

MINUTES

BOARD OF DIRECTORS MEETING

March 7-9, 2014

International Headquarters Office
St. Louis, Missouri

The following Members of the 2013-14 Board of Directors were in attendance for the entire meeting:

J.C. St-Onge	Immediate Past President	Saint-Jerome, Quebec
Ron Huxley	President	Theford, Ontario
Kenneth Garner	President-Elect	Fort Worth, Texas
Michael Goldman	Director	Davie, Florida
Paul Lucas	Director	Odessa, Texas
Marlene Phillips	Director	Windsor, Ontario
Rick Quinlan	Director	Bellevue, Nebraska
Marc D. Katz	Director	Berkley, Michigan
James A. Oliver	Director	Valencia, California
Stéphanie Thériault	JOOI President	Saint Ambroise, Québec
Benny Ellerbe	Executive Director	St. Louis, Missouri

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 7, 2014

Immediate Past President J.C. St-Onge called the second meeting of the 2013-14 Optimist International Board of Directors to order at 8:00 a.m. with an invocation by Paul Lucas, the Pledge of Allegiance was led by Mike Goldman, and a toast to all countries with an Optimist Club was led by Marc Katz. Marlene Phillips led the recitation of the Mission Statement.

Motion adopted

Phillips/Quinlan

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

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted

Katz/Oliver

To adopt the consent agenda as presented.

Approval of Board Meeting Minutes

December 6-7, 2013

Motion adopted

To approve the minutes of the December 6-7, 2013 as presented.

December 18, 2013 E-Ballot – District Officer Vacancy

Motion adopted

To confirm the adoption of the following motion as unanimously approved by the Board of Directors: That the Board of Directors agrees on the interpretation of Bylaws Article VII, Section 3D that if a Governor-Elect resigns from his Club, the Governor-Elect Office is thereby declared vacant and the District Executive Committee shall select a successor to fill the term.

January 12, 2014 E-Ballot – Building Purchasing Agreement

Motion adopted

To confirm the adoption of the following motion as unanimously approved by the Board of Directors: To approve the Building Purchasing Agreement with Covington Realty Partners.

ADOPTION OF AGENDA

Motion adopted

To adopt the agenda as amended.

Huxley/Quinlan

PRESIDENT'S REPORT

President Ron Huxley addressed the Board of Directors and gave an oral report.

PRESIDENT-ELECT'S REPORT

President-Elect Ken Garner addressed the Board of Directors and reviewed his written report.

JOOI PRESIDENT'S REPORT

Stephanie Theriault addressed the Board of Directors reviewed the JOOI Committee's Informational Report to the Board. Marc Katz thanked Stephanie and JOOI Committee Chair Don Brose for the report.

EXECUTIVE DIRECTOR’S REPORT

Executive Director Benny Ellerbe addressed the Board of Directors and presented verbal updates to his written report.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The report of the Candidate Qualifications Committee was presented to the Board of Directors by Committee Chair Theo Golding.

Policy I-130; Candidate Qualifications Guidelines

Rationale: The Committee reviewed the Candidate Qualifications Guidelines in depth, specifically in relation to the new online process of elections. Several revisions are in order to bring the policy into compliance with the new procedures.

Motions adopted

Phillips/Goldman

That the Board of Directors approves the revisions to Policy I-130 as presented.

On behalf of the Board of Directors Ken Garner thanked Chair Theo Golding for the report.

CANDIDATE QUALIFICATIONS PRESIDENT-ELECT NOMINATION PROCESS

Director Jim Oliver addressed the Board and offered the following rationale: By selecting the top three candidates and bringing them to St. Louis for their interviews has added costs for bringing all three candidates to be interviewed, knowing that the CQ Committee has already selected their number one candidate. The Chair should contact the top candidate to see if there is interest as serving as President of Optimist International and if the candidate would like to serve - then that person will be invited to come to St. Louis to discuss the position. In the last two years, the number one candidate accepted the nomination. The other two candidates where notified that they where not selected. By letting them make the trip to St. Louis to be interviewed and then notifying them that they where not selected with out given any reason why they where not selected creates the concern is that they may start to step back from serving as leaders in our organization. We can not afford to lose top leadership by this process.

Expenses for January 2014 Interviews:

Air fare for three candidates:	\$1,474
Hotel for three candidates:	\$ 600

Expenses for November Committee Meeting to Select Candidates: \$3,415 (Actual)

Total Interview Selection Process: \$5,489

Motion failed

Goldman/Phillips

That the Board of Directors revise Policy I-130 Paragraph 11.2c regarding the nomination procedure for the President-Elect as presented.

11.2 Suggested [Candidate] Selection Procedure for President Elect Nominee

- c. From this vote the top three names will be considered “finalists” and **only the number one top candidate will** be brought to St. Louis for a face-to-face interviews at the February Candidate Qualifications Committee meeting. The Chair will **only** contact ~~each candidate~~ **the top candidate** to invite ~~them~~ **him or her** to St. Louis for these interviews, giving ~~them~~ **him or her** dates and ~~instructing~~ instructions ~~them~~ to work with staff on travel arrangements.

VICE PRESIDENT-ELECT SELECTIONS

Board Director Marlene Phillips addressed the Board of Directors and gave the following rationale: As not all regions have the same strength in leadership at the same time, and we should want the best leaders our organization has to offer.

Motion adopted

Phillips/Quinlan

That the Board of Directors direct the Governance Committee to prepare wording to present to the delegates at the July 2014 Convention as follows:

Candidates Qualification Committee is to select the top eight people available to serve in the positions of Vice Presidents for our Organization. Any Optimist wishing to challenge for the position of Vice President may be nominated by two or more clubs within the prescribed time line and their name will be added to the list of candidates for voting online. Each club that has met the requirements to vote will cast their votes for up to eight candidates. The top 8 candidates in order of Votes acquired will be the successful candidates for Vice President. The Optimist International President for that year shall make the regional assignments and these individuals should, where possible, be assigned to regions that are not their own but as close as reason would allow. (Note: See Page 14 of these minutes)

OPTIMIST INTERNATIONAL IRS FORM 990

Audit & Finance Chair Bob McFadyen and Chief Financial Officer Connie Pellock presented the Board of Directors with the 2012-2013 IRS Form 990. The Audit & Finance Committee reviewed the draft IRS Form 990 in detail with the auditors and had no concerns. A copy of the IRS Form 990 was provided to the Board of Directors for their review.

Motion adopted

Phillips/Huxley

That the Board of Directors approve the IRS Form 990 as submitted and direct that the form be filed with the IRS.

OPTIMIST INTERNATIONAL FOUNDATION REPORT

The report of the Optimist International Foundation was presented to the Board of Directors by President Karen Monville. On behalf of the Board of Directors Rick Quinlan thanked President Monville for the report.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The report of the Canadian Children's Optimist Foundation was presented to the Board of Directors by President Duane Kelly. On behalf of the Board of Directors Jim Oliver thanked President Kelly for the report.

CONVENTION COMMITTEE REPORT

The report of the Convention Committee was presented to the Board of Directors by Staff Liaison Ronda Vaughn for Committee Chair Mike Allen.

2014 International Convention Registration and Meals

Rationale: The budget for the 2015 International Convention will be set based on a projection of 1,000 paying registrants at the rate of \$185. The International Convention Committee recommends keeping the fees the same as last year and establishing the following registration fees and meal prices for the 2015 International Convention in New Orleans Louisiana (an additional \$1 will be charged per member to accumulate additional funds for the 100th celebration):

Motion adopted

Goldman/Quinlan

The Board of Directors hereby approves the following registration fees and meal costs for the 2015 New Orleans Convention:

(Note: The below fees are in \$US)

Adult Member or Guest Discount/Early Bird (no meals) - \$185

Adult Member or Guest Regular (no meals) - \$220

Adult Member or Guest Early Bird Package (registration and 3 meals) - \$280

Adult Member or Guest Regular Package (registration and 3 meals) - \$315

Adult Daily (no meals) - \$110

Adult Daily Regular (no meals) - \$130

College Member with discount (no meals) - \$75

Youth (non-JOOI) (4 day program) - \$125

Youth (non-JOOI) On-site (4 day program) - \$145

Club President-Elect & Lt. Governor-Elect Breakfast - \$27

Appreciation Luncheon - \$37

Fellowship/Old Timers' Breakfast - \$32

President's Banquet - \$52

Non Registered guest for President's Banquet ticket - \$92

Please note the registration fee has been the same since 2010 and the meal prices have been the same since 2004.

The entire Board of Directors thanked Ronda Vaughn for the report.

CONVENTION SIMULTANEOUS TRANSLATION

Motion adopted

Garner/Phillips

That a subcommittee of the Board be created to look at options for simultaneous translation at the International convention and report at the July 2014 Board meeting. (Committee assigned: Robert Doyle, Claire Labrèche, Luc Dubois, J.C. St-Onge, Linda Lajoie, and Raymond Michaud)

MARKETING & COMMUNICATIONS COMMITTEE REPORT

The report of the Marketing & Communications Committee was presented to the Board of Directors by Staff Liaison Andy Hudson for Committee Chair Ron Whitaker.

Modernize and Change the Optimist International Logo

Rationale: In today's world of marketing and short attention spans of the general population, it is time to make it easier for people to recognize and understand the purposes of Optimist International. Potential volunteers who are able to easily identify the organization will want to take part.

Motion adopted

Goldman/Huxley

The Optimist International Board of Directors approve the hiring of a person or company that specializes in the creation of logos. Ideas to be presented for approval at the July 2014 Board of Directors meeting.

Budget: \$500 (Fiscal Year 2013-2014)

Formal Approval of Strategic Marketing Plan

Rationale: A Marketing Strategic Plan was presented to the Board of Directors during its December 2013 meeting in the "For Board Information" section.

Motion adopted

Goldman/Huxley

The Optimist International Board of Directors approve the Strategic Marketing Plan (updated September 2013), for use by current and future Marketing and Communications committees.

The Board of Directors Paul Lucas thanked Andy Hudson for the report.

MEMBERSHIP COMMITTEE REPORT

The report of the Membership Committee was presented to the Board of Directors by Staff Liaison Joe Fetter for Committee Chair Debbie Hill. The Board of Directors Marlene Phillips thanked Joe Fetter for the report.

PROPOSALS TO THE BOARD OF DIRECTORS

Board Directors Marlene Phillips addressed the Board of Directors and offered the following rationale: As all requests should be diligently reviewed for impact to the organization and that time for the board is limited, the following motion is offered:

Motion adopted as amended

Phillips/Lucas

That the Board of Directors revise the first paragraph to Board Policy I-70 regarding proposals being brought to the Board of Directors:

Committees

I-70

Research and development of issues requesting action by the International Board are ~~traditionally~~ prepared by International Committees appointed by the International President in coordination of the International Bylaws. Therefore, ~~Action should be it is recommended~~ ~~mandated~~ that action initiated by the International Board should be reviewed by the appropriate International Committee ~~where time permits~~. **All unsolicited proposals to the organization shall be reviewed by the appropriate International Committee with a report from the committee prior to actions or review by the International Board, unless action by the Board is made with specific reference that this policy is being overruled.**

AD HOC RECOGNITION COMMITTEE REPORT

The report of the Ad Hoc Recognitions Committee was presented to the Board of Directors by Committee Chair Ron Huxley.

Rationale: In order to maintain equity and integrity in the Recognition Program, there must be adherence to the printed rules. There have been many instances in the past wherein a Club President or District Governor has been given an award without complying to rules. In the hopes that it is made clear that Optimist International dues must be paid in order to receive an award, it would be appropriate to include a note in the policy that an award will be withheld if not in compliance. Although the policy states that District dues must be paid in full, it would be impractical to expect staff to monitor District dues payments.

Motion failed

Quinlan/Goldman

That the Board of Directors revise Policy ICD-135 Notes to include the following statement:

Notes:

1. Recognition of the Administrative Year will not be announced until after January 10 of the following administrative year,
2. Submission of the President's Pride Report is required for proof of completed service projects.
3. All reports for Distinguished Governor are to be received for year the Governor served.
4. **Unless other financial arrangements have been made with Optimist International, all financial obligations must be paid in full and received by Optimist International by**

October 15th.

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was presented to the Board of Directors by Committee Chair Dave Bruns.

Bylaws Amendment Proposal: International Technology Committee

Rationale: The Governance Committee agrees with the President-Elect that a Technology Committee is necessary for the organization. Because of the importance of technology in today's society, the Committee recommends that the addition of a Technology Committee as an administrative committee be recognized by the Bylaws of Optimist International.

Motion adopted

Garner/Phillips

That the Board of Directors presents the following Bylaws amendment, recognizing the Technology Committee as an administrative committee, to the delegates at the July 2014 convention to become effective October 1, 2014:

Bylaws Article V International Board of Directors
Section 6 International Committees, Paragraph A.

2. Administrative committees which shall consider programs and plans encompassing finance, convention, leadership development, public relations, **technology**, achievement and awards, and bylaws.

Bylaws Amendment Proposal: Convention Assessment Fee

Rationale: At the December 2013 Board of Directors meeting, the Board charged the Governance Committee with the drafting of a Bylaws amendment providing for a \$50 Convention Assessment Fee to be paid by all Clubs with the intention of reimbursing the fee to each Club that has a fully-registered Delegate attend the International Convention. The Committee feels that the proposed Bylaws amendment should be kept as simple and concise as possible, with the amount of the approved fee (which could change in the future) to be adopted as Board Policy. After consultation with the Executive Director and Chief Financial Officer, the Committee also believes that it would be best for the Convention Assessment Fee to be reimbursed to a Club after the Convention has concluded, as opposed to giving a credit on the delegate's registration fee.

Motion adopted as amended

Katz/Quinlan

That the Board of Directors presents the following Bylaws amendment authorizing a Convention Assessment Fee to the delegates at the July 2014 convention to become effective October 1, 2014:

Bylaws Article IV, International Conventions and Elections
Section 1. International Convention

New Paragraph B. Convention Assessment. At the beginning of each fiscal year, all Clubs shall be assessed a fee of \$100 annually in an amount as approved by the International Board of Directors, to support the International Convention. Each Club that has a fully registered Delegate attend the International Convention shall receive a credit for the amount of the convention assessment fee on its next International dues billing statement following the International Convention.

Re-Alpha subsequent paragraphs

Bylaws Amendment Proposal: Minimum Members Dues Proposal

Rationale: If the Board of Directors desires to present a proposal for the payment of a minimum dues structure to the Delegates at the 2014 International Convention, the Governance Committee has prepared a proposed Bylaw amendment for the Board's consideration. The Committee is aware that the Audit & Finance Committee is considering the viability and ramifications of such a proposal, as well as several others. The Committee suggests that the details and specific administration aspects of the billing process be included in the Board Policies rather than in the Bylaws.

Motion adopted as amended

Quinlan/Phillips

That the Board of Directors presents the following Bylaws amendment adopting a minimum dues structure to the delegates at the July 2014 convention to become effective October 1, 2014:

Bylaws Article III, Membership

Section 1. Clubs

Paragraph A. Optimist Club Structure

3. Club Membership Fees and Annual Dues. Each member Club is required to pay International and District dues and fees. ~~Each Club (with five members or fewer members) shall pay dues for a minimum of five Club members, regardless of the actual size of the Club. The minimum dues assessment for all Clubs with five or fewer members will be billed for five members. Any club with less than five total members shall pay the equivalent the of five members dues.~~

Policy I-33; International Directory and Mailing Lists – Use Of

Rationale: Because the election of Officers and Directors will be conducted online prior to the Convention, it will no longer be necessary for candidates to obtain a list of convention delegates. However, the Governance Committee believes that it is appropriate for candidates to be able to send campaign materials to all member Clubs so that those voting online will be able to make informed decisions in the best interests of Optimist International. As such, the Committee offers the following revisions to the second paragraph of Policy I-33:

Motion adopted

Huxley/Oliver

That the Board of Directors adopt the following revisions to the second paragraph of Policy I-33 regarding election mailing lists as shown below:

Because the objectives of Optimist International are served by providing information to **Club Officers** ~~the delegates~~ in advance of **elections** ~~the convention~~ regarding the candidates for International office so that ~~they~~ **Club Officers** can make informed decisions, declared candidates for the offices of International President-Elect, International Vice President-Elect and International Board Member at Large may obtain, at their own expense, a mailing list (regular addresses and/or email addresses) of **Club Presidents, Secretaries and/or Treasurers** ~~those members who have registered for the International Convention at which~~ **prior to** the election ~~will to~~ be held. This mailing list may be requested only one time during an Optimist year, the date of which is at the candidate's discretion so long as it is at least 30 days prior to the start of the ~~election convention~~.

Policy I-70; Committees

Rationale: In recognition of the reality that it is sometimes necessary for an International President to add a member to an administrative committee in order for it to complete its assigned responsibilities in the best interests of Optimist International, the Governance Committee believes it is appropriate for the Board to modify the language in Policy I-70 to allow the President to adjust the number of members on the Audit and Finance Committee and on the Governance Committee under extenuating circumstances. In making this recommendation, the Committee recognizes that a President must consider the financial impact in making such a decision. The Committee also recognizes that the Board may still desire to place a cap on the number of members serving on each committee.

Motion adopted

Quinlan/Lucas

That the Board of Directors adopts the revisions to Policy I-70 Paragraphs E and F as follows.

- E. The Audit and Finance Committee shall consist of **not less than** five members that are familiar with current Optimist International operations and practices. The President-Elect shall select the Chair of the Audit and Finance Committee for a one-year term and two additional Members to serve on the committee for a two-year term. The Committee will meet, either in person, or by teleconference, before each Board meeting with the Chair of the committee reporting the results of these meeting to the Board of Directors.
- F. The Governance Committee shall consist of **not less than** five members that are familiar with current operations and practices of Optimist International.

Policy ID-24; Supply Sales

Rationale: At the request of Staff, the Governance Committee reviewed the Supply Policy and felt that the reference to dollar amounts and percentages should be deleted to allow for flexibility in negotiation with vendors. Also, the Committee recommends deleting the reference to "Canada" in the Authorized Vendors paragraph to allow for the potential ability to contract with one or more authorized vendors in the United States or in other nations in which Optimist International does business.

Motion adopted

Garner/Quinlan

That the Board of Directors revises Policy ID-24 as presented.

Policy ICD-1; Use Of Trademarks And Service Marks

Rationale: The Governance Committee and Staff discussed the concern that Optimist International should do more to protect its logo, branding statement, taglines, trademarks and service marks. While the Committee recognizes that such endeavors can sometimes be costly to pursue, the organization should take reasonable steps to protect the unauthorized use of its assets. The Committee notes the importance of using a registered trademark or service mark symbol whenever the Optimist International logo, motto and/or branding statement is printed or copied on documents or other materials used at any level of the organization. Thus, the Committee recommends that Policy ICD-1 be modified.

Motion adopted as amended

Garner/Katz

That the Board of Directors adopts the revisions to Policy ICD-1 as presented.

Policy C-8; Club Names

Rationale: In its process of reviewing all Board policies and consulting with Staff, the Governance Committee believes that the current policy for naming Clubs is outdated and inflexible. As such, the Committee recommends modification of Policy C-8 to allow for more flexibility in the naming of member Clubs.

Motion adopted

Quinlan/Phillips

That the Board of Directors adopts the following revisions to Policy C-8 as shown below:

Club - Names and Locations

C-8

The official name of an Optimist Club shall include the words, "Optimist Club" plus the name of the city or cities, **geographic area or other designation as approved by the Board of Directors.** ~~from which the major portion of the Club's membership is drawn, and then the name of the state or province.~~

~~In certain cases, the Club may replace the city or cities designation with an accepted geographic designation. Club names may also include other identifying words and the following factors shall be recognized:~~

- ~~1. Meal designation or time of day of Club meetings: Breakfast, Luncheon, Dinner, Evening, (example: Breakfast Optimist Club of Anytown, Any state.)~~
- ~~2. Geographical sections of a city: North, Northside, West, Eastend, Central Mall, Greater, Metropolitan, etc. and/or where the substantial majority of the members either reside, have community interests or conduct their business or professional pursuits.~~
- ~~3. Locally known historical sections of a city or historical section within a city or county.~~
- ~~4. The location of the Club's meeting place, though it shall not be essential or required that a Club meet within the defined territory.~~

~~The term "city" refers to any incorporated city, town, hamlet or village.~~

Official names of Clubs shall not specify any creed, race or nationality, reference to gender, names of individuals living or dead; and shall not duplicate or be confusingly similar to those of existing Clubs in the same state or province.

Policy ID-13; District Fiscal Duties and Responsibilities

Rationale: At the request of Board Director Paul Lucas, the Governance Committee discussed whether members of the same family and/or household should have signatory authority on District accounts. After reviewing the Suggested District Policies, the Committee believes that language similar to that found in Policy ID-13 regarding Independent Review Committees should be included in District Policies regarding signatories on District accounts.

Motion adopted

Huxley/Quinlan

That the Board of Directors adds the following paragraph to Policy ID-13 as follows:

- 6. Signatories on District accounts shall not be members of the same family, household and/or business partners.**

Policy I-18; Travel Chart

Rationale: As suggested by the Audit and Finance Committee, the Governance Committee believes that it is appropriate for the Board of Directors to give authority to the Executive Director to approve the payment of unreimbursed expenses for travel days incurred due to bad weather, disasters, or other extenuating circumstances.

Motion adopted

Huxley/Goldman

That the Board of Directors adopts a revision to the Policy I-18 Travel Chart to include the following statement:

The Executive Director is authorized to approve the payment of unreimbursed travel expenses—not to exceed the allowed per diem—caused by travel delays incurred due to extenuating circumstances outside the control of the volunteer.

District New Club Building Policies

Motion adopted

Phillips/Goldman

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

Page 1 – Paragraph under “General”

NEW CLUB BUILDING POLICIES

The District will promote the building of New Clubs in accordance with the Bylaws, Policies, and Guidelines developed by the International Board of Directors (in bold as mandatory wording).

District Records

Motion adopted

Garner/Katz

That the Board of Directors adopts the following revision to the Suggested District Policies as shown below:

Page 4

District ~~Secretary-Treasurer~~ **Secretary and/or Treasurer**

Add to end of paragraph: **A Secretary and/or Treasurer shall, at the end of his or her term of office, deliver all District records to the incoming Secretary and/or Treasurer (in bold as mandatory wording).**

Child Safety

Motion adopted

Phillips/Quinlan

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

Page 12

DISTRICT YOUTH ACTIVITIES (Optional)

In order to protect Optimist members and the children they serve, the District will encourage Clubs to take steps to promote child safety by implementing effective risk management policies and programs (in regular text as optional wording).

District Co-Signers

Motion adopted

Quinlan/Phillips

That the Board of Directors adds the following statement to the Suggested District Policies regarding co-signers on District accounts to be consistent with Board Policy ID-13; and include the following wording in bold to make it a mandatory part of District policies:

Page 17

DEPOSITORIES AND SIGNATORIES

The District Board of Directors shall annually determine the official depositories for District funds and designate officers authorized to endorse, execute and sign checks or orders for the payment of money and such shall be Co-signed by two such officers. (OI Bylaws Article VII, Section 5, Paragraph F) **The co-signers shall not be members of the same family, household and/or business partners (in bold as mandatory wording).**

District Policy Interpretation – New Club Building

Rationale: At the request of a member of the Board of Directors, the Governance Committee reviewed a District new club building policy to determine if it is in conflict with the Bylaws of Optimist International. Based on its review of the policy, the Committee believes that it is inconsistent with Article III, Section 1A2 of the Bylaws of Optimist International. Although the Committee recognizes

the importance of cooperating with existing clubs in a Zone when building a new Club, the Bylaws do not allow for Districts to place restrictions on new club building within District boundaries.

Motion adopted

Lucas/Goldman

That the Board of Directors adopts the Governance Committee's interpretation and request the District to revise its new club building policy to bring it into compliance with the Bylaws of Optimist International.

VICE PRESIDENT-ELECT SELECTION PROCESS

Motion adopted

Huxley/Phillips

That the Board of Directors present the following Bylaws Amendment Proposal to the delegates at the July 2014 convention regarding the selection of Vice President-Elect candidates.:

Bylaws Article IV, International Conventions and Elections
Section 3. Online Elections

B. *Elections of Vice Presidents-Elect.* The number of Vice Presidents-Elect shall be equal to the number of Regions. Vice Presidents-Elect 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. **The International Candidate Qualifications Committee shall nominate the same number of persons as the number of Regions and announce their slate of nominees by 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 **in two different Districts.** ~~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. Clubs shall vote for the Vice President Elect nominee by Region, with eEach Club President, or Club designee as approved by the Club Board of Directors easting the Club's votes for the Vice President Elect nominee by Region in which the Club is located. shall vote for up to the same number of nominees as Regions.~~ Voting shall continue for 30 calendar days. ~~A candidate for each Region shall be deemed elected who has received the highest number of the votes cast in that Region.~~ **The candidates receiving the most votes up to the number of Regions shall be deemed elected. The Optimist International President-Elect shall assign each Vice President to a Region and should take into account the economic impact of such assignment.**

On behalf of the Board of Directors Ken Garner thanked Chair Dave Bruns for the report.

OPTIMIST-MEDIA PRESENTATION

Past President Mark and his business partner Joe Gondolfo presented a proposal to the Board of Directors.

Motion adopted

Huxley/Lucas

Due to financial constraints, the proposal from the Optimist Media Group is declined at this time.

AUDIT & FINANCE COMMITTEE REPORT

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

Convention City Commitments

Rationale: In order to alleviate any financial impact to the organization due to commitments made too far in advance of a convention year, the committee is suggesting that a city not be awarded a contract more than two years in advance.

Motion adopted

Huxley/Quinlan

That the Board of Directors revise the Convention Standards Policy I-104 as shown below:

II. Annual Convention Meeting

2. Bid Criteria

The International Headquarters shall mail bidding criteria and a bidding questionnaire and Annual Convention specifications to all selected and/or interested eligible cities and organizations by July 31 preceding the March Executive Board of Directors meeting at which said bid shall be awarded. The bidding criteria shall include, without limitations, suitability of facilities, transportation, venues and recreational opportunities. Bidding cities and organizations then must answer each question and provide all information requested on the bidding cities questionnaire and guide to be considered. **Cities will be awarded a commitment contract no more than two years prior to the convention year in question.**

Policy I-18

Rationale: The Committee reviewed the Travel Chart and noted several instances of spouse travel that should be revised either due to current practice or practicality. It was noted that spouse travel to Board meetings is unnecessary, spouse travel for the President-Elect to Governor-Elect Conference is warranted, the line for spouse travel for International Reps can be deleted, and the note in the chart's heading regarding President-Elect's election of spouse travel to either the Governor or Governor-Elect training is unnecessary. As requested by the Audit & Finance Committee for them to discuss, please note the Governance Committee's requested motion to add a note on the Travel Chart for expenses for extenuating circumstance during sanctioned Optimist International travel.

Motion adopted

Philips/Goldman

That the Board of Directors revised the Travel Chart in Policy I-18 as presented.

Policy I-65; Products Endorsement

Rationale: It was noted that the Policy only refers to “products.” The Policy should refer to both products and “services.” Therefore, the Committee requests that the Policy be revised as presented.

Motion adopted

Lucas/Quinlan

That the Board of Directors approve the revisions to Policy I-65 as presented.

Board Meeting in January

Rationale: After the completion of the 2012-13 audit, our Auditors expressed concern about the extremely tight turnaround time for the completion of the audit. The current timeline only allows staff approximately one week to close the year-end books prior to the Auditors coming on site to conduct their field work. Additionally, upon completion of the audit field work, the Auditors have only one week to generate a draft of the audited financial statements and business performance analysis for the Audit and Finance Committee meeting. By moving the Board of Directors meeting to January, this will allow us to move the Audit and Finance meeting and we can alleviate these time constraint pressures from staff as well as the Auditors.

Motion adopted

Goldman/Quinlan

That the first regular 2014-2015 Board of Directors meeting be held in January 2015.

Staples Copy and Print Proposal

Rationale: The Committee reviewed a proposal from Staples Copy and Print to offer Canadian Optimist Clubs a 20% discount on all products and services with a minimum spending of \$5000 per year. The offer is valid for one year with an optional renewal. If spending reaches \$10,000 or more additional discounts up to 50% will be offered. The discounts are valid on all products and services with the exception of self-service, stamps, Purolator, and third party products. Please note that staff is in the process of researching a similar discount program with the U.S. Staples. Should spending be over the \$10,000 level, the Committee would like to discuss the possibility of Staples offering some small percentage or credit to Optimist International.

Motion adopted

Phillips/Quinlan

That the Board of Directors authorize staff to contract with Staples Copy and Print for a discount program in Canada and the U.S.

On behalf of the Board of Directors Marlene Phillips thanked Chair Bob McFadyen for the report.

The meeting recessed at 5:00 p.m. for the evening and reconvened into executive session.

Saturday, March 8, 2014

After a day of strategic planning, the meeting reconvened at 3:30 pm.

BANKING RESOLUTION

Motion adopted

Lucas/Katz

That the Board of Directors adopt a banking resolution to allow for Ron Huxley, Benny Ellerbe, and Connie Pellock to be authorized to act on behalf of the corporation to execute all documentation necessary to become authorized signers, obtain records, copies, etc. for any bank and deposit accounts held in the name of Optimist International and/or a District of Optimist International.

DISTRICT LEGAL ISSUES

Motion adopted

Phillips/Quinlan

Until legal matters discussed in executive session are resolved to the satisfaction of the Board of Directors and legal counsel, any individual so involved may not serve in any capacity as a District or Optimist International officer.

MEMBERSHIP AND NEW CLUB BUILDING COMMITTEES

Motion failed

Quinlan/Katz

That the Board of Directors update Policy I-70 so that the Membership and NCB committee have a minimum of six members that are on a rotating three-year term.

BOARD PERSONNEL COMMITTEE

Motion adopted

Phillips/Quinlan

That the Board of Directors create a separate policy from Policy I-70 Paragraph K for the Personnel Committee and revise “preceding the March Board meeting” to “the second meeting of the fiscal year.”

The meeting recessed at 4:30 p.m. for strategic planning. The Strategic Planning meeting recessed at 6:00 p.m. for the evening.

Sunday, March 9, 2014

The Board of Directors meeting reconvened at 10:30 a.m.

IRS FILING STATUS

Motion adopted

Quinlan/Lucas

That the Board of Directors approve an amendment to the Articles of Incorporation Article 2 to be in compliance with the organization's 501c4 status.

DISTRICTS AT RISK POLICY

Motion failed

Lucas/Quinlan

That in compliance with Board Policies ID-7 and ID-25, the Board of Directors will notify the Districts that are considered "at risk."

AD HOC STRUCTURE COMMITTEE

Motion adopted

Lucas/Goldman

That the President appoint an Ad Hoc Organizational Structure Committee. (Committee appointments: Mike Goldman, Chair, President-Elect Ken Garner, Immediate Past President J.C. St-Onge, Marlene Phillips, Jim Oliver, Governance Committee Chair David Bruns.

Motion adopted

Katz/Garner

To adjourn the meeting.

There being no further business, the meeting adjourned at 10:35 a.m.

Benny Ellerbe
Executive Director/Secretary

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