

MINUTES

OPTIMIST INTERNATIONAL BOARD OF DIRECTORS MEETING

July 2, 2011
Baltimore, Maryland
Marriott Riverfront Hotel

The following Members of the 2010-2011 Optimist International Board of Directors were in attendance for the entire meeting:

Mark O. Shriver	Immediate Past President	Woodstock, Georgia
Danny Rodgers	President	Fort Worth, Texas
Jack Creswell	President-Elect	Reading, Pennsylvania
Ken Garner	Director	Fort Worth, Texas
Marlene Phillips	Director	Windsor, Ontario
David Bruns	Director	Topeka, Kansas
Jim Kondrasuk	Director	Monona, Wisconsin
Chris Jernigan	Director	Morganton, North Carolina
Fatima Plater	Director	Detroit, Michigan
Kayleigh White	JOOI President	Kettering, Ohio
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.

Saturday, July 2, 2011

Immediate Past President Mark Shriver called the third meeting of the 2010-2011 Optimist International Board of Directors to order at 8:40 a.m. The invocation was given by Dave Bruns, the pledge of allegiance was led by Ken Garner. A toast to Canada and all countries that have Optimist Clubs was given by Marlene Phillips. Fatima Plater led the recitation of the mission statement.

Executive Director Benny Ellerbe was appointed parliamentarian for the meeting.

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted

Garner/Jernigan

That the Board of Directors adopt the consent agenda as presented.

Approval of Board Meeting Minutes

March 4-5, 2011

Motion adopted

That the Board of Directors approve the minutes of the March 4-5, 2011 as amended below.

Page 10: Jerry Shue is Region 4 and Richard Highland is Region 3.

April 21, 2011 E-Mail Ballot

Motion adopted

To approve the action taken below:

Policy ICD-135; International Recognition Program

Rationale: Since the March Board meeting, the language and specifics regarding the Recognition Program has been finalized and made consistent throughout. There have been no substantive changes to the Club or District Recognition Program – the overall goal is consistency and relative simplicity over a long period of time. In terms of the Annual Club Award (a/k/a the Harry S Truman Award), the committee has removed it from the final report. Since the last Board meeting, we have received numerous comments on a number of items, which collectively would need to be resolved. These items include the name (Harry S Truman), lack of any quantitative criteria other than a Distinguished club, making any choices very subjective which could put Governors and even the President in an untenable situation, especially when choosing the overall winners. The concept is very positive, but the devil is in the detail, and would make the base recognition much more complicated than it should be. This concept could be added later as a stand-alone policy as some kind of a special president's award. The Committee is recommending an email vote prior to the Convention so that the President-Elect has an approved Optimist International Policy on Recognition to proceed as he plans the 2011-2012 year.

Motion

That the Board of Directors adopt the following revisions to Policy ICD-135, which is to be effective October 1, 2011.

International Recognition Program

ICD-135

A. Club Recognition Awards:

1. “Bringing Out the Best” Club
(banner patch then year bar thereafter)
 - Sponsor at least two service projects a year
 - Add at least one member
 - Be current on District and OI dues

Recognize Club member or local community individual

2. Honor Club

(banner patch, ~~then year bar~~ **with Club President's name and year thereafter plus and a \$100 credit on ~~the next first quarter~~ dues **billing - as soon as administratively possible after the end of the fiscal year; thereafter a year bar with Club President's name plus the cash award)****

Sponsor at least three service projects a year

Recognize a Club or community member

Grow Club by net plus 1

Be current on District and OI dues

3. Distinguished Club

(watch for club President and secretary and/or treasurer, **a banner patch with the Club President's name, ~~then year bar thereafter, plus and a \$250 credit on the next first quarter~~ dues **billing – as soon as administratively possible after the end of the fiscal year; thereafter a year bar with club President's name plus the cash award and watch)****

Meet Honor Club Criteria plus:

Net of 15 OR Charter a New Club

B. District Recognition:

1. Distinguished Lt. Governor:

(Desk clock)

All Clubs in zone are honor clubs OR

Net plus one in membership and charter one new Club

2. Distinguished Governor:

(Governor's Ring **plus a District banner patch with the Governor's name and year)**

Grow District by net plus 1 in membership

~~Build one new Club~~ **District to build at least one new Club**

All Clubs are current on District and OI dues (all financial obligations paid by September 30)

All reports filed with Optimist International in a timely manner

3. ~~Honor~~ **Distinguished** District Secretary Treasurer:

(**"Bringing Out The Best In Kids" logo folder with ink pen**)

Be current on District and OI dues (all financial obligations paid and/or submitted by September 30)

All reports filed with Optimist International in a timely manner

Grow District by net plus 1 in membership

District to build at least one new Club

~~C. Optimist Harry S. Truman Club President Award
(plaque or trophy recognized at convention)~~

~~Up to 2 Distinguished Clubs Presidents who most exemplify the goal of youth service nominated by each Governor~~

~~10 Club presidents selected by the International President from nominations received by District Governors~~

~~Must meet Distinguished Club Criteria~~

Policy I-8; Recognition/Incentive Programs

Rationale: In order to bring Policy I-8 in line with current board decisions, the policy needs to be updated with the current language adopted by the Board of Directors.

Motion adopted

That the Board of Directors adopted the following revisions to the Policy I-8 to be effective October 1, 2011.

Optimist International Awards **Recognition** Program &
International President's **Recognition Incentive** Program

I-8

The Optimist International Awards **Recognition** Program is developed and approved by the Optimist International Board of Directors to further various organizational goals, shall be long range and strategic in its focus.

The Annual **Recognition Incentive** Program may be developed by the President-Elect in conjunction with input from senior staff, and under the guidelines of a ~~the~~ base awards **Recognition** ~~p~~Program established by the Board. The **Recognition Incentive** Program shall be an annual program, and focus on tactical issues for the current year. The **Recognition and Incentive** Programs shall be approved by the International Board at a regular board meeting prior to any part of the program being made available to any of the membership of Optimist International.

Staff Reports

District Dues Increase Requests

Optimist International Bylaws, Article VII, Section 5B, requires that Districts must receive the approval of the International Board of Directors for any increase in District dues. The District must complete all requirements of Board Policy D-4.

Ohio District

Rationale: At its third quarter meeting, the Ohio District voted to increase District Dues by \$2.00 per member effective October 1, 2011. All requirements for the requests have been met.

Motion adopted

That the Board of Directors hereby approves the Ohio District’s (24) request for a dues increase of \$2.00 per member per year, that would be from \$10.00 to \$12.00 annually effective October 1, 2011.

ADOPTION OF AGENDA

Motion adopted

Phillips/Creswell

That the Board of Directors adopt the agenda as presented.

REPORT OF THE PRESIDENT

President Danny Rodgers addressed the Board of Directors and reviewed his written report.

REPORT OF THE PRESIDENT-ELECT

President-Elect Jack Creswell addressed the Board of Directors.

Baseline Recognition Program Addition

Motion adopted

Creswell/Phillips

That the Board of Directors add the current Pace Setter Award to baseline Recognition Program.

Motion adopted

Creswell/Kondrasuk

That the following requirements for the Pacesetter Award be adopted and added to Board Policy ICD-135.

4. Governor Pacesetter Award

(Pen/pencil set given at Convention)

Grow District by Net +1 in membership

District to build at least two new clubs in first six months of fiscal year

CANDIDATES FOR INTERNATIONAL OFFICE

President Danny Rodgers presented the following rationale: In an effort to clarify who is allowed to receive the international convention delegate email addresses for campaigning purposes, the following revision to Board Policy I-33 is offered. It is noted that currently, the International Bylaws Article V, Section 6B2(d) dictates that candidates are placed in nomination during the convention, therefore there are no “official” candidates per se, but there are “declared” candidates, either by the Candidate Qualifications Committee or by an individual.

Motion adopted

Rodgers/Bruns

That the Board of Directors revise Policy I-33 as shown below:

International Directory and Mailing Lists - Use of

I-33

Believing that the Official Directory and mailing lists, containing the names and addresses of Club, District and International officers and members, is a record to be held in trust, their use for commercial, political, or solicitation purposes shall be denied to all. Use of such lists for purposes consistent with the objectives of Optimist International may be granted by the Board of Directors. Requests for the use of such lists for purposes consistent with the functions of District administration must be submitted in writing by the governor.

Because the objectives of Optimist International are served by providing information to the delegates in advance of the convention regarding the candidates for International office so that they can make informed decisions, ~~official~~ **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 those members who have registered for the International Convention at which the election will 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 convention.

REPORT OF THE EXECUTIVE DIRECTOR

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

REPORT OF THE JOOI PRESIDENT

JOOI President Kayleigh White presented her written report.

The meeting recessed at 9:07 a.m. and reconvened at 9:25 a.m.

REPORT OF THE AUDIT & FINANCE COMMITTEE

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

Budget for Fiscal Year 2010-2011

Rationale: The Audit and Finance Committee reviewed the fiscal year 2010-2011 budget. In regards to revenue, Optimist International has experienced a greater than projected loss of membership. For the current fiscal year, the Committee estimated a 3.5% loss in membership in contrast to the actual YTD loss in membership of 5.5%. Also, the appeal process for the GST tax rebate is taking longer than anticipated. So, we no longer expect to receive this tax rebate during the current fiscal year. In regards to expenses, Optimist International is experiencing substantially lower than budgeted expenses in the expense categories of Club Insurance Premiums, Growth Services, and Communications. In light of these changes, the Audit & Finance Committee recommends the presented amended 2010 – 2011 Budget. After meeting the 4% reserve requirement, the proposed budget has a surplus of \$8,951.

Motion adopted

Bruns/Jernigan

That the Board of Directors approve the Fiscal Year 2010-2011 Budget as presented.

Budget for Fiscal Year 2011-2012

Rationale: The Audit & Finance Committee, in consultation with the President-Elect, established initial premises for the draft budget at its February 2011 meeting. This information was presented to the International Board of Directors in March 2011. The budget includes an assumption for a decline in Membership of 2%. Subsequent to the March 2011 International Board of Directors Meeting, two items of significant impact to the 2011-2012 budget have occurred. First, during the current fiscal year, we have experienced a greater than projected loss of membership. For the current fiscal year, we had estimated a 3.5% loss in Membership in contrast to the actual YTD loss in membership of 5.5%. Second, the appeal process for the GST tax rebate is taking longer than anticipated. So, we no longer expect to receive this tax rebate during the current fiscal year. As a result of the two aforementioned items, the Audit & Finance Committee recommends the adoption of the revised 2011 – 2012 Budget as presented. After meeting the 4% reserve requirement, the submitted budget has a surplus of \$221.

Motion adopted

Phillips/Bruns

That the Board of Directors approve the Fiscal Year 2011-2012 Budget as presented.

Promotions Corral and Triumph Contract

Rationale: The contract with Promotions Corral and Triumph Int'l Corp expires at the end of the current year. The Committee believes that proposals should be sought for this contract.

Motion adopted

Garner/Kondrasuk

That the Board of Directors direct staff to seek proposals for the merchandise contract.

Tax Form 990 for Fiscal Year ending September 30, 2010

Rationale: The new revised Form 990 requires the Board be provided a copy of the return and review the return before it is submitted to the IRS.

Motion adopted as amended

Bruns/Garner

That the Optimist International Board of Directors, after reviewing Optimist International Form 990 the fiscal year ending September 30, 2010, approves the return for filing as revised.

Conflict of Interest Policy

Motion adopted

Garner/Phillips

That the Board of Directors approve the Conflict of Interest Policy at the first Board meeting of each year, which will enable the Board of Directors to answer “yes” to Part IV, Line 12 on each IRS Form 990.

On behalf of the Board of Directors, Ken Garner thanked Committee Chair Mike Allen for the report.

REPORT OF THE CONVENTION COMMITTEE

The report of the Convention Committee was presented to the Board of Directors by Committee Chair Charles Jerman. On behalf of the Board of Directors, Chris Jernigan thanked Committee Chair Charles Jerman for the report.

DEFINITION OF INDEPENDENT REVIEW COMMITTEE – POLICY ID-13

Ken Garner offered the following rationale: At the March 2011 Board meeting, the Board adopted a revision to Board Policy ID-13 requiring an independent Certified Public Accountant et. al. to perform an annual District review. To clarify what is an independent accountant the following revision to the policy is offered.

Motion adopted

Garner/Phillips

That the Board of Directors add the following paragraph to Paragraph 1 of Board Policy ID-13.

An Independent Review Committee will be a committee of at least three people who have either a professional background in a financial field and/or experience as a secretary/treasurer at either the Club or District level. The members of this committee should not be a district officer or secretary/treasurer currently or in the preceding Optimist Year or any other persons with signatory authority of the District accounts for those years. These members should also not be a business partner, marital partner, romantic partner, parent, sibling, child, step child, step-parent, or in-law of any District officer or secretary-treasurer of the current or immediate preceding year or any other persons with signatory authority of the District accounts for those years. It is suggested that this be a rotating committee appointed by the Governor each year and the committee is approved by the District's Board of Directors.

The meeting recessed at 10:00 a.m. and reconvened at 10:09 a.m.

E-OPTIMIST UPDATE

Chris Jernigan and Maggie Fairchild presented the Board of Directors with a PowerPoint Presentation and update on the e-Optimist program. On behalf of the Board of Directors Jim Kondrasuk thank Chris and Maggie for the report.

REPORT OF THE GROWTH COMMITTEE

An informational report to the Board of Directors was presented by Chairman Essie Johnson. On behalf of the Board of Directors, President-Elect Jack Creswell thanked Chair Essie Johnson for the report.

PASO ROBLES & FIVE CITIES OPTIMIST CLUBS' REQUEST

Chief Administrative Officer Jim Nagel stated that the Clubs have been replied to in that international clubs are determined to be club projects. No further action was taken.

U.S. OPTIMIST INTERNATIONAL FOUNDATIONS REPORT

The President of the U.S. Foundation Gary Addison reported to the Board of Directors.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The President of the Canadian Children's Optimist Foundation Benoit Paré reported to the Board of Directors.

On behalf of the Board of Directors, President Danny Rodgers thanked Presidents Gary Addison and Benoit Paré for their reports.

REPORT OF THE LEADERSHIP DEVELOPMENT COMMITTEE

The report of the Leadership Development Committee was presented to the Board of Directors by Chairman Paul Lucas who presented the Board with a presentation on the Online Training Program being developed. On behalf of the Board of Directors, Fatima Plater thanked Chairman Paul Lucas for the report.

The meeting recessed at 11:34 a.m. and reconvened at 11:45 a.m.

ACTIVITIES COMMITTEE REPORT

The report of the Activities Committee was presented to the Board of Directors by Chair Jim Oliver.

United Services Organizations (USO) for Endorsed Organization status

Rationale: The USO is a non-profit organization committed to provide emotional support to United States military troops and their families. The USO offers programs and services at more than 160 locations worldwide, including the United States, Afghanistan, Iraq, Kuwait, Germany, Italy, Japan and Korea. In 2010, USO centers were visited nearly 8 million times by military members and their families. The centers at airports and military bases provide entertainment and services. The organization also provides critical support to deployed troops, wounded soldiers and the families of fallen soldiers. A relationship with the USO will provide increased service opportunities for Optimist Clubs. The USO will assist in generating publicity and awareness of individual Clubs that participate in its programs through press releases, the USO website and social media. The USO will provide Optimist Clubs with fundraising toolkits and train all Members interested in participating in its programs. Speakers will be provided for Optimist events benefitting the USO, when possible. The USO will help Optimist International fulfill its mission to "bring out the best in kids," focusing on a group of children that is currently underserved, military children. The organization will strengthen public awareness about

Optimist International through promotion of the partnership on the USO website and through their social media site. The organization will identify a sole point of contact to manage the relationship with individual Optimist Clubs and assist in tracking Club donations to the USO. The Activities Committee would like to establish this partnership immediately to promote this new service opportunity to Optimist Clubs and begin providing support to military families. Since the 2010-2011 Optimist year is more than half over, it is recommended that the endorsement fee be waived for the United Services Organizations (USO) until the 2011-2012 Optimist year.

Motion adopted

Phillips/Jernigan

That the Optimist International Board of Directors approve the United Services Organizations (USO) as an Endorsed Organization at the Bronze level effective immediately with the endorsement fee waived for the remainder of the 2010-2011 year.

On behalf of the Board of Directors, Marlene Phillips thanked Chairman Jim Oliver for the report.

CURLING PROGRAM PRESENTATION

A presentation was given to the Board of Directors by Al Kersey, member of the Evening Optimist Club of Coquitlam.

Motion adopted

Jernigan/Bruns

That the Board of Directors adopt the following resolution, forward to the International Activities/Program Committee, and work toward making this an international program.

Resolution from the Evening Optimist Club of Coquitlam #32066

Whereas the sport of curling continues to be one of the fastest growing in the world, is an Olympic Winter Games, Paralympics, Special Olympics and Youth Winter Olympics sport in 47 countries with 17 South American, African and South Asian applications in process and has over 1.2 million participants in the world and;

Whereas youth curling growth and development opportunity is available in 180 curling clubs in 41 of the United States and 1,000 curling clubs in Canada covering all 8 Optimist International Regions and 44 Optimist International Districts and;

Whereas in curling, a child does not need to be bigger, faster or stronger to grow from playground to the podium upon which a child's dream can be realized and;

Whereas introducing a child to junior curling provides the active start essential for long term athlete development in a sport for life, encourages an active lifestyle fundamental to healthy childhood development, advances movement skills critical to physical development and aids in prevention of childhood diseases associated with inactivity and;

Whereas curling is inclusive, adaptable, and developmental for youth with disabilities or unique special physical needs and;

Whereas an affiliation, as found in the team sport of curling, fills a life need while teaching skills for life and provides a forum in which to mitigate bullying, to develop leadership, to promote personal growth and to enhance self-esteem and;

Whereas the U-18 (Under 18 years) Curling Championships teams from the United States, Japan and Canada have made Optimist curling an international event befitting Optimist International's slogan of "Bringing out the Best in Kids" and;

Whereas established and recognized curling skills competitions are consistent with the protocol and values of the Optimist International Tri-Star Sports Program;

Therefore, let it be resolved that "Optimist International Junior Curling" be adopted with official status as an Optimist International Program.

The meeting recessed at 12:30 p.m. for lunch and reconvened at 1:35 p.m.

VICE PRESIDENTS COMMUNICATIONS

As per Board Policy I-128 the Board of Directors reported on their communications with assigned Vice Presidents.

USO PRESENTATION

Lisa Ferrari, representative for the USO, addressed the Board of Directors.

The meeting recessed at 2:26 and reconvened at 2:35 and recessed at 2:36 p.m.

The Optimist International Board of Directors reconvened at 3:00 p.m. and recessed into executive session. The meeting reconvened at 4:18 p.m.

KITCHENER ONTARIO OPTIMIST CLUBS

Motion adopted

Phillips/Kondrasuk

That the Board of Directors approve the re-districting of certain clubs in Kitchener Ontario pending the concurrence with the District or Districts involved.

Motion adopted

Creswell/Plater

To adjourn the meeting.

There being no further business, the meeting adjourned at 4:22 p.m. on Saturday, July 1, 2011.

Benny Ellerbe
Executive Director/Secretary

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