



BOARD OF DIRECTORS

The Board of Directors is the governing body of an Optimist Club.

A Club's success depends on how well the Board functions, and on its leadership.

Board members must be committed to the job.

The Board guides the Club through discussion and decision making which should reflect the opinions of all Board members. This can be accomplished if each member will:

1. State opinions clearly and at the appropriate time.
2. Consider the thoughts of all.
3. Be willing to have opinions modified.
4. Seek to keep the discussion moving on a productive level.
5. Be sensitive to community needs and participate in the Club's service and fundraising projects.

Board members need the following:

1. History of the Club
2. Bylaws
3. Policies
4. Budget
5. Copy of previous year's annual report
6. Organizational structure, including officers, Committees and other appointments

Matters which do not require a vote of the membership are the responsibility of the Board. Article VII, Section 2 of the Standard Club Bylaws states:

"The Board of Directors shall have control and management of the Club's activities; determine all policies; elect, dismiss and discipline Members; and generally supervise the affairs of the Club."

The Standard Club Bylaws require a vote of the membership for:

- Elections (the Board fills vacant offices between elections). (See Article VII, Section 1, and Article VIII)
- Amendments to the Bylaws. (See Article XIV)
- Fundraising methods. (See Article X, Section 4)

The Board is obligated to keep Club Members informed. Non-Board members may attend Board meetings, make reports and speak on various issues. However, only Board members (the official representatives of the membership) may vote on Board matters. On occasion, particularly when a project or activity is important or expensive, the Board may submit the question for non-binding or binding input.

Duties of the Board

1. Determining activities.
2. Approving and supervising the budget.
3. Providing for the annual audit of Club books.
4. Deciding on eligibility of proposed Members.
5. Making long term and short term plans for the Club.
6. Formulating appropriate policies.
7. Assigning appropriate action requiring detailed study to Committees.
8. Receiving reports of Committees.
9. Advising Club Members of Board actions through the Club bulletin, and when necessary, Club meeting.
10. Activating the work of Club Committees.
11. Disciplining Members for inappropriate conduct or non-payment of dues.
12. Filling vacant offices between elections.
13. Identifying causes for low attendance and unnecessary losses of Members; initiating plans and procedures to correct these problems.

Board Membership

The following constitutes the Club Board of Directors according to the Standard Club Bylaws. Check your Club's bylaws for your structure.

1. **Six Elected Directors** (three elected each year for two-year terms)
2. **President** (elected)
3. **Two Vice Presidents** (both elected each year)
4. **Secretary-Treasurer** or separate **Secretary and Treasurer** positions (appointed by the President, approved by the Board)
5. **Past President** (serves the year immediately following his/her year as President)
6. **President-Elect** (if Club bylaws provide for this office)

Board Meetings

The Club President conducts Board meetings; the Secretary-Treasurer helps the President keep the agenda moving. The President should understand parliamentary procedure as presented in Roberts' Rules of Order. Except as provided in the Club's bylaws, all Club and Board meetings are governed by Roberts' procedures.

A typical Board meeting agenda includes:

- Call to Order
- Roll Call
- Reading of previous minutes
- Remarks by the President
- Reports of Secretary-Treasurer (including Club reports, financial statements, and presentation of bills for payment)
- Reading of communications
- Committee reports
- Unfinished business
- New business
- Adjournment

Board Minutes

The Secretary-Treasurer (or Secretary) must keep accurate minutes. The President should restate the motion after it has been made and seconded. This will ensure that everyone understands what is being debated. The results of each vote must be noted, i.e., was the motion carried or lost?

The following information is required for Board minutes:

1. Attendance, time, date and place of meeting
2. Regular or called meeting
3. Record of reports made and filed
4. Record of motions made, carried or lost
5. List of items referred to Committees or deferred
6. List of any Presidential appointments

Forms for Board minutes are available at www.optimist.org.

Tips for a Good Board Meeting

1. The Board should meet at a fixed time at least once a month. Except in emergencies, Board meetings should not be held before Club meetings. They could be held after Club meetings, however.
2. Select a comfortable, well-lighted room. The meeting place should be centrally located and conducive to deliberation. It should be open to all non-Board members but isolated from interruption.
3. The President should plan the agenda well in advance, and should check with the Vice Presidents, the Secretary-Treasurer and Committee Chairs for required reports and business. The President may conduct a meeting with the Vice Presidents and Secretary-Treasurer to review important business and plan the agenda. Do not overload the agenda. It is better to postpone an item or two than to handle too many poorly.
4. The Secretary-Treasurer should provide the agenda to the Board members to acquaint them with the proposed business and remind them of the meeting. The agenda may be printed in the bulletin to inform Members of the scheduled business.
5. Begin the meeting promptly and keep to the agenda. The President must be certain Members adhere to the subject at hand; proper use of parliamentary procedure will make this easier.
6. Gather necessary materials and equipment in advance.
7. Seek specific conclusions and objectives. Discussion must end in exact goals and clearly defined action.