

# MINUTES

## BOARD OF DIRECTORS MEETING

March 1, 2019

International Headquarters Office  
St. Louis, Missouri

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

Rebecca Butler-Mona	President	West Des Moines, Iowa
Adrian Elcock	President-Elect	St. Thomas, Barbados
Nick Prillaman	Immediate Past President	Atlanta, Georgia
Nicole Paquette	2016-2019 Director	Casselman, Ontario
Mark Weinsoff	2016-2019 Director	Goleta, California
Patsy Garner	2017-2020 Director	Fort Worth, Texas
Don Brose	2017-2020 Director	Clarkston, Michigan
Sandy Cyphers	2018-2021 Director	Wilmington, North Carolina
Sandy Larivee	2018-2021 Director	Essex, Ontario
Benny Ellerbe	Executive Director	St. Louis, Missouri
Melvin Bannister	President	Optimist International Foundation
Excused:		
Vince Parker	President	Canadian Optimist Children's Foundation

Excused from the Optimist International Board of Directors meeting; however, reported via online streaming for the Youth Programs Foundation:

Cole Mullins	JOI President	Coronado, California
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**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.**

### **Friday, March 1, 2019**

Immediate Past President Nick Prillaman called the second regular meeting of the 2018-19 Optimist International Board of Directors to order at 8:30 a.m. The invocation was given by Board Director Nicole Paquette, the Pledge of Allegiance was led by Board Director Sandy Cyphers, and a toast to all countries with an Optimist Club was led by Board Director Mark Weinsoff. The Board of Directors recited of the Mission Statement.

**Motion adopted**

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

**ADOPTION OF CONSENT AGENDA ITEMS**

**Motion adopted**

**Cyphers/Paquette**

To adopt the consent agenda as presented.

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

**Motion approved**

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

November 30, 2018 – Refer to Minutes  
Eballot February 12 - Adopted

That the Board of Directors approve the East Quebec and Acadia District’s request to hold a special convention to elect a Governor for the year 2019-2020.

**Activities Committee**

**Optimist International Board Policy I-66, International Programs**

Rationale: At the November 28, 2018 meeting, the Optimist International Board of Directors approved the following language regarding the World Oratorical Championships to become effective October 1, 2021: Application: Section II. 6. Each District Winner shall compete at the World Oratorical Championships in person at the designated locations. If unable to attend in person, the next available runner up, would be allowed to compete for the World Oratorical Scholarships. For consistency, the Optimist International Board Policy I-66 needs to be updated.

**Motion adopted**

That the Optimist International Board of Directors updates the following wording in Policy I-66, International Programs, Optimist International World Championships Contest:

Optimist International Oratorical World Championships Contest  
The Oratorical World Championships is a permanent component to the Oratorical program. **Effective October 1, 2021,** ~~E~~ each District Winner shall compete at the World Oratorical Championships in person at the designated locations. If unable to attend in person, the next available runner up, would be allowed to compete for the World Oratorical Scholarships.....

**ADOPTION OF AGENDA**

**Motion adopted**

**Butler Mona/Elcock**

To adopt the agenda as amended.

## **PRESIDENT’S REPORT**

President Butler Mona addressed the Board of Directors and reviewed her written report. On behalf of the Board of Directors, Adrian Elcock thanked the President for the report.

## **PRESIDENT-ELECT’S REPORT**

President-Elect Adrian Elcock addressed the Board of Directors and reviewed his written report. On behalf of the Board of Directors, Nicole Paquette thanked the President-Elect for the report.

## **EXECUTIVE DIRECTOR’S REPORT**

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

### **Ronald McDonald House**

#### **Motion adopted**

**Butler Mona/Cyphers**

That the Board of Directors name the Ronald McDonald House as an endorsed organization.

On behalf of the Board of Directors, Nick Prillaman thanked Benny Ellerbe for the report.

## **OPTIMIST INTERNATIONAL FOUNDATION REPORT**

The written report of the Optimist International Foundation was presented to the Board of Directors by President Melvin Bannister. On behalf of the Board of Directors, Rebecca Butler Mona thanked President Bannister for the report.

## **AD HOC WORLD ORATORICAL & SCHOLARSHIPS COMMITTEE REPORT**

An informational report of the Ad Hoc World Oratorical & Scholarships Committee was presented to the Board of Directors by Committee Chair Janet Lloyd.

## **POLICY I-18, DOMESTIC PARTNER**

#### **Motion adopted**

**Garner/Butler Mona**

That the Board of Directors replace the term “domestic partner” to “spouse or domestic partner” in the Travel Chart of Policy I-18.

## **AD HOC REVIEW OF OPTIMIST INTERNATIONAL ORGANIZATION, STRUCTURE & ADMINISTRATION (ROOSA) COMMITTEE REPORT**

The report of the Ad Hoc ROOSA Committee was presented to the Board of Directors by Committee Chair Robert Garner.

### **Comprehensive Training and Tracking**

#### **Motion adopted**

**Weinsoff/Brose**

That the Board of Directors direct staff to immediately begin development and implementation of a comprehensive training program for executive leadership of all Optimist Clubs. The Training Programs may be administered through webinars, on-line training, or digital kit form. All training must include COMPREHENSION TESTING and TRACKING CAPABILITY. This program will be designed to facilitate real-time tracking regarding preparedness of all club leadership.

### **Future Recommendations**

#### **Motion adopted**

**Weinsoff/Paquette**

That the Board of Directors direct the Ad Hoc ROOSA Committee to collaborate with the International Governance and Audit & Finance Committees and the Board of Directors to further develop recommendations presented by the Ad Hoc ROOSA Committee with an update to be delivered at the next meeting of the Board of Directors.

### **Update to Delegates**

#### **Motion adopted**

**Garner/Larivee**

Pursuant to the President's Charge Letter, that the Board of Directors direct the Ad Hoc ROOSA Committee to prepare an update to the delegates at the Optimist International Convention in Louisville, KY.

On behalf of the Board of Directors, Board Director Mark Weinsoff thanked Chair Robert Garner for the report.

The meeting recessed at 9:45 a.m. in to executive session and reconvened at 10:00 a.m. The meeting recessed at 10:52 a.m. and reconvened in to regular session at 11:00 a.m.

## **AUDITOR'S REPORT**

Amy Altholz, Partner of RubinBrown addressed the Board of Directors and reviewed IRS Form 990s for Optimist International and the Optimist International Youth Programs Foundation.

#### **Motion adopted**

**Butler Mona /Cyphers**

To accept the Optimist International IRS Form 990 for the 2017-2018 as presented.

## **CANDIDATE QUALIFICATION COMMITTEE REPORT**

The report of the Candidate Qualifications Committee was presented to the Board of Directors by Committee Chair J.C. St-Onge via online streaming. Chairman St-Onge formally announced the Candidate Qualifications Committee's slate of officers for the 2019 election:

President-Elect Nominee: Mark Weinsoff (PSW)  
Vice Presidents-Elect Nominees:  
Region 1 Northeast & Great Lakes - Tracy Huxley (SWONT)  
Region 2 Southeast – Patrick Prendergast (CAR)  
Region 3 Mid-Atlantic – Terry Corle (CAPVA and NCE)  
Region 4 Middle America – Theresa Evans (WMO)  
Region 5 Great Plains – Terry Gorman (DMM)  
Region 6 Southwest – Carol Hodges (STX)  
Region 7 West Coast – Pat Thomas (OK)  
Region 8 St. Lawrence – Ilze Epnors (QS)

Board Director at Large Nominees (listed in alphabetical order):  
Luc Dubois (QS)  
Sandy Williams (AZ)

Chairman St-Onge noted that the deadline for Self-Nominations for President-Elect, At Large Board Director, and Vice President-Elect is April 1. Qualified candidates who are properly nominated on or before April 1, 2019 will also be added to the slate of officers to be placed into nomination for online voting.

On behalf of the Board of Directors, Board Director Patsy Garner thanked Chair J.C. St-Onge for the report.

## **AUDIT & FINANCE COMMITTEE REPORT**

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

### **Optimist International Fiscal Year 2018-2019 Budget**

Rationale: The Audit and Finance Committee reviewed the 2018-2019 fiscal year budget.

#### **Motion adopted**

**Butler Mona/Garner**

That the Board of Directors approve the Fiscal Year 2018-2019 Budget as revised and presented.

### **Québec Revenue Agency**

#### **Motion adopted**

**Garner/Larivee**

That the Board of Directors direct payment of the GST assessment in the amount of \$213,000 Canadian dollars to avoid future interest charges. The Board of Directors would like to recognize in no way would this be an admission of guilt and will continue to pursue the appeal

thru the court process.

**Motion adopted**

**Butler/Larivee**

That the Board of Directors direct staff to obtain legal and auditors fee estimates beyond the 213,000\$ Canadian to pursue the legal process appeal.

**Motion adopted**

**Butler Mona/Cyphers**

That the Board of Directors direct the Audit & Finance Committee to develop a plan for reserves to accommodate potential losses and to analyze the impact on the organization and members if the appeal to Revenue Canada is lost.

**Gartner IT Subscription**

**Motion adopted**

**Butler Mona/Elcock**

That the Board of Directors direct Mark Weinsoff and IT staff to work with Gartner in determining the realized value of the current Gartner subscription for presentation to the Board at the next meeting, as well as referring this input and estimate of subscription renewal fee to the Audit & Finance Committee for consideration in the 2019-20 budget preparation.

On behalf of the Board of Directors, Board Director Don Brose thanked Chair Tom Lloyd for the report.

**CANADIAN CHILDREN’S OPTIMIST FOUNDATION REPORT**

The written report of the Canadian Children’s Optimist Foundation was presented to the Board of Directors by President Vince Parker via online streaming. On behalf of the Board of Directors, President Rebecca Butler Mona thanked President Parker for the report.

**JUNIOR OPTIMIST INTERNATIONAL FROM YOUTH PROGRAMS FOUNDATION TO OPTIMIST INTERNATIONAL**

**Motion adopted**

**Cyphers/Garner**

That the Board of Directors, effective April 1, 2019, bring Junior Optimist International and all expenses, revenue, staff and committee reporting directly under the OI umbrella and away from the YPF.

The meeting recessed at 12:03 p.m. for lunch and reconvened at 1:00 p.m.

**GOVERNANCE COMMITTEE REPORT**

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Robert Doyle.

## **Bylaws Amendment, Presidential Appointments to the International Candidate Qualifications Committee**

Rationale: As directed by the Board of Directors at their November 30, 2018 meeting, the Governance Committee is presenting the following motion to the Board for approval to present the following Bylaws amendment clarifying the Presidential appointments to the International Candidate Qualifications Committee. The Committee felt that there were no necessary revisions to the wording the Candidate Qualifications Committee presented in November.

### **Motion adopted**

**Larivee/Paquette**

That the Board of Directors presents the following Bylaws amendment regarding Presidential appointments to the Candidate Qualifications Committee to the delegates at the July 2019 convention to become effective October 1, 2019:

Bylaws Article V, International Board of Directors  
Section 6. International Committee  
Paragraph C. Appointment and Term

2. (c) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President-Elect shall appoint one member to a three year term **to begin on October 1 of the appointing officer's year as President** but no appointed member shall be eligible to serve consecutive full terms. Any vacancy to one of these appointments shall be reappointed by the International President that made the original appointment **for the remainder of that person's member's term**. No member of the Board of Directors shall be eligible to serve on this committee. If a Past President on the committee becomes ~~deceased or incapacitated~~ **unavailable** to the extent that he/she cannot serve, the most immediate and available Past President who has rotated from the committee would fill the vacancy for the balance of the ~~deceased or incapacitated~~ **unavailable Past President's term year**. ~~This procedure will apply on an annual basis for the remainder of the vacated term on the Committee.~~

## **Sports Affiliated Member**

Rationale: The Governance Committee considered the issues of many true sports clubs that have member coaches that are continually added and dropped every year. This continually makes it difficult for the Club, District, and International to account for membership. The Governance Committee conferred with the Chair of the Ad Hoc Sports Committee on this and several other issues dealing with sports clubs.

### **Motion failed**

**Elcock/Paquette**

That the Board of Directors present the following Bylaw Amendment regarding Sports Affiliated Membership to the delegates at the July 2019 Convention to become effective October 1, 2019.

Bylaws Article III, Members  
Section 1. Clubs

A. Optimist Club Structure

1. Membership in Optimist Clubs

a. General

iv. **Any** individuals having executive or supervisory control or authority **including but not limited to** ~~such as~~ coaches, assistant coaches, ~~referees~~, and other participants

managing sports teams Club projects are required to **become a Sports Affiliated Member of Optimist International** ~~be or~~ a member of the Club to receive benefits of ~~of~~ the Club, including liability insurance protection. **Any contracted person(s) or entity(s) is not subject to this provision. (revised)**

**New paragraph d. Sports Affiliated Member.** A Sports Affiliated Member shall pay annual dues as published by Optimist International and shall have the same privileges as any Member of a Club, except that such Sports Affiliated Member shall be ineligible to serve as an officer of an Optimist Club and/or on the Club Board of Directors, or vote at International and District Conventions or Club meetings and shall be exempt from any action by the Optimist Club's Board of Directors under Club Bylaw Article V – Termination of Membership.

### **Contracted Club Managers**

#### **Motion adopted**

**Paquette/Garner**

That should the above proposal not be adopted by the delegates, the Board of Directors will present the following Bylaw Amendment regarding ~~Sports Affiliated~~ Membership to the delegates at the July 2019 Convention to become effective October 1, 2019.

Bylaws Article III, Members

Section 1. Clubs

A. Optimist Club Structure

1. Membership in Optimist Clubs

a. General

iv. Individuals having executive or supervisory control or authority such as coaches, assistant coaches, referees, and other participants managing Club projects are required to be members of the Club to receive benefits of the Club, including liability insurance protection. **Any contracted person(s) or entity(s) is not subject to this provision.**

### **Friend of Optimist Member**

Rationale: In its review of Bylaws and policies, the Governance Committee discussed the Friend of Optimist membership classification. The Committee felt that in light of the above discussions of the Sports Affiliated Member proposal classification, the Friend of Optimist should be similarly considered as a separate classification of the true Club member.

#### **Motion adopted**

**Elcock/Garner**

That the Board of Directors present the following Bylaw Amendment regarding Friends of Optimist to the delegates at the July 2019 Convention to become effective October 1, 2019.

Bylaws Article III, Members

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 vote at International, ~~and~~ District Conventions **or Club meetings** and shall be exempt from any action by the Optimist Club's Board of Directors under Club Bylaw Article V

– Termination of Membership.

## Officers and Board Members Terms of Election

Rationale: As directed by the President’s Charge letter, the Committee reviewed the Bylaws Amendments that were presented to the delegates at the 2018 convention. The amendment proposal for restricting the International Candidate Qualifications Committee from nominating a President-Elect candidate from the Board Directors at Large currently serving on the Board to be placed on the ballot unless they are serving their final year, was defeated on floor. However, the Committee discussed the proposal at length, and strongly feels that since the delegates elect Board Directors at Large for a three year term, they should be obligated to fill that term. Three year terms ensure that an individual gains the knowledge and provides the continuity they were elected to provide. It should be noted that the model bylaws for Clubs, Suggested District Policies, and the Candidate Qualifications Committee itself, do not disrupt office terms.

**Motion failed**

**Elcock/Paquette**

**Weinsoff abstained**

That the Board of Directors present the following Bylaw Amendment regarding Officer and Board member terms of election to the delegates at the July 2019 Convention to become effective October 1, 2019.

Bylaws Article IV. International Convention and Elections

Section 3. *Online Election*

C. *General Provisions.* No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on October 1 next following their election. For each President-Elect and Vice President-Elect, between the annual convention next following the election as President-Elect or Vice President-Elect, as the case may be, and the assumption of office, such person shall be known as the President-Designate or Vice President-Designate, as the case may be. Those eligible for the office of Vice President, Vice President-Elect and Member-At-Large on the Board of Directors shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor. **No person who is currently serving as a Director-at- Large on the International Board of Directors may cause to have his or her name placed in nomination, individually or by the Candidate Qualifications Committee, unless he or she is in the final year of their term as a Director-at-Large.** Those eligible for the office of President shall be a member of a Club in good standing in Optimist International, and they shall have served a full term as a District Governor and a full term as a Vice President. 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.

## Voting at International Conventions

Rationale: The Governance Committee feels that it is necessary to explicitly state who is eligible to vote at Club, District, and International meetings.

**Motion adopted**

**Butler Mona/Elcock**

That the Board of Directors present the following Bylaw Amendment regarding voting at the International Convention to the delegates at the July 2019 Convention to become effective October 1, 2019.

Bylaws Article IV, International Conventions and Elections

Section 1. International Convention

- E. *Number of Votes.* In the transaction of convention business requiring a vote, each Club in good standing shall be entitled at a convention of Optimist International to one vote for each 10 **voting** members or majority fraction thereof (6 or more) based on the **voting numerical** membership enrolled by the Club in the office of Optimist International as of 30 April immediately preceding the convention. Each Club in good standing shall be entitled to a minimum of one vote. A Club organized after 30 April, and prior to the first day on which the convention is held, shall be entitled to cast its vote on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. A quorum of any convention shall consist of a majority of the accredited delegates. All voting shall be based on total number of votes cast by accredited delegates and, unless otherwise stated, any matter requiring a vote shall be approved by a majority of votes cast by accredited delegates.

## Bylaws Article IV, International Conventions and Elections

### Section 2. Notice of Annual Election

- A. *Number of Votes.* In an annual election, each Club in good standing shall be entitled to one vote for each 10 **voting** members or majority fraction thereof (6 or more) based on the **voting numerical** membership enrolled by the Club in the office of Optimist International as of 30 April immediately preceding the election. Each Club in good standing shall be entitled to a minimum of one vote. A Club organized after 30 April, and prior to the first day on which the election is held, shall be entitled to cast its vote on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. All voting shall be based on the total number of votes cast by accredited Clubs.

## Policy I-20; Financial Review

Rationale: In its review of the policies that were adopted at the November 2018 Board of Directors meeting, the Committee noted the revisions to Policy I-20 concerning expenditures exceeding the budgeted line item. While the Committee acknowledges that sometimes expenditures in excess of the line item budget may be necessary and can be adjusted by another line item budgeted amount that will not meet the budgeted amount anticipated, the Board of Directors, as the governing body of the organization, should be advised of these adjustments or overages. As such, the following proposal is offered.

### **Motion failed**

**Elcock/Larivee**

That the Board of Directors adopt the following revision to paragraph five of Policy I-20 as shown below:

The Board of Directors must be advised **in advance, with a rationale**, of any expenditures **in excess of which exceeded \$5,000 or 15% of any specific budgeted or non-budgeted item.** In addition, the Board of Directors must be advised in advance, **with a rationale**, any non-budgeted expenditures **in excess of between \$5,000 and \$20,000 must be approved by the Executive Director and the International President; any non-budgeted amounts in excess of \$20,000 must be approved by the Board of Directors. Non-recurring budgeted expenses exceeding \$5,000 must be approved by the Board of Directors.**

## Policy I-130; Candidate Qualifications Operational Guidelines

Rationale: In its review of policies and the decisions made at the last Board of Directors meeting, the Committee is offering some minor revisions to Policy I-130 to clarify the intent of the policy.

### **Motion adopted**

**Weinsoff/Butler Mona**

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

## XI. GUIDELINE FOR MEETINGS

- 11.1 The Committee's ~~prime order of business shall be to~~ nominate one qualified candidate for the office of President-Elect of Optimist International. The Committee ~~shall~~ **should** also **nominate** ~~select eight nominees~~ **one candidate** for the office of Vice President-Elect **for each Region of Optimist International as established by the Optimist International Board of Directors**. Finally, the Committee ~~shall~~ **should** **nominate** ~~select~~ at least one **candidate** ~~nominee~~ for each open position for ~~the office of~~ Director-At-Large. The Committee shall complete the selection process prior to the adjournment of the second meeting held in January or February. (Note: the Candidate Qualifications Committee has the option of naming two nominees for any Office as determined by Committee motion.)
- 11.2 No suggested word changes.
- 11.3 Recommendation Procedure for Vice President-Elect Nominees
- a. The Committee ~~will~~ **shall nominate** ~~select~~ a Vice President-Elect for each Region established by the International Board of Directors.
  - b. In its discretion, the Committee may nominate a **candidate whose membership is in a leader that belongs to** a club outside the region for which they are nominated.
  - c. At the Committee's first meeting, the members will select a tentative slate of Vice President-Elect nominees. Although the Committee members may decide to interview or otherwise make contact with the potential **nominees** ~~candidates~~, no funds are budgeted for in-person interviews.
  - d. At the second meeting, the Committee will select the Vice President-Elect Nominee for each Region by secret ballot.
  - e. There shall be a separate ballot for each Region and the Committee will use the same voting procedure for balloting as used for selecting the President-Elect Nominee except for Section 11.2(f).
  - f. If the **nominee** ~~person~~ selected as the first choice in a particular Region does not accept the nomination, the **nominee** ~~person~~ selected as the second choice for that Region will be asked to serve as the Vice President-Elect Nominee. If neither accepts the nomination, the **nominee** ~~person~~ selected as third choice for that Region will be asked to serve as the Vice President-Elect nominee.

### **Policy C-12; Youth Club Protection Policy**

Rationale: The Committee discussed at length the liability issues that Optimist International is exposed to by its members while conducting programs with youth. In order to protect children, as well as the adults that are helping them during an Optimist program or project, the Committee was asked to review the current Youth Protection Policy to make sure that there is the least amount of liability exposure to our members and the organization. While the policy is aspirational in nature, and not

mandatory, the policy will exist for the awareness of the Clubs.

**Motion adopted**

**Brose/Garner**

That the Board of Directors adopt the following revisions to Policy C-12 as presented and attached to these minutes.

The meeting recessed at 2:00 p.m. for the Youth Programs Foundation Board of Directors meeting. The Optimist International Board of Directors reconvened at 3:05 p.m.

**Volunteer Release and Waiver Liability Forms**

Rationale: Along with the Youth Protection Policy, the Committee was asked to review a proposed Waiver Form for Youth Volunteers, whereby the parent will acknowledge that Optimist International will be held harmless from liability during club projects. In addition, the Committee is offering a similar waiver for non-member adult volunteers that only want to help the club during an event as well as a Minor Participant Release and Waiver. The Committee is proposing these three waivers:

Adult Volunteer Waiver and Release: For all adult volunteers during an event or activity.

Minor Volunteer Waiver and Release: For youth volunteers, i.e. boy scouts, brothers and sisters of participants who are helping in concession stands, and other youth volunteers.

Minor Participant Waiver and Release: Youth actually participating in event or activity.

(bold) All Clubs should be encouraged to have all waivers available during any project or activity.(bold)

**Motion adopted**

**Garner/Weinsoff**

That the Board of Directors adopt the Minor, Adult, and Youth Participant Volunteer Release and Waiver liability Forms as presented.

**Policy ICD-13; Optimist International Code of Ethics for Optimist Members**

Rationale: In its overall review of policies, the Committee reviewed the Code of Ethics for Optimist Members. Along with the Youth Protection Policy, this Code of Ethics should be provided to Optimist Members as awareness for working with fellow Club members, youth, and volunteer adults.

**Motion adopted**

**Garner/Paquette**

That the Board of Directors adopt the following revisions to Policy ICD-13 as presented and attached to these minutes.

**Standard Club Bylaws**

Rationale: The Governance Committee reviewed the Standard Club Bylaws article by article. Several revisions are suggested:

**Motion adopted**

**Garner/Elcock**

That the Board of Directors adopt the following revisions to the Standard Club Bylaws as shown below:

Standard Club Bylaws

Article I – Name

This Club shall be known as (insert name of Club) an **affiliated member** ~~affiliate~~ of Optimist International (all bold)

**This is dependent of delegate approval of Item C above**

Article VIII – Election Procedure

Section 7: Friends of Optimist ~~are ineligible to serve as an officer of the Club and/or on the Club Board of Directors (OI Bylaws Article III, Section 2)~~ **shall be ineligible to serve as an officer of an Optimist Club and/or on the Club Board of Directors, or vote at International, and District Conventions or Club meetings and shall be exempt from any action by the Optimist Club's Board of Directors under Club Bylaw Article V – Termination of Membership**

Article IX – Meetings

Section 2: Special meetings may be called by the Presiding Officer, or by the Secretary upon receipt of a written request signed by at least five (5) **voting** members in good standing. Every member shall be notified in writing at least three days in advance of the special meeting and advised what business will be considered. No other business may be conducted at the meetings. (all in bold)

Section 3: One-third (1/3) of the **voting** members in good standing shall constitute a quorum at any regular, special or annual meeting of the Club. (all in bold)

Article XIII – Not-For-Profit Organization

\_\_\_\_\_ *Initial here to adopt* (U.S. Clubs only) This Club is organized and shall operate as a not-for-profit organization and shall be ~~initial here~~ incorporated within the state/~~provincial~~/ national statutes as such. (continue with same wording)

\_\_\_\_\_ *Initial here to adopt* (Canadian Clubs only) **This Club is organized and shall operate as a not-for-profit organization and shall be incorporated as such pursuant to applicable provincial and federal laws.**

On behalf of the Board of Directors, Board Director President-Elect Adrian Elcock thanked Chair Robert Doyle for the report.

### **AD HOC SPORTS CLUBS COMMITTEE REPORT**

An informational report of the Ad Hoc Sports Clubs Committee was presented to the Board of Directors by Committee Chair Patsy Garner. On behalf of the Board of Directors, Board Director nicole Paquette thanked Chair Patsy Garner for the report.

### **AD HOC INTERNATIONAL DEVELOPMENT COMMITTEE REPORT**

An informational report of the Ad Hoc International Development Committee was presented to the Board of Directors by Committee Chair Mark Weinsoff.

## **International Development Committee**

Rationale: The International Development ad hoc Committee was created to determine the way forward for international growth beyond the confines of the United States, Canada and the nations of the Caribbean. The committee is of the unanimous belief the oversight for and assistance with international development should be a continuing mission for Optimist International. This mission may include further development of support initiatives, direction for targeted areas for growth and hands on assistance with individual overseas development projects. The Committee is therefore requesting the Board of Directors consider a motion to create a standing International Development Committee charged with oversight and assistance with international growth initiatives.

### **Motion adopted**

### **Garner/Butler Mona**

That the OI Board of Directors approve a motion to create a standing committee charged with oversight of International Growth Development efforts.

Budgetary Impact: FY 2019-20 (???)

## **International Development Pilot Program**

Rationale: The Board of Directors created the International Development Pilot Program at the 2016 International Convention in Quebec City. The Program applies a different dues and fees structure to enhance development efforts in developing countries. Dues are set at \$10 US per member per year. Clubs in these developing countries are also assessed an annual affiliation fee of \$225 US. This dues and fees structure affects new Clubs primarily in Africa, Central America, South America and portions of Asia. The pilot program has been very successful allowing Optimist International to expand into numerous countries in these areas of the world. The committee is of the belief the pace of international expansion would be almost non-existent without this structure for dues and fees. The committee is requesting the Board of Directors consider a motion to create a permanent dues and fees structure for new Clubs in these areas of the world.

### **Motion failed**

### **Cyphers/Garner**

That the OI Board approve a motion to make permanent the three-year international development pilot program setting dues at \$10 US per member, per year with an annual Club affiliation fee of \$225 US.

Budgetary Impact: FY 2018-19 (None)

Budgetary Impact FY 2019-20 (None)

On behalf of the Board of Directors, Board Director Sandy Larivee thanked Chair Mark Weinsoff for the report.

## **PACIFIC NW DISTRICT REQUEST FOR SPECIAL CONVENTION**

### **Motion adopted**

### **Butler Mona/Garner**

That the Board of Directors approve the District's request for a special convention during their 3<sup>rd</sup> quarter conference to amend District policies.

**PACIFIC NW DISTRICT REQUEST TO ANNEX ALASKA**

**Motion tabled**

**Weinsoff/Brose**

That the Board of Directors approve annexing the State of Alaska in to the Pacific NW District. A Board of Directors teleconference date and time to be determined.

**TOURNAMENT OF ROSES PARADE FLOAT PROPOSAL**

President Rebecca Butler presented a proposal from Rotary International to co-sponsor a float in the Tournament of Roses Parade.

**Motion adopted**

**Butler Mona/Paquette**

That the Board of Directors explore the proposal to co-sponsor a \$120K float with a \$40K contribution from OI with Rotary with support from the California Districts.

The meeting recessed at 4:22 p.m. in to executive session at 4:33 p.m. The meeting reconvened at 5:08 p.m.

**BOARD POLICY ID-28, VICE PRESIDENT-ELECT JOB DESCRIPTION**

**Motion adopted**

**Elcock/Garner**

That the Board of Directors revise Policy ID-28, Vice President-Elect Job Description to strike Specific Responsibilities IV. Other Responsibilities A. ~~Have no other International appointments during the year as Vice President Elect~~ and re-number the remaining list of responsibilities.

**Motion adopted**

**Garner/Paquette**

To adjourn the meeting.

There being no further business, the meeting adjourned at 5:15 p.m.

Benny Ellerbe  
Executive Director/Secretary

**ATTACHMENTS:**

Board Policy ICD-13; Optimist International Code of Ethics for Optimist Members  
Board Policy C-12; Youth Club Protection Policy

## Optimist International Code of Ethics for Optimist Members

### ATTACHMENT: BOARD POLICY ICD-13

Optimist International is a worldwide organization of people focused on Optimism and the betterment of youth, community and the world.

All Optimists should conduct themselves in accordance with the Purposes of Optimist International and the principles of the Optimist Creed. In light of the purposes of Optimism and the Optimist Creed, Optimists should endeavor to treat others with respect, dignity, integrity, and concern. Optimist International is committed to providing a safe environment for all people, free from discrimination and from harassment. Thus, the following policies have been adopted:

1. All Optimists shall refrain from any usage of alcohol, tobacco, or any illegal substance while working with youth and at Club projects involving youth.
2. Engaging in making sexual comments, telling sexual or offensive jokes, sharing explicit material or other offensive materials or comments is expressly prohibited.
3. Usage of "terms of endearment" such as calling a child, "Honey", "Sweetie", "Baby Doll" is prohibited. Unwelcome physical contact with other Optimists or children is expressly prohibited. To that end, avoid patting, pinching, stroking, kissing, and hugging. (As a matter of best practice adults should ask children if it is ok to give them a hug.)
4. Individuals socializing with minor program participants is not permitted.
5. Optimists should be respectful of all other members at all items in regard to language, demeanor, options and personal space.
6. Any current or potential member convicted of criminal offenses involving moral turpitude or endangering youth shall be ineligible for membership.
7. Any current member having pending charges involving moral turpitude or endangering youth shall have their membership suspended until such charges are cleared.

## **Youth Club Protection Policy**

### **ATTACHMENT: BOARD POLICY C-12**

Youth deserve the best that an Optimist Club has to offer. This includes the relationship and interaction between the youth impacted by Optimist Programs and those adults who so generously give of themselves to assure the success of Optimist International. All adults working with Optimist programs for youth (under the age of majority) are expected to read/understand, agree to, and abide by these guidelines. This policy is recommended for all Clubs.

**Reporting:** All persons involved in an Optimist Club, JOI Club or Optimist Project shall report to local authorities any good-faith suspicion or belief that any child is or has been physically or sexually abused, physically or emotionally neglected, exposed to any form of violence or threat, exposed to any form of sexual exploitation, including the possession, production, or distribution of child pornography, online solicitation, enticement, or showing of obscene material. You may not abdicate this reporting responsibility to any other person.

**Investigation of Abuse:** Remember that you are not an investigator and that the investigation of allegations of abuse is best left to a trained investigator. Action on reports of suspected child abuse may be facilitated by working through child protective services and law enforcement agencies in your area. Each state has an agency designated to be the central reporting authority for child abuse within that state. The staff of these agencies may be available to provide additional information and training to leaders. Additional sources of assistance can be provided from the National Center on Child Abuse and Neglect (NCCAN); P.O. Box 1182, Washington DC 20013 or the Canadian Centre for Child Protection (CCC), 615 Academy Road, Winnipeg MB R3N 03N. Optimists will not tolerate any form of child abuse in their programs and will take all necessary steps to remove any offenders from leadership positions.

**Chaperone:** A chaperone shall be defined as an Optimist member, faculty member, parent, legal guardian, or person who is serving in the place of a parent, over the age of twenty-one (21), approved by the school, and registered with and accompanying the youth members at an Optimist Club event.

**Alcoholic Beverages:** While attending any project, meeting, social event, or other gathering that is conducted for the benefit of youth in attendance, adults are expected to refrain from consumption of alcoholic beverages during any portion of the event.

**Use of Tobacco:** While attending any project, meeting, social event, or other gathering that is produced primarily by or for the benefit of youth, adults are expected to refrain from the use of tobacco products in the presence of youth.

**Overnight stays:** While attending an event that requires overnight stay in a hotel or camp/conference setting, adequate adult chaperoning is expected and should include no fewer than one adult male for each ten or part of ten youth males, and one adult female for each ten or part of ten youth females. Except for a parent sharing a sleeping room with a child of the parent, no adult should share a hotel or dormitory sleeping room with a youth. In the event that sleeping quarters consist of multiple beds, such as a bunkhouse or camp

cabin, adults may share the sleeping quarter with youth members of the same gender, provided that two or more adults are present. At no time should an adult share a bed with a youth, with the exception of parent sharing a bed with the child of the parent.

Transportation: Adults transporting youth in a motor vehicle should do so with a second adult in the vehicle, or in hardship cases, the "rule of threes" being at least three people in the car at all times, is recommended.

Medications: The possession of prescription and non-prescription medications by youth at an event should be permitted only by permission of the parent/guardian.

Background checks: Background checks for adults working with youth should be required and should conform to applicable local and state/provincial laws and requirements. In the absence of local or state/provincial regulations, Optimist Clubs are advised to undertake confidential background checks for all adults who will be working directly with youth who may not have undergone a background check.

Conflicts with other rules: Whenever these guidelines may conflict with local state/provincial, or national laws or regulations, the highest applicable standards for conduct are expected to prevail.

Personal Information: All documents bearing personal information, including registration forms, medical information forms, permission to treat forms, etc. should be treated as being confidential. Processes that protect this information should be created, including minimizing the number of people who have access to any such documents. The documents should be maintained a minimum of three years or longer as may be required by applicable state/provincial laws and regulations. After the maintenance period has expired, the documents should be destroyed in a way that maintains confidentiality, such as shredding. It is also expected that the disposal and destruction of all confidential information will conform to applicable state/provincial laws and regulations.

Two-deep leadership: Two registered adult leaders or one registered adult leader and a parent of a participant, one of whom must be 21 years of age or older, are required on all trips and outings.

One-on-one Contact: One on one contact between adults and youth is not permitted. In situations that require personal conferences, the meeting is to be conducted in view of other adults and youths.

- A. Social Media: Optimists and/or JOI Advisors may not engage with youths through private online chatting or gaming or any form of one-on-one type of social media, including but not limited to Instagram, Twitter, Facebook, Tumblr, YouTube, LinkedIn, and any other interactive social media platforms. For purposes of this policy, the term "social media" means websites and applications that enable users to create and share content of any kind, type or quality (except texting which is addressed below), or to participate in social networking through online interactions.

- B. Texting: Under no circumstances may adults engage in one-on-one text communication applications (such as SnapChat, WeChat, WhatsApp, Facebook Messenger and similar instant messaging apps) that may be utilized to communicate one-on-one with youths during the program; One-on-one with youths is prohibited except in the event of an emergency. Group text of program updates or information may be acceptable.
- C. Emails: Emailing one-on-one with youth is prohibited except when Optimist/Directors need to communicate with youths as part of the program application and acceptance process. All other email communications with youth shall be copied to either a parent or other adult Program or project member.
- D. Telephone: Private telephone conversations with youths are prohibited except (a) in the event of an emergency or (b) by Program Directors who need to communicate with youths (i) as part of the program application and acceptance process; or (ii) to communicate programmatic information that the youth needs to know in order to participate in the program.
- E. Inappropriate use of smart phones, cameras, imaging, or digital devices is prohibited. The use of any device capable of recording or transmitting visual images of youth where privacy is expected is inappropriate and prohibited.

**Respect of privacy:** Adult leadership needs to respect the privacy of youth in situations (such as changing into swimming suits or taking showers) and intrude only to the extent that health and safety requires. Adult leadership also must protect their own privacy in similar situations.

**Separate accommodations:** There should be separate shower and restroom facilities for males and females; Separate male and female usage times should be scheduled and posted when separate facilities are not available.

**Secret organizations:** There are no secret organizations recognized by Optimist International. All aspects of our programs are open to observation by parents and leaders.

**Appropriate attire:** Proper clothing is required for all activities.

**Discipline:** Discipline should be constructive and reflect our values. Corporal punishment is never permitted.

**Hazing:** Physical hazing and initiations are prohibited and may not be included as part of any activity.

**Bullying or Abusive Behavior:** Engaging in any abusive conduct of any kind toward or in the presence of youth, including but not limited to verbal abuse, cyberbullying, striking, hitting, punching, poking, spanking, or restraining is prohibited. If restraint is necessary to protect a youth or others from harm, all incidents must be documented and immediately disclosed to the person in charge of the program and the youth's parent/legal guardian. This policy extends to youth-on-youth behavior.

**Socializing:** Socializing with youth program participants outside the program or inviting youths to one's home is not permitted. Engaging in any sexual activity, making sexual comments, telling sexual jokes, or sharing sexually explicit material (or assisting in any way to provide access to such material) with youths in the presence of youths is prohibited. Additionally, engaging in or allowing youths to engage you in conversations regarding romantic, sexual, or related matter, is prohibited.

**Education:** Every Optimist Club is expected to inform and educate its members on these guidelines and best practices annually.

### Criminal History Background Checks

To ensure that adults working with youth in Optimist Club sponsored programs are of the utmost moral fiber, a clear criminal history background check should be required for all adults (Optimist members and non-members) registered for, participating in, or staying overnight at any event an Optimist Club organizes that involves interaction between adults and youth. See Optimist International Member Resources Background Check.

Successful completion of the background check (a "clear check") is based on verification that none of the convictions stated above or similar thereto have been determined for that person. For adults working at the youth events stated above, a clear check is necessary prior to arrival at the event.

Anyone subject to action as a result of a background check should have the right to appeal such action. The Optimist Club's Board of Directors shall have final authority on the matter.

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

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