

# MINUTES

## BOARD OF DIRECTORS MEETING

July 11, 2012

Hilton Milwaukee City Center Hotel  
Milwaukee, Wisconsin

The following Members of the 2011-12 Board of Directors were in attendance for the entire meeting:

Jack Creswell	President	Reading, Pennsylvania
Danny Rodgers	Immediate Past President	Fort Worth, Texas
J.C. St-Onge	President-Elect	Saint-Jerome, Quebec
David Bruns	Director	Topeka, Kansas
Jim Kondrasuk	Director	Monona, Wisconsin
Chris Jernigan	Director	Morganton, N. Carolina
Fatima Plater	Director	Detroit, Michigan
Michael Goldman	Director	Davie, Florida
Paul Lucas	Director	Odessa, Texas
Benny Ellerbe	Executive Director	St. Louis, Missouri

Excused after her report to the Board of Directors:

Marie-Claude Bourgeois	JOOI President	Jonquiere, Quebec
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**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.**

### Wednesday, July 11, 2012

Immediate Past President Danny Rodgers called the third regular meeting of the 2011-12 Optimist International Board of Directors to order at 8: 30 a.m. with an invocation by Paul Lucas, the Pledge of Allegiance led by Michael Goldman, and a toast to all countries with an Optimist Club led by Fatima Plater. A moment of silence for Maryland South Delaware Governor Dan Hitzenger (spelling?) who passed away on the way to the International Convention. Danny Rodgers led the recitation of the Mission Statement. Benny Ellerbe was appointed parliamentarian for the meeting.

### ADOPTION OF CONSENT AGENDA ITEMS

**Motion adopted**

To adopt the consent agenda as presented.

**Kondrasuk/Jernigan**

## **Approval of Board Meeting Minutes**

### **March 2-3, 2012**

#### **Motion adopted**

To approve the minutes of the March 2-3, 2012 as presented.

### **June 5, 2012 Teleconference**

#### **Motion adopted**

To approve the minutes of the June 5, 2012 teleconference as presented.

### **June 19, 2012 Teleconference**

#### **Motion adopted**

To approve the minutes of the June 19, 2012 teleconference as presented.

## **Staff Reports**

### **District Dues Increase Requests**

#### **New Mexico West Texas (19) District Request for a Dues Increase**

Rationale: At its third board meeting on May 4, 2012, the New Mexico West Texas District advised the members that the District Executive Committee recommends a three year tiered dues increase of \$2 (billed quarterly) for October 1, 2012, \$1 for October 1, 2013, and \$1 for October 1, 2014. The current District Dues is \$10/year. The vote will be taken at its convention meeting in August and the minutes will be submitted to Optimist International. The IRS Form 990 and District review has been received.

#### **Motion adopted**

That the Board of Directors hereby approves the New Mexico West Texas District's (19) request for a dues increase for the next three years billed quarterly: October 1, 2012 to \$12; October 1, 2013 to \$13; and October 1, 2014 to \$14 (that would be from \$10.00 to \$14.00 annually), pending delegate approval at the District Convention meeting on August 4, 2012.

#### **Michigan (17) District Request for a Dues Increase**

Rationale: At its third quarter meeting, the Michigan District's Finance Committee proposed to change to the District dues amount due to continuing increases in costs for most items necessary to the operation of the District. College members would not be affected by this change. The Michigan District's 2010-2011 review and IRS Form 990 have been received.

#### **Motion adopted**

That the Board of Directors hereby approves the Michigan District's (17)

request for \$3.00 annual dues increase (payable in quarterly amounts) (from \$12 per year to \$15 per year) pending delegate approval at the District Convention meeting in August 2012.

**Nebraska (10) District Request For A Dues Increase**

Rationale: The Nebraska District will be proposing a District dues increase to its delegates at their fourth quarter convention meeting. The current District Dues is \$11/year. After the vote will be taken at the convention meeting, the minutes will be submitted to Optimist International. The IRS Form 990 and review of the prior year have been received.

**Motion adopted**

That the Board of Directors hereby approves the Nebraska District's (10) request for a dues increase of \$4.00 (that would be from \$11.00 to \$15.00 annually), pending delegate approval at the District Convention meeting in August 2012 and receipt of minutes in the International Office.

**Club Merger Request**

**42122 Sanford-Deep River-North Optimist Club**

Rationale: 42400 Sanford Optimist Club and 42122 Sanford-Deep River-North Optimist Club, request that the International Board of Directors approve the merger of the aforementioned Clubs. The Club Charter of Club 42400 Sanford is surrendered effective as of August 01, 2012 (agreement made May 14, 2012) as agreed by each Club's Board of Directors.

**Motion adopted**

That the International Board of Directors approve the merger of Clubs 42400 Sanford Optimist Club and 42122 Sanford-Deep River-North Optimist Club (Charter to be dropped without penalty), with its merged Club number as 42122 and adopted name and Bylaws under Sanford-Deep River-North Optimist Club.

**ADOPTION OF AGENDA**

**Motion adopted**

To adopt the Agenda as presented.

**PRESIDENT'S REPORT**

President Jack Creswell addressed Board of Directors and gave an information report.

**JOOI PRESIDENT'S REPORT**

JOOI President Marie-Claude Bourgeois addressed the Board of Directors and reviewed her written report.

## **EXECUTIVE DIRECTOR'S REPORT**

Executive Director Benny Ellerbe addressed the Board of Directors and briefly reviewed his written report. He presented a gift to President Jack Creswell and Immediate Past President Danny Rodgers on behalf of the Board of Directors.

## **PRESIDENT-ELECT'S REPORT**

President-Elect J.C. St-Onge addressed the Board of Directors.

The meeting recessed at 9:48 a.m. and reconvened at 10:05 a.m.

## **AUDIT & FINANCE COMMITTEE REPORT**

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

### **Budget for Fiscal Year 2012-2013**

Rationale: The preliminary 2012-2013 budget was presented to the Board of Directors in March. Since that time, four revisions were made to this budget: Royalties decrease of \$20K from Bank of America, insurance decrease of \$64K, the Club Recognition Program expense of \$40K, and janitor service expense of \$4K.

#### **Motion adopted**

**Bruns/Jernigan**

That the Board of Directors approve the 2012-2013 Budget as presented.

### **Board Policy I-113; International Awards Expenditures**

Rationale: Since the Awards Program is now fixed for five years and dictated by Board Policy ICD-135, Policy I-113 as revised in 1997 is obsolete and is in direct conflict with the budgeting process for the current awards program.

#### **Motion adopted**

**Goldman/Lucas**

That the Board of Directors delete Board Policy I-113.

~~International Awards Expenditures I 113~~

~~A maximum of \$.80 per member is established to be budgeted on International Awards programs beginning in the 1997-98 fiscal year and thereafter. Said amount to be based on the previous fiscal year's October 1 membership.  
(June 1996)~~

### **30 for 30 Membership Incentive Program**

Rationale: The 30 for 30 Incentive Program that offers a temporary discount for new members under the age of 30 was discussed by the Board of Directors.

**Motion adopted**

**Jernigan/Plater**

That the Board of Directors endorses the 30 for 30 incentive program.

On behalf of the Board of Directors, Chris Jernigan thanked Chair Guy Templin for the report.

### **GOVERNANCE COMMITTEE REPORT**

The report of the International Candidate Qualification Committee was presented to the Board of Directors by Committee Chair Marc Katz.

#### **Criminal Background Checks on Officers**

Rationale: At is March 2012 Board meeting, the Board of Directors deferred the issue of requiring criminal background checks on nominees as proposed by the International Candidate Qualifications Committee. The Board suggested that the Governance Committee develop a set of standards to determine whether or not an individual should or should not be considered for an international office. After considerable discussion, the attached document is proposed and should cover the concerns of the Board. The Governance Committee also suggests that Districts be encouraged to do the same type of background check for Governors and other District officers that the District deems appropriate. Please note that the Optimist International staff will investigate cost effective companies for individuals to use when purchasing their background check to forward to the Candidate Qualifications Committee to be considered for office. The document offered has been reviewed by legal counsel and his memorandum presented with the proposed new policy.

**Motion adopted**

**Bruns/Plater**

That the Board of Directors adds the attached document to Section 15 of the Board Policy Manual as new Policy I-138.

#### **Job Descriptions as Policy**

Rationale: In order to effectively manage and keep the document current in one accessible area, the Governance Committee requests that the Board of Directors add the “Job Descriptions” to the official Board Policy Manual. In doing so, the Job Descriptions will be maintained on the website with the other policies, making them accessible to the general membership.

**Motion adopted**

**Kondrasuk/Bruns**

That the Board of Directors adds the attached Job Descriptions to Section 15 of the Board Policy Manual as new Policy ID-28.

## **Vice President-Elect Nomination Bylaws Interpretation**

Rationale: At its March 2012 meeting, the Board of Directors directed the Governance Committee to review the bylaws regarding the nomination process for Vice Presidents-Elect by the Candidate Qualification Committee and report their interpretation to the board of Directors. In reviewing the current bylaws, the Committee feels that Bylaws Article V, Section 6B2(d) specifically states that the Candidate Qualifications Committee may consider candidates on its own motion. Thereby, the Candidate Qualifications Committee may nominate any individual that it deems appropriate and in the best interest for the Region and Optimist International.

### **Motion adopted**

**Lucas/Goldman**

That the Board of Directors endorses the interpretation of the Governance Committee that the International Candidate Qualifications Committee has the right to nominate candidates for the office of Vice President-Elect from any Region as the committee deems in the best interest of a Region and Optimist International.

On behalf of the Board of Directors Dave Bruns thanked Chair Marc Katz for the report.

## **CANDIDATE QUALIFICATIONS COMMITTEE REPORT**

As requested by the Board of Directors at its March 2012 meeting, an informational report of the International Candidate Qualification Committee was presented to the Board of Directors by Committee Chair Michel Listenberger and member Ronnie Dunn. The Committee was asked to provide input and guidance regarding a future suggested candidate selection process.

### **Candidate Qualifications Committee's Presidential Nomination Interviews**

#### **Motion adopted**

**Lucas/Creswell**

That the International Candidate Qualifications Committee's presidential candidate interview process be developed by the Committee and reported to the Board of Directors by September 30, 2012.

On behalf of the Board of Directors Danny Rodgers thanked Chair Michel Listenberger for the report.

## **JOB DESCRIPTIONS FOR THE PRESIDENT AND BOARD MEMBERS**

Rationale: The Governance Committee has suggested that all job descriptions be placed in the actual Board Policies. This would make them open and accessible, and would ensure that they are reviewed on an annual basis. In addition, it is suggested that the job descriptions for the President and all Board member nominees be updated to include changes made in the 2005 Bylaw re-write.

#### **Motion adopted**

**Jernigan/Bruns**

That the Board of Directors approve the revisions for the Presidents Job Description as shown in the attachment to these minutes.

**Motion adopted**

**Bruns/Jernigan**

That the Board of Directors approve the revisions for the Board Directors at Large Job Description as shown in the attachment to these minutes.

**LETTERS OF UNDERSTANDING FOR THE PRESIDENT AND BOARD MEMBER NOMINEES**

Rationale: The Candidate Qualifications Committee “Letters of Understanding” that are sent to nominees immediately after the slate has been announced, have not been changed since 1995 and do not reflect the Bylaw changes made in 2005. The proposed revisions include the information that was shared with the candidates for all offices on the June 5, 2012 teleconference: including specific Bylaw citations, the Sarbanes-Oxley Act, and the Missouri Non-Profit Corporation Act. By updating and including the Letters of Understanding for the President and Board at Large Directors in OI Policies along with the Job Descriptions, we provide for total accessibility and transparency for the general membership. The respective “Letters of Understanding” for each position should be included with the respective job description.

**Motion adopted**

**Creswell/Lucas**

That the Board of Directors approve the revisions for the President Nominee’s Letter of Understanding as shown in the attachment to these minutes and be included with the respective Job Description.

**Motion adopted**

**Jernigan/Lucas**

That the Board of Directors approve the revisions for the Board Directors at Large Letter of Understanding as shown in the attachment to these minutes and be included with the respective Job Description.

**AD HOC EMPLOYEE BENEFITS COMMITTEE REPORT**

The report of the Ad Hoc Employee Benefits Committee was presented to the Board of Directors by Committee Chair Jim Kondrasuk.

**Personnel Committee Creation and Criteria for Operation**

Rationale: Given the creation/establishment of the Personnel Committee at the March Board meeting, and the intent to have that committee meet in March each year the day before the Board meeting, and present a report to the Board in March, it would seem efficient and effective to have that Committee serve as a “Job Review Committee” for the Executive Director of Optimist International as well. Currently there is no formal process for the review, and as such it is “sandwiched” in at some point at the Annual Convention. The agenda at the Convention is extremely full; further, under these circumstances and time constraints, proper fiduciary due diligence and oversight by the Board, can hardly be done to protect both Optimist International and the Executive Director with a formal job performance review. Also, with an annual review done in July, the current Board does not see or

review the report; with a March review, there is simply more time to do the review, and the Board would have time to review, question, and comment at the July meeting of the Board.

**Motion adopted**

**Jernigan/Lucas**

That the Board of Directors adopts a revision to Board Policy I-70 to establish the criteria and operating procedures for the Personnel Committee as shown below:

- J. Optimist International Personnel Committee shall be comprised of the President as chair, the President-Elect, one Board Member at Large serving their third year on the Board, one Board Member at Large serving their second year on the Board, and one Board Member at Large serving their first year on the Board. Henceforth, the President will appoint one of the newly elected Board Members at Large to serve during their 3 year term of office on the Board of Directors on the Personnel Committee. The appointment shall be made no later than at the December Board meeting. The Board Personnel Committee shall meet the day preceding the March Board meeting, and shall submit a written report to the Board in March. The agenda for the committee shall include, but not be limited to:**
- 1. Review Employee Policies, Practices, and Issues**
  - 2. Review Employee Benefit Packages and its market based competitiveness**
  - 3. Act as the OI Personnel Committee per Board Policy I-127 and the OI Whistleblower Policy. The Committee shall present a written report to the Board of Directors at the scheduled March Board meeting**
  - 4. Conduct a formal, planned job review with the Executive Director, and present a confidential report to the Board of Directors of Directors of Optimist International.**

**Board Policy I-127; Misconduct & Grievance Procedure**

Rationale: In its meetings prior to the March 2012 Board meeting, the Employee Benefits Task Force reviewed the current “Misconduct” policy and suggested that it be revised to include a Grievance Procedure for staff. The Board of Directors directed the newly created Personnel Committee to have the attorney review the policy and proposal revisions. The organization’s attorney has reviewed the policy and his suggestions are included in the proposed revision.

**Motion adopted**

**Creswell/Kondrasuk**

That the Board of Directors adopt the revisions to Board Policy I-127 as presented.

**Employee Whistleblower Policy**

Rationale: In conjunction with the Grievance Procedure offered in the above motion, a procedure for employees to advise leadership of malpractice is needed by common practice. The organization’s attorney has reviewed this document and his suggestions are included in the proposal.

**Motion adopted**

**Plater/Goldman**

That the Board of Directors adopts the proposed Whistleblower Policy and that this policy be attached to Board Policy I-127 and be included in the Employee Policy Manual.

## **MEMBERSHIP UPDATE**

An informational report of the Membership Committee was presented to the Board of Directors by Committee Chair Nick Prillaman. On behalf of the Board of Directors, Jim Kondrasuk thanked Chairman Nick Prillaman for the report.

The meeting recessed at 11:32 a.m. for lunch and reconvened at 1:28 p.m.

## **YOUTH CLUBS COMMITTEE REPORT**

An informational report of the Youth Clubs Committee was presented to the Board of Directors by Chairman of the Youth Clubs Committee Don Brose.

## **ACTIVITIES COMMITTEE REPORT**

The report of the Activities Committee was presented to the Board of Directors by Committee Chair Barb Scirto-Sullivan.

### **Canadian CCC Advisory Panel**

Rationale: As stated in the December 2011 Optimist International Board of Director minutes, the Canadian Children's Optimist Foundation agreed to fund the Canadian CCC matching grants program with no set cap on the amount of grants awarded or the amount awarded per grant. The CCOF Board requested that the Canadian contingent of the Optimist organization be exempt from the \$25,000 cap set on the United States matching grant program due to the Johns Hopkins' pledge. It was recognized that the Canadian Clubs and Districts have welcomed the opportunity to participate in the matching grants program and are actively participating. On an annual basis, Canadian Clubs and Districts have been awarded an average of \$25-30,000 for childhood cancer-related programs. The Activities Committee in conjunction with the Canadian CCC Advisory Panel has expressed concern that the establishment of an endowment would negatively impact the amount of funds available for CCC matching grants. The Clubs that apply for a matching grant on an annual basis for a large-scale or ongoing project might be deterred from applying in the future if the grant amount or number of grants available is changed.

#### **Motion adopted**

#### **Bruns/Jernigan**

That the Activities Committee coordinate with both the U.S. and the Canadian CCC Advisory Councils to create a Board Policy for administering the CCC matching grant and research dedicated funds for the Childhood Cancer Campaign and report to the Board of Directors at their September 2012 meeting.

## **Management of Future Canadian CCC Contributions**

Rationale: After consultation with the Canadian Children's Optimist Foundation Board, the Activities Committee has learned that there are no available funds for the CCC program, other than the interest earned by the endowment established earlier this year. All previous contributions designated for the Childhood Cancer Campaign have been placed in an endowment fund and are not available to the organization for the foreseeable future. The current total interest is around \$12,000-\$15,000 for the remainder of the current Optimist year. This lack of funds greatly affects Optimist International's ability to further develop, refine and run the Childhood Cancer Campaign in Canada. District CCC Chairs in Canada have expressed interest in establishing a national CCC project, much like the Johns Hopkins pledge in the United States. Until a reserve of funds available for program costs has again been established, Optimist International is severely limited in operation of the Childhood Cancer Campaign within Canada.

### **Motion adopted**

**Bruns/Plater**

That the Activities Committee coordinate with both the U.S. and the Canadian CCC Advisory Councils to create a Board Policy for administering the CCC matching grant and research dedicated funds for the Childhood Cancer Campaign and report to the Board of Directors at their September 2012 meeting.

## **Moratorium on New International Programs**

Rationale: In order to strengthen our current programs, and with the budget limitations facing the organization, the Activities Committee strongly feels that the Board should restrict the introduction of any new International Programs for at least five years. The Activities Committee and staff can receive applications and review submitted programs for the future. During the moratorium, these prospective programs can be developed and then presented to the Board with the necessary information to be considered for adoption.

### **Motion defeated**

**Creswell/Goldman**

That the Board of Directors institute a five year moratorium on adopting any new International Programs.

## **Proposed Optimist International U-18 Curling Championships Fundraising Request**

Rationale: Optimist International received a request from the 2012 Optimist International U-18 Curling Championships Steering Committee for permission to solicit Districts for funds to make up the \$24,000 shortfall from their 2012 event. The appeal states that the Junior Curling Chair for the Alberta, Montana & Northern Wyoming District has been asked to aid in this fundraising effort. Board Policy D-9 stipulates that "Districts may conduct fundraising projects with prior written or electronic permission from the President or the Executive Director after adequate review and consultation with appropriate staff. Requests to be determined to be out of the ordinary shall be brought before the Board of Directors for approval. Any fundraising activities conducted by Districts shall conform to Optimist International Board Products Endorsement Policy I-65 paragraph 1e. Any request from a District for Optimist International approval shall include purposes for which funds are to be solicited and proposed disposition of all net revenues." It should be recognized that this request is not from a District, but from an outside organization. Although the Optimist International U-18

Curling Championships are endorsed by the Board of Directors, the sponsoring organization has not completed the International Program Status Application, and curling is not recognized as an International Program. This request is in conflict with Optimist International policy, and granting it would set a precedent and a challenge for future fundraising. Therefore, the International Activities Committee strongly feels that the following motion is in order:

**Motion adopted**

**Bruns/Goldman**

That the Board of Directors deny the request from the Optimist International U-18 Curling Championships to solicit Districts for funds to help offset their \$24,000 shortfall in funding, as the program is not from a Club or District.

**Endorsement of The Optimist International U-18 Curling Championships Program**

Rationale: In their December 2011 Report to the Board, the Activities Committee requested that the Board of Directors rescind its endorsement of the Curling program and the Optimist International U-18 Curling Championships. Rationale at the time was that in a letter dated November 30, 2009, Optimist International officially endorsed the Optimist International U-18 Curling Championships. The supporting Club and organization has not complied with the International Program Status application procedure and a number of questions and concerns remain as to the obligations Optimist International may have to a program that has not officially been adopted by the Board of Directors. Upon further consideration and investigation, the Committee found that the endorsement jeopardizes Optimist International's liability by allowing the program to use the Optimist International name and logo. The Board did not act on the motion, and therefore, there was no discussion. The Committee again discussed the liability issues with the Optimist International U-18 Curling Championship at their April meeting. The Committee feels the letters sent by the International President for the past three years are an issue of concern as they implicate Optimist International as sanctioning the program, and therefore labels the organization as being legally responsible for the event. The letters specifically stated:

“This letter serves as notification that the Optimist International Board of Directors endorses the Optimist International U-18 Curling Championships and Development program as official events and recognizes that the tournament will be self-sustaining or self-funded. Optimist International bears no responsibility, fiscal or otherwise, for either of these events.”

The organizer and promoter of the program was sent the application for International Program Status and has not responded with all the required information and materials. As evidenced by the request of the 2012 Optimist International U-18 Curling Championships Steering Committee for permission to solicit Districts for funds to make up the \$24,000 shortfall for their 2012 event, Optimist International has been put into a financially liable situation which could also create tax consequences and damage the image of Optimism. Executive Director Benny Ellerbe solicited the advice of an attorney on the matter. The Committee asks the Board to adopt the following motion.

**Motion adopted as amended**

**Lucas/Goldman**

That the Board of Directors does not endorse the U-18 Curling Championships as a program of Optimist International.

On behalf of the Board of Directors Michael Goldman thanked Chair Barb Scirto-Sullivan for the report.

The meeting recessed at 2:33 p.m. and reconvened at 2:39 p.m.

### **OPTIMIST INTERNATIONAL FOUNDATION REPORT**

Optimist International Foundation President Frank Ruman and the Optimist International Foundation Executive Director Steve Skodak addressed the Board of Directors. On behalf of the Board of Directors, Michael Goldman thanked Frank Ruman and Steve Skodak for the report.

### **CANADIAN CHILDREN'S FOUNDATION REPORT**

The Canadian Children's Foundation President Max Wood addressed the Board of Directors. On behalf of the Board of Directors, Paul Lucas thanked Max Wood for the report.

### **CONVENTION COMMITTEE REPORT**

The report of the Convention Committee was presented to the Board of Directors by Committee Chair Mike Allen.

### **2013 International Convention Registration and Meals**

Rationale: The budget for the 2013 International Convention is set based on a projection of 1,000 total paying registrants at the rate of \$185. The International Convention Committee recommends keeping the fees the same and establishing the following registration fees and meal prices for the 2013 International Convention in Cincinnati, Ohio:

#### **Motion adopted**

**Jernigan/Plater**

The Board of Directors hereby approves the following registration fees and meal costs for the 2013 Cincinnati Convention:

(Note: The below fees are in \$US)

Adult Member or Guest Discount/Early Bird (no meals) - \$185

Adult Member or Guest Regular (no meals) - \$220

Adult Member or Guest Early Bird Package (registration and 3 meals) - \$280

Adult Member or Guest Regular Package (registration and 3 meals) - \$315

Adult Daily (no meals) - \$110

Adult Daily Regular (no meals) - \$130

College Member with discount (no meals) - \$75

Youth (non-JOOI) (4 day program)- \$125

Youth (non-JOOI) On-site (4 day program) - \$145

Club President-Elect & Lt. Governor-Elect Breakfast - \$27

Appreciation Luncheon - \$37

Fellowship/Old Timers' Breakfast - \$32

President's Banquet - \$52

Non Registered guest for President's Banquet ticket - \$92

On behalf of the Board of Directors Fatima Plater thanked Chair Mike Allen for the report.

**NEW CLUB BUILDING MENTORING PROGRAM**

Optimist Member Jim Boyd addressed the Board of Directors on the New Club Building Mentoring Program that will be presented in a workshop at the International Convention.

**Motion adopted**

**Goldman/Bruns**

That the Board of Directors endorse the New Club Building Mentoring Program.

**NEW CLUB BUILDING UPDATE**

An informational report of the New Club Building Committee was presented to the Board of Directors by Committee Chair Jim Oliver.

The meeting recessed at 3:53 p.m. and reconvened in executive session at 4:00 p.m.

**Motion adopted**

To adjourn the meeting.

There being no further business the meeting adjourned at 5:30 p.m.

Benny Ellerbe  
Executive Director/Secretary

**ATTACHMENTS:**

A: New Policy I-138 – Criminal Background Checks

B: New Policy ID-28 – Job Description

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**ATTACHMENT A:  
NEW POLICY I-138; CRIMINAL BACKGROUND CHECKS  
FOR OFFICER CANDIDATES**

**A: New Policy I-138; Criminal Background Checks for Officer Candidates**

**Criminal Background Checks for Officer Candidates**

**Policy I-138**

Optimist International will require that any candidate for an International Office (President-Elect, Vice President-Elect or Board of Director) submit to a criminal history background check as part of the eligibility criteria to hold that office.

Successful completion of the background 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.

Optimist International recognizes only its own criminal history background check process as valid. All background checks shall be reviewed and evaluated by the Candidate Qualifications Committee, the Executive Director or designee and determined to be clear or not clear, based on the criteria stated in Procedure. The International Board of Directors shall be advised if a check pertains to an officer or officer-designate and:

- A. Indicates a problem or concern that requires further investigation; or
- B. Is determined to be not clear and thus causes automatic denial of the right to hold office.

In either case, the Candidate Qualification Committee, the Executive Director or designee shall notify such person.

Anyone subject to action as a result of a background check shall have the right to appeal such action, as detailed in Procedure. The International Board of Directors shall have final authority on the matter.

An individual may receive a copy of his/her background check by requesting it in writing.

Background checks are valid for a period of two years. All relevant persons who have not had a clear criminal history background check conducted and verified by Optimist International within the past two years at any given time are subject to a new check.

Each individual subject to the background check shall be responsible to pay the charges. Background checks shall be conducted as inexpensively as reasonably possible to assure accurate results.

A criminal history background check is considered “not clear” if it indicates: a felony or misdemeanor involving moral turpitude; a felony or conviction or registration of a violent and/or sexual nature, involving any type of abuse of a child, involving threatening or intimidating behavior, or otherwise of a physical nature; or a felony

**ATTACHMENT A:  
NEW POLICY I-138; CRIMINAL BACKGROUND CHECKS  
FOR OFFICER CANDIDATES**

related to larceny or theft. Following are examples of these types of convictions; however, this list does not constitute the full breadth of convictions:

1. Felonies or registrations of a physical nature:

- Abuse, aggravated abuse, or neglect of an elderly person or disabled adult
- Adult abuse, neglect, or exploitation of aged persons or disabled adults
- Aggravated assault
- Aggravated battery
- Battery
- Carjacking
- Child abuse, aggravated child abuse, or neglect of a child
- Contributing to the delinquency or dependency of a child
- Exploitation of an elderly person or disabled adult
- False imprisonment
- Home-invasion robbery
- Incest
- Kidnapping
- Leading, taking, enticing or removing a minor beyond the state limits or concealing the location of a minor with criminal intent pending dependency proceedings or proceedings concerning alleged abuse or neglect of a minor
- Lewdness and indecent exposure
- Luring or enticing a child
- Manslaughter, aggravated manslaughter of an elderly person or disabled adult, or aggravated manslaughter of a child
- Homicide
- Obscenity
- Possessing an electric weapon or device, destructive device, or other weapon at a school-sponsored event or on school property
- Prostitution
- Resisting arrest with violence
- Robbery
- Sexual activity with or solicitation of a child by a person in familial or custodial authority
- Sexual battery
- Sexual misconduct
- Unlawful sexual activity with minors
- Voyeurism
- Disorderly conduct
- Domestic violence

**ATTACHMENT A:  
NEW POLICY I-138; CRIMINAL BACKGROUND CHECKS  
FOR OFFICER CANDIDATES**

2. Felonies related to larceny, theft, or moral turpitude (“contrary to community standards of justice, honesty, or good morals”):

- Coordinating the commission of theft in excess of \$3,000
- Dealing in stolen property
- Larceny and grand larceny
- Identity theft
- Arson
- Arrest without violence – three (3) or more incidents
- Contraband
- Driving while intoxicated – three (3) or more incidents
- Extortion
- Forgery
- Petit theft (as larceny)
- Exhibiting weapons or firearms at school events, on school property, or within 1,000 feet of a school
- Trespassing – three (3) or more incidents
- Vehicular homicide
- Welfare and unemployment fraud

3. Misdemeanors:

- Battery, if the victim of the offense was a minor
- Luring or enticing a child
- Drugs or paraphernalia
- Concealed weapon
- Petit theft (as a misdemeanor) – three (3) or more incidents

4. Other Types of Convictions:

Other types of felony convictions will be reviewed on a case-by-case basis by the Executive Director or designee.

5. Legally Reversed or Overturned Convictions:

Any conviction legally reversed or overturned by the proper authorities shall not be considered when evaluating the background check.

6. Discipline:

Individuals with a background check determined to be not clear will be subject to the following actions:

- A. Current specified officers will be disciplined as determined by the International Board, including but not limited to suspension or removal from office.

**ATTACHMENT A:  
NEW POLICY I-138; CRIMINAL BACKGROUND CHECKS  
FOR OFFICER CANDIDATES**

B. Candidates for a specified office will be considered disqualified as a candidate

7. Appeal Process:

The action resulting from a conviction shown on a background check may be appealed by the following process:

- A. The appeal must be submitted in writing to the Candidate Qualifications Committee and the Executive Director within thirty (30) days from notification, stating the grounds of the appeal. The appeal may only come from the person who has been checked.
- B. The Candidate Qualifications Committee and/or the Executive Director shall refer the matter to the standing Appeals Committee (defined elsewhere in Procedure) within fifteen (15) days of receipt.
- C. The Appeals Committee shall consider the merits of the appeal within ten (10) days to determine if a hearing is warranted.
- D. If a hearing is warranted, the Appeals Committee shall meet within thirty (30) days to consider the grounds of the appeal and the alleged facts. The person making the appeal shall be given twenty (20) days notice of the committee meeting and shall have the right to attend at his/her own expense.
- E. The Appeals Committee shall report its findings and recommendations to the International President and Executive Director within fifteen (15) days after meeting, with such report to include all relevant information including a summary of discussion and any votes taken in connection with the proceedings. The report shall then be forwarded to the International Board to consider at the next scheduled Board meeting.
- F. After considering the Appeals Committee report, the International Board or Directors, shall consider a motion to uphold the appeal, which shall require a two-thirds (2/3) vote to adopt.

## **Attachment B: New Policy ID-28; Officer & Governor Job Descriptions & Letters of Understanding**

### **B: New Policy ID-28; Officer & Governor Job Description and Letters of Understanding**

#### OPTIMIST INTERNATIONAL LEADERSHIP POSITIONS OVERVIEW

The Bylaws of Optimist International set forth the various individuals and their roles for the governance of Optimist International. In order to promote and advance the ideals, goals, and purposes of Optimist International, it is important that these individuals have an informed understanding of their roles and responsibilities. It is also important that these individuals understand how they are to interact with each other so as to work together in harmony and success. Accordingly, following is a delineation of duties and responsibilities for the offices of President, President-Elect, Immediate Past President, Vice Presidents, Vice Presidents-Elect and the Directors of Optimist International. As Districts are an extension of Optimist International and responsible for the well being of the organization, also included is a delineation of duties and responsibilities for the Governors and Governors-Elect.

#### INTRODUCTION

##### 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.

The following is a delineation of the qualities and attributes desirable for all persons holding the offices discussed herein:

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

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE:            President

**BASIC FUNCTION:**

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

**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. Further to serve under the control of, and in accordance with the actions and direction of the full Board of Directors, and the Bylaws of Optimist International.

**SPECIFIC RESPONSIBILITIES:**

- Communicate on a regular basis with Vice Presidents, other District Leaders, and Committee Chairs promoting growth at every opportunity
- Appoint International Committee Members and Board Liaisons
- Serve as Chief Spokesman for Optimist International
- Serve as Chair the International Convention
- Oversee use of the Optimist International logo and trademark
- Responds to specific district requests, e.g. fund raising, activities, special conventions
- Perform such duties as assigned by the Board of Directors
- Prepare and Report to the Board of Directors
- Administer and follow-up on budgets
- Administer and follow-up on Awards Program
- Initiate necessary and advisable Bylaws Changes
- Call Board meetings as deemed necessary
- Provide guidance and council to Vice Presidents and Governors during the Optimist year
- Visit districts as deemed appropriate or advisable
- Communicate and interact with the Executive Director
- Set agenda for Board of Directors meetings in consultation with the Immediate Past President and Executive Director.
- Speak to issues at Board of Directors meetings.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE:                   President (cont'd)

Prioritize issues on the Board agenda  
Serve as Ex officio member of all committees (except Convention Committees)  
Continue active involvement in local Club  
Keep the Board of Directors and members informed on the conditions and operations of the organization  
Work with the board in furthering the goals and programs of Optimist International  
Secure Board approval for hiring/removing the Executive Director.  
Secure authorization from the Board of Directors to incur expenses that exceed budgeted amounts and comply with fiscal responsibility with respect to staff and Board of Directors  
Comply with Optimist International's Code of Ethics  
Retain legal counsel as necessary  
Lead by example through sponsorship of new clubs and members  
Assume all responsibilities given to the Board of Directors At-Large 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 President.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

**POSITION TITLE:** Immediate Past President

**BASIC FUNCTION:**

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

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

**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.

**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.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

**POSITION TITLE:** President-Elect

**BASIC FUNCTION:**

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

**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.

**SPECIFIC RESPONSIBILITIES:**

- Encourage communication to Vice Presidents-Elect, Governors-Elect, etc. regarding growth and new club building
- Cooperate with President and Board of Directors in furthering goals and programs of Optimist International
- Work with Finance Committee on budget for his Presidential year
- Attend all Board meetings and Vice Presidents Council meetings
- Prepare Awards Program based on growth
- Responsible for Vice Presidents-Elect and Governors-Elect training utilizing aids from Optimist International such as trainers, etc.
- Prepare theme and logo for his year
- Select chairpersons and members for committees
- Assign one or more Districts of Optimist International to Vice Presidents-Elect
- Continue active involvement in local Club
- Such other duties as assigned by the Board of Directors
- The President-Elect must have authorization from the Board of Directors to incur expenses that exceed budgeted amounts and comply with fiscal responsibility with respect to staff and Board of Directors
- 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 President-Elect.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

LETTER OF UNDERSTANDING  
BETWEEN  
OPTIMIST INTERNATIONAL  
AND  
PRESIDENTIAL CANDIDATE

You have been selected by the Candidate Qualifications Committee as the candidate for the position of President of Optimist International for the year commencing October 1, 20\_\_.

Should you agree to this Letter of Understanding, your name will be placed on the ballot at the International Convention. If you are elected by the delegates, you will be asked to fill the most important and visible position in the organization. This position requires a significant commitment from you, and your family, as to time, energy, patience, flexibility, and some financial sacrifice during the year of the presiding, as well as the year immediately prior and two following years. There will be significant travel involved and your personal life will be disrupted. In return for this unusual commitment, the organization is prepared to offer an opportunity for an experience of a lifetime which only a very few will ever enjoy. You will be challenged to a personal growth opportunity which will leave you exhausted at the end of this period, but with many unforgettable memories which will far outweigh any sacrifice which you will have made.

Following are some of the more important factors which need to be considered before accepting this unique responsibility:

Optimist International Agrees To:

1. Provide necessary volunteer and staff support toward achieving the goals of your years.
2. Provide necessary resources in people, time, supplies, etc. needed to make your Optimist year successful.
3. Reimburse expenses in accordance with Optimist International Policy.

Presidential Candidate Agrees To:

1. Be available for the positions of responsibility and dedicate the necessary time and energy toward achieving the assigned goals.
2. Be financially stable and able to accept these positions without creating undue hardships in respect to finances or employment status.
3. Have no significant legal, business, or personal problems which might cause an embarrassment to the organization.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

4. Be able and willing to travel extensively by air and other transportation means.
5. Be physically capable of handling the demands of this position, and have no known serious health problems which might restrict activity.
6. Be prepared to support and uphold the Bylaws as well as the Policies of Optimist International.
7. 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 President.
8. Acknowledge that under the Missouri Non-Profit Corporation Act, the Board of Directors is responsible for conducting the business of the corporation, and thus the President shall abide by all Board policies, resolutions, and directives.
9. Per OI Bylaws, Article VI, Section 2, the President shall be the CEO exercising general supervision over the interests and affairs of Optimist International, subject to the direction of the Board.
10. Also, per OI Bylaws, Article VI, Section 2 : The President shall have authority to expend only such funds which are made available for official use in such amounts as specifically authorized by vote of the Board of Directors. Any increased funds made available through amendment of the original budget established for any fiscal year may be authorized only by a  $\frac{3}{4}$  vote of the Board of Directors.
11. Understand and acknowledge that the Sarbanes-Oxley Act of 2002 places direct fiduciary & personal responsibility and liability on the Board to use due diligence and oversight in all actions taken or considered by the Board.

If prior to election the candidate becomes aware of any significant change in personal status that may negatively affect the ability to serve, the candidate will immediately notify the Chairman of Candidate Qualifications Committee.

Please note: If your spouse accompanies you in your travels, any reimbursement to him/her may result in a tax liability.

\_\_\_\_\_  
Presidential Candidate

\_\_\_\_\_  
C Q Committee Chairman

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

**POSITION TITLE:** Board of Directors Member at Large

**BASIC FUNCTIONS:**

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

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

**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. As an elected Director-At-Large, you also have the specific charge of a focus on the long term welfare of Optimist International, and to ensure that Board directives, policy, and financial budget matters are adhered and conformed to by all in the organization, elected or appointed. And under the Missouri Non-Profit Corporation Act, acknowledge that the Board of Directors is responsible for conducting the business of the corporation.

**SPECIFIC RESPONSIBILITIES:**

- Attend all Board of Directors meetings.
- Prepare for meetings by reading and considering both the agenda and the business items.
- Carefully study each issue.
- Enter into debate in order to solve problems and resolve issues.
- Approve the budget and contract an annual audit.
- Establish policies and procedures.
- Focus on long term planning and strategic oversight of the organization and ensure strategic planning is created and implemented and to monitor the plan.
- Ensure the acceptance and revocation of Clubs.
- Be available to return phone calls and correspondence from the Chairman, Executive Director, President and other members of the Board within a reasonable time.
- Keep Optimism an important part of daily life.
- Continue active involvement in local Club.
- Serve as liaisons to Vice Presidents and Committees and maintain open communication with Vice Presidents and Committees.
- Carry out assigned duties as assigned by the President or the Board.
- 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 Board member.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

LETTER OF UNDERSTANDING  
BETWEEN  
OPTIMIST INTERNATIONAL  
AND  
DIRECTOR AT LARGE OF THE BOARD OF DIRECTORS

Your name will be placed on the ballot for a member of the Board of Directors of Optimist International for a three year term.

Should you agree to this Letter of Understanding, you will be asked to fill a very important position in our organization. It will require that you fully understand the Constitution and Bylaws as well as the International Board Policies (which will be sent to you upon your election). The position will require your dedication, loyalty, energy, and also a significant amount of time, as well as the support of the organization's Mission and Programs. Please understand that you are accepting a 3-year term during which you will not be considered for another office, such as Vice President or President of Optimist International.

Following are some of the more important factors which need to be considered before accepting this responsibility:

Optimist International Agrees To:

1. Offer ongoing support by the President and staff toward achievement of the organization's goals.
2. Provide necessary information, supplies, etc. needed to make the position successful.
3. Reimburse expenses in accordance with Optimist International Policy.

Board Member at Large Agrees To:

1. Be available for this position and to dedicate the necessary time and energy toward achieving assigned goals.
2. Be financially stable to accept this position without creating undue hardship in respect to finances or employment status.
3. Have no significant legal, business, or personal problems which might cause an embarrassment to the organization.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

4. Be prepared to subordinate any local or District Optimist interest to the general interest of all members of the organization.
5. Be physically capable of handling the demands of this position, and have no known serious health problems which might restrict activity.
6. If prior to election the candidate becomes aware of any significant change in personal status that may negatively affect the ability to serve, the candidate will immediately notify the Chairman of the Candidate Qualifications committee.
7. Be committed to serve full term for which elected to the Board of Directors.
8. Acknowledge that under the Missouri Non-Profit Corporation Act, the Board of Directors is responsible for conducting the business of the corporation.
9. Acknowledge that per OI Bylaws, Article VI, Section 2, the President shall be the CEO exercising general supervision over the interests and affairs of Optimist International, subject to the direction of the Board.
10. Also, per OI Bylaws, Article VI, Section 2, The President shall have authority to expend only such funds which are made available for official use in such amounts as specifically authorized by vote of the Board of Directors. Any increased funds made available through amendment of the original budget established for any fiscal year may be authorized only by a  $\frac{3}{4}$  vote of the Board of Directors.
11. Understand and acknowledge that the Sarbanes-Oxley Act of 2002 places direct fiduciary & personal responsibility and liability on the Board to use due diligence and oversight in all actions taken or considered by the Board.

\_\_\_\_\_  
Board Member Candidate

\_\_\_\_\_  
CQ Committee Chairman

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE: Vice Presidents

**BASIC FUNCTIONS:**

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

- Communicate with Governors in your Regions to evaluate and encourage growth. Ensure that each governor supports the mission of the organization and the programs established by the Board of Directors.
- Work with the President to motivate and train the Governors throughout the year they are serving.
- In conjunction with Governor, make sure plan is established and marketed in the district aimed at Growth.
- Ensure that each governor has a clearly defined program for ongoing training and motivation of District officers.
- In conjunction with Governors, make sure that the agreed-upon program based on Marketing and Growth goals are on track.
- Serve as a member of the Vice Presidents' Council of the organization. Serve as regional manager -and represent the organization to the members of your Region during the year.
- Continue active involvement in 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.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE: Vice Presidents (continued)

**SPECIFIC RESPONSIBILITIES:**

- I. Objective
  - A. To be an effective Growth, Marketing and Communication spokesperson to each District in your Region.
  
- II. Written Communications
  - A. Continue to familiarize self with pertinent past written guidelines
    - 1. The Bylaws and Policies
    - 2. Strategic Plan
    - 3. Minutes of past Board minutes
    - 4. Training Materials from Optimist International
  - B. Read and understand all written materials issued during the year.
    - 1. All Board minutes of year as Vice President and Vice President-Elect
    - 2. Charge letters issued by the President.
  
- III. Meetings
  - A. Attend all meetings of the Vice Presidents' Council.
  - B. Attend at least one District meeting for each District in your Region
  - C. Attend annual Convention of both years as VP and VP-Elect
  - D. Have a regional meeting of assigned Districts, attend the Governor's Conference or whatever meetings are being held within your region.
  
- IV. Other Responsibilities
  - A. Have no other International appointments during the year as Vice President.
  - B. Offer ongoing support of the President
  - C. Perform such other duties as may be assigned by the President and/or the Board of Directors.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**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.

**SPECIFIC RESPONSIBILITIES:**

Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity  
Prepare and recommend duties to help Governors-Elect in your Region  
Familiarize yourself with Districts in Region by reviewing each District's Policies  
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-Elect.

- I. Objective
  - A. To prepare self for becoming Vice President
- II. Written Communications
  - A. Familiarize self with pertinent past written guidelines
    - 1. The Bylaws and Policies
    - 2. Strategic Plan
    - 3. Minutes of past Board meetings
    - 4. Training Materials from Optimist International
  - B. Read and understand all written materials issued during the year.
    - 1. All Board minutes of year as Vice President-Elect
    - 2. Charge letters issued by the President.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE: Vice Presidents-Elect (cont'd)

- III. Meetings
  - A. Attend all Governor-Elect Training, including the Governors-Elect Conference or whatever meetings are being held within your region.
  - B. Attend annual Convention of both years as VP and VP-Elect
  - C. Attend the Regional Meetings of Districts or whatever meetings are being held within your region.
- IV. Other Responsibilities
  - A. Have no other International appointments during the year as Vice President-Elect.
  - B. Offer ongoing support of the President-Elect and current President, especially with regard to Growth
  - C. Perform such other duties as may be assigned by the President-Elect and/or the Board of Directors.
  - D. Notify International Staff that each of assigned Districts' Policies are in compliance with Optimist International Bylaws. (Staff will notify the District that the Policies are in compliance, received, and qualify for the requirement for District allotment distribution.)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

**POSITION TITLE:** Governor

**Basic Functions:**

Bylaws Article VII. Districts

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

SECTION 3. District Administration.

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

**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.

**SPECIFIC RESPONSIBILITIES:**

Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity  
Search for future leaders of the District and encourage them to attend District meetings  
Lead by example through sponsorship of new clubs and members - build at least one new club and recruit a member  
Make the newly elected officers of the district a part of your team  
Be a delegator. Do not prepare everything but make sure it is done. Make proper delegation of responsibilities to Assistant Governors, Lt. Governors, and committee chairs. Communicate what is expected of them and make sure they are aware of resources and tools available

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

JOB DESCRIPTION

POSITION TITLE: Governor (cont'd)

Follow up on clubs that show interest in growth and new club building  
Review and adhere to strategic plan of the district  
Attend OI convention training-or whatever meetings are being held within your Region.  
Attend special meetings and conferences for training for the benefit of the district leaders, clubs and members, etc.  
Be fiscally responsible to the District  
Serve as an ex-officio member of all committees  
Further the mission and purposes of Optimist International and promote the interest and coordinate the work of member Clubs within the District  
Call and preside over all meetings of the District Board of Directors, the Executive Committee and the annual District convention  
Attend the Optimist International Convention, and any special meetings or conferences conducted by Optimist International for Governors.  
Ensure there is an agenda and/or curriculum for all convention business sessions, leadership development events, forums, and meal service events, in consultation with the Governor-elect – DELEGATE these responsibilities.  
Act on behalf of Optimist International in all relations with member Clubs within the District  
Present or designate an appointee to present New Club Charters  
Serve as a liaison between OI and clubs  
Track progress of the district  
Refer to and follow the Governor Checklist available on [optimistleaders.org](http://optimistleaders.org)  
Motivate and encourage Lt. Governors, Committee Chairs and Club Presidents  
Communicate expectations with Club and District Leaders  
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 Governor.

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

**POSITION TITLE:** Governor-Elect

**BASIC FUNCTIONS:**

Bylaws Article VII. Districts

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

SECTION 3. District Administration.

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

SECTION 5G. Other Committees and Chairmen.

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

SECTION 6C. Governor-Elect

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

**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.

(cont'd)

**Attachment B: New Policy ID-28; Officer & Governor Job Descriptions  
& Letters of Understanding**

**JOB DESCRIPTION**

POSITION TITLE: Governor-Elect (cont'd)

**SPECIFIC RESPONSIBILITIES:**

- Communicate on a regular basis with all leaders in the organization promoting growth at every opportunity
- Review the District Strategic Plan and encourage and assist in its development
- Visit as many District Clubs as possible
- Study Club Annual Reports, etc.
- Delegate training and education seminars
- Prepare a budget for your year in conjunction with District Finance Committee
- Consult Governor-Elect Checklist found on [optimistleaders.org](http://optimistleaders.org)
- Build at least one new club and recruit at least one new member
- Appoint a District Secretary-Treasurer for a term of one year.
- Ensure 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. (Bylaws Article VII, Section 6, Paragraph D)
- Attend Governor-Elect Conference
- Attend International Convention-meet with OI Rep
- Attend Regional Meetings and Trainings
- Attend District Conventions
- Prepare District Budget
- Attend all meetings
- Plan and promote training for Presidents-Elect and Lieutenant Governors-Elect
- Be involved with District Leadership Development Committee "Catch A Rising Star"
- Review Zone Alignment
- Collect Officer-Elect reports
- Identify potential NCB sites
- Review District Policies and propose changes, if necessary
- Consider Zone boundaries and propose realignment, if necessary
- 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 Governor-Elect.

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## TABLE OF CONTENTS

<b>ADOPTION OF CONSENT AGENDA ITEMS.....</b>	<b>1</b>
Approval of Board Meeting Minutes .....	2
March 2-3, 2012.....	2
June 5, 2012 Teleconference .....	2
June 19, 2012 Teleconference .....	2
Staff Reports .....	2
District Dues Increase Requests .....	2
<i>New Mexico West Texas (19) District Request for a Dues Increase .....</i>	<i>2</i>
<i>Michigan (17) District Request for a Dues Increase.....</i>	<i>2</i>
<i>Nebraska (10) District Request For A Dues Increase .....</i>	<i>3</i>
Club Merger Request .....	3
42122 Sanford-Deep River-North Optimist Club .....	3
<b>ADOPTION OF AGENDA .....</b>	<b>3</b>
<b>PRESIDENT’S REPORT .....</b>	<b>3</b>
<b>JOOI PRESIDENT’S REPORT.....</b>	<b>3</b>
<b>EXECUTIVE DIRECTOR’S REPORT.....</b>	<b>4</b>
<b>PRESIDENT-ELECT’S REPORT.....</b>	<b>4</b>
<b>AUDIT &amp; FINANCE COMMITTEE REPORT.....</b>	<b>4</b>
Budget for Fiscal Year 2012-2013.....	4
Board Policy I-113; International Awards Expenditures.....	4
30 for 30 Membership Incentive Program .....	5
<b>GOVERNANCE COMMITTEE REPORT .....</b>	<b>5</b>
Criminal Background Checks on Officers .....	5
Job Descriptions as Policy .....	5
Vice President-Elect Nomination Bylaws Interpretation.....	6
<b>CANDIDATE QUALIFICATIONS COMMITTEE REPORT .....</b>	<b>6</b>
Candidate Qualifications Committee’s Presidential Nomination Interviews .....	6
<b>JOB DESCRIPTIONS FOR THE PRESIDENT AND BOARD MEMBERS .....</b>	<b>6</b>
<b>LETTERS OF UNDERSTANDING FOR THE PRESIDENT AND BOARD MEMBER NOMINEES.....</b>	<b>7</b>
<b>AD HOC EMPLOYEE BENEFITS COMMITTEE REPORT .....</b>	<b>7</b>
Personnel Committee Creation and Criteria for Operation.....	7
Board Policy I-127; Misconduct & Grievance Procedure .....	8
Employee Whistleblower Policy.....	8
<b>MEMBERSHIP UPDATE .....</b>	<b>9</b>
<b>YOUTH CLUBS COMMITTEE REPORT .....</b>	<b>9</b>

<b>ACTIVITIES COMMITTEE REPORT .....</b>	<b>9</b>
Management of Future Canadian CCC Contributions.....	10
Moratorium on New International Programs.....	10
Endorsement of The Optimist International U-18 Curling Championships Program .....	11
<b>OPTIMIST INTERNATIONAL FOUNDATION REPORT .....</b>	<b>12</b>
<b>CANADIAN CHILDREN’S FOUNDATION REPORT.....</b>	<b>12</b>
<b>CONVENTION COMMITTEE REPORT.....</b>	<b>12</b>
2013 International Convention Registration and Meals .....	12
<b>NEW CLUB BUILDING MENTORING PROGRAM.....</b>	<b>13</b>
<b>NEW CLUB BUILDING UPDATE .....</b>	<b>13</b>
<b>ATTACHMENTS:.....</b>	<b>13</b>
A: New Policy I-138; Criminal Background Checks for Officer Candidates .....	15
B: New Policy ID-28; Officer & Governor Job Description and Letters of Understanding .....	19