

MINUTES

BOARD OF DIRECTORS

TELECONFERENCE MEETING

March 21, 2013
7:00 p.m. (Central Time)

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

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

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

Thursday, March 21, 2013

Immediate Past President Jack Creswell called the teleconference meeting of the 2012-13 Optimist International Board of Directors to order at 7:00 p.m. Central Time. Benny Ellerbe was appointed parliamentarian for the meeting.

Motion adopted

To adopt the agenda as amended.

Huxley/St-Onge

GOVERNANCE COMMITTEE REPORT

Pilot Program for Individual Membership

Rationale: The International Board of Directors directed the Governance Committee draft proposed wording for a Pilot Program for a Member at Large classification of membership in Optimist International. As the 15 Member Club concept was originally implemented as a pilot program (which has since become permanent in the Bylaws) at the 2008 convention, the Governance Committee is offering the following language to present to the delegates for a Member at Large Pilot Program effective upon adopted until September 2014. This program would allow individuals to join Optimist International without being in an Optimist Club. While the Board of Directors has suggested that these members may be required to pay an annual fee of \$60 (based on the current dues required by Bylaws for all members) the amount should not be part of the Bylaws or listed in the explanation to the delegates so as to not tie this concept to the Friend of Optimist program in any way. The fee should be set by the Board of Directors to allow for necessary adjustments, if deemed necessary. The Governance Committee agrees with the Board of Directors that a well considered explanation for this proposal needs to be prepared for the delegates' understanding of the impetus for this type of membership.

Motion adopted to withdraw this proposal Huxley/Phillips

That the Board of Directors presents the following bylaws amendment proposal regarding a Member at Large Pilot program to the delegates at the July 2013 convention to become effective upon adoption until September 30, 2014.

Article III. Membership

Section 1. Clubs. Wording stays the same.

New Section 2. Members at Large. Effective upon adoption until September 30, 2014, Members at Large of Optimist International shall pay annual fees as set forth by the Board of Directors and shall have the same privileges as any member of an Optimist Club. Members at Large will not have any official affiliation with an Optimist Club or District, but may participate in activities of such at the invitation of a Club or District. A Member at Large is ineligible to hold an International Office.

Section 2 3. Friend of Optimist Member. Wording stays the same

Article VIII. Optimist International Finances

Section 2. Revenue and Dues

New Paragraph G. Effective upon adoption until September 30, 2014, Members at Large will be required to pay membership dues to Optimist International as set forth by the International Board of Directors. The Member at Large shall be billed directly and payment will be sent to Optimist International.

Paragraph G H. Friend of Optimist. Wording stays the same.

Online Voting & Leadership/Personal Development Conference Bylaws Amendment Proposal

Rationale: As requested by the Board of Directors, this proposal will be listed first in the Amendment Proposals handout to delegates. The Governance Committee strongly feels that in order for the

concept of online voting to benefit the organization, any change to online voting should be directly tied to changing from a “convention” concept to a leadership and personal development conference to make the annual meetings attractive to attendees. It is hoped that by eliminating the time spent on officer campaigning and elections, a significant amount of time could be used to provide premier training and motivational speakers for those attending the leadership conference.

Motion adopted

Phillips/Huxley

To separate the issues: 1) Online Voting and 2) Leadership/Personal Development Conference Convention Name Change.

Online Voting Amendment Proposal

Motion adopted

Huxley/Lucas

That the Board of Directors presents the Bylaws amendment proposal as attached to these minutes regarding Online Voting (with no reference to changing the name of the convention) to the delegates at the July 2013 convention to become effective October 1, 2013.

Leadership/Personal Development Conference Bylaws Amendment Proposal

Motion failed

Phillips/Lucas

That the Board of Directors presents the Bylaws amendment proposal regarding changing the name of the International Convention to the “Leadership/Personal Development Conference” to the delegates at the July 2013 convention to become effective October 1, 2013.

Club “Opt-Out” of a District Concept

Rationale: Objective 2 of the Strategic Plan recently adopted by the Board of Directors directs the Governance and Membership Committees and staff to consider a “Club Opt Out of Districts Plan.” The Governance Committee discussed this issue at length and strongly feels that it is too soon to offer a bylaws amendment proposal to the delegates this year. The committee felt that there are too many questions to answered at this point, such as: how and what will need Clubs to report to Optimist International, how will headquarters staffing be affected, what will the projected financial impact be, and how will be the membership in these Clubs be serviced? Once an impact study can be conducted and reviewed, the Board of Directors may be able to asses the feasibility of a more “de-structured” organization. With these concerns in mind and with due to respect to the Board of Directors for considering alternative structuring for a more effective and membership oriented organization, the committee offers the following motion:

Motion adopted

Jernigan/Quinlan

That the Board of Directors refers the consideration of a Club “Opt Out of Districts” to the Audit & Finance Committee and the Executive Director for a financial and administrative impact study before it is offered to the membership as a Bylaws amendment proposal.

Suggested District Policies

Rationale: The following was proposed by the Governance Committee but was referred back by the Board for clarity:

That the Board of Directors adds the following sentence to the cover page of the Suggested District Policies as shown below:

The language, phraseology and construction of these policies may be altered or rewritten to accommodate prevailing District procedures so long as they conform to existing Optimist International Bylaws and Policies. Under the Optimist International Bylaws, flexibility is afforded to Districts to adopt policies that best promote involved, effective, and efficient District administrations. Mandatory wording is shown in bold face type and must be included in your District's policies as dictated by the Bylaws of Optimist International. **Any omission of required Optimist International Bylaws is considered to be an assumed mandate in the District Policies. Please note: A District's allotment can be withheld if policies are deemed to be noncompliant with the Optimist International Bylaws.**

As requested, the Governance Committee offers the following to more clearly express the intent of the proposed revision:

Motion adopted

Phillips/Plater

That the Board of Directors adds the following to the third paragraph of the cover page of the Suggested District Policies as shown below:

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. **When the suggested District Policies are adopted by the District, any item mandated by the Optimist International Bylaws, and not included in the District Policies, shall default to the International Bylaws requirements. After review by the current Optimist International Vice President, all deficiencies shall be corrected by the District Board. Failure to bring District Policies into compliance with International Bylaws will lead to a possible withholding of the District Allotment until such deficiency is cured.**

12-13 NEW CLUB BUILDING INCENTIVE

Rationale: During the last few years there has been a slow decline in the number of Members that will join a New Optimist Club in its first year. Now that all Optimist Clubs are required to have a minimum of 15 New Optimists, it is important that we continue to incentivize a larger number of members in New Clubs during this first year. The Charter Fee is \$400, so this incentive will cover that cost for the Sponsor Club if the Club is built with 25 Members.

Motion adopted

Jernigan/Huxley

That the Board of Directors adopt the 3rd quarter 12-13 New Club Building Incentive Program as amended.

The Sponsor Club for each New Club that is built in the 3rd quarter should automatically receive a \$150 Dues Credit. The Sponsor Club will receive an additional \$250 Dues Credit if the New Club **is built or** reaches 25 New Optimist Members during the 3rd Quarter.

Rules

- The New Club must be Chartered in the 3rd Quarter (April 1st-June 30th) for the Sponsor Club to receive the \$150.
- If a New Club is Chartered in the 3rd Quarter they will have 30 days to reach 25 Members, and if they do meet that goal the Sponsor Club will be given an additional dues credit of \$250.
- Only one Sponsor Club will receive the Dues Credit

Dues Credit will be issued only after the follow-up program has been submitted.

JOOI COMMITTEE REPORT

2014 JOOI Convention

Rationale: The JOOI Board of Directors and Committee discussed the location for the 2014 Convention and unanimously decided to move the 2014 JOOI Convention where the majority of the JOOI members are located, which is Southern California. To confirm the location for the 2014 JOOI Convention, the JOOI Board of Directors and Committee request:

Motion adopted

Phillips/Lucas

That the Optimist International Board of Directors hereby approves the 2014 JOOI Convention to be held near the San Diego area.

2013-2014 REGIONAL LEADERSHIP SUMMITS

PURPOSE: To provide quality training and presentations to Club and District Leaders on Club excellence and benchmarks. Present a Regional training event that features an intensive program of Club basics, best practices, management and leadership tools to aid Clubs in becoming more successful and sustainable. To serve as a mid-year re-evaluation meeting for District and Club leadership to evaluate and direct leadership efforts for success second half of the year.

VISION: A series of high quality, Regional one day events that are geographical accessible to a vast majority of Clubs and District leadership at an economical basis. To provide the tools and knowledge needed to excel as a Club and direction to succeed as a District. Connecting the Clubs and their Leadership to the President of Optimist International and strengthening the bonds and organization. Provide the leadership and vision to grow the local Clubs and organization as an end result.

Action Items:

- In action, the locations, requirements, materials, set-ups, logistics program, invitations, and administration will be driven and managed by the leadership team in St. Louis and Montreal, President in partnership with District leaders.
- The President will work with the Districts to insure participation from the Districts and effective coordination for maximum outreach to the Clubs.
- All Club Presidents, Club leaders and future Club leaders will be invited to attend. Club Presidents will be presented with a hard copy personal Invitation from the International President. All Club officers within a reasonable distance (circle) around the presentation city will be our targeted goal.*

- All District leaders, Governors, Lt. Governors, and others within a reasonable distance will be invited and urged to attend. * Lt. Governors will also receive a hard copy invite from the President of Optimist International.
 - All materials for presentation will be developed and distributed from St. Louis and Montreal.
 - Power point presentations on NOW, retention, Club Management and other will be developed by the Membership and Leadership Development Committees and teams.
 - ABC's and basics of Club Management and administration will be the core content.
 - Presidential Hard Copy Invites with R.S.V. P.'s, plus multi-layer marketing of the events will be utilized to maximize attendance.
 - Examples and benchmarks of successful Club projects, fund raisers and other helpful guides will be presented and available for Clubs to take home and duplicate.
 - Estimated 8:00-8:30 start time at all locations, lunch provided to attendees and a 4:30-5:00 closing of the program. One-Day Only for all participants, with a registration fee of \$25-\$35 to be charged and registration will be in advance and provided online.
 - Governors and Lt. Governors will be additionally invited to work with the OI President in a leadership round table on Friday evening prior to the event. One-on-one meetings with the President may occur as needed during the program and into Saturday evening where possible.
 - Template for all Summits will be developed by the HQ teams, President Elect Ron with LD/Membership Committee input.
 - District Leaders will have the opportunity to meet with the President of OI on Friday or Saturday evening for group and one-on-one meetings.
 - 2nd and 3rd Quarters will be the targeted times to present the events.
- * (This may include Club and District leaders from more than one Region)

Motion adopted

Huxley/Phillips

That the Board of Directors adopt the 2013-2014 Regional Training Program as presented.

Motion adopted

To adjourn the meeting.

There being no further business, the meeting adjourned at 8:45 p.m.

Respectfully submitted,

Benny Ellerbe
Executive Director/Secretary

ONLINE VOTING

CALENDAR OF EVENTS (Dates, unless dictated by Bylaws, are approximately and drafted for the 2014 calendar year)

Convention Prior to Elections

Individuals desiring face to face campaigning will have the opportunity to do so at the convention prior to deadlines for self nominations and slate announcement. (Workshops and designated campaigning area will be provided)

March 1

CQ to announce slate (including any nominations on its own motion)

April 1

Deadline for submission Self-Nominations for all positions as per Bylaws

April 2

Requests for nominees' bios, photos and questionnaires emailed and mailed to all candidates
Photos, Bios, and questionnaires posted on Optimist website as received by the International Office

April 22 (fourth Monday in April)

Email and postcard will be mailed to every Club President outlining online voting procedure (two weeks will be given to allow for all Clubs to receive email and postcard). Announcements of elections, and procedure for elections, will be posted in and on all available communication avenues (magazine, Hotline, websites, social media, etc.)

Clubs will be sent (emailed and mailed) as many ballots as they are entitled to cast. The Club President (or other designee as determined by the Club's Board of Directors) will cast all the ballots the Club is entitled to.

May 6 (first Monday in May) to June 5

Election voting will be open for 30 calendar days closing at the end of the business day 30 calendar days following announcement and communication of elections.

Election for the President-Elect and Vice Presidents-Elect will be by the highest number of votes cast for each office. Elections for the two Board Directors at Large positions will be the two highest number of votes cast.

Vice President elections will be by Clubs located within the designated Region.

June 6 (or as soon as available/confirmed)

Results posted on Optimist Website

Convention immediately following elections:

Winners will be introduced on stage

PROPOSED:

Bylaws Article IV. International Conventions and Elections

SECTION 1. *International Convention.* (No change in wording)

New SECTION 2. *Notice of Annual Election.* Optimist International shall issue and cause to be communicated to each member Club an official call for the annual online election at least fourteen (14) days prior to the date thereof, in which notice the time of the holding of the said annual election shall be set forth.

A. *Number of Votes.* In an annual election, each Club in good standing shall be entitled to one vote for each 25 members or majority fraction thereof (13 or more) based on the 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.

SECTION 2 3. *Elections.* **Online** Elections for the officers and Board of Directors of Optimist International shall be as follows:

A. *Elections for the Board of Directors.*

1. *President-Elect.* ~~Following the nominations by the Candidate Qualifications Committee, a~~ **The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) on March 1.** Any other person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be from two different Regions. The vote for the office of President-Elect shall take place ~~at a session following the session at which~~ **after all** nominations are announced by the Candidate Qualifications Committee. ~~There shall be no nominations from the floor. Voting shall continue until one candidate shall have received a majority of the votes cast.~~ **The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club's votes. Voting shall continue for 30 calendar days. The individual receiving the highest number of votes cast shall be elected.** The President-Elect shall assume the office of President on the first day of October in the calendar year next following this election. The term of office shall be one year.
2. *Immediate Past President.* The President shall assume the office of the Immediate Past President immediately upon completion of his term as President. Should the President be unable to assume the office of Immediate Past President, the next most recent Past President, who is willing to fulfill this position, shall fulfill the office of Immediate Past President.
3. *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 annually** 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. **The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Board Director Members-At-Large and announce its nominations on March 1.** Any person desiring to be placed in nomination for a Member-At-large position must file an intent to run by ~~February 1~~ **April 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) **and any candidate(s) considered on their own motion by April 1 of each year.** ~~The vote for the Member At Large positions shall take place at a session following the session at which nominations are announced.~~ **The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club's votes. Voting shall continue for 30 calendar days. The two individuals with the highest number of votes will be elected.**

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. *Elections of Vice Presidents-Elect.* The number of Vice Presidents-Elect shall be equal to the number of Regions. ~~At each annual convention Vice Presidents-Elect, one nominated for each Region, and so designated by the Candidate Qualifications Committee, shall be elected to serve a term of one year as Vice~~

President-Elect to become Vice President on 1 October in the calendar year following their election as Vice President-Elect. ~~Following the nominations by the Candidate Qualifications Committee, a~~ **The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nomination(s) on March 1.** Any other person desiring to be placed in nomination for Vice President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be in two different Districts within the Region. Nominations shall be designated for one of the specific Regions and such nominations shall be of an individual(s) residing within that Region. ~~There shall be no nominations from the floor. The vote for the office of Vice President-Elect shall take place at a session following the session at which nominations are announced. Non-contested elections shall be by acclamation. In a contested election, delegates~~ **Clubs shall vote for the Vice President-Elect nominee by Region, with each delegate Club President, or Club designee as approved by the Club Board of Directors, casting his- the Club's votes for the a Vice President-Elect nominee by Region in which the delegate's Club is located. Voting shall continue until- for 30 calendar days. A candidate for each Region shall be deemed elected who has shall have received a majority the highest number of the votes cast in that Region.**

€D. *General Provisions.* (no change in wording)

Bylaws Article V. International Board of Directors
SECTION 6. *International Committees*

A. *Name and Purpose.*

3. **Election and** ~~€~~convention business committees which shall be responsible for candidate qualifications, credentials, resolutions and rules.

B. *Duties.*

2. The duties of **election and** convention business committees shall be as follows:

(d) The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective candidates for elective offices in Optimist International. It may consider prospective candidates on its own motion. ~~During the convention~~ ~~€~~This committee shall nominate at least one candidate for each elective office. The Candidate Qualifications Committee shall announce its slate of officers no later than March 1 prior to the election.