

# MINUTES

## BOARD OF DIRECTORS MEETING

March 1-2, 2018

Airport Hilton  
St. Louis, Missouri

The following Members of the 2018-19 Board of Directors were in attendance for the entire meeting:

James K. Kondrasuk	Immediate Past President	Monona, Wisconsin
Nick Prillaman	President	Atlanta, Georgia
Rebecca Butler-Mona	President-Elect	West Des Moines, Iowa
Sandy Cyphers	2017-2018 Director	Wilmington, North Carolina
Adrian Elcock	2015-2018 Director	St. Thomas, Barbados
Nicole Paquette	2016-2019 Director	Casselman, Ontario
Mark Weinsoff	2016-2019 Director	Goleta, California
Don Brose	2017-2020 Director	Clarkston, Michigan
Patsy Garner	2017-2020 Director	Fort Worth, Texas
Benny Ellerbe	Executive Director	St. Louis, Missouri
Sandy Williams	President	Optimist International Foundation
Raymonde Michaud	President	Canadian Optimist Children's Foundation
Excused:		
Mathew Nacev	JOI President	Burlington, Ontario
Via ZOOM for his report		

**Committee Reports are to be considered as part of these minutes and are kept on file separately from these minutes. They provide important information that is considered by the Board of Directors in determining action to be taken on a particular issue.**

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

### **Thursday, March 1, 2018**

Immediate Past President Jim Kondrasuk called the second regular meeting of the 2017-18 Optimist International Board of Directors to order at 2:05 p.m. The invocation was given by Nicole Paquette, the Pledge of Allegiance led by Sandy Cyphers, and a toast to all countries with an Optimist Club was led by Patsy Garner. Don Brose led the recitation of the Mission Statement.

#### **Motion adopted**

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

## **ADOPTION OF CONSENT AGENDA ITEMS**

**Motion adopted as amended**  
To adopt the consent agenda.

**Butler Mona/Cyphers**

### **Approval of Board Meeting Minutes and Eballots:**

**Motion approved**

To adopt and/or confirm the minutes and decisions made at the following meetings:

**December 8, 2017**

**Eballot: January 10, 2018**

That the OI Board of Directors declares the office of VP-Elect 2017-2018 for the Southeast Region vacant and that Mike Goldman of the South Florida District be selected as the successor to fill the remainder of the Term of VP-Elect 2017-18 and VP 2018-2019.”

## **ADOPTION OF AGENDA**

**Motion adopted**  
To adopt the agenda as amended.

**Prillaman/Paquette**

## **PRESIDENT’S REPORT**

President Nick Prillaman addressed the Board of Directors and reviewed his written report.

## **PRESIDENT-ELECT’S REPORT**

President-Elect Rebecca Butler Mona addressed the Board of Directors and reviewed her written report.

## **Presidential Awards and Incentives**

Rationale: In 2018-19, we will continue the focus on Honor Club and other aspects of Policy ICD-135 Recognition. However, our Centennial provides a unique opportunity to create some special recognition and incentives, some of which I will aim to launch jointly with President Nick in Ottawa for the 4<sup>th</sup> quarter of 2017-18, carrying through in 2018-19. As you’ll see in the attached plan, I am proposing a “Centennial Distinguished Club” award, “Centennial Distinguished District / Governor” and “Centennial BOE” as recognition which can be earned from Ottawa forward through 2018-19. In addition, I’m proposing incentives related to growth for Clubs and Districts, with the opportunity to secure \$100 registration for the Louisville International Convention. Finally, to engage individual members as well as Club, District and International leaders while achieving objectives around growth, involvement and marketing our organization, I’ve included a series of Centennial “Promise Yourself” awards for individual members, Club Presidents, Lt. Governors, Governors and VPs. Presented is the file of Awards and Incentives, to be managed within the allocated budget.

**Motion adopted**

**Butler Mona/Prillaman**

That the Board of Directors approve the proposed 2018-2019 Presidential Centennial Awards and Incentives.

**EXECUTIVE DIRECTOR'S REPORT**

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

**Building Lease Agreement**

**Motion adopted**

**Brose/Cyphers**

That the Board of Directors thank Cushman Wakefield Realtors and decline an offer for a building sale.

**OPTIMIST INTERNATIONAL FOUNDATION REPORT**

The written report of the Optimist International Foundation was presented to the Board of Directors by President Sandy Williams. Immediate Past President Jim Kondrasuk thanked President Williams for the report.

**SOUTH CAROLINA DISTRICT REQUEST FOR DUES INCREASE**

Immediate Past President Jim Kondrasuk addressed the Board of Directors.

**Motion adopted**

**Prillaman/Cyphers**

That the Board of Directors approve a \$5 per year District dues increase from \$16 to \$21 per year.

**AD HOC ELECTION COMMITTEE REPORT**

The report of the Ad Hoc Election Committee was presented to the Board of Directors by Committee Chair Mark Weinsoff.

**2018 Online Election**

Rationale: The Committee held a teleconference on January 16, 2018 to discuss the issues, concerns, and suggestions for the 2018 election. A recent survey of Clubs resulted in an overwhelming support of online elections, thereby the Committee agreed to only consider online elections instead of considering elections held solely at Convention. The Committee considered several optional election plans including: an election immediately prior to convention, an election a month or two prior to convention, and an election that continues through and ends at the convention. The Committee agreed that there were three focuses to an election: timing, process, and Club engagement. There was some

discussion that having the online election continue into convention and ending there would open up additional opportunities to hear from the candidates and increase participation. There is a major logistical problem with this. Clubs need to be current in dues before they vote. The online voting service would need to add clubs that bring themselves current onsite at Convention. It was discovered to be problematic at the New Orleans Convention when this was attempted. The committee decided it was impractical to try this again. It was noted that in previous elections occurring immediately prior to or ending at convention, recently elected candidates had little to no time to prepare for their newly elected office prior to convention. The officers and staff both agreed it would behoove the officer to have some planning prior to convention to prepare for their newly announced roles. It would also alleviate the pressure on non-elected candidates. In order to try to engage Clubs in the process, the Committee felt that a live webinar with contested offices be held to engage Club members in the election process. The members would be able to watch the webinar and ask questions of the moderator to present to the candidate.

**Motion adopted**

**Brose/Butler Mona**

That the Board of Directors adopt the following plan for the 2018 online election process:

- A. The online election polls to be open May 1 to May 30 (30 days as per bylaws).
- B. Candidates to submit a written questionnaire and also be recorded answering their questions by a moderator (suggested: CQ Committee Chair). The written questionnaire and video to be posted on the website.
- C. Any contested position to have a scheduled pre-registration webinar whereby members will be able to ask questions of the candidate(s). The webinar will be recorded and posted on the website.
  - 1. President and/or Board members open to all members
  - 2. Vice President open to members within the contested Region(s).

**CENTENNIAL COMMITTEE REPORT**

An information report of the Centennial Committee was presented to the Board of Directors by Rebecca Butler Mona.

**FUNDRAISING AND SPONSORSHIPS COMMITTEE REPORT**

The report of the Fundraising and Sponsorships Committee was presented to the Board of Directors by Senior Director of Meetings and Sponsorships Ronda Vaughn for Committee Chair Howard Shames.

**Request for Funding**

Rationale: Most of us have visited a local family grocery store or eating establishment and have noticed pledge cards that look like Four Leaf Clovers or some other design hanging on the walls all around that establishment. For as little as \$1.00 donation, patrons receive a pledge card to sign and have taped to the wall showing their support for that particular cause. It is amazing to see that eventually there are hundreds of these pledges cards taped to the walls. A planning guide that Optimist Clubs can follow to do this type of fundraiser in their own communities is presented. The

materials to be printed and utilized for the pilot projects. The committee would like to secure funding from Optimist International for the printed material needed to test the pilot projects in 3-5 locations (Clubs) to get a good understanding of the potential, potential roadblocks to overcome and beta testing.

**Motion adopted**

**Prillaman/Weinsoff**

That the Board of Directors approve the allocation of up to \$1,500 to produce printed material for pilot projects in 3-5 locations (Clubs).  
(Budget Impact FY 2017-2018: \$1500)

**CONVENTION COMMITTEE REPORT**

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

**2020 International Convention Location**

Rationale: Convention staff has reached out to, researched and received proposals from the following cities: Atlanta and Savannah, GA; Branson, MO; Charlotte, NC; Denver, CO; Miami, FL; Myrtle Beach, NC; Orlando, FL; Palm Springs, FL; San Antonio, TX; Schaumburg, IL, Springfield, IL; Spokane, WA; St. Louis, MO. In an effort to find the location with the most value for Optimist Members and after many conversations with all the different facilities in these cities, it has been determined the most favorable and financially beneficial option is Schaumburg IL:

1. Centrally located and near the areas we have a high concentration of members i.e. Wisconsin, Michigan, Iowa
2. Renaissance Hotel, Convention Center and the Convention and Visitors Bureau representing the Village of Schaumburg have worked extremely well together to present a very attractive proposal.
3. The Renaissance has 454 rooms and 26 suites (5 different types)
4. The Convention Center is attached – you do not even realize you are leaving one facility and going into another. Glass double doors separate the two facilities.
5. The Renaissance has agreed to our complete list of concessions.
6. Room rate proposed from \$128 per night plus taxes.
7. Chicago is 31 miles away by car.
8. There will be many different airlines available for Members as they will have the option to fly in and out of Schaumburg to / from O’Hare airport, approximately 30 minutes away and Midway airport, 35 minutes to an hour away depending on traffic.
9. Parking is on site and complimentary with the option to valet park for approximately \$27 per day – subject to change.
10. There is a lot of green space around the hotel / convention center complex including a walking path that circles the property.

**Motion adopted**

**Butler Mona/Cyphers**

That the Board approve Chicagoland/Schaumburg, IL as the location for the 2020 annual Convention.

On behalf of the Board of Directors, Nicole Paquette thanked Chair Joanne Ganske for the report.

## **TECHNOLOGY COMMITTEE REPORT**

Adrian Elcock requested that the Technology Committee's informational report be removed from the consent agenda for discussion.

### **Request for Technology Audits Bids**

#### **Motion adopted**

**Elcock/Butler Mona**

That the Board of Directors direct the Executive Director to provide the Board with costs for a technology audit through request for bids and report to the Audit & Finance Committee then the Board as soon as possible.

The meeting recessed at 3:37 p.m. and reconvened at 3:50 p.m.

## **CANDIDATE QUALIFICATIONS COMMITTEE REPORT**

### **Bylaws Amendment for Candidate Requirements**

Rationale: The Candidate Qualifications Committee recommends the adoption of a bylaw amendment to require that before a person may become a candidate for any office he/she must have completed the full term of any required prerequisite office. For example, before a person may be a candidate for an at large position on the OI Board, he/she must have completed a full term as a District Governor. We would further recommend that this apply to all offices at all levels of Optimist International.

#### **Motion adopted**

**Weinsoff/Paquette**

That the Board of Directors directs the Governance Committee to present wording to the Board of Directors to present a Bylaws Amendment proposal regarding requiring a candidate's pre-requisite to have served a full term of office prior to the office he/she is being nominated to the delegates at the July 2018 convention to become effective October 1, 2018.

### **International Board Directors at Large Elections**

#### **Motion adopted**

**Garner/Weinsoff**

That the Board of Directors presents the following bylaws amendment regarding Officer and Board Director at Large terms to the delegates at the July 2018 convention to become effective October 1, 2018.

Bylaws Article IV. International Convention and Elections

Section 3. Online Election

C. General Provisions.

Elected officers and directors shall not be eligible to succeed themselves. For the office of International President, Board Director, or Vice President, an individual may only serve one

term in the office which they are elected. **Individuals elected or appointed to the Board of Directors may not seek another position (invited or self-nominated) until he/she is serving in the final year of his/her term on the board of directors, such that the term of office on the board would be complete before taking the newly elected office.**

### **President-Elect to Attend First CQ Committee Meeting**

Rationale: The Candidate Qualifications Committee recommends that future Candidate Qualification Committees to invite the President-Elect to attend the first CQ Committee meeting to observe and participate in discussions concerning the business of the CQ Committee. The President-Elect would not be a member of the committee and, as such, would not vote with the committee. However, the CQ Committee feels this would be beneficial to the organization and the President Elect.

**Motion adopted**  
**Elcock opposed**

**Brose/Cyphers**

That the Board of approve the Candidate Qualifications Committee to invite the President-Elect each year to attend the first meeting of the Candidate Qualifications Committee.  
(Budget Impact: \$1000 per year)

On behalf of the Board of Directors, Mark Weinsoff thanked the Chair Danny Rodgers for the report.

### **AUDIT & FINANCE COMMITTEE REPORT**

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

### **2017-2018 Fiscal Year Budget**

Rationale: A few revisions to the 2017-2018 budget were made to adjust for staffing changes, royalty income and the lack of a rental tenant. The Committee also reviewed the first quarter financials and had no concerns.

**Motion adopted as amended**  
**Elcock opposed**

**Weinsoff/Butler Mona**

That the Board of Directors adopt the revisions to the 2017-2018 Fiscal Year Budget and deleting the "oil revenue" in the noted line item.

### **Club State Incorporations**

Rationale: While discussing the Club Insurance Renewal, the Committee felt that it is imperative (in order to protect the Club and the Members) that all US Club incorporate in their respective state.

**Motion failed**

**Cyphers/Paquette**

That the Board of Directors direct that Field Rep and New Club Building efforts put emphasis on local state incorporation for all new Clubs.

## **Club Donations to the Centennial Celebration Effort**

Rationale: To help offset the expenses being incurred for the Centennial Celebrations efforts, the Committee is requesting that all Optimist Clubs be given the chance to help support the effort. Clubs contributing can be recognized by being highlighted in the Convention Program.

### **Motion adopted**

**Paquette/Weinsoff**

That the Board of Directors direct staff to explore the possibility of including a statement on all Club Dues Billings to donate to the Centennial Celebrations efforts.

On behalf of the Board of Directors, Patsy Garner thanked Chair Guy Templin for the report.

The meeting recessed for the evening at 4:40 p.m.

## **Friday, March 2, 2018**

The meeting reconvened at 8:00 a.m.

## **NEW CLUB BUILDING COMMITTEE REPORT**

The report of the New Club Building Committee was presented to the Board of Directors by Committee Chair Jim Oliver via telephone.

### **Optimist Clubs in China**

Rationale: China represents an untapped market for Optimist International. Work has been underway since the spring of 2017 to learn of the requirements, regulations and costs of establishing Optimist International-China, the legal entity under which Optimists Clubs would be created. Those items are detailed in the Power Point presentation attached to this report which was produced by the volunteers in Beijing that Optimist International has been working with. It includes details about the personnel, potential projects, potential growth and costs associated with establishing Optimist International-China and the first club, The Optimist Club of Beijing. The Committee requests the Board consider a motion to approve establishment of Optimist International-China to allow for development of new clubs in the People's Republic.

### **Motion adopted**

**Butler Mona/Garner**

That the OI Board of Directors approve the development of the entity Optimist International-China to be located in Hong Kong and facilitate the registration process.  
(Budget Impact: FY 2017-2018: \$5,000)

On behalf of the Board of Directors Rebecca Butler Mona thanked Chair Jim Oliver for the report.

## **AD HOC INTERNATIONAL EXPANSION COMMITTEE**

President-Elect Rebecca Butler Mona addressed the Board of Directors.

### **Motion adopted**

**Butler Mona/Weinsoff**

That the Board of Directors request the President to appoint an ad-hoc committee on International Expansion, to evaluate current efforts, consider priority geographic markets for targeted expansion, and provide recommendations for the operational model to support that. Also to recommend consideration of existing countries outside of the United States (particularly Canada and the Caribbean) to apply any facets of that recommendation which would benefit our growth efforts in those markets.

## **GOVERNANCE COMMITTEE REPORT**

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Steffi Swanson.

### **Friends of Optimist as Club Officers**

Rationale: The Governance Committee was charged to review the Bylaws and all revisions adopted by the delegates at the past convention. In this review, the Committee discussed the revisions adopted regarding the Friends of Optimist. The Committee felt that the following motion is needed to clarify the status of the Friend member and to encourage Friends that want to be active in a Club to join the Club and pay applicable dues. Consideration should be made allowing the processing fee to be waived if the Friend becomes an active Club member. The Committee is not in favor of the proposed bylaw amendment of the Optimist Club of Antelope Valley, CA that suggests an individual must have been a member of a Club for at least three consecutive years and served as a Club officer other than president for at least one year.

### **Motion adopted**

**Cyphers/Garner**

That the Board of Directors presents the following Bylaws amendment regarding Friends of Optimists to the delegates at the July 2018 convention to become effective October 1, 2018:

#### **Bylaws Article III. Membership**

**Section 2. Friend of Optimist Member.** Any Member, due to relocations, and potential Members to areas where there are no Optimist Clubs convenient for them to join, may remain as Members or become Members of the organization except for cause or conduct unbecoming to the Club. The Friend of Optimist Member shall pay annual dues set forth in these Bylaws and shall have the same privileges as any Member of a Club, except that such Friend of Optimist Member shall be ineligible to **serve as an officer of an Optimist Club and/or on the Club Board of Directors, or to** vote at International and District Conventions and shall be exempt from any action by the Optimist Club's Board of Directors under Club Bylaw Article V – Termination of Membership.

## Revocation of a Member by the International Board of Directors

Rationale: In its December meeting, the Board of Directors directed the Governance Committee to “draft policy language to suspend or revoke an individual club member in question/or default of the “good character” requirement of Bylaws Article Section 1A until such time the issues of the concern have been resolved.” The rationale for the amendment should be clear to the delegates that this proposal is not meant to usurp Club Board authority. The proposal is simply meant to provide a vehicle for the Board of Directors to take action in the rare instances if a Club’s Board of Directors is unable or unwilling to do so. The Committee also felt that the Bylaws clause as currently written is cumbersome and should be divided for easier understanding and clarification.

### Motion adopted as amended

Cyphers/Paquette

That the Board of Directors presents the following Bylaws amendment regarding membership revocation by the Optimist International Board of Director to the delegates at the July 2018 convention to become effective October 1, 2018:

Bylaws Article III, Membership

Section 1. Clubs

A. Optimist Club Structure

1. Membership in Optimist Clubs

a. *General.*

- i. **Classification.** Membership in an Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. ~~No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child or persons under the age of 18.~~ Membership in Optimist Clubs shall be classified as active, and may be further classified as college membership, or life membership. All membership in Clubs shall be held by individuals. Such memberships are not transferable.
- ii. **Military Duty.** As to a person who has ceased being a member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of enrollment with a Club after completion of the tour of duty, such Member shall be reinstated without the requirement to pay any processing fee to Optimist International.
- iii. **Revocation of Membership.** No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, ~~or person s~~ ~~under the age of 18~~ or entity. **Upon failure of the club board of directors to take action, any individual charged with conduct unbecoming an Optimist member, may be subject to suspension and/or termination after an investigation and/or adjudication by the Optimist International Board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the Board of Directors shall be given by certified mail and any other delivery method available.**

## Members Acting as Agents for Club Activities

Rationale: In its December 2017 meeting, the Board of Directors directed the Governance Committee to draft wording for Bylaws and policy regarding non-members that act on behalf of an Optimist Club and putting the Club and Optimist International at risk for litigation. The Board provided the Committee with suggested language for policy and bylaw revisions which the Committee reviewed and modified. As suggested in the motion above, the Committee feels the clause for general membership should be divided into subsections to make the clause easier to read.

### **Motion adopted**

**Butler Mona/Garner**

That the Board of Directors presents the following Bylaws amendment regarding members acting on behalf of an Optimist Club to the delegates at the July 2018 convention to become effective October 1, 2018:

Bylaws Article III, Membership

Section 1. Clubs

A. Optimist Club Structure

1. Membership in Optimist Clubs

a. *General.*

- i. Classification.** Membership in an Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child or persons under the age of 18. Membership in Optimist Clubs shall be classified as active, and may be further classified as college membership, or life membership. All membership in Clubs shall be held by individuals. Such memberships are not transferable.
- ii. Military Duty.** As to a person who has ceased being a member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of enrollment with a Club after completion of the tour of duty, such Member shall be reinstated without the requirement to pay any processing fee to Optimist International.
- iii. Revocation of Membership (if adopted from above)
- iv. Individuals Managing Club Activities. Individuals having executive or supervisory control or authority such as coaches, assistant coaches, referees, and other participants managing Club projects are required to be paid members of the Club to receive benefits of the Club, including liability insurance protection.**

## **JOI PRESIDENT'S REPORT**

Mathew Nacev addressed the Board of Director via ZOOM and reviewed his written report. On behalf of the Board of Directors, Sandy Cyphers and Don Brose thanked the JOI President Mathew Nacev for his report.

## **GOVERNANCE COMMITTEE REPORT (CONT'D)**

**New Policy C-13; Membership for Individuals Managing Club Activities**

Rationale: As noted in the above rationale, the Governance Committee is providing wording as the Board of Directors requested. The policy mimics the bylaws amendment proposal but allows future definition and policy updates by the Board.

**Motion adopted**

**Cyphers/Brose**

That the Board of Directors adopt the following new policy regarding members managing Club activities:

**Membership for Individuals Managing Club Activities**

**C-13**

**Individuals having executive or supervisory control or authority such as Coaches, Assistant Coaches, referees, and other participants managing Club projects are required to be paid members of the Club to receive benefits of the Club, including liability insurance protection.**

**Standard Club Bylaws**

Rationale: The Governance Committee strongly believes that the Standard Club Bylaws should be updated and adopted by every Optimist Club to include the clause for non-member individuals and volunteers acting as agents for the Club. While it may be impossible for all Clubs to revise their current bylaws at the very least new Clubs should adopt the policy and current Clubs should be notified of the importance of the mandate.

**Motion adopted**

**Butler Mona/Garner**

That the Board of Directors adopt the following revision to the Standard Club Bylaws as mandatory (bold) language in all new Club Bylaws going forward beginning immediately:

**Article III - Membership**

Membership in this Optimist Club shall represent adults, who are persons of good character, from the business, social and cultural life of the community all memberships shall be held by individuals and shall not be transferable. **(currently mandatory and in bold)**

**Individuals having executive or supervisory control or authority such as Coaches, Assistant Coaches, referees, and other participants managing club projects are required to be paid members of the Club to receive benefits of the Club, including liability insurance protection.**

**Policy IC-35; Charter Disbandment & Charter Revocation Procedures**

Rationale: As directed by the Board of Directors in its December 2017 meeting, the Governance Committee drafted policy to confirm what to do and how to handle Club assets should a Club be disbanded and/or revoked without pre-determined Club bylaws indicating the Club's wishes. It was noted that the current Board Policy is not consistent with Standard Club Bylaws regarding this issue. The Committee has made a note to consider a future bylaws amendment and procedures regarding the Club dissolution of assets in Optimist International Bylaws Article III.

**Motion adopted**

**Garner/Cyphers**

That the Board of Directors adopt the revisions to Policy IC-35 as presented and that the Standard Club Bylaws be revised accordingly upon adoption.

**G. DISBANDED AND REVOKED CLUBS' ~~FINANCIAL~~ ASSETS**

After delinquent dues are paid to Optimist International, Clubs with any remaining ~~financial~~ assets are encouraged to contribute them to **Optimist International**, the Optimist International Foundation, **the Canadian Children's Optimist Foundation**, another Optimist Club, or another ~~recognized charity~~ **not for profit organization**. **If no disposition of the Club assets has commenced within 120 days after the effective date of dissolution, the assets of the Club shall be distributed to Optimist International, the Optimist International Foundation, or the Canadian Children's Optimist Foundation.**

**District Officer Qualifications**

Rationale: As requested by the Board Directors, the Governance Committee considered the implications of individuals not serving at least a full term as a Club President before being eligible to run for Governor-Elect. In order to have healthy Districts with leadership that is familiar to the demands and requirements of leadership, qualified individuals are critical. Should the delegates adopt the following amendment, the Suggested District Policies will be revised and will be a required change in District policies going forward.

**Motion adopted**

**Garner/Paquette**

That the Board of Directors presents the following Bylaws amendment regarding District Officer qualifications to the delegates at the July 2018 convention to become effective October 1, 2018:

Bylaws Article VII, Districts

SECTION 6. *Election of Officers and Governor-Elect, District.*

- A. *Qualifications.* No one shall be eligible for election or hold a District office unless he/she is duly enrolled on the International roster as a member of a Club in good Standing in Optimist International; **and for the office of Governor or Governor-Elect, they should have served all of a term of Club President.** ~~and, with the exception of the office of secretary, treasurer or secretary-treasurer, has served all of a term as held or is currently holding the office of President of an Optimist Club.~~

**Governor-Elect Job Description & Letter of Understanding**

Rationale: As directed by President Prillaman in his Charge Letter, the Governance Committee reviewed the Officer Job Descriptions and felt that it is imperative that Governor-Elect candidates are fully aware of what is expected of them. Policy ID-28 has a Job Description and a Letter of Understanding that explicitly state these requirements (see Exhibit H attached); as such, the Committee feels that each candidate and new Governor-Elect should be aware of the policy. The Committee feels that these documents should be included in the OI Reps packet, be used by District Candidate Qualifications Committees, and used by Vice Presidents in their first quarter District visits.

**Motion adopted**

**Weinsoff/Cyphers**

That the Board of Directors direct the International Leadership Development Committee to distribute the Governors-Elect Job Description and Letter of Understanding to Vice Presidents, District CQ Committee Chairs, and OI Representatives. The initialed and signed Letter of Understanding to be included in each individual's file for the International Candidate Qualifications Committee review.

**Suggested District Policies Regarding Junior Optimist Golf**

Rationale: As requested by the International Junior Golf Committee to make the Suggested District Policies congruent with current practice, the Governance Committee reviewed their suggested revisions and presents the following motion:

**Motion adopted**

**Garner/Cyphers**

That the Board of Directors adopt the following revisions to the Suggested District Policies regarding the optional wording to the Junior Golf Championships Qualifiers:

OPTIMIST INTERNATIONAL JUNIOR GOLF CHAMPIONSHIP QUALIFIERS

(Optional)

1. a. The District may conduct an Optimist International Junior Golf Championship Qualifier tournament each year. The District finals shall be conducted and the number of contestants provided to the International Office by the required date. **Districts are responsible for paying a participant fee for each golfer in the District's junior golf tournament in accordance with the Policies of the Optimist International Junior Golf Handbook. This fee will be incorporated into the participant's District tournament entry fee. (un-bolded wording)**
  - b. **The number of qualifying spots granted for future Optimist International Junior Golf Championships will be determined by the number of participants that are indicated on the District Qualifying Report Form and for whom the qualifier fee is paid. (un-bolded wording)**
2. All phases of the contest shall be conducted in strict compliance with Optimist International Junior Golf Championship rules **and guidelines as outlined in the Optimist International Junior Golf Handbook. Failure to comply with the guidelines may result in the district forfeiting their playing spots in the Championship. (un-bolded wording)**
3. A chairman shall be appointed by the Governor and shall be responsible for all details pertinent to the conduct of the contest. **The chairman shall try to recruit as many junior golfers as possible to the District Qualifier. The chairman may run fundraisers to help offset the District's expenses as much as possible. (un-bolded wording).**
4. ~~An entry fee of \$\_\_\_\_\_ shall be paid by all Clubs sponsoring an entrant in the District contest, or Zone contest if such contests are conducted. The costs of all transportation, food~~

~~and lodging in relation to Zone and/or District contests shall be the responsibility of the sponsoring Clubs.~~

**The District shall cover the registration fee to the Optimist International Junior Golf Tournament for the first place boy and first place girl winners in the 16-18 age category within the District. The registration discount, as set by Optimist International Junior Golf Handbook, only applies to the first place winner of each age division. In the event the first place winner does not attend, the discount does not apply to the second place/alternate winner. The District may also help offset some registration expenses of other golfers in additional age divisions. If a junior golfer from outside of the District plays in the tournament and happens to win, it may not be the responsibility of the District to pay the registration costs of this golfer. Optimist International Junior Golf Tournament registration fees are inclusive of hotel accommodations, entry fee (tournament rounds of golf), meals and designated evening events. All fees are subject to change as mandated in the Optimist Junior Handbook. (un-bolded wording)**

5. The costs of all awards and all authorized receipts and expenditures shall be budgeted and audited under Accounts 145 and 380. All such items shall be ~~supervised~~ **approved** by the District ~~Secretary-Treasurer~~ **Board of Directors** ~~who shall make all purchases and expenditures.~~

### **Standard Club Bylaws in Training**

Rationale: The Governance Committee strongly feels that all Clubs, especially Clubs that have not reviewed their bylaws in several years, should be aware of the mandatory wording in the current Standard Club Bylaws and should make sure that their Club bylaws are in compliance.

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

**Butler Mona/Paquette**

That the Board of Directors direct the International Leadership Development Committee to provide reference to and include in Governor and Governor-Elect, Secretary Treasurer and Secretary-Treasurer Elect, and Club President and Club President-Elect training and training materials, **and in the Club Pride Report**, the mandatory wording in the Standard Club Bylaws and request all current Clubs to adopt all such language.

### **Awards Policy ICD-135; Standard Club Bylaws in the Awards Program**

Rationale: The Governance Committee requests that Honor Club status include a provision that all Honor Clubs are in compliance with the mandatory wording contained in the Standard Club Bylaws. While it is acknowledged that the Awards Program is not due to be updated until 2021, it is hoped that the Board would adopt this provision and note in Policy ICD-135 that this provision will be forthcoming to give Clubs ample notice that the requirement is impending.

#### **Motion adopted**

**Weinsoff/Garner**

#### **Butler Mona/Weinsoff opposed**

That the Board of Directors include in Policy ICD-135, the compliance of mandatory wording in the Standard Club Bylaws in each Club considered for Honor Club each year. This notation as a footnote until 2021 when the Awards Policy is able to be updated.

On behalf of the Board of Directors, Adrian Elcock thanked Committee Chair Steffi Swanson for the report.

The meeting recessed at 9:55 a.m. and reconvened at 10:10 a.m.

### **AUDITOR'S REPORT**

Amy Althoz, Partner of RubinBrown addressed the Board of Directors and reviewed the Optimist International IRS Form 990.

### **AUDIT & FINANCE COMMITTEE REPORT (CONT'D)**

#### **Acceptance of Auditor's IRS Form 990 for Optimist International**

Rationale: The Audit and Finance Committee reviewed the draft IRS Form 990 submitted by the auditors. The Committee offered several minor revisions as noted in the auditor's presentation and now requests the Board adopt the document as presented (See Exhibit A).

#### **Motion adopted**

**Prillaman/Weinsoff**

That the Board of Directors hereby accept the Optimist International IRS Form 990 for 2016-2017 as presented by Rubin Brown, LLP-CPA's.

The meeting recessed at 10:19 for the Youth Programs Foundation to convene. The Optimist International Board of Directors reconvened at 10:40 a.m.

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

The President of the Canadian Children's Optimist Foundation presented the report. On behalf of the Optimist International Board of Directors, Jim Kondrasuk thank President Raymonde Michaud for the report.

The meeting recessed into executive session at 10:50 with the Optimist Creed.

#### **Motion adopted**

To adjourn the meeting.

There being no further business, the meeting adjourned at 12:30 p.m.

Benny Ellerbe  
Executive Director/Secretary

# TABLE OF CONTENTS

<b>ADOPTION OF CONSENT AGENDA ITEMS</b> .....	<b>2</b>
APPROVAL OF BOARD MEETING MINUTES AND EBALLOTS: .....	2
<i>December 8, 2017</i> .....	2
<i>Eballot: January 10, 2018</i> .....	2
<b>ADOPTION OF AGENDA</b> .....	<b>2</b>
<b>PRESIDENT’S REPORT</b> .....	<b>2</b>
<b>PRESIDENT-ELECT’S REPORT</b> .....	<b>2</b>
PRESIDENTIAL AWARDS AND INCENTIVES .....	2
<b>EXECUTIVE DIRECTOR’S REPORT</b> .....	<b>3</b>
BUILDING LEASE AGREEMENT.....	3
<b>OPTIMIST INTERNATIONAL FOUNDATION REPORT</b> .....	<b>3</b>
<b>SOUTH CAROLINA DISTRICT REQUEST FOR DUES INCREASE</b> .....	<b>3</b>
<b>AD HOC ELECTION COMMITTEE REPORT</b> .....	<b>3</b>
2018 ONLINE ELECTION .....	3
<b>CENTENNIAL COMMITTEE REPORT</b> .....	<b>4</b>
<b>FUNDRAISING AND SPONSORSHIPS COMMITTEE REPORT</b> .....	<b>4</b>
REQUEST FOR FUNDING .....	4
<b>CONVENTION COMMITTEE REPORT</b> .....	<b>5</b>
<b>TECHNOLOGY COMMITTEE REPORT</b> .....	<b>6</b>
REQUEST FOR TECHNOLOGY AUDITS BIDS.....	6
<b>CANDIDATE QUALIFICATIONS COMMITTEE REPORT</b> .....	<b>6</b>
BYLAWS AMENDMENT FOR CANDIDATE REQUIREMENTS.....	6
PRESIDENT-ELECT TO ATTEND FIRST CQ COMMITTEE MEETING.....	7
<b>AUDIT &amp; FINANCE COMMITTEE REPORT</b> .....	<b>7</b>
2017-2018 FISCAL YEAR BUDGET .....	7
CLUB STATE INCORPORATIONS .....	7
CLUB DONATIONS TO THE CENTENNIAL CELEBRATION EFFORT .....	8
<b>NEW CLUB BUILDING COMMITTEE REPORT</b> .....	<b>8</b>
OPTIMIST CLUBS IN CHINA.....	8
<b>AD HOC INTERNATIONAL EXPANSION COMMITTEE</b> .....	<b>9</b>
<b>GOVERNANCE COMMITTEE REPORT</b> .....	<b>9</b>
FRIENDS OF OPTIMIST AS CLUB OFFICERS .....	9
REVOCATION OF A MEMBER BY THE INTERNATIONAL BOARD OF DIRECTORS .....	10
MEMBERS ACTING AS AGENTS FOR CLUB ACTIVITIES .....	11
<b>JOI PRESIDENT’S REPORT</b> .....	<b>11</b>

<b>GOVERNANCE COMMITTEE REPORT (CONT'D)</b> .....	<b>11</b>
NEW POLICY C-13; MEMBERSHIP FOR INDIVIDUALS MANAGING CLUB ACTIVITIES .....	11
STANDARD CLUB BYLAWS.....	12
POLICY IC-35; CHARTER DISBANDMENT & CHARTER REVOCATION PROCEDURES .....	12
DISTRICT OFFICER QUALIFICATIONS .....	13
GOVERNOR-ELECT JOB DESCRIPTION & LETTER OF UNDERSTANDING.....	13
STANDARD CLUB BYLAWS IN TRAINING .....	15
AWARDS POLICY ICD-135; STANDARD CLUB BYLAWS IN THE AWARDS PROGRAM .....	15
<b>AUDITOR'S REPORT</b> .....	<b>16</b>
<b>AUDIT &amp; FINANCE COMMITTEE REPORT (CONT'D)</b> .....	<b>16</b>
ACCEPTANCE OF AUDITOR'S IRS FORM 990 FOR OPTIMIST INTERNATIONAL .....	16
<b>CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT</b> .....	<b>16</b>