

MINUTES

BOARD OF DIRECTORS MEETING

March 2-3, 2012
International Headquarters
St. Louis, Missouri

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

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

Excused:

Marie-Claude Bourgeois	JOOI President	Jonquiere, Quebec
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Committee Reports are to be considered an integral part of these Minutes.

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

Friday, March 2, 2012

Immediate Past President Danny Rodgers called the second of the 2011-12 Optimist International Board of Directors to order at 9:00 a.m. with an invocation by Chris Jernigan, the Pledge of Allegiance led by Mike Goldman, and a toast to all countries with an Optimist Club led by J.C. St-Onge. Jim Kondrasuk led the recitation of the Mission Statement. Benny Ellerbe was appointed parliamentarian for the meeting.

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted

To adopt the consent agenda as presented.

Kondrasuk/Jernigan

Approval of Board Meeting Minutes

December 9-10, 2011

Motion adopted

To approve the minutes of the December 9-10, 2011 as presented below:

Teleconference Meeting Minutes

January 29, 2012

Motion adopted

To approve the minutes of the January 29, 2012 teleconferences presented/amended below:

Activities Committee Report

Johns Hopkins Pledge

Rationale: The Board of Directors directed the Activities Committee to implement a plan to create and fund the new commitment of \$500,000 to Johns Hopkins over the next five years. The Committee agrees with the Board that since the Foundation received \$80K last year designated for research or Johns Hopkins without promotion from Optimist International, an additional \$20K per year should not be difficult to raise. The Committee discussed a concern for the Matching Grants Program. The funds contributed to the Foundation earmarked for CCC without a designation to research or Hopkins are used to fund the current Matching Grant Program. The concern is if all CCC money is given to Johns Hopkins, there would not be any funds left to support the Matching Grant Program. Currently, a maximum of \$2,500 per Club is awarded to U.S. and Caribbean Clubs.

Motion adopted

That the Matching Grant program continue with a ceiling of \$25,000 annually with a \$1000 maximum matching grant per Club. (Note: This motion was amended: See Page 7)

Motion adopted

That, effective immediately, the Board of Directors approve that any funds designated for CCC in excess of \$25,000 be given to the Johns Hopkins commitment for the next five years.

February 29, 2012

Candidate Qualifications Committee Report

Nominations of Officers

The Candidate Qualifications Committee met February 24-25, 2012 in St. Louis and after much discussion and consideration of a broad range of potential candidates and as required by Bylaws Article V, Section 6B(d) to announce its slate of officers no later than March 1 prior to the election, they were are pleased to announce the following candidates to be placed in nomination at the International Convention in Milwaukee, Wisconsin:

Ron Huxley of Thedford ON for the office of President-Elect 2012-2013.

For the office of Vice-President Elect for the 2012-2013 administrative year:

Harry Margo	Region 1	Northeast & Great Lakes
Lois Philbrick	Region 2	Southeast
Willie Lee	Region 3	Mid Atlantic
Carl Westenbarger	Region 4	Middle America
Jim Boyd	Region 5	Great Plains
Ruth Nelson	Region 6	Southwest
William Meyers	Region 7	West Coast
Pierre Beaulieu	Region 8	Saint Lawrence

For the office of Director-At-Large (alphabetically):

Gil Ortiz
Marlene Phillips
Nick Prillaman
Rick Quinlan
Eddi Wint
Michael Woodward

Email Ballot

Motion Failed as it was not unanimous

That the Board of Directors adopt the proposal Community Projects Awards Rules as proposed by the International Activities Committee.

Staff Reports

District Request for Special Convention

Rationale: Optimist International Bylaws, Article VII, Section 4, requires that Districts must receive the approval of the International Board of Directors for any specially convened District Convention.

KYWVA (03) District

Rationale: At its second quarter meeting on February 18, 2012, the Kentucky West Virginia District adopted a motion to hold a special convention at its third quarter

meeting in May to discuss and vote on increasing the District dues for the next fiscal year. A letter from the Governor requesting permission from the Optimist International Board of Directors to hold a special convention is attached.

Motion adopted

That the Board of Directors hereby approves the Kentucky West Virginia District's (03) request for a special convention to consider a dues increase effective October 1, 2012.

ADOPTION OF AGENDA

Motion adopted

To adopt the Agenda as presented.

Kondrasuk/Creswell

PRESIDENT'S REPORT

President Jack Creswell addressed Board of Directors.

Pension Trustees

Motion adopted

To appoint Guy Templin to replace the vacancy on the Pension Trustees Committee.

Creswell/Goldman

PRESIDENT-ELECT'S REPORT

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

EXECUTIVE DIRECTOR'S REPORT

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

JOOI PRESIDENT'S REPORT

JOOI President Marie-Claude Bourgeois and Youth Clubs Committee Chair Don Brose addressed the Board of Directors and reviewed the written report. On behalf of the Board of Directors Mike Goldman thanked JOOI President Marie-Claude Bourgeois and Youth Clubs Chair Don Brose for the report.

AUDIT & FINANCE COMMITTEE REPORT

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

Policy I-20; Financial Review

Rationale: The Committee discussed the potential problems of having only one individual with the authority to approve expenses for the President, President-Elect, Executive Director and the Chief Financial Officer. As the Immediate Past President can be unavailable for a multitude of reasons, it is highly suggested that another person also be allowed to review and approve expenses within a reasonable amount of time so that expenses are not held in limbo for payment awaiting a response. Additionally, the Audit and Finance Committee Chair reviews these expenses yearly. This change would provide more timely oversight by the Audit and Finance Committee.

Motion adopted

Goldman/Plater

That the Board of Directors approve the revision to Paragraph 7 of Board Policy I-20 as shown below:

Financial Review

I-20

The Audit and Finance Committee, at each of its meetings, shall review the expenses of the Optimist International President, President-Elect, Executive Director, and Senior Director of Finance & Administration to assure compliance with the approved budget requirements. The Immediate Past President **and Audit & Finance Chair shall receive expense statements of the President, President-Elect, Executive Director and the Chief Financial Officer. Either Immediate Past President or the Chair of the Audit & Finance Committee has the authority to** ~~may shall be responsible for reviewing~~ **approve all these expenses within seven business days.** ~~over \$100 of the President, President Elect, Executive Director, and the Senior Director of Finance & Administration.~~ **Additionally, the Audit and Finance Committee Chair reviews these expenses yearly.**

Policy I-18 Travel Chart - Alcohol

Rationale: The Committee was in unanimous agreement that the purchase of alcohol for Optimist related expense payments does disservice for the membership dues and as such offers the following motion:

Motion adopted

Creswell/Kondrasuk

That, effective immediately the Board of Directors approve a revision to the Travel Chart of Policy I-18 to include the following statement in the note section: **There will be no reimbursement for the purchase of alcohol.**

Policy I-18; Travel Chart - Mileage

Rationale: As the cost of gasoline has increased enormously in the past several years, the committee agreed that mileage should be slightly increased to aid volunteers and staff in performing Optimist related functions.

Motion adopted

St-Onge/Bruns

That, effective immediately, the Board of Directors approve a revision to the note section of the Travel Chart of Policy I-18 as follows: VOLUNTEER AUTO MILEAGE

REIMBURSEMENT IS SET AT ~~24~~ **.29** CENTS (U.S.) PER MILE IN THE U.S. AND OTHER COUNTRIES AND ~~20~~ **.25** CENTS (CN) PER KILOMETER IN CANADA
Budget impact: (2011-2012: \$1,000 and beyond)

CPI-U Index

Rationale: Bylaws Article VIII, Section 2B states that “effective October 1, 2005, and each year thereafter, a cost of living adjustment of no more than 4% of the Base Dues (as hereafter defined) may be made by the Board of Directors based on the yearly change in the December CPI-U.” The Board has made a conscious decision in the past three years to not institute their authority to adjust dues to the CPI-U. In order to balance the proposed 2012-2013 budget, the Audit & Finance Committee is requesting that the adjustment be made for the 2012-13 fiscal year.

Motion adopted

Lucas/Goldman

That the Board of Directors institute the CPI-U at 3% of base dues, effective October 1, 2012.

The meeting recessed at 10:06 a.m. and reconvened at 10:21 a.m.

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

MEMBERSHIP COMMITTEE REPORT

An informational report of the Membership Committee was presented to the Board of Directors by Committee Chair Nick Prillaman via Skype. On behalf of the Board of Directors Fatima Plater thanked Chair Nick Prillaman for the report.

OPTIMIST INTERNATIONAL FOUNDATION REPORT

Optimist International Foundation President Frank Ruman addressed the Board of Directors. Steve Skodak addressed the board. On behalf of the Board of Directors, Danny Rodgers thanked Frank Ruman and Steve Skodak for the report.

CANADIAN CHILDREN’S FOUNDATION REPORT

The Canadian Children’s Foundation President Max Wood addressed the Board of Directors and reviewed his written report.

CCC Matching Grant Program in Canada

Rationale: At its January 25, 2012 Teleconference meeting, the Board of Directors approved the following motion:

Motion adopted

Jernigan/Bruns

That the Matching Grant program continue with a ceiling of \$25,000 annually with a \$1000 maximum matching grant per Club.

The Canadian Children's Foundation is requesting to be excluded from the \$25,000 ceiling as the Matching Grant Program is highly successful in Canada and the \$25,000 limit would hinder the program substantially.

Motion adopted

Bruns/Jernigan

That the \$25,000 limit not apply to the Canadian Children's Foundation.

On behalf of the Board of Directors, Dave Bruns thanked Max Wood and Jacques Pelland for the report.

The meeting recessed for lunch at 11:45 a.m. reconvened into executive session at 12:45 p.m. and reconvened into regular session at 1:33 p.m.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The report of the International Candidate Qualification Committee was presented to the Board of Directors by Committee Chair Michel Listenberger via Skype.

Qualifications for the Office of President

Rationale: The CQ Committee believes that a future President must have served in the capacity of Vice President in order to embrace a more complete understanding of international administration. In addition candidates should have experience working with a variety of district administrations prior to assuming the highest office in Optimist International.

Motion adopted as amended

Lucas/Goldman

That the Board of Directors direct the Governance Committee to present the following bylaws amendment to the delegates on behalf of the International Board of Directors regarding the qualifications for the office of President:

Bylaws Article IV. International Conventions and Elections

Section 2. Elections

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 his election as President-Elect or Vice President-Elect, as the case may be, and his 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 ~~President, President-Elect, 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. **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.

Replacement of Past President Member of the Candidate Qualifications Committee

Rationale: If a Past President cannot serve on the committee, then the provisions Article V, Section 6C1 and Section 6C2(c) apply. The most immediate and available Past President who has rotated from the committee would be added to the CQ Committee. What is not clear is whether the replacement would be for a single year, or for the duration of a term of up to four years. Although the references are not clear on the timeframe, it is the sense of a majority of the Committee that the replacement should serve for a single year. Then if a vacancy still exists, the next immediate and available Past President who has rotated from the committee would be added to the CQ Committee. Normally this would be the one who has just rotated from the committee.

Motion adopted

Bruns/Plater

That the Board of Directors direct the Governance Committee to present the following bylaws amendment to the delegates of the 2012 convention on behalf of the International Board of Directors regarding the Past Presidents on the CQ:

Bylaws Article V, Section 6C2(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 shall appoint one member to a three year term 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. 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 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 year. This procedure will apply on an annual basis for the remainder of the vacated term on the Committee.**

BOARD POLICY I-130; Candidate Qualifications Operational Guidelines

Rationale: Several revisions to Board Policy I-130 are being offered. Please refer to Board Policy I-130 attached to this report. Included are revisions regarding the following:

V. Meetings: The Committee will be meeting to discuss President-Elect and Vice President-Elect self-nominations received after the April 1 deadline.

VI. 6.2: The Committee will be receiving all correspondence that the Chair receives.

XII 12.1: The Committee doesn't feel that anyone should be put on the Potential List of Presidential candidates by default.

Motion adopted as amended

Creswell/Plater

That the Board of Directors approve and adopt the revisions to Policy I-130 as noted above.

Candidate Selection Process

Motion adopted

Lucas/St-Onge

That the Board of Directors will provide input and guidance regarding a future suggested candidate selection process to the International Candidate Qualifications Committee for consideration and possible revision to Board Policy I-130. The Board requests the Candidate Qualifications Committee to report to the Board of Directors at their July 2012 meeting.

Vice President Nominations by the Candidate Qualifications Committee

Motion adopted

Bruns/Kondrasuk

That the Governance Committee review the bylaws regarding the nomination process for Vice Presidents-Elect by the Candidate Qualification Committee and report their interpretation to the Board of Directors at their July Board meeting.

On behalf of the Board of Directors Dave Bruns thanked Chair Michel Listenberger for the report.

ACTIVITIES COMMITTEE REPORT

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

Community Projects Awards

Rationale: The Board of Directors directed the Activities Committee to revitalize and update the Community Projects Awards (CPA) program. While the Committee previously proposed that the program become an entirely International digital program with video clips submitted on CDs, the Board expressed concerns that the program needs to allow for Clubs that are more comfortable submitting paper entries. The Committee feels that Clubs should be given the opportunity to decide how their winning project is submitted to best fit the needs and abilities of their Members. It is suggested that two categories be established for the 2011-2012 Community Projects Awards program: Digital (referring to video clip entries) and Electronic Documents (for .pdf file entries). All entries will be submitted on CD. Clubs may submit any type of project including community service or fundraising in either of the new categories. The winning Club in each category will now receive a \$500 check to utilize as determined by the Club's Board of Directors in place of registrations to convention. This is to recognize all Clubs, even those who do not have Members that attend the International convention. The winners will still be encouraged to attend convention and the winning entries can be showcased in the Braggers Hall session, within workshops and with videos played during the convention sessions. Winning projects will continue to be featured in *The Optimist* magazine. The Activities Committee felt that Districts can still be involved in the program by having their own project winners within the District. It will be up to the District's discretion to conduct a competition. Having the entries submitted directly to Optimist International allows for all interested Clubs to submit an entry, even those in Districts where the CPA program is not promoted. The intent is to recognize as many Clubs as possible and to share a large number of project ideas with Optimist Members, while modernizing the program to appeal to a wider audience.

Motion adopted as amended

Bruns/Lucas

Against: Plater

That the Board of Directors endorse the CPA program as presented **with a third award for best youth activity. (Budget Impact FY2011-2012: \$500).**

On behalf of the Board of Directors Chris Jernigan thanked Chair Barb Scirto-Sullivan for the report.

The meeting recessed at 2:37 p.m. and reconvened at 2:45 p.m.

AD HOC FIDELITY CARD COMMITTEE REPORT

Chairman Dee Rushforth presented an informational report to the Board of Directors via Skype. On behalf of the Board of Directors Jim Kondrasuk thanked Chair Dee Rushforth for the report.

NEW CLUB BUILDING COMMITTEE REPORT

An informational report of the New Club Building Committee was presented to the Board of Directors by Committee Chair Jim Oliver via Skype. On behalf of the Board of Directors J.C. St-Onge thanked Chair Jim Olivier for the report.

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Marc Katz.

Extension of Pilot Club Program

Rationale: As directed by the Board of Directors at its December 2011 meeting, the Governance Committee is confirming the proposal that will be presented to the delegates at the upcoming convention. It was noted that there is currently a requirement for clubs to be built in “targeted Districted areas upon the approval by the International Board of Directors.” This stipulation is not currently adhered to but can be considered at another time.

Motion adopted

Bruns/Creswell

That the Board of Directors presents the following Bylaws amendment regarding to the delegates at the July 2012 convention to become effective October 1, 2012.

Bylaws Article III, Section 1, Paragraph A, Item 2c

- c. Submission of a list of Charter Members numbering not less than 25, or not less than 15 for Clubs in designated non-districted areas, each of whom shall have paid the full membership fee as established in the Club’s bylaws. Effective upon adoption until September 30, ~~2012~~ **2015**, a Club may be chartered with 15 Members in targeted Districted areas upon approval by the International Board of Directors.

Board Member at Large Election Procedure

Rationale: In reviewing the current bylaws, the Committee feels that the current procedure for Board at Large members is viable and seems to be amenable to the delegates. The Committee was asked to review the amendment defeated on the floor regarding board elections, but strongly felt that it should only be considered should the current procedure warrant the necessity of being revised. The Committee agreed that it would be a good idea to keep the current procedure in place for a few years to avoid further confusion and consternation by the delegates.

Motion adopted

Goldman/Jernigan

That the Board of Directors presents the following Bylaws amendment regarding the election procedure to the delegates at the July 2012 convention to become effective October 1, 2012.

Bylaws Article IV, International Conventions and Election

Section 2. Elections

A3. Members-At-Large. There shall be six Members-At-Large on the Board of Directors. At each annual convention, two Members-At-Large shall be elected to serve a term of three years as a Director. To be eligible for the position of Member-At-Large, a person must have served all of a term as a District Governor. Any person desiring to be placed in nomination for a Member-At-large position must file an intent to run by February 1 of the year the election is to occur. The Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office). The vote for the Member-At-Large positions shall take place at a session following the session at which nominations are announced. Board of Directors of Optimist International.

a. Procedure:

1. If there are three (3) or fewer candidates running for Board Director At Large, all names will appear on the ballot. Convention Delegates shall vote for one candidate at a time. The candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.
2. If there are four (4) or more candidates running for Board Director At Large, there will be a primary election. The convention delegates will vote for two (2) candidates and the top three (3) names shall be the winners of the primary election. At this point the procedure will revert to a1 above.

b. After the 2015 International Convention, the Governance and the Credentials Committee will review the procedure and bring any changes if deemed necessary to the 2016 International Convention.

(Note: This motion was reconsidered and failed – See Page 17)

Due Date for District Annual Reviews

Rationale: In order for Districts to have adequate time to finish their financial books and to allow their Certified Public Accountant, Certified Managerial Accountant, Certified General Accountant, Chartered Accountant, or review committee enough time to complete the review, the following motion is requested:

Motion adopted

Golding/Plater

That the Board of Directors presents the following Bylaws amendment regarding the due dates for District annual reviews to Optimist International to the delegates at the July 2012 convention to become effective October 1, 2012.

Bylaws Article VII District, Section 5 District Revenues and Disbursements.

E. Review. An annual review of the books of account of each District as of 30 September shall be performed by an independent Certified Public Accountant, a Certified Managerial Accountant, a Certified General Accountant, a Chartered Accountant, or a review committee, and a report thereon shall be submitted to the District Board of Directors not later than ~~30 November~~ **31 December** of each year.

Policy C-11; U.S. Club Tax Form 990

Rationale: In reviewing the Board teleconference meeting of September 29, 2011, the Committee noted a new policy was created to require clubs to file their annual Form 990s. For those clubs that e-file their Form 990, a copy of the receipt of filing should be acceptable as proof of submission.

Motion adopted

Bruns/Jernigan

That the Board of Director amend Policy C-11 to add “or acknowledgment of filing receipt” as a form of supplying their Form 990s to Optimist International.

U.S. Club Tax Form 990

C-11

ALL U.S. Clubs are to submit a copy **or acknowledgement of filing receipt** of their Annual Tax Form 990 to Optimist International within 30 days of filing.

Policy ICD-1; Trademarks and Service Marks, Use Of

Rationale: In reviewing the Board Policy, the Committee noticed that “District” needs to be added to the fifth paragraph to be in tune with the preceding paragraph and to comply with the intent of the policy:

Motion adopted

Kondrasuk/Plater

That the Board of Directors make the following revisions to the fourth and fifth paragraphs of Board Policy ICD-1 as shown below:

Trademarks and Service Marks, Use of

ICD-1

Clubs and ~~d~~**D**istricts need not seek permission to use the name emblem, or slogan on printed matter produced for their own use if such meets the standards and proper use, is not available from Optimist International and is individually identified. This shall cover such items as bulletins, letterheads, envelopes, announcements, checks, convention badges, advertisements, publications, programs, tickets, posters, publicity notices, other items of similar nature, and on athletic uniforms (O.I. logo only).

Clubs **and Districts** may not use the name, logo, emblem or slogan on any product or materials related to fund raising. In accordance with Board Policy I-65, only Optimist International may license fund raising products to carry the Optimist logo.

Policy I-3; Appeals

Rationale: The Committee briefly discussed the need to bring the policy into compliance with the current practice that District Governors alone take care of appeals for District Awards.

Motion adopted

Kondrasuk/Bruns

That the Board of Directors approve revisions to the second and third paragraphs of Policy I-3 to strike the Governance Committee from the policy:

Appeals

I-3

Any appeal submitted for financial consideration shall be decided in consultation with the Optimist staff. Issues other than financial requirements will be administered by the Governor/~~Governance Committee~~. Appeals will be decided after review and study by the Governor/~~Governance Committee~~ of all facts presented by the protesting party. The decisions reached by the staff-~~Committee~~ and Governor shall be final.

When a decision on an appeal has been rendered, the appeals process is then finalized and the appeal will not be considered again, unless in the staff-~~Committee~~ or Governor's opinion significant new information is made available.

Policy I-70; Committees Governance Committee

Rationale: The Committee has concerns that all the members appointed to this year's Governance Committee had never served on the Committee in prior years. Even though it is noted that next year's tentative appointments have all served on the Committee in prior years, the Committee feels that a policy is in order to ensure that there is continuity and prior experience from previous year(s) always on the Committee to prevent duplication of discussions.

Motion failed

Creswell/Goldman

That the Board of Directors revise Board Policy I-70 to create a rotation Governance Committee.

Committees

I-70

New Paragraph J. The Governance Committee shall consist of three members. Each year, the International President shall appoint a member for a three year term. The individual serving the final year shall be considered the Chair of the Committee. Current members whose term has ended can be reappointed.

Policy I-70; Committees Committee Chair Operational Guidelines

Rationale: The Committee discussed the necessity of having a Job Description for International Committee Chairs in order for chairs to have guidelines and a best practices document. So that an

incoming Committee Chair is aware of his/her responsibilities and what is expected of them, it is strongly suggested that an Operational Guidelines document be maintained for each Committee Chair prior to their year of service. An example of a Committee Chair's Operational Guidelines was presented to the Board.

Motion adopted

Lucas/Kondrasuk

That the Board of Directors adopts a revision to Board Policy I-70, Paragraph A as shown below:

- A. Copies of the resumes and reports of the applicable committee meetings for the three most recent years shall be made available to the respective committee in advance of the first meeting of each committee, together with copies of the segments of the Board minutes pertaining to such committee business. Copies of these documents shall be available to the International Board of Directors. **Each Committee Chair shall receive an updated Operational Guidelines prior to their first meeting of the year.**

Policy ICD-3; International Directory

Rationale: As the Committee perused the International Policies as directed in their Charge Letter, the Committee noticed a revision that needs to be made to Policy ICD-3.

Motion adopted

Kondrasuk/Jernigan

That the Board of Directors be asked to revise Policy ICD-3 as a housekeeping item:

Optimist International Directory

ICD-3

The Optimist International Directory shall be produced in a Board approved format and automatically sent only to **Vice Presidents, Vice Presidents-Elect, District Governors, Governors-Elect, District Secretary-Treasurers, International committee members, and the Board of Directors.** Any other member may request copies at cost **or download the directory from www.optimistleaders.org.**

New Policy C-12; Youth Protection Policy

Rationale: The Committee acknowledges that a policy is needed as many clubs are asking for guidance and a statement or policy from Optimist International. There is a concern as to what should or should not be stated or included; the more words the more exposure to liability. Therefore, a Missouri licensed attorney was consulted for a final approval of a policy. It is suggested that the Membership Applications have a check box that asks a potential member to agree to have a background check run. It was noted that the backgrounds checks would have to run annually to be current and it would be a costly endeavor for clubs, therefore it is suggested that this policy be "suggested" not "mandatory."

Motion adopted

Kondrasuk/Goldman

That the Board of Directors adopt new Board Policy C-12 as presented in the attachment to these minutes.

Suggested District Policies – Vice President to Review District Policies

Rationale: The Committee discussed who should review each of the District Policies for compliance to OI bylaws. It is suggested that the Vice Presidents-Elect should review the policies each of their assigned Districts in their Region. It was also agreed to add this responsibility to the Job Description of Vice Presidents-Elect.

Motion adopted

Lucas/Goldman

That the following statement be added to the first page of the Suggest District Policies:

The current International Vice President-Elect will review these Policies and notify the International Staff that compliance with Optimist International Bylaws has been met. Submission of these policies to Optimist International by December 31 of each year is a requirement of the November allotment.

Suggested District Policies – Review of District Books

Rationale: As a housekeeping item, this wording needs to be updated in the Suggested District Policies to be in compliance with recent bylaws amendments and Board policy.

Motion adopted

Bruns/Jernigan

That the Board of Directors approve the following revision be made to the Suggested District Policies Policy Article VI, District Finances, Annual Review to conform with International Bylaws Article VII, Section 5, Paragraph E.

ANNUAL REVIEW

An annual review of the books of account of each District as of 30 September shall be performed by an independent Certified Public Accountant, **a Certified Managerial Accountant, a Certified General Accountant**, a Chartered Accountant, or **a review committee**, and a report thereon shall be submitted to the District Board of Directors not later than 30 November of each year. ~~An IRS Form 990 or its equivalent may be substituted in lieu of the annual review.~~ **The District's Form 990 will be forwarded to Optimist International.** (Board Policy ID-27)

Suggested District Policies – Hall of Fame Committee

Rationale: The Committee felt that offering another suggested option for District Committees would be beneficial to the Policies:

Motion adopted

Goldman/Plater

That "**Hall of Fame Committee**" be added to the Addendum Section of the District Policies.

Review of Job Descriptions; Vice Presidents-Elect

Rationale: The Committee reviewed the current Vice Presidents-Elect's Job Descriptions and made some minor revisions to require them review each of their assigned District policies for compliance to OI bylaws (as requested in the above motion).

Motion adopted

Kondrasuk/Plater

That the Board of Directors assign the duty of District Policy review to Vice Presidents-Elect, and that upon approval of the review, a notice of confirmation will be sent to the Governor-Elect of the District by the International Office as noted in the revised Job Description for Vice Presidents-Elect.

Review of Job Descriptions; President

Rationale: The Committee reviewed the current Job Description for the President. The Committee feels that it should be noted that the President is not an ex-officio member of Convention Committees.

Motion adopted

Goldman/Bruns

That the Board of Directors approve the revisions to the President's Job Description as presented.

Vice Presidents Evaluation of Governors

Rationale: The Committee discussed the need for Governor evaluations that are not based solely on new club building or membership numbers. Their leadership, motivation, and organization skills should also be considered for future leadership positions.

Motion adopted

Bruns/Kondrasuk

That the Board of Directors mandate that a form be developed for Vice Presidents to evaluation Governors at the end of the year.

President's Pride Reports

Rationale: The Committee agreed that since the International Recognition Policy ICD-135 requires Clubs to complete two service projects for the "Bringing Out the Best in Kids" award and three service projects for Honor Club, the only way to verify that service projects are complete is through the President's Pride Report. The Committee also strongly feels that the President's Pride Report is the only statistical measure Optimist International has to confirm to potential corporate donors as to how many clubs are participating in any given project. It is imperative that Optimist International receive as many President's Pride Report from Clubs as possible.

Motion adopted

Jernigan/Goldman

That effective immediately, the Board of Directors consider the President's Pride Report as a requirement for Clubs to verify the service projects requirement for the "Bringing Out the Best in Kids" award and Honor Club, and that submissions be received in the Optimist

International Office no later than October 15th of the year ending on the previous September 30.

Board Member at Large Elections Procedure (Reconsidered)

Motion adopted

Lucas/Jernigan

To reconsider the Board Member at Large Election Procedure issue (from Page 11).

Motion failed

That the Board of Directors presents the following Bylaws amendment regarding the election procedure to the delegates at the July 2012 convention to become effective October 1, 2012.

Bylaws Article IV, International Conventions and Election
Section 2. Elections

A3. Members-At-Large. There shall be six Members-At-Large on the Board of Directors. At each annual convention, two Members-At-Large shall be elected to serve a term of three years as a Director. To be eligible for the position of Member-At-Large, a person must have served all of a term as a District Governor. Any person desiring to be placed in nomination for a Member-At-large position must file an intent to run by February 1 of the year the election is to occur. The Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office). The vote for the Member-At-Large positions shall take place at a session following the session at which nominations are announced. Board of Directors of Optimist International.

a. Procedure:

1. If there are three (3) or fewer candidates running for Board Director At Large, all names will appear on the ballot. Convention Delegates shall vote for one candidate at a time. The candidate receiving the largest number of votes will be elected. The remaining candidates will be voted on for the second position. The candidate receiving the largest number of votes will be elected.
2. If there are four (4) or more candidates running for Board Director At Large, there will be a primary election. The convention delegates will vote for two (2) candidates and the top three (3) names shall be the winners of the primary election. At this point the procedure will revert to a1 above.

- b. After the 2015 International Convention, the Governance and the Credentials Committee will review the procedure and bring any changes if deemed necessary to the 2016 International Convention.**

Email Solicitations from Convention Candidates

Motion adopted

Lucas/Kondrasuk

That the Board of Directors rescind the committee's decision to allow convention registrants from opting out of receiving email solicitations from nominees.

On behalf of the Board of Directors Jack Creswell thanked Chair Marc Katz for the report.

BUILDING CLUBS ACROSS DISTRICT LINES

Fatima Plater addressed the Board of Directors and stated that Jim Oliver update the Board of Directors at the July Board meeting.

AD HOC REPRESENTATIVE TO DISTRICTS COMMITTEE REPORT

Chris Jernigan and Paul Lucas addressed the Board of Directors.

Definition of Responsibilities and Qualifications of President's Representatives

Motion tabled

Lucas/Goldman

That the Optimist International Board of Directors adopts the Qualifications and Responsibilities for the Representative as presented.

The meeting recessed at 3:57 p.m. for the evening.

Saturday, March 3, 2012

The meeting reconvened at 9:00 a.m.

Definition of Responsibilities and Qualifications of President's Representatives

Rationale: There was a time that the President's Representative was an important communication tool that provided information from the current International President, the incoming International President as well as other departments/offices at the International level to Optimist members representing their clubs at District Conventions. As communication methods have progressed, the need for an individual to serve as a "messenger" in this capacity has decreased. The Ad-Hoc President's Representative Committee felt that it was important to look at both the positives and negatives for having President's Rep's before a determination could be made as to their continued effectiveness. Perspectives for both are outlined below:

PRO'S

- Someone from outside the District with a different perspective on things.
- Assist with Training of Officer-Elects
- Special guest for the Convention-provides sense of importance and uniqueness
- Conducts interview with new Governor-Elect and can help identify areas for the Governor-Elect to start working on such as choosing team members
- Provide initial impression about Governor-Elect with other OI leaders
- Provide unbiased feedback about the District
- Help identify and promote future leaders from District
- Helps with transition between current and future administrations
- Neutral party to facilitate discussions regarding issues within the District
- Provide Motivation
- Identify and help address District development needs and challenges

CON'S

- Cost of sending Rep's is approximately \$25,000 per year
- Small attendance at District Conventions-how many people are actually impacted by the Rep?
- There is no "official" selection criteria for choosing a President's Representative
- President's Rep's don't always submit reports on Districts
- Some reports on Districts are not accurate i.e. have an overly "optimistic" slant
- Rep's are often not included in the Training for incoming officers
- There is no evaluation of the President's Representatives to determine how effective they were in the District
- There are no standard qualifications for being a President's Representative
- There is no training provided on how to be an effective Representative

After much discussion, the committee believes that the position may still be beneficial but it is critical to define the following: position responsibilities qualifications of the Representative, selection process, training for those who are chosen and an evaluation process of the Representative. Suggested qualifications and responsibilities for the Representative as developed as presented.

Motion adopted

Jernigan/Plater

That the Optimist International Board of Directors adopts the Qualifications and Responsibilities for the Representative as presented.

Selection Process of the Representative

Rationale: The selection process of the Representative was also discussed. The committee believes that it would be best if both the President and the President-Elect determined which individual should serve as the Representative to be sent to a particular District. If an agreement cannot be reached, both the President and President-Elect could suggest a person to serve as a Rep and the Immediate Past President will make the final selection.

Motion adopted as amended

Jernigan/Goldman

That the Optimist International Board of Directors adopts the Representative Selection Process as stated above **including an option to send no one.**

Change Name of President's Representatives

Rationale: The Ad-Hoc President's Representative Committee has explored the current expectations of the President's Representative and has determined that the role of the President's Representative encompasses more than just being the messenger for the current and incoming International Presidents. The President's Rep could help with the training for the incoming officers-elect in the District. The Rep is the first person to interview the newly selected Governor-Elect and in some cases, is the first Optimist serving in an official capacity from outside the district that many members meet. The President's Rep is expected to complete reports that provide information to the leadership of Optimist International regarding the District's welfare on future outlook. At times, a President's Rep is called upon to serve as a neutral, third party to mediate a conflict within the district. Because the broad range of responsibilities that the Rep is expected to do, the Committee feels that the name needs to be changed from President's Representative to Optimist International Representative.

Motion adopted

Goldman/St-Onge

That the Optimist International Board of Directors change the name from “President’s Representative” to “Optimist International (OI) Representative”

Training for the Representatives

Rationale: The Ad-Hoc President’s Representative Committee believes that in order for Representatives to be the most effective in the Districts in which they serve, it is important for them to understand the job responsibilities of the position as well as the type and depth of information the Rep is to provide about the District to Optimist International. The committee believes that the selected Representatives should receive some type of training and believe that it could be held in conjunction with the International Convention. Additionally, the committee believes that since information changes from year to year, it is necessary for a Representative to attend the training on an annual basis. The committee further believes that if a Representative cannot attend the annual training session, they will forfeit the opportunity to serve as a Representative for that year. The committee also feels that informational training should be provided to Governors and Governors-Elect during their regularly scheduled training during the Convention about what a Representative will be doing when they visit their District.

Motion adopted as amended

Jernigan/Bruns

That the Optimist International Board of Directors approves a training session for OI Representatives to be held in conjunction with the annual Convention and those Representatives that have been chosen to serve as a Representative must attend **or receive some other type of similar or appropriate training.** (Budget Impact: \$500 FY 2011-2012)

Evaluation of the Representative

Rationale: The Ad-Hoc President’s Representative Committee felt that it was critical to have an evaluation for Representatives to measure their effectiveness and offer feedback for improvement. An Evaluation Form was presented.

Motion adopted as amended

Jernigan/Goldman

Against: Lucas

That the Optimist International Board of Directors approves ~~the~~ **an online** Evaluation of the OI Representative as ~~presented~~.

The meeting recessed at 9:45 a.m. and reconvened at 9:58

GOVERNANCE COMMITTEE (REVISITED)

Task Force for Organization Structure

Rationale: The Committee discussed at length the continuing trend of losing 4-6,000 members a year and viability of the current makeup of the organization. They strongly feel that the Regional and District structure should be examined for effectiveness. There are concerns that several Districts have repeating officers and have the inability to appoint Chairs and committees members. The

Committee feels that a Task Force should be developed that is not manned with individuals that will try to enforce the status quo, but with individuals that will consider the broader scope of the future without losing members in the process. The Committee also strongly feels that this project can be done without the cost of outside contractors but with a broad spectrum of members organization-wide. The Committee would hope that this Task Force would consider the real makeup of the organization and tries to find out what the true membership numbers are since many, if not most, of the current members are members of multiple clubs.

Motion adopted

Goldman/Bruns

That the Board of Directors create an Task Force comprise of Board members to look at the future makeup of the organization and that the Task Force report to the Board of Director at its July 2012 meeting. (Note: The Task Force Members appointed by President Jack Creswell are Mike Goldman, Fatima Plater, and Paul Lucas as chair)

Executive session at 10:00 a.m. and reconvened into regular session 10:21 a.m.

EMPLOYEE BENEFITS TASK FORCE

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

Employee Benefits Policy & Grievance Committee

Rationale: The Task Force feels that an Employee Benefits Policy & Grievance Committee be formally created that shall meet the day before every scheduled March Board meeting, with an agenda which will include, but not be limited to:

1. Review Employee Policies, Practices, and Issues
 2. Review Employee Benefit Packages and its market based competitiveness
 3. Act as the OI Grievance Committee per Board Policy I-127 and the OI Whistleblower Policy
- It is felt that this Committee shall present a written report to the Board of Directors at the scheduled March Board meeting.

Substitute Motion adopted

Jernigan/Bruns

That the Board of Directors adopt a standing Personnel Committee comprised of the following Board Members President as chair, the President-Elect, one Board Member at Large serving their third year on the Board, one Board Member at Large serving their second year on the Board, and one Board Member at Large serving their first year on the Board. Henceforth, the President will appoint one of the newly elected Board Members at Large to serve during their 3 year term of office on the Board of Directors.

Note: President Jack Creswell appointed the following individuals to the committee: Jim Kondrasuk (3rd year), Chris Jernigan (2nd year), and Paul Lucas (1st year)

Employees' Banked PTO Hours Liability

Rationale: The Task Force reviewed the current employees' banked Paid Time Off policy. It was noted that possible legal implications for current employees and use of banked PTO hours, to tentatively reduce Optimist International's long term liability, should be reviewed and considered for improvement.

Motion adopted:

Bruns/Lucas

That the Board of Directors direct the Audit & Finance Committee consider options for Employee's banked hours to reduce the liability to Optimist International and to work with staff to consider a revised policy regarding PTO's hours for employees hired after March 2, 2012.

RECESS OF MEETING

Motion adopted:

Goldman/Creswell

That the Optimist International Board of Directors recessed at 10:28 a.m.

The Optimist International Board of Directors reconvened into executive session at 11:20 a.m. and into regular session at 1:15 p.m.

Motion adopted

To adjourn the meeting.

There being no further business the meeting adjourned at 1:17 p.m.

Benny Ellerbe
Executive Director/Secretary

ATTACHMENT - YOUTH PROTECTION POLICY

ATTACHMENT – YOUTH PROTECTION POLICY

Optimist Club Youth Protection 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 18 are expected to read/understand, agree to, and abide by these guidelines. **This policy is not mandated but is suggested for all Clubs.**

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 produced primarily by or for the benefit of youth, 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.

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 may 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.

ATTACHMENT - YOUTH PROTECTION POLICY

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.

No 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.

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. They also need to protect their own privacy in similar situations.

Separate accommodations: There should be separate shower and restroom facilities for males and females; when separate facilities are not available, times for males and females use should be scheduled and posted for showers.

No 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 for activities is required- for example, skinny-dipping is not appropriate.

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

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

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

ATTACHMENT - YOUTH PROTECTION POLICY

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. 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.

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 under age 18.

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.

(March 2012)

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