEEN OPTIMIST INTERNATIONAL AND
PRESIDENTIAL CANDIDATE

~~You have been selected by the Candidate Qualifications Committee as the~~ **Your name will be placed on the ballot as a** candidate for the position of President of Optimist International for the year commencing October 1, 20.

C-2 Motion adopted

Bruns/Boyd

That the Board of Directors revise the Letters of Understanding for a Vice President Candidate in Policy ID-28 as shown below:

Page 15.

LETTER OF UNDERSTANDING BETWEEN OPTIMIST INTERNATIONAL AND VICE PRESIDENT-ELECT CANDIDATE from

~~You have been selected by the Candidate Qualification Committee-~~ **Your name will be placed on the ballot** as a candidate for the position of Vice President of Optimist International for the term from October 1, 20____ to September 30, 20____.

Vice President-Elect and Vice President Letters of Understanding

Motion adopted

Creswell/Boyd

That the Board of Directors revise Policy ID-28 to add to the Letters of Understanding for the Vice President-Elect and Vice President shall not hold any other international appointments during their year of Vice President or Vice President-Elect.

On behalf of the Board of Directors Sue Creswell thanked Chair Mark Shriver for the report.

Exception to Policy ID-28

Motion adopted

Kondrasuk/Boyd

That the Board of Directors approve the President-Elect's request for an exception to Policy ID-28 to allow Bob McFadyen to serve as both Vice President-Elect and Membership Co-Chair for the 2016-2017 year.

SOUTH CAROLINA DUES INCREASE REQUEST

Motion tabled to next meeting

Katz/?

That the Board of Directors hereby approves the South Carolina District's (22) request for a dues increase of \$5.00 per member per year, that would be from \$16.00 to \$21.00 annually and to make this retroactively effective April 1, 2015.

DISTRICT SECRETARY-TREASURER TERM LIMITS

Rationale: 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 to 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 that what it was

previously which can mean less overall experience with a 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 five consecutive years.

Motion adopted as amended

Butler Mona/Oliver

That the Board of Directors presents the following Bylaws Amendment to the delegates of the 2016 Convention regarding District Secretary-Treasurer term limits to become effective October 1, 2016:

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.**

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Paul Lucas via telephone.

Youth Clubs Name Change

Rationale: The following rationale was given to the Youth Programs Foundation at their December 2015 meeting by the International Youth Club Committee and JOOI Board:

JOOI Official Name

Rationale: 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.

The Governance Committee feels that the proposal is in order and is offering this wording to the Board for adoption by the delegates.

Motion adopted

Katz/Bruns

That the Board of Directors presents the following Bylaws amendment regarding a name change for the Junior Optimists to the delegates at the July 2016 convention to become effective October 1, 2016:

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.”

Youth Club Age Rule

Rationale: The Governance Committee reviewed the wording offered to the Youth Programs Foundation Board of Directors in December 2015. The Committee made a few non-substantive revisions to the offered wording to clarify the intent of the proposal.

Motion adopted

Katz/Kondrasuk

That the Board of Directors presents the following Bylaws amendment regarding the age rule for Youth Clubs to the delegates at the July 2016 convention to become effective October 1, 2016:

Bylaws Article III. Membership

Section 1: C. Youth Club Structure

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 can may be made for students with handicaps 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.

College Club Semester Billing

Rationale: The Governance Committee reviewed the proposal presented to and adopted by the Board of Directors at their December 2015 meeting by the New Club Building Committee. A few non-substantive revisions were made to clarify the proposal. The reference to Associate Clubs was deleted as there are no longer such Clubs.

Motion adopted

Creswell/Butler Mona

That the Board of Directors presents the following Bylaws amendment regarding college club billing to the delegates at the July 2016 convention to become effective October 1, 2016:

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 a 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.**

Qualification for International Officers

Rationale: President Brunns 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 become vacant, but there is currently no policy that covers the necessity of vetting that individual for the qualifications that office requires.

Motion adopted

??

That the Board of Directors presents the following Bylaws amendment to the delegates at the July 2016 convention to become effective October 1, 2016:

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.

- 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.

Motion adopted as amended pending legal opinion Bruns/Oliver

Article VI, International Officers

Section 1. *Officers.* **All officers shall be of high moral and ethical character as defined from time to time by policy as set by the Board of Directors.** 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.

Policy I-138; Criminal Background and Public Records Check for Officer Candidates

Rationale: It was noted by the Governance Committee that the current bylaws and policies do not offer much guidance regarding replacements for vacancies to elected offices. In order to clearly state

that appointees are to be held to same standards for appointments as are elected individuals, the Committee is offering the following revision to the policy.

Motion adopted

Katz/Creswell

That the Board of Directors adopt the following revision to Policy I-138 to accommodate appointees as well as those that are elected.

Optimist International will require that any candidate **or appointee being considered** for an International Office (President-Elect, Vice President-Elect or Board of Director) authorize a criminal history background and public records check as part of the eligibility criteria to hold that office. Optimist International will require that any candidate for the International Office of President-Elect authorize a credit check as part of the eligibility criteria to hold that office.

Successful completion of the background and public records check (a “clear check”) is based on verification that none of the convictions stated in Procedure or similar thereto have been determined for that person. For specified officers, a clear check is necessary to be an eligible candidate and thus must be completed before elections are held **or appointment is made.**

Policy D-4; District Dues

Rationale: At its December 2015 meeting, the Board of Directors requested that the Governance Committee draft wording for a Bylaws amendment proposal for guidelines for District Dues increase requests. The Committee feels that Bylaws Article VII, Section 5b gives the Board of Directors the absolute authority in granting District dues increase requests. The Committee did feel, however, that the current policy in how the Board determines whether or not a request approval is in order should be revised to give the Board more substantive information to make its decision.

Motion adopted

Creswell/Oliver

That the Board of Directors adopt the following revision to Board Policy D-4 as shown below:

District Dues

D-4

Optimist International Bylaws provision, Article VII, Section 5B, permits Districts to petition the International Board of Directors for a change in annual dues. Such request must be approved by two-thirds of the votes cast of the accredited delegates at the annual District convention or a specially convened District convention which had been authorized by the International President. Requests must be submitted to the Finance & Administration Department for presentation to the board. The Board of Directors will consider requests for District dues changes only at regularly scheduled meetings, and such requests must include the following:

1. Copy of minutes of convention showing delegates vote
2. Previous year's audit or review by an independent Certified Public Accountant, a Certified Managerial Accountant, a Certified General Accountant, a Chartered Accountant, or a review committee and the IRS Form 990 for District.
3. **Requests must be received at least 90 days prior to proposed implementation and be accompanied by current and historical dues increase requests, the percentage of changes, District past two years' budgets and the next year's proposed budget (include cash in reserve), and a statement of the number of votes and how the votes were taken by the District delegates for said approval.**
- 3-4. If a District does not comply with the International Bylaws and Policy D-4 regarding District dues increases within 90 days of being notified by International staff that they are not in compliance, then Optimist International may withhold payment of the District's allotments from International dues until the District complies.

The attached form must be completed and must accompany the District's Request for a Dues Increase. This form will be assigned to a member of the International Audit & Finance Committee to consult with the District prior to Board of Directors approval

Policy I-5; New Club Building Across District Boundaries

Rationale: It was noted by the Governance Committee that the current policy does provide for a definitive decision should communications breakdown between the Districts involved in new clubbing across a District boundary.

Motion adopted

Creswell/Boyd

That the Board of Directors adopt the following revision to Policy I-5, New Club Building Across District Boundaries as shown below:

NCB Across District Boundaries

I-5

The Governor of the sponsor District shall, contact/notify the Executive Director of the intention to build an Optimist Club across District lines. The Executive Director shall give notice of such intent to the respective District and the District shall respond within 14 days of such notice as to their intent regarding the new Club.

The administration of the two involved Districts should coordinate efforts to welcome the new Club into Optimist International and provide for the successful integration of the new Club.

Forming a new Club across District boundaries:

- The Club being built will be assigned to the geographic District in which the Club is located unless determined by the Executive Director not be in the best interest of the Club's success-
- The sponsoring Club's District will receive credit for building the Club and the Club will be placed in the District they request.

- All credits in the awards program relating to the organization of said Club, and credit for any award earned by said new Club will be credited to the Sponsor Club’s Zone and District for the balance of the year in which the Club chooses to reside.
- District dues of the new Club shall be paid to the District in which the Club is officially assigned. That District will assign the new Club to one of its Zones and that Zone will receive the membership.
- If two clubs from two Districts coordinate a build of the new Club, both Clubs, and Zones will receive credit but District credit will remain with the initial Sponsor Club.
- **At the end of 60 days the Executive Director may re-assign the new club building opportunity.**

Policy I-11; Candidates for International and District Office

Rationale: In its review of Board Policies, the Committee felt that the title of this policy is misnamed and creates confusion as to the intent of the policy.

Motion adopted

Katz/Kondrasuk

That the Board of Directors adopt a revision to Policy I-11 to change the title from “Candidates for International and District Office” to “Candidate Campaigning.”

Candidates- **Campaigning** for ~~International and District Office~~

I-11

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.

On my honor as an Optimist, I declare that I have complied with the requirements of International Board Policy I-11.

Signature

Date

Branding Statement Convention Resolution

Rationale: The following resolutions was adopted by the delegates at the 2015 Convention in New Orleans:

BRANDING STATEMENT

Submitted by Northside Optimist Club of Santa Barbara

WHEREAS Optimist Clubs have been bringing out the best in kids for more than a century
 WHEREAS bringing out the best in kids also brings out the best in our communities
 WHEREAS bringing out the best in kids also brings out the best in Optimist Club members

WHEREAS scientific studies have shown that optimists live healthier, happier more successful lives

WHEREAS many people join Optimist Clubs because of the benefits they receive such as optimism, friendship, and meaning and purpose as well as helping kids

THEREFORE BE IT RESOLVED that the Optimist International Board of Directors is requested to review the branding statement “Optimists-Bringing Out The Best In Kids” and consider changing it to “Optimists-bringing out the best in youth, our communities and ourselves.”

On behalf of the delegates, the Governance Committee feels that the Board of Directors should adopt this branding statement as the new branding statement for the organization.

Motion adopted

Bruns/Katz

That the Board of Directors adopt the following revision to Policy ICD-12 Branding Statement as adopted by resolution by the delegates at the July 2015 International Convention:

“Optimists – Bringing Out the Best in Youth, Our Communities, and Ourselves.”

Branding Statement

ICD-12

The International, District, and Club branding statement shall be “~~Bringing Out the Best in Kids.~~” **Optimists – Bringing Out the Best in Youth, Our Communities, and Ourselves.** Clubs may use the tag line “Right Here. Right Now” in conjunction with the branding statement.

On behalf of the Board of Directors Becky thanked Chair Paul Lucas for the report.

The meeting recessed at 3:35 p.m. and reconvened at 3:49 p.m.

MARKETING COMMITTEE REPORT

An information report of the Marketing Committee was presented to the Board of Directors by Committee Chair Nick Prillaman.

Update of Official Optimist International Logo

Rationale: In response to the Board’s sentiment of retaining the octagon as part of the official Optimist International logo, revisions to the logo are being proposed by the Marketing Committee.

Motion adopted

Katz/Creswell

The Optimist International Board of Directors adopt the art work as presented as the official corporate identity/logo (trademark and word mark) of Optimist International, **not precluding using beforehand and immediately; however, officially effective 10/1/17.**

New Official Tagline

Rationale: to better unify Optimist International’s new branding program with the new branding statement, the tenants of the Optimist Creed, and the expansion of Optimist International service outreach, it is the Marketing and Communications Committee’s feeling that a single, short, succinct tagline should be adopted to be used with the updated symbol and word mark. The slogans “Bringing Out the Best in Kids” and “Friend of Youth” would be retired.

Motion adopted

Creswell/Butler Mona

That the Optimist International Board of Directors adopt as the official tagline of Optimist International, and revise Policy ICD-12 as follows:

Branding Statement

ICD-12

The International, District, and Club branding statement shall be “Optimists – Bringing Out the Best in Youth, Our Communities, and Ourselves.” Clubs may use the tag line ~~“Right Here. Right Now”~~ **“Bringing Out the Best”** in conjunction with the branding statement.

Mission Statement

Motion adopted

Creswell/Butler Mona

The Optimist International Board of Directors adopts the Mission Statement of Optimist International, and revise Policy ICD-12 as follows:

Branding and Mission Statements

ICD-12

Branding Statement: The International, District, and Club branding statement shall be “Optimists – Bringing Out the Best in Youth, Our Communities, and Ourselves.” Clubs may use the tag line ~~“Right Here. Right Now”~~ “Bringing Out the Best” in conjunction with the branding statement.

Mission Statement: The International, District, and Club Mission Statement shall be “By providing hope and positive vision, Optimist bring out the best in youth, our communities and ourselves.”

There will be a time limit of one year from the date of adoption for total compliance with the new Branding/Identity program.

Identity, Style and Implementation Guide

Rationale: a well-executed branding strategy – powered by a comprehensive and consistently utilized set of guidelines – lays the foundation for boosting Optimist International’s profile and influence in the marketplace. Branding guidelines will help Optimist International organize its message and stay focused on its target of accelerated and sustainable growth. Properly utilized branding guidelines will also assist Optimist International, its Districts and Clubs in presenting the organization both verbally and visually.

Motion adopted as amended

??

The Optimist International Board of Directors approve the expenditure of \$7,500 for the comprehensive research, consultation, and design audit: design of an integrated identity system including links to Districts and Clubs; the development of Identity/Style/Implementation Guidelines.

Budget: Impact None

On behalf of the Board of Directors Dave Bruns thanked Chair Nick Prillaman for the report.

The meeting recessed at 5:03 p.m. and reconvened at 5:11 p.m.

CONVENTION COMMITTEE REPORT

The report of the Convention Committee was presented to the Board of Directors by Committee Chair Janet Lloyd via telephone.

Registration Fees

Rationale: It has been brought to the Committee’s attention a member from a country outside of the United States has received a Visa letter from the United States Embassy for the past several years allowing them to enter the United States based on the intention of attending the Optimist International Convention. However, this member has not registered and paid any registration fees since 2008. Currently there is no official ruling in place and the Committee feels one is necessary.

Motion adopted as amended

Creswell/Boyd

That the Board of Directors approve the following revision to Board Policy I-104 as shown below:

Convention Standards

I-104

9. Registration; Room Reservation

New Item E. All delegates and attendees must register and pay registration fees at the time of registering. All delegates and attendees from a non-districted area ~~country other than the host country~~ must register and pay registration fees in advance of receiving a letter of invitation for purposes of member authenticity to be used during an official interview with the Embassy of the visiting country to obtain a temporary Visa. If the Visa is denied, a provision will be made for as much registration fees as possible will be refunded.

On behalf of the Board of Directors Jim Oliver thanked Chair Janet Lloyd for the report.

The meeting recessed at 5:35 p.m. for the Youth Programs Foundation meeting and reconvened at 5:53 p.m.

YOUTH PROGRAMS FOUNDATION

Motion adopted rescind action taken December 2015

Creswell/Boyd

That the Optimist International Board of Directors work with the Youth Programs Foundation Board of Directors to dissolve the Optimist International Youth Programs Foundation. (pending tax issue investigations by Ken Garner).

The meeting recessed into executive session at 6:00 p.m. for dinner and reconvened at 9:20 p.m.

PERSONNEL COMMITTEE REPORT

Motion adopted

Katz/Oliver

That the Board of Directors approve paying the Executive Director an administrative bonus effective immediately with an additional bonus at the end of the year based on economic and growth goals being attained.

There being no further business, the meeting adjourned at 9:25 p.m.

Benny Ellerbe
Executive Director/Secretary

TABLE OF CONTENTS

ADOPTION OF CONSENT AGENDA ITEMS.....	1
BOARD MEETING MINUTES	2
BUDGET VARIANCES	2
2016-2017 INTERNATIONAL COMMITTEES	3
ADOPTION OF AGENDA	3
PRESIDENT’S REPORT.....	3
AD HOC YOUNG MEMBERS ADVISORY COMMITTEE.....	3
PRESIDENT-ELECT’S REPORT	3
JOOI PRESIDENT’S REPORT	4
EXECUTIVE DIRECTOR’S REPORT	4
ADDITIONAL LANGUAGE FOR ICD-135	4
ON BEHALF OF THE BOARD OF DIRECTORS KEN GARNER THANKED BENNY ELLERBE FOR THE REPORT.....	4
TELECONFERENCE MEETING OF THE BOARD OF DIRECTORS	4
OPTIMIST INTERNATIONAL FOUNDATION REPORT	5
AUDITOR’S REPORT	5
CANADIAN CHILDREN’S OPTIMIST FOUNDATION REPORT	5
AUDIT & FINANCE COMMITTEE REPORT	5
PROCESSING FEES	5
IRS FORM 990	5
FINANCIAL STATEMENTS.....	6
2015-2016 FISCAL YEAR BUDGET	6
POLICY I-18; EXPENSES – GENERAL.....	6
PSA ANNOUNCEMENTS FOR RADIO	6
DISTRICTS	7
AD HOC COMMITTEE ON DISTRICTS.....	7
ACTIVITIES COMMITTEE REPORT	7
“COACH” FRIEND OF OPTIMIST	7
CANDIDATE QUALIFICATIONS COMMITTEE REPORT	8
POLICY 130; CANDIDATE QUALIFICATIONS COMMITTEE OPERATION GUIDELINES.....	8
LETTERS OF UNDERSTANDING.....	13
VICE PRESIDENT-ELECT AND VICE PRESIDENT LETTERS OF UNDERSTANDING	14
EXCEPTION TO POLICY ID-28	14
SOUTH CAROLINA DUES INCREASE REQUEST	14
DISTRICT SECRETARY-TREASURER TERM LIMITS	14
GOVERNANCE COMMITTEE REPORT	15
YOUTH CLUBS NAME CHANGE.....	15

YOUTH CLUB AGE RULE	16
COLLEGE CLUB SEMESTER BILLING	16
QUALIFICATION FOR INTERNATIONAL OFFICERS.....	18
POLICY I-138; CRIMINAL BACKGROUND AND PUBLIC RECORDS CHECK FOR OFFICER CANDIDATES.....	19
POLICY D-4; DISTRICT DUES	20
POLICY I-5; NEW CLUB BUILDING ACROSS DISTRICT BOUNDARIES.....	21
POLICY I-11; CANDIDATES FOR INTERNATIONAL AND DISTRICT OFFICE	22
BRANDING STATEMENT CONVENTION RESOLUTION	22
MARKETING COMMITTEE REPORT	23
UPDATE OF OFFICIAL OPTIMIST INTERNATIONAL LOGO.....	23
NEW OFFICIAL TAGLINE	24
MISSION STATEMENT	24
IDENTITY, STYLE AND IMPLEMENTATION GUIDE	24
CONVENTION COMMITTEE REPORT	25
REGISTRATION FEES.....	25
YOUTH PROGRAMS FOUNDATION.....	26
PERSONNEL COMMITTEE REPORT.....	26