

# MINUTES

## BOARD OF DIRECTORS MEETING

July 3, 2013

Millennium Hotel  
Cincinnati, Ohio

The following Members of the 2012-13 Board of Directors were in attendance for the entire meeting:

Jack Creswell	Immediate Past President	Reading, Pennsylvania
J.C. St-Onge	President	Saint-Jerome, Quebec
Ron Huxley	President-Elect	Thedford, Ontario
Michael Goldman	Director	Davie, Florida
Chris Jernigan	Director	Morganton, N. Carolina
Paul Lucas	Director	Odessa, Texas
Marlene Phillips	Director	Windsor, Ontario
Fatima Plater	Director	Detroit, Michigan
Rick Quinlan	Director	Bellevue, Nebraska
Benny Ellerbe	Executive Director	St. Louis, Missouri

In attendance for a portion of the meeting:

A.J. Cifuentes	JOOI President	Monroe, Wisconsin
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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 3, 2013

Immediate Past President Jack Creswell called the third meeting of the 2012-13 Optimist International Board of Directors to order at 8:30 a.m. with an invocation by Director Paul Lucas who also led the Pledge of Allegiance. A toast to all countries with an Optimist Club was led by President-Elect Ron Huxley. Director Marlene Phillips led the recitation of the Mission Statement.

#### **Motion adopted**

**Phillips/Goldman**

To appoint Past President Robert Garner as parliamentarian for the meeting.

## **ADOPTION OF CONSENT AGENDA ITEMS**

### **Motion adopted as amended**

**Jernigan/Goldman**

To adopt the consent agenda as amended by moving the Governance Committee report to the main agenda.

### **Approval of Board Meeting Minutes**

#### **February 22-23, 2013**

Page 25 – 2014 (not 2013) JOOI Convention

#### **Motion adopted**

To approve the minutes of the February 22-23, 2013 as amended.

#### **March 21, 2013 Teleconference**

#### **Motion adopted**

To approve the teleconference minutes of the March 21, 2013 as presented.

#### **April 5, 2013 Teleconference**

#### **Motion adopted**

To approve the teleconference minutes of the April 5, 2013 as presented.

### **Approval of Email Ballot – May 23, 2013**

#### **District Request for Club Revocation**

**Motion adopted unanimously via email on May 23, 2013**

**Lucas/Goldman**

That the Board of Directors hereby revokes the charter of the Claremont NC Optimist Club (44-115) effective immediately, with effect of such revocation as outlined in Bylaws Article III, Section 1A, Paragraph 5e - Effect of Revocation, allowing the Club a thirty day period for appeal.

*Note: Certified Letter mailed on May 28, 2013. As of July 3, no response from the Club has been forthcoming and the Club is now considered revoked.*

### **Club Merger Requests**

#### **Optimist Club of Troy, MI (17519) into Clawson/Troy Optimist Club (17374)**

Rationale: Optimist Clubs of Troy, MI (17519) and Clawson/Troy Optimist Club (17374) request that the International Board of Directors approve the merger of the aforementioned Clubs. The Club Charter of Club of Troy, MI (17519) is surrendered effective as of October 01, 2013 as agreed by each Clubs' Board of Directors.

#### **Motion adopted**

That the International Board of Directors approve the merger of Clubs Troy, MI (17519) and Clawson/Troy (17374) - charter of 17519 to be dropped without penalty - with its merged Club number as 17374 and adopted name and Bylaws under Clawson/Troy Optimist Club and Junior Advisors Group.

**Club Optimiste de Bromptonville, QC (52096) into Club Optimiste Centre-Estrie de Sherbrooke, QC (52654)**

Rationale: Club Optimiste de Bromptonville (52096) and Club Optimiste Centre-Estrie de Sherbrooke (52654) request that the International Board of Directors approve the merger of the aforementioned Clubs. The Club Charter of Club Optimiste de Bromptonville (52096) is surrendered effective as of October 01, 2013 as agreed by each Clubs' Board of Directors.

**Motion adopted**

That the International Board of Directors approve the merger of Optimiste Clubs Bromptonville, QC (52096) and Centre-Estrie de Sherbrooke (52654) - charter of 52096 to be dropped without penalty - with its merged Club number as 52654 and adopted name and Bylaws under Club Optimiste Centre-Estrie de Sherbrook.

**ADOPTION OF AGENDA**

**Motion adopted as amended**

To adopt the agenda as amended.

**Phillips/Lucas**

**JOOI PRESIDENT'S REPORT**

JOOI President A.J. Cifuentes addressed the Board of Directors and reviewed the written report submitted by the JOOI Committee and JOOI Board. Committee Chair Don Brose also addressed the Board of Directors. On behalf of the Board of Directors Director Mike Goldman thanked JOOI President A.J. Cifuentes and Chair Don Brose for the report.

**PRESIDENT'S REPORT**

President J.C. St-Onge addressed the Board of Directors and gave an oral report.

The meeting recessed into executive session with Parliamentarian Robert Garner and Audit & Finance Chair Robert McFadyen and without Board Member Benny Ellerbe at 9:05 a.m. and reconvened into regular session at 10:50 a.m.

**PRESIDENT-ELECT'S REPORT**

President-Elect Ron Huxley addressed the Board of Directors and reviewed his written report.

**EXECUTIVE DIRECTOR'S REPORT**

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

## **U.S. Supply Operations**

### **Motion adopted**

**Huxley/Goldman**

That the Board of Directors renew the U.S. Optimist Supply contract for an additional two years.

On behalf of the Board of Directors Director Paul Lucas thanked Executive Director Benny Ellerbe for the report.

## **AUDIT & FINANCE COMMITTEE REPORT**

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

## **Caribbean District Request for a Foundation**

### **Motion adopted**

**Phillips/Jernigan**

That the International Board of Directors approve the establishment of “Bridging the Gap Foundation” as a charitable trust fund for fund raising contributions from the Caribbean District. Such foundation will provide Optimist International with an annual report of activity.

## **2013-2014 Fiscal Year Budget**

Rationale: As reported to the Board of Directors in February, the Audit & Finance Committee along with President-Elect Ron Huxley and staff, has developed a budget for the fiscal year 2013-2014.

### **Motion adopted**

**Quinlan/Jernigan**

That the Board of Directors adopts the 2013-2014 Budget as presented.

## **Fruitcake Licensing Agreement**

Rationale: Canada Bread Company Limited/Boulangerie POM Bakery LTD., our previous manufacturer of Fruitcakes, has discontinued their production of Fruitcakes. Over the past five years, Optimist International-Canada has averaged \$36,000 in royalties from Fruitcake sales. We have found another supplier, Boulangerie GRANT’s Bakery Inc. offering a comparable agreement with the same royalty of seven and one half percent (7 1/2%).

### **Motion adopted**

**Huxley/Phillips**

That the Board of Directors hereby approves the Fruitcake contract with Boulangerie GRANT’s Bakery Inc. (Budget impact: approximately \$36,000 in revenue)

## **Delinquent Clubs Revocation Procedure**

### **Motion adopted**

**Phillips/Jernigan**

That the first paragraph of Board Policy IC-35 Section C “Club Revocation Procedure” be

revised as follows:

C. CLUB REVOCATION PROCEDURE (Administrative)

When a Club becomes ~~90~~ **60** and 120 days in arrears in payment of dues or other indebtedness, a notice of an impending revocation of the Club's Charter will be sent by the appropriate Optimist International staff. The 120 day notices will be sent no later than August 30<sup>th</sup> for the current Optimist year to the Board of Directors, Vice President, Governor, District Secretary, Lt. Governor, Club President and Club Secretary through the Optimist International email boxes. 120 day notices to be sent by regular mail.

On behalf of the Board of Directors Director Chris Jernigan thanked Chair Bob McFadyen for the report.

**CANADIAN SUPPLY OPERATIONS UPDATE**

Executive Director Jacques Pelland of the Canadian Supply Centre addressed the Board of Directors.

**OptiPromo Supply Company**

Rationale: Optimist International, after conducting a request for proposal for a fulfillment program in July 2011, agreed to a licensing agreement with Publicité Claude Rivard Inc. to offer in Canada a fulfillment program with a term of two years starting January 1<sup>st</sup>, 2012. Operating under OptiPromo, Publicité Claude Rivard, Inc. has been operative for now close to 18 months. The CSC has been closely monitoring the licensing agreement with Publicité Claude Rivard in Canada. The level of customer service is not what had been expecting and neither are the sales - which have fallen from our previous fulfillment program provider. Publicité Claude Rivard, after being served notice, has decline to attend the Optimist International Convention, which is in breach with the Licensing Agreement.

**Motion adopted as amended**

**Phillips/Huxley**

**Upon breach of contract by the current Canadian vendor**, the Board of Directors direct staff to bring an alternative proposal for Canadian supplies ~~to the Board by December 2013~~ **and notification of same.**

On behalf of the Board of Directors Director Fatima Plater thanked Jacques Pelland for his efforts.

**LEADERSHIP DEVELOPMENT COMMITTEE REPORT**

The report of the Leadership Development Committee was presented to the Board of Directors by Committee Chair Ken Garner.

**Leadership Summits**

Rationale: The Leadership Development was charged by the OI Board of Directors with the task of developing regional training programs and having these leadership summits in predetermined locations. The Committee discussed many of the issues that surround making this type of

meeting/training work for the members. The Committee determined that it is not feasible to have every meeting be the same but if a core agenda is developed that allows for some local flavor it could work. The Committee also discussed that this type of meeting has not been promoted properly in the past. The true intent of these meetings would be training and not a multi-district meeting. Many times when this type of meeting is held, Districts also continue to hold their own meetings and if there is more distance to get to the regional meeting, many members opt to attend the more local District Conference instead of a regional meeting. The Committee decided to call these meetings Leadership Summits and to stay away from the “regional” title. The Committee determined that the Leadership Summits would have to be high energy and focus on leadership development. The training offered at the Summits would be very similar to the training offered at the International Convention. Members would be able to choose between attending the International Convention or the Leadership Summit to attend training. Other factors that the Committee believes are important are that these Summits need to take place in cities or destinations that people would want to go for vacation and bring their families. If the Summit is a one-day meeting, vacation could be planned around it. Promotion of these Summits and the training being offered needs to happen. Too many times the agenda of the meeting with the training and trainers is not known until the last minute. With a somewhat standardized agenda, it would be easier to promote the Summit earlier and often. The Committee also decided that neither the Vice President of the region nor a Governor of a district should be tasked with coordinating the Summits as they have neither the time nor the resources. The Committee determined that there would be eleven Leadership Summits in addition to the International Convention. There could be a Summit held each month in a different location such as follows:

- October-St. Louis combined with International Committee Meetings
- November-Montreal combined with Canadian Committee Meetings?
- December-Los Angeles combined with President’s visit to Rose Parade
- January-Caribbean
- February-Phoenix
- March-Dallas
- April-Seattle
- May-Calgary
- July-International Convention
- September Raleigh-Durham

The Committee also developed a sample agenda to be utilized as a core while allowing some flexibility for the local area. Each Summit would have at least one Certified International Trainer as well as utilizing other members in the area that are participating in the Certified Trainer program as presenters. The Optimist International President could attend each of these meeting. The sample agenda is attached to this report. Promotion of these Leadership Summits would come from the OI Headquarters along with any type of training materials and other handouts. Registration for the Summits will be handled by OI Headquarters as well. The Committee reviewed another regional training concept that was based on 16 meetings (2 per region) and completely agreed with the idea of conducting a one day training meeting but felt that 16 meetings within a short period would be too much. The suggested agenda for these training meetings did not have as much to offer the individual member in the areas of personal and professional development as the Committee felt was necessary to draw a larger group of people but did keep the meeting within the space of one meeting room and one day. The Committee agrees that in order to keep expenses at a minimum, the number of break-out rooms must be considered but suggested that the possibility of using schools and churches be investigated since most of these meetings will be held during a week-end.

**Motion adopted as amended**

**Quinlan/Plater**

That the Board of Directors approves the Leadership Summits as submitted beginning the 2014-2015 year. Budget: (2014-15 TBD) **with the understanding that locations are subject to change.**

**Development of New Structure for Leadership**

Rationale: The Leadership Development Committee discussed the charge from the Board of Directors about the development of a concept for a new structure for leadership roles.

**Motion adopted**

**Huxley/Jernigan**

That the Board of Directors directs that a new structure concept be sent to the Vice Presidents, International Committees, President-Elect, Vice Presidents-Elects, Governors and Governors-Elect for review and revision.

On behalf of the Board of Directors Director Rick Quinlan thanked Chair Ken Garner for the report.

The meeting recessed at 12:13 p.m. for lunch and ribbon cutting at the House of Optimism and reconvened at 2:18 p.m.

**OPTIMIST INTERNATIONAL FOUNDATION REPORT**

An oral report from the Optimist International Foundation was presented to the Board of Directors by President Roger C. Vaughan with Executive Director Steve Skodak. On behalf of the Board of Directors President-Elect Ron Huxley thanked President Roger Vaughan for the report.

**GOVERNANCE COMMITTEE REPORT**

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Jim Kondrasuk.

**Motion adopted**

**Lucas/Phillips**

That the Board of Directors accept the report as presented.

**JOHNS HOPKINS GOAL**

Director of Communications Danielle Baugher advised the Board of Directors of the payments made to John Hopkins. It was noted that all promised funds have been made and that monies received from individuals and clubs designated for Johns Hopkins and cancer research will be forwarded Johns Hopkins for the next eight years.

## **CANADIAN CHILDREN’S OPTIMIST FOUNDATION REPORT**

The report of the Canadian Children’s Optimist Foundation was presented to the Board of Directors by President Luc Dubois. On behalf of the Board of Directors J. C. St-Onge thanked President Luc Dubois for the report.

## **CONVENTION COMMITTEE REPORT**

The report of the Convention Committee was presented to the Board of Directors by Committee Chair Charles Wiles.

### **Motion adopted**

### **Goldman/Phillips**

That the President-Elect include in his charge letter to next year’s Convention Committee a mandate to present the Board of Directors a plan to make the conventions more affordable to members.

On behalf of the Board of Directors Jack Creswell thanked Chair Charles Wiles for the report.

## **RISK MANAGEMENT PROGRAM**

Past Vice President Claire Labrèche and East Ontario Governor Robert Doyle made a presentation to the Board of Directors.

Rationale: Optimist International is a worldwide organization that is committed to bringing out the best in kids by providing hope and positive vision and Optimist Clubs have been conducting positive service projects in their communities aimed at providing a helping hand to youth for several decades, thus building considerable public goodwill toward Optimist International and Optimist Clubs in general. Organizations such as Optimist Clubs that work with children are vulnerable to attracting members/volunteers who want to access and sexually abuse kids, and infiltration of clubs by such individuals can potentially cause great harm to children and negatively impact the reputation and goodwill of Optimist International and of Optimist Clubs, be it by civil lawsuits, criminal charges or damaging media coverage. The vast majority of sex offenders do not have a criminal record and thus criminal record checks do not enable volunteer organizations to weed out pedophiles and sex offenders, and Optimist Clubs consequently need to go beyond criminal record checks and take additional steps to ensure the safety of children in their care by implementing effective risk management policies and programs.

This proposal is designed to:

- Prevent child sexual abuse through increased awareness and education
- Teach members/volunteers the difference between appropriate and inappropriate behavior
- Provide specific strategies on how to prevent abuse, including the adoption of a code of conduct,
- Design programs that focus on child safety and supervision
- Establish clear boundaries between adults and children
- Ensure that allegations of child sexual abuse are handled in a sensitive, timely and effective manner



- Ensure the highest standard of practice when working with children

An 8-minute video was provided for the Optimist International Board of Directors to watch. The Canadian Centre for Child Protection has a Commit to Kids program that was created to help all child-serving organizations. Commit to Kids is a program that can be adapted and exported to Optimist International. Putting a program such as Commit to Kids in place sends a clear message to all: **child protection is the number one priority.**

**Motion adopted to refer the proposal to the Activities Committee for a report at the next Board of Directors meeting** **Lucas/Plater**

That the Board of Directors of Optimist International adopt and implement the Commit to Kids Program - ~~a risk management program~~ — ~~for each of its Clubs.~~

(Budget Impact: None – While the cost is \$50 per Club for the first year, a major company will fund the program).

On behalf of the Board of Directors Director Chris Jernigan thanked Claire Labrèche and Robert Doyle for the presentation.

The meeting recessed at 3:44 p.m. and reconvened at 4:00 p.m.

### **AD HOC RECOGNITION COMMITTEE**

**Motion adopted**

**Lucas/Quinlan**

That the Board of Directors will hear a report from the committee at its meeting next March

### **MARKETING COMMITTEE REPORT**

The report of the Marketing Committee was presented to the Board of Directors by Committee Chair Dee Rushforth.

#### **Optimist International Pins**

Rationale: During the 2012 International convention, Member “Super” Sam Shankar raised concerns about a number of Optimist promotional items. One concern was that some Optimist International pins feature the organization’s logo, but not the accompanying tagline. Most people do not recognize the organization’s symbol or equate it with the mission of “bringing out the best in kids.” Pins sold by the official Optimist International suppliers should utilize the logo in such a way that enhances the image of the organization and makes full use of the item as a marketing tool.

**Motion failed**

**Huxley/Phillips**

The Board of Directors mandate that all lapel pins featuring the Optimist International (OI) logo will have the words “Optimist International” affixed below the logo, in accordance with organization’s branding guidelines. Existing supplies of lapel pins may be used until depleted.

On behalf of the Board of Directors Director Mike Goldman thanked Chair Dee Rushforth for the report.

### **MOBILE APP DEVELOPMENT COMMITTEE**

The report of the Mobile App Development Committee was presented to the Board of Directors by Committee Chair Rick Quinlan.

#### **Choose a Creative Team**

Rationale: The Committee does not have enough information to research cost or determine technical need based on the information given to determine parameters of new application. This Committee would be more effective if given guidelines and general goals. A new group of leaders, drawn from Marketing, Membership, New Club Building, Activities, etc. would be helpful in determining a purpose for the application.

#### **Motion adopted as amended**

**Goldman/Phillips**

That the Optimist International Board of Directors choose several creative Optimists to ~~comprise a new group which will~~ make recommendations for potential uses of a mobile application. Budget: \$0 (Note: The Committee will be comprised of Rick Quinlan, Chair; Mirosław Kuderewko; Tom Lloyd; and JOOI Member NAME)

### **BOY SCOUTS OF AMERICA COMMUNITY RELATIONSHIPS**

Board Director Paul Lucas addressed the Board of Directors:

I attended the above two meetings at the request of International President J. C. St. Onge, representing Optimist International in both meetings. OI was invited to participate via our February 2013 addition of the Boy Scouts of America as an Endorsed Organization, and in recognition of the 241 Boy Scout units currently sponsored by OI, reaching over 7,000 youth via almost 2,700 registered Boy Scout leaders in these units. A listing of these clubs and information about the longevity of their programs is submitted. The Community Relationships Task Force included members at large, representatives of organizations such as the National Association of Masonic Scouters, VFW, American Legion, the Marine Corps League, the US Hispanic Chamber Foundation and the US Junior Chamber (Jaycees), to civic organizations such as BPO Elks, Lions Clubs, and Kiwanis. The membership list of for this group is attached as Exhibit B. This meeting consisted primarily of information and roundtable breakouts regarding the four subject areas detailed on the attached Agenda (Exhibit C), and resulting report and discussion. As part of the discussion on Awards & Recognitions, there was discussion regarding the Community Organization Award, which led to subsequent discussions with the chair of that subcommittee, John Knuckles. The Community Organization Award is a term used by the BSA to identify a category of awards used by secular, national, community organizations to recognize their members for voluntary service and achievement. The organization must also be a BSA national chartered organization. The recognition piece, the concept of the award, and the criteria for awarding

and presenting it are developed and owned by the national community organization which is also a chartered organization with the Boy Scouts of America. To ensure compatibility with the objectives and mission of the Boy Scouts of America, the concept, requirements, and criteria for presenting the award must be approved by the BSA National Relationships Committee. The award is to recognize individuals who are registered members of the community organization, and also a registered adult leader in Boy Scout units. Currently this award is presented by 18 organizations:

1. Benevolent and Protective Order of Elks Marvin M. Lewis Award
2. Masonic Daniel Carter Beard Scouter Award
3. Veterans of Foreign Wars Scouter's Achievement Award
4. American Legion Scouting Award
5. Department of Defense-United States Military Outstanding Volunteer Service Medal
6. Alpha Phi Omega Herbert G. Horton Youth Service Award
7. International Fellowship of Scouting Rotarians Cliff Dochterman Award
8. Ruritan National Service Clubs Scout Leader Community Service Award
9. United States Power Squadrons, Raymond A. Finley, Jr. Sea Scout Service Award
10. National Society of the Sons of the American Revolution Boy Scout Volunteer Award
11. AMVET Boy Scouts of America Youth Outreach Award
12. Alpha Phi Alpha Fraternity Good Turn Service Award
13. Military Order of the World Wars
14. AFL/CIO George Meany Award
15. Lions Club Scouting Service Award
16. Nonprofit Leadership Alliance H. Roe Bartle Training Award
17. Philmont Staff Association, Silver Sage Award
18. Woods Services, Woods Services Award for Scouting With Special Needs

In addition to presentation of the award (in such form as set by each organization), the individual is presented with a Community Organization Award square knot patch for recipients to wear on their Scout uniform.

Rationale: The establishment of such an award by Optimist International would provide additional exposure to both the BSA and OI, and recognize individuals for outstanding service to both organizations benefitting youth. Once established and approved by both OI and BSA, it is expected that the OI Board of Directors would approve the initial award, with all subsequent applications processed annually by the Activities Committee at its annual meeting in the Fall. The fiscal impact would be estimated as nominal, with only the costs of copying, and the award (initial award being a plaque, subsequent awards anticipated as being framed certificates).

**Motion adopted to refer to the Activities Committee      Phillips/St-Onge**

**For: 5; Opposed: 3**

That the Optimist International Board of Directors approve the establishment of a Community Organization Award in conjunction with the Boy Scouts of America, to recognize individuals for outstanding service to both organizations benefitting the organizations and youth, and designate the Activities Committee to consider applications for such awards not less than annually.

**SEPTEMBER BOARD MEETING**

**Motion failed**

**Lucas/Goldman**

To hold a September 2013 Board of Directors meeting via teleconference.

The meeting convened into executive session at 4:50 p.m. and adjourned at 5:30 p.m.

**Motion adopted**

To adjourn the meeting.

Benny Ellerbe  
Executive Director/Secretary

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