



PROPOSED RESTATED BYLAWS WITH COMMENTS

**2024-2025
Bylaws**

**As recommended by the International Board of Directors
as of March 2, 2024**

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Bylaws of Optimist International

ARTICLE I - IDENTIFICATION AND PURPOSES

SECTION 1. Name and Incorporation.

- A. Name. The name of this organization shall be "OPTIMIST INTERNATIONAL."
- B. Incorporation. Optimist International (henceforth referred to as "OI") is an association of member Clubs incorporated under the **Non Profit** Corporation Act of the State of Missouri, operating for the purpose hereinafter set forth.

SECTION 2. Purposes. OI is organized and shall operate for the common good and general welfare of the community as set forth in Section 501(c)(4) of the Internal Revenue Code, as may be amended from time to time (the "Code"), including, but not limited to, developing Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; promoting an active interest in good government and civic affairs; inspiring respect for law, promoting patriotism and working for international accord and friendship among all people; and aiding and encouraging the development of youth; in the belief that the giving of one's self in service to others will advance the well-being of humankind, community life and the world.

SECTION 3. Official Creed. The official creed of OI shall be the Optimist Creed stated as follows:
Promise Yourself:

- To be so strong that nothing can disturb your peace of mind.
- To talk health, happiness and prosperity to every person you meet.
- To make all your friends feel that there is something in them.
- To look at the sunny side of everything and make your optimism come true.
- To think only of the best, to work only for the best and to expect only the best.
- To be just as enthusiastic about the success of others as you are about your own.
- To forget the mistakes of the past and press on to the greater achievements of the future.
- To wear a cheerful countenance at all times and give every living creature you meet a smile.
- To give so much time to the improvement of yourself that you have no time to criticize others.
- To be too large for worry, too noble for anger, too strong for fear and too happy to permit the presence of trouble.

SECTION 4. Official Slogan. The official slogan of OI shall be "Friend of Youth."

SECTION 5. Use of Names, Insignia, and Slogans. The titles, slogans and any emblem, seal, insignia or other adopted or registered trademarks or slogans of OI shall not be used for purposes other than those authorized by the Board of Directors (the "Board").

SECTION 6. Official Publication. The official publication of OI shall be *the Optimist* which will be sent to all Members of affiliated Optimist Clubs. Members may request that only one copy be sent to their household.

ARTICLE II - CORPORATE STATUS

SECTION 1. Not-For-Profit Organization. OI is organized and shall operate for the common good and general welfare of the community as set forth in Section 501(c)(4) of the Internal Revenue Code, for the purposes set out in Article 1 Section 2. OI shall not engage in any business of a kind ordinarily carried on for profit and shall not enter into any transaction, carry on any activity nor engage in any business for pecuniary profit. No income received by OI shall inure to the benefit of, or be distributed to, its directors, officers, any member Club or Club Member, or other private persons, except OI shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein.

Comment: Article I, Section 1-B. Per Missouri Statute, the "Bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation." Articles I and II contain verbiage from the original Charter and Articles of Incorporation which is not typically included in Bylaws.

All references to "Optimist International" will be replaced with "OI." All references to the Optimist International Board of Directors will be replaced with "Board" unless it is necessary to distinguish the Optimist International Board of Directors from the District, Club, or JOI Board of Directors.

Comment: Slogans, insignia, trademarks etc. are all adopted by the Board of Directors.

Article I. Section 5. Specific names deleted as not needed: "Optimist" "Optimist International" "Friend of Boy" "Friend of Youth." These will be determined by the Board.

Article I. Section 6. Reference to Board deleted as that is not necessary. The word "magazine" has been deleted. Future publications may not be in print and may only be electronic publications.

Article II. Section 1. Revised to delete unnecessary language

Article II. Section 2. Revised to delete unnecessary language.

Article I. Section 3. Combined with current A1 and A2 and deleted current B. This was moved to new Item F.

SECTION 2. Residence. The residence and principal office of OI is in the State of Missouri

SECTION 3. Indemnification of Officers and Directors.

- A. OI shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of OI, by reason of the fact that they served as a director, officer, employee or agent of OI, or at the request of the Board or officers of OI as a director, officer, employee or agent of OI or any other corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of OI and/or had no reasonable cause to believe the conduct was unlawful. The manner in which any action, suit or proceedings is disposed shall not create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of OI and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
- B. Any indemnification, unless ordered by a court, shall be made by OI only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the applicable standard of conduct set forth in this Article has been met. Indemnification shall be approved by the Board by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding or, if such a quorum is not obtainable, then by independent legal counsel in a written opinion. There shall be no indemnification for conduct that was finally adjudged by a court of competent jurisdiction to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
- C. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by OI in advance of the final disposition of the action, suit or proceeding as authorized by the Board in the specific case.
- D. The right of any person to indemnification as provided herein shall not be exclusive of any other rights to which they may be lawfully entitled, including indemnification in accordance with Section 355.476 RSMo. of the Missouri Non Profit Corporation Act and any amendments thereto.
- E. OI may purchase and maintain insurance on behalf of any covered person, as stated above, to fund this indemnification.
- F. A member, employee or contractor may act as an agent of OI only upon prior written approval granting such agency by the Board.

SECTION 4. Dissolution. Upon the dissolution of OI, the Board shall, after paying or making provisions for the payment of all of the liabilities of OI, dispose of all the assets of OI exclusively for the purposes of OI in such manner or to such organization or organizations organized and operated for the common good and general welfare of the community as shall at the time qualify as an exempt organization.

Comment: Article II, Section 3(A). This is from old Subsection 3(A)(1)(2) and (3) merged into new Section 3(A).

Comment: Article II, Section 3(D). OI is organized under the Non Profit Corporation Act, not the General Corporation Act.

Article II, Section 3(E). This is from the last paragraph of old Section 3.

Article II, Section 3(F). This is from old Section 3(A)(3).

ARTICLE III – MEMBERSHIP

SECTION 1. Clubs. Membership in this organization shall consist of affiliated Optimist Clubs, College Clubs, Youth Clubs (Junior Optimist International Clubs) and Friends of Optimist.

A. Optimist Club-

1. Membership-

- a. Memberships are not transferable.
- b. Adult members of an Optimist Club shall be adult individuals of good character, from the business, social, and cultural life of the community.
- c. College Member. Any Member in a post-secondary educational institution who is enrolled as a full-time student may be classified as a College Member. A College Member shall have the same rights and privileges as any Adult Member of a Club.
- d. Life Member. Life Membership is granted to any Club Member in good standing, except for college members, upon payment to OI of the Life Membership Enrollment Fee as detailed in Article IX (2)(D)(3).

2. College Club. A College Club shall consist predominantly of individuals enrolled full-time in a post-secondary educational institution. The structure of a College Club shall be identical to an Optimist Club. The College Club shall be subject to the same requirements for Optimist Clubs set forth in these Bylaws and under the supervision of the Board except as stated otherwise in these Bylaws.

3. Youth Club - Junior Optimist International Club (JOI). Membership in this class of OI shall consist of affiliated Junior Optimist International Clubs (JOI). JOI Clubs shall consist of young people less than 19 years of age prior to September 30th of the current administrative year and not yet a member of an Adult Optimist Club (to include College Clubs). Special consideration may be made for students with disabilities. JOI Clubs shall consist of Alpha, Junior Optimist, or Octagon youth clubs, the requirements of which shall be set forth in JOI policies of OI (the "JOI policies"). JOI Clubs shall meet all requirements for affiliation as prescribed in the JOI policies. New Club formation and Club revocation procedures must also be consistent with JOI policies. JOI Districts and the JOI Board of Directors (hereinafter "JOI Board") shall have direct supervision over JOI

Comment: Article III, Membership. This article was revised to organize the text in a less confusing manner. The reference to military duty was moved to Article IX because that language addressed a fee waiver, not a classification of membership.

1b. College members - moved statement about dues payment to Article IX.

1c. Removed language about Life Member Enrollment Fee and dues payment and included necessary parts of the language in Article IX.

Member Clubs under the auspices of the Board. JOI policies shall be established by the JOI Board with the approval of the Board.

5. *Friend of Optimist.* The Friend of Optimist shall be ineligible to serve as an officer of an Optimist Club and/or on the Club Board of Directors or vote at International and District Conventions or Club meetings.
- B. *New Clubs.* The Board approves affiliation to OI. Clubs shall submit a written application for affiliation in the form and manner prescribed by the Board and Board policies, and each applicant shall be subject to the acceptance and approval of the Board. Except for Clubs in an officially designated interim District, the procedures for affiliation include:
 1. Adoption of the standard form of Club bylaws prescribed by OI.
 2. Payment of such charter fees as may be established by the Board for Member Clubs.
 3. Submission of a list of Charter Members numbering not less than 15, each of whom shall have paid the full membership fee as established in the Club's bylaws.
 4. An authorized representative of OI shall be present at the official organization meeting and the first Club Board of Directors meeting of the applicant Club, and copies of the minutes of such meeting shall become part of the Club's application.
 5. Compliance with all requirements for affiliation as prescribed in these Bylaws and by the Board and agreement to accept and abide by the Bylaws of this organization now and hereinafter in force.
- C. *Club Resignation or Revocation.*
 1. *Resignation by Club.* Any Member Club may resign its affiliation, by reason of dissolution or other reason, provided that all financial obligations to OI and the District have been fulfilled and that, if incorporated, the corporation shall be legally dissolved as an Optimist Club and that notice of such resignation or dissolution be transmitted to OI and to any applicable government authority regulating not for profit corporations.
 2. *Club Membership Revocation by District.* A District may initiate the revocation procedure when the Governor submits a Charter Revocation Report to OI stating the reasons for the recommendation, together with the minutes of the District executive committee meeting at which the revocation was initiated.
 3. *Club Membership Revocation by OI.* The charter of any Club may be revoked by OI for non-payment of financial obligations or any other violation of the Articles of Incorporation, Bylaws or other applicable rules of OI, according to such procedures as determined by the Board.
 4. *Reversal of Club Membership Revocation.* In the event the charter and membership of a Club is revoked, such Club may, within 30 days of the mailing of the notice of such revocation, file with OI a written appeal of such action, which appeal shall be considered at the next meeting of the Board.
 5. *Effect of Revocation.* Upon the revocation of the charter and membership of any Club for any reason whatsoever, such Club shall forfeit all rights and privileges of membership including the right to vote, services provided by OI and the right to use the name, slogans, emblems, marks and other insignia of the organization. The Board may, at its discretion, postpone the forfeiture of such rights, privileges and services until the expiration of the appeal period or, if an appeal is received, until the Board considers the appeal at its next meeting.
- D. *Revocation of Membership.* No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person or entity. Should a Club Board of Directors fail to take action, the Board may suspend and/or terminate the membership of any individual charged with conduct unbecoming an Optimist member after conducting an investigation and/or adjudication, allowing the individual to be heard. The Board shall notify the member in writing of the final determination.
- E. *Contracted Individuals.* Unless they are acting under a contract, individuals having executive or supervisory control or authority such as coaches, assistant coaches, referees and other participants managing Club projects must be members of the Club to receive Club benefits, including liability insurance protection.

Comment: Article III. Section 1(A)4. Friend of Optimist Membership. In September 2023, the International Board of Directors revised this section to clarify that a Friend of Optimist can be a person or entity. The first sentence in the original bylaws was deleted as it is not necessary to include a reason for the creation of a new member in the bylaws. Also note all verbiage in the second sentence after "Club meetings" has been deleted. The reference to annual dues has been moved to Article IX.

Comment: Article III. Section 1(D). This is from the old Section 1(A)1(iii).

ARTICLE IV – INTERNATIONAL CONVENTIONS

SECTION 1. International Convention

- A. *Convention.* OI shall hold an International Convention every year, unless the Board determines that there exists a condition of national emergency and that because of such emergency the holding of such convention would be prejudicial to the national interest. In such case, the Board, by further resolution, shall have power to establish and fix provisions for transacting, by any means deemed best by the Board, any or all business that would normally be transacted by and at an annual convention.
- B. *Time and Place.* The Board determines the exact time for holding the International Convention and selects the location of such convention as many years in advance, not exceeding seven, as may be deemed necessary. The Board shall have the power to substitute another city where circumstances make such action necessary or advisable.
- C. *Notice of Annual Convention.* OI shall email to each member Club an official call for the annual convention at least 60 days prior to the date thereof, in which notice the time and place of the holding of the said annual convention shall be set forth.
- D. *Special Convention.* A special convention shall be called by the President at such time and place as

Comment: Article IV was divided to include new Article V. Elections as elections are not held at convention.

Comment: Article V. Section 1(F), (G)1, (G)2. Revised to remove unnecessary language.

Comment: Article IV. Section 1(C). This is from the old Section 2.

Comment: Article IV. Section 1(E). This is from the old Section B(2)(A).

- directed by 3/4 of the voting members of the Board. In such case, OI shall email to each member Club, at least 20 days prior to the date fixed therefore, a written notice of the time and place of holding the same, together with a general statement of the business proposed to be transacted at such special convention.
- E. *Number of Votes.* In the transaction of convention business requiring a vote, each Club in good standing shall be entitled to one vote for each 10 voting members or majority fraction thereof (6 or more) based on the voting numerical membership enrolled by the Club in the office of OI as of 30 April immediately preceding the convention. 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 convention is held shall be entitled to cast its vote based on the numerical charter membership enrolled by the Club in the office of OI. All voting shall be based on the total number of votes cast by accredited delegates and, unless otherwise stated, any matter requiring a vote shall be approved by a majority of votes cast by accredited delegates.
 - F. *Quorum.* A quorum shall consist of a majority of the accredited delegates.
 - G. *Accredited Delegates.* No member shall be deemed to be an accredited delegate unless the member has registered at the convention and paid the required registration fee and produced such credentials to the Credentials Committee as may be required by the Board.
 - H. *Convention Rules.* Convention Rules shall be adopted by a majority vote. Convention Rules may be suspended, rescinded or amended after their adoption by a two thirds vote.
 - I. *Supervision.* The Board shall have full supervision and management of all conventions of OI and shall prepare the official program. All plans, arrangements, programs and budgets shall be subject to the approval of the Board.
 - J. *Convention Registration Fees.* Delegates and others attending a convention of OI shall be required to pay such registration fees as may be established by the Board. Such registration fees shall be applied toward paying the expenses of such convention.
 - K. *Referrals to Committees.* All matters coming before the convention and falling within the purview of the duties of any of the international committees shall be referred to and reported on by such committees before the convention shall proceed to final action thereon.
 - L. *JOI Convention.* A JOI Convention shall be conducted annually to facilitate operations of JOI. JOI Clubs shall have representative privileges as prescribed by JOI policies.

Comment: Article IV. Section 1(F). This is old paragraph E and subsequent renumbered.

ARTICLE V – INTERNATIONAL ELECTIONS

SECTION 1. Online Elections. Elections for the OI Officers and the Board of OI be as follows:

- A. *Slate of Candidates.* The Candidate Qualifications Committee shall **announce** as soon as practicable after April 1 the names of those nominated by the Candidate Qualifications Committee for election and all qualified self-nominees.
- B. *Notice of Annual Online Election.* OI shall email to each member Club an official call for the annual online election at least fourteen (14) days prior to the date thereof, stating the time of the holding of the said annual election.
- C. *Voting.* Each Club in good standing shall be entitled to one vote for each 10 voting members or majority fraction thereof (6 or more) based on the voting numerical membership enrolled by the Club in the office of OI 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 OI. All voting shall be based on the total number of votes cast by accredited Clubs. 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.
- D. *Good Standing.* A Club in good standing is a Club whose dues are paid current.
- E. *General Provisions.* No person may be a nominee for more than one elected office in any given year. All elected persons shall take office on the first day of October following their election. Those eligible for the office of Vice President, Vice President- Elect and Director-At-Large shall be a member of a Club in good standing, and they shall have served a full term as a District Governor. Those eligible for the office of President shall be a member of a Club in good standing and they shall have served a full term as a District Governor and a full term as a Vice President. For the office of International President, Director at Large or Vice President, an individual may only serve one term in the office to which they are elected.
- F. *Elections for Board Directors at Large.* There shall be six Directors-At-Large on the Board. Two Directors-At-Large shall be elected annually to serve a term of three years. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Directors-At-Large and announce its nominations no later than March 1. Any person desiring to be placed in nomination for a Director-At-Large position must file an intent to run by April 1 of the year the election is to occur. The two individuals with the highest number of votes will be elected. If there are only two candidates, the individuals shall be elected by acclamation.
- G. *Election of Officers.*
 - 1. *President-Elect.* The Candidate Qualifications Committee shall seek and receive the names and

Comment: As International Board Directors are not considered Officers, their elections are separated from the Article regarding Officers below. See Section D below.
Schedule: CQ committee announces its nominees for elected positions no later than March 1st. Persons who wish to self nominate must submit their notice of intent to run for election to OI by April 1. CQ Committee will qualify all self nominees and announce the full slate of officers and directors as soon as practicable after April 1.
Article V. Section 1(A). This is old Article IV Section 3C.
Article V. Section 1(B). This is old Article IV Section 2.
Article V, Section 1(C) Article VI Section 2A and Section 3A3, Section 3B. Voting is stated once under General Provisions and not repeated under each officer and Director paragraph.
Article V. Section 1(D). New provision providing definition of a club in good standing.
Article V. Section 1(E). Revised to remove unnecessary language.
Article V. Section 1(E). From the old Article IV. Section 3(D). Removed sentence "Elected officers and Directors shall not be eligible to succeed themselves" because of the provision that an office may only serve one term in the office to which they were elected.

qualifications of prospective President-Elect Candidates and announce its nomination(s) no later than March 1. Any 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 individual receiving the highest number of votes cast shall be elected. The term of office shall be one year. If there is only one candidate, the individual shall be elected by acclamation.

2. *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. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) no later than March 1. Any 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. Clubs shall vote for the Vice President-Elect nominee by Region, with each Club President, or Club designee as approved by the Club Board of Directors, casting the Club's votes for a Vice President-Elect nominee by Region in which the delegate's Club is located. The individual receiving the highest number of votes cast in that Region shall be elected. If there is only one candidate, the individual shall be elected by acclamation.
- H. The President-Elect and each Vice President-Elect, between the annual convention next following their election as President-Elect or Vice President-Elect and the assumption of office, shall be known as President-Designate or Vice President-Designate.

ARTICLE VI – INTERNATIONAL BOARD OF DIRECTORS

SECTION 1. Board of Directors. The affairs and business of OI shall be controlled and directed by the Board. The Board shall consist of the President, the President-Elect, the Immediate Past President and six Directors-At-Large. Ex-officio non-voting members of the Board shall include the Executive Director of OI, the Junior Optimist International President, the Optimist International Foundation President and the Canadian Children's Optimist Foundation President. With the exception of the Executive Director, no person employed by or receiving salary or compensation from OI or a District shall be eligible to serve on the Board.

SECTION 2. Meetings. The Board shall meet at such times and places as may be determined by the Board, by call of the President or by written request of four members of the Board. There shall be at least three meetings each year. A written notice of the time and place of all meetings of the Board shall be emailed to each member of the Board by the Secretary-Treasurer not less than ten days prior to said meeting. Any or all Directors may participate in a meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 3. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. A majority vote of those present and entitled to vote shall be necessary to give effect to any action of the Board.

SECTION 4. Action without Meeting. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Board member and included in the minutes filed with the corporate records. Action taken under this section is effective when the last director signs the consent, unless the consent specified a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

SECTION 5. Vacancy of Director-at-Large. Upon death, resignation or incapacitation of any elected or appointed Director-at-Large or Director-at-Large Designate, or in the event of the failure of any Director-at-Large to carry out the duties of the office, the Board may declare said office vacant and shall select a successor to fill the remainder of the term provided that the International Candidate Qualifications Committee has certified the successor meets the required qualifications for the office.

SECTION 6. International Committees.

A. *Name and Purpose.* The Board establishes all committees of OI as follows:

1. Operating committees shall consider programs and plans encompassing youth activities, community service, JOI Clubs, membership, attendance, new clubs, club services and international development.
2. Administrative committees shall consider programs and plans encompassing finance, convention, leadership development, public relations, technology, achievement and awards and governance.
3. Election and convention business committees shall be responsible for candidate qualifications, credentials, resolutions and convention rules.
4. Pension Trustees Committee shall be responsible for administering the Optimist International Employee Pension Plan.
5. Optimist International Junior Golf Championship Committee shall be responsible for coordinating and operating the Optimist International Junior Golf Championships.
6. Special committees as may be designated from time to time by the Board.

B. *Duties.*

1. It shall be the duty of all operating, administrative and special committees to study, originate and

Comment: Vacancies of Officers are considered in the next Article below.

Comment: Article VI. Section 6(A)2. "bylaws" is replaced with "governance."
Article VI. Section 6(A)3. "convention" is inserted before "rules."

prepare, as advisors to the Board, programs and activities as may be assigned by, or proposed to, the Board, which contribute to the accomplishment of the purposes of OI. The chair of the respective committees, with the approval or direction of the President, shall call all meetings of such committees.

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

- (a) The Credentials Committee shall inspect credentials and qualifications of all delegates to the convention, certify accredited delegates and report thereon to the convention.
- (b) The Governance Committee shall consider all resolutions proposed by Clubs, received by the executive director not later than 60 days prior to the convention, all resolutions proposed by the Board, and it may propose resolutions on its own motion. No resolutions other than those so submitted shall be considered by the Governance Committee. The committee shall report to the convention all committee-approved resolutions and shall be authorized to make editorial changes in any resolution provided the essential import of the resolution is not changed thereby.
- (c) The Convention Rules Committee shall present its report as early as practicable after the opening of the convention.
- (d) The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective candidates for elective offices in OI. It may consider prospective candidates on its own motion. 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.

C. *Appointment and Term.*

1. Except as otherwise stated in these Bylaws, the President has the authority to appoint members and designate the chairman of each committee and fill any vacancy.

- (a) The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each and the four most immediate and available Past Presidents (beginning one year after having served on the Board). Each year the President-Elect shall appoint one member to a three-year term to begin on the first day of October of the appointing officer's year as President but no appointed member shall be eligible to serve consecutive full terms. Any vacancy to one of these appointments shall be reappointed by the International President that made the original appointment for the remainder of that member's term. No member of the Board shall be eligible to serve on this committee. If a Past President on the committee becomes deceased, incapacitated or unavailable to the extent that such individual cannot serve, the most immediate and available Past President who has rotated from the committee would fill the vacancy for the balance of the deceased, incapacitated or unavailable Past President's term year. This procedure will apply on an annual basis for the remainder of the vacated term on the Committee.

Comment: Article VI. Section 6(C)1(a). This was moved from C2 as the CQ Committee is no longer a Convention Committee but is considered an Election Committee.

2. Members of convention business committees shall be appointed annually, their terms of service shall terminate at the conclusion of business at the convention for which they have been appointed, and the members shall be as follows:

- (a) The Credentials Committee shall consist of three or more members.
- (b) The Governance Committee, also acting as the Resolutions and Convention Rules Committees, shall be assigned to consider the duties of governance.

3. The Pension Trustees Committee shall consist of four (4) trustees. The trustees shall include the Executive Director and three (3) volunteers appointed for three (3) year terms. At the inception of the Committee, the President shall appoint one volunteer for a three (3) year term, one volunteer for a two (2) year term and one volunteer for a one (1) year term.

Comment: Article VI. Section 6(C)2. "Except for the CQ Committee" has been removed and moved to above.

D. *Reporting.* Except for the convention business committees, the chair or their designees shall report to the Board and to the President at such times as the President shall determine. The content of such reports shall be released only at the direction of the Board or the President.

SECTION 7. Recognition Program. The Board shall establish a baseline Recognition Program. This Recognition Program shall not be changed more than once every five years. The President may propose an Incentive Program for that President's year that does not conflict with the Recognition Program.

Comment: Article VI. Section 7. This was moved from Article III. Section 3.

ARTICLE VII - INTERNATIONAL OFFICERS

SECTION 1. Officers. The officers of OI shall be the President, the Immediate Past President, the President-Elect, the Vice Presidents and the Secretary-Treasurer. The Vice Presidents shall be elected as set forth in these Bylaws. Except for the Secretary-Treasurer, the term of office shall be one year.

SECTION 2. President. The President shall preside at the International Convention and over the Vice Presidents Council and shall be the Chief Executive Officer exercising general supervision over the interests and affairs of OI, subject to the direction of the Board. The President shall perform such duties as usually pertain to the office of the President, subject to the direction of the Board. The President shall have authority to expend only such funds which are made available for official use in such amounts as specifically authorized by vote of the Board. Any increased funds made available through amendment of the original budget established for any fiscal year may be authorized only by a 3/4 vote of the Board.

SECTION 3. Immediate Past President. The President shall assume the office of the Immediate Past

Comment: Article VII. Section 3. This was moved from Board of Directors Article and subsequent sections were renumbered.

President immediately upon completion of the 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. The Immediate Past President shall preside at all meeting of the Board.

SECTION 4. President-Elect. The President-Elect shall perform such duties as are ordinarily incumbent upon the President-Elect and such other duties as may be assigned by the President or the Board.

SECTION 5. Vice Presidents. The Vice Presidents shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the President or the Board. Vice Presidents shall meet as a council with the Board at the International Convention.

SECTION 6. Vice Presidents-Elect. The Vice Presidents-Elect shall perform such duties as may be assigned to them by the President-Elect in cooperation with the President and the Board.

SECTION 7. Secretary-Treasurer.

A. *General.* The Secretary-Treasurer shall be the Executive Director of OI and serve under the supervision of the President and the Board.

B. *As Executive Director, the Secretary-Treasurer:*

- (1) Shall direct the attention of the President, the Board and committees to provisions in the Bylaws and in previous legislation, directives, policies and resolutions pertinent to the administration of the affairs of OI.
- (2) Shall prepare and have readily available a topical index to all legislation, directives and resolutions of conventions and Board meetings.
- (3) Shall attend all meetings of the Board and act as the official secretary thereof. Shall keep and preserve a true and correct record of all business transacted at these meetings and transmit copies thereof as directed by the Board, which records and books shall at all times be open for inspection by the Board.
- (4) Shall sign all documents in the name of OI and shall affix the corporate seal of the organization when required.
- (5) Shall keep records and books ordinarily kept by a treasurer and these books and records shall be open at all times for inspection by the Board and to any auditor designated by the Board.
- (6) Shall deposit or invest all money as directed by the Board. Shall pay all proper and authorized obligations of OI providing that no expenditure of funds shall be made that is not provided for in the budget, by the specific authorization of the Board or by the accredited delegates at an International Convention.
- (7) Shall be responsible for the presentation of a proposed annual budget to the Board for its approval.
- (8) Shall, as of the end of each quarter, send to each member of the Board a financial report showing all receipts and disbursements for the fiscal year to date and accounts due and payable.
- (9) Shall give bond for the faithful discharge of the duties of the office, in the sum and with sureties as required by the Board.

SECTION 8. Vacancy of Officers. Upon death, resignation or incapacitation of any elected or appointed officer: President-Elect, Vice President, Vice President-Elect, President-Designate or Vice President Designate of OI or in the event of the failure of any officer to carry out the duties of the office, the Board may declare said office vacant and shall select a successor to fill the remainder of the term provided that the International Candidate Qualifications Committee has certified the successor meets the required qualification for the office. In the event of a vacancy in the office of President, the most recent and available Past President shall assume the duties of President for the remainder of the year. If the most recent Past President is unable to accept the responsibility, the line of succession shall be the next available preceding Past President. In the event of a disaster or accident in which a majority or more of the members of the Board shall be fatally injured and/or rendered incapable of performing their duties, the remaining Directors shall be empowered to transact the business of the Board until the next annual election.

Comment: Article VII. Section 7 (B). Subsections combined to eliminate redundancy and unnecessary language removed.

ARTICLE VIII – DISTRICTS

SECTION 1. District Territory and Region Structure. The territory of OI, wherever possible or practicable, shall be divided into Districts as determined from time to time by the Board. Existing Districts being considered for merging shall be advised not less than one year prior to final decision of the Board to effect a merger. Districts will be advised of the specifics that support the potential merger and be given the year to mitigate or eliminate the adverse situation(s). Districts shall be designated by name by the Board. To enhance the administration of OI, the Districts shall be grouped together to form Regions. The Regions shall consist of a contiguous group of Districts. The International Board shall establish by policy the number of Regions and their makeup. All Clubs located within the territorial boundaries of a District shall be members of the District, except as requested by the Club or Clubs involved, and in concurrence with the District or Districts involved and the International Board.

SECTION 2. District Purpose. The sole purpose of the District is to function as an administrative division of OI in furtherance of the purposes of OI, these Bylaws and Policies as established by the Board. The District shall provide service and support to Clubs for the purpose of enhancing growth, participation, administration and youth service.

Comment: Article VIII was previously Article VII.

SECTION 3. District Administration.

- A. *Board of Directors.* The business of the District shall be administered by a Board of Directors (the "District Board"). The District Board shall consist of the officers of the District, the most Immediate and available Past Governors (at the option of each District), the Lieutenant Governors (if any), the District Secretary and/or Treasurer and the President of each Club in the District. Should the President of a member Club be unable to attend, a delegate from that Club would be allowed to speak and act as the President in the conduct of the business coming before the District Board. The JOI Governor shall serve as a non-voting member on the District Board.
- B. *Officers.* The officers of each District shall be a Governor, Governor-Elect, Secretary and/or Treasurer and such other persons as named in the District policies. The duties of the officers shall be delineated in the District Policies.
- C. *Executive Committee.* A District may delegate, subject to the limitations imposed by these Bylaws, the powers of the District Board to the District Executive Committee. The District Executive Committee shall consist of the District officers and the most Immediate and available Past Governors (at the option of each District). The JOI Governor shall serve as a non-voting member on the District Executive Committee. The District Executive Committee is authorized to make purchases and pay expenses, travel allowances, reimbursements and obligations as provided by and within the limitations of the District budget, make plans and establish policy furthering the objectives of the District and exercise general control over plans, budget and program of the District convention. Meetings of the Executive Committee may be called by a majority of its members or by the Governor.
- D. *Vacancy.* For good cause or upon death, resignation or incapacitation of any elected or appointed officers or any officer-designate of a District or in the event of the failure of any officer to carry out the duties of the office, the incumbent District Executive Committee may declare said office vacant and shall select a successor to fill the remainder of the term. Should the Immediate Past Governor(s) be unable to serve as members of the Executive Committee and the District Board, the next Immediate Past Governor shall automatically become a member of the Executive Committee and District Board in that individual's place and stead. The foregoing shall apply to any individual who has been elected or appointed to office but for any reason does not assume or carry out the duties of the office.
- E. *District Policies.* Each District shall adopt a set of operating policies authorized by the Board, which will cover the items necessary to administer the District. These policies shall be adopted annually by the District Board at the Annual Convention or a specially called convention.
- F. *Meetings.* The Governor may call a meeting of the District Board each quarter or at such time and place as the Governor may determine with the advice and consent of the Executive Committee. Notices of all meetings of the District Board shall be issued and caused to be delivered to all members of the District Board by the District Secretary and/or Treasurer at least 30 days prior to said meetings. A quorum of any District meeting shall be established by the District Board and stated in the District's policies.
- G. *Committees.* The District Board shall establish in its District policies such committees as it deems appropriate to carry out the administration of the District. The Governor-Designate shall appoint the chairmen and the required number of members of all committees and shall announce such appointments not later than 1 October following the election.

SECTION 4. District Convention. A convention of the Clubs in each District shall be held between August 1 and September 30 on such dates and at such location as shall be determined by the District Board. The convention city shall be determined by a vote of the accredited delegates at the District convention for as many years in advance, not exceeding five years, as may be deemed necessary. The District Board shall have power to substitute another city in the event circumstances later make such action necessary or advisable. The District Secretary and/or Treasurer shall issue and deliver to each member Club in the District an official call for the annual convention at least 30 days prior to the date thereof, in which notice the time and place of the holding of said annual convention shall be set forth. In the event of an emergency, with the approval of the International Board and the District Board, a District may hold a special District convention at any time or place. The District Secretary and/or Treasurer shall cause to be delivered to each member Club in the District at least 20 days prior to the date of said special convention a written notice of the time and place of the holding of same together with a general statement of the proposed business to be transacted. The method and means of voting at convention shall be established by the District Board. Convention rules shall be adopted by a majority vote during the first business session of each convention, but may be suspended, rescinded or amended after their adoption by a two-thirds vote. All voting shall be based on total number of votes cast by accredited delegates and, unless otherwise stated, any matter requiring a vote shall be approved by a majority of votes cast by present and voting accredited delegates. No Member shall be deemed to be an accredited delegate unless the member has registered at the convention and paid the required registration fee and produced such credentials to the Credentials Committee as may be required by the District Board.

SECTION 5. District Revenues and Disbursements.

- A. *Annual Dues.* The conduct and administration of District business shall be financed by District dues payable by Clubs for each of their Members enrolled in the office of OI, from convention fees and as hereinbefore provided from the general fund of OI.
- B. *Dues Amount and Date.* The amount of each District's dues and dates on which such dues shall be payable shall be established by the International Board. Districts may reduce or eliminate dues for a College Member. A District, by resolution adopted by a two-thirds majority of the votes cast by the accredited

- delegates to its annual convention, may petition the International Board in the form and manner prescribed by the International Board for adjustment of the amount of its annual dues.
- C. *No Assessment.* No financial obligation or assessment of any kind, other than provided in these Bylaws, shall be placed upon or requested of the Clubs or their members by the District.
 - D. *Annual Budget.* At its first meeting the District Board shall review, amend and approve the annual budget submitted by the finance committee, ensuring that is done in a manner conforming with the standard District chart of accounts established by the International Board. Such budget shall be submitted to the International Board for final approval. The budget shall include income only from authorized sources for the current fiscal year and any accumulated surplus and shall not authorize the expenditures of any money in excess of such income and surplus.
 - E. *Review.* An annual review of the books of account of each District as of September 30 shall be performed by an independent Certified Public Accountant, a Certified General Accountant or a review committee, and a report thereon shall be submitted to the District Board no later than December 31 of each year.
 - F. *Depositories and Signatories.* The District Board 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.
 - G. *Other Committees and Chairmen.* The Governor Designate shall appoint the chairmen and the required number of members of all committees and shall announce such appointments no later than the first day of October following the election.

Comment: Article VIII, Section 5 (E), "CMA" and "CA" was removed because this accounting professional service is no longer available in Canada.

SECTION 6. Election of Officers and Governor-Elect, District.

- A. *Qualifications.* No one shall be eligible for election or hold a District office unless the individual is duly enrolled on the International roster as a member of a Club in good standing; and for the office of Governor or Governor-Elect, they should have served a full term as Club President.
- B. *Governor.* The Governor-Elect shall automatically become Governor on the first day of October of the year following the year in which that person was elected Governor-Elect. Following the District convention, the Governor-Elect shall be known as the Governor-Designate.
- C. *Governor-Elect.* The Governor-Elect shall be elected at the annual or a special duly called convention by a majority vote of the votes cast of the accredited delegates present and voting at the time of the election. The Governor-Elect shall not serve in any other elective office in the same year as Governor-Elect.
- D. *Secretary and/or Treasurer.* The District Secretary and/or Treasurer shall be appointed for a term of one year by the Governor-Elect. The appointment of the Secretary and/or Treasurer-Designate shall be confirmed by the District Board and shall take office on the first day of October following confirmation. A District Secretary and/or Treasurer, District Secretary, District Treasurer or any combination thereof, shall not serve more than three consecutive years.

ARTICLE IX - OPTIMIST INTERNATIONAL FINANCES

SECTION 1. Fiscal Year. The fiscal year of OI, its Districts and member Clubs shall commence on October 1 in each year and close on September 30 of the following year.

SECTION 2. Revenue and Dues.

- A. *Revenue.* OI shall derive revenue from annual dues, life memberships, charter fees, sale of supplies and other sources as approved by the Board.
- B. *Annual Dues and Fees.* Countries shall be defined as developed or developing in accordance with the designation of the United Nations. Clubs in developed countries shall pay dues as established by the Board and published in the Master Schedule of Dues and Fees prior to the beginning of the following fiscal year. Clubs in developing countries shall pay a reduced amount of dues as established by the Board and published in the Master Schedule of Dues and Fees prior to the beginning of the following fiscal year.
 - 1. A cost-of-living adjustment of no more than 4% of previously published dues may be made by the Board based on the yearly change in the December CPI-U (Consumer Price Index-Cost of Living). Increases in dues or fees above the CPI-U are subject to the approval of the delegates at an International Convention.
 - 2. The Board shall have the authority to grant an extension of time for payment of obligations to OI when, in the judgment of the Board, circumstances indicate such extension would best serve the interest of the organization.
 - 3. *Membership Dues.* Each Club shall pay dues to OI as established by the Board and published on the Master Schedule of Dues and Fees for each of its members in the listed categories below enrolled in the office of OI as of September 30, December 31, March 31 and June 30 of each year.
 - a. *General Members*
 - b. *College Members (not in a College Club)*
 - c. *Life Members.*
 - 4. *College Clubs.* Each college club shall pay dues and fees to OI as established by the Board and published on the Master Schedule of Dues and Fees.
 - 5. *Junior Optimist Members.* Fees and dues for JOI clubs are to be determined by the JOI delegates under the supervision of the Board.

Comment: Article IX was previous Article VIII. This article was revised to be easier read and not as confusing by separated the fees.

6. *Friends of Optimist.* Members recognized as “Friend of Optimist” will be required to pay an annual membership fee as established by the Board and published on the Master Schedule of Dues and Fees. OI will receive 60 percent of the fee and 40 percent of the fee will be sent to the Sponsoring Club or to the District if there is no Sponsoring Club. The Friend shall be billed directly by OI and payment will be sent to OI for distribution to either the Club or District.
- C. *Annual Dues for New Clubs.* Annual dues shall commence on the first day of the third month following the month in which such Club is officially organized, with such initial payments based on the number of Members enrolled in the office of OI by the Club on that date.
- D. *Processing Fees.*
 1. Upon enrollment of each new Member except a former Member or College Club Member by a Club, the Club shall pay to OI a processing fee of \$15. Upon enrollment of each new College Member by a Club, the Club shall pay to OI a processing fee of \$5.
 2. Upon enrollment of a former Member of an Optimist Club, JOI Club or College Club by a Club, the Club shall pay to OI a fee of \$5. For purposes of this section, a former Member shall mean a person who was a Member of an Optimist Club, JOI Club or College Club other than the Club to which the former member is seeking enrollment within one (1) year of the date of proposed enrollment as a Member of a Club. Enrollment as a former member is not available to existing Members of an Optimist Club. Upon submission of enrollment of the former Member, the submitting Club must provide OI with the former Member’s former District, Club and Member number. If the latter information is not provided, the submitting Club will be required to pay the regular new Member processing fee. The procedures set forth in this paragraph shall not apply to chartering Clubs.
 3. Any member in good standing may secure a Life Membership upon payment to OI of a fee equal to ten times the existing annual dues multiplied by a factor of ten (10) within a period of two years. Such life membership shall be in force for only one Optimist Club as long as the individual is a member of an affiliated Optimist Club.
 4. A person who ceased being a member of an Optimist Club to complete a tour of duty with the armed forces shall be reinstated without the requirement to pay any processing fee to OI upon notification by the Club to OI of such reinstatement.

SECTION 3. Disbursements. The Board may authorize purchases and the payment of such expenses, salaries, per diem allowances, travel expenses, reimbursements and obligations as provided in these Bylaws or as it may deem necessary, within budgetary limitations, upon the presentation to the Secretary-Treasurer of a voucher and appropriate receipts.

SECTION 4. Clubs Not in Good Standing. Any Club more than 90 days in arrears for any indebtedness to OI or to the District of which it is a part shall be considered not to be in good standing and may have its charter revoked by action of the Board. The Board may restore such a Club to good standing upon payment of its indebtedness to OI and to the District in which the Club is located.

SECTION 5. General Fund.

- A. OI shall have a General Fund into which shall be placed all moneys not otherwise provided for in the Bylaws. Moneys in the General Fund shall be disbursed under the direction and supervision of the Board.
- B. In November and May of each year the Secretary-Treasurer shall pay to a District fifty cents for each Member (except Life Members) for whom a Club in such District has paid the current dues, provided that such District submits evidence of the performance of its duties as required by the Board.

SECTION 6. Budget. Prior to the end of each fiscal year, the Board shall adopt a budget of estimated revenue and expenses for the following fiscal year for the several activities of OI. The budget as adopted shall provide for an excess of revenue (whether from dues or surplus funds) over expenses of at least four (4%) percent of the Member based budgeted revenues for that fiscal year unless this reserve would result in a reserve balance greater than twenty-five (25%) percent of the budgeted Membership revenue. In such a case, the reserve shall be equal to the amount necessary to bring the reserves to twenty-five (25%) of the membership revenue.

SECTION 7. Audit. The Board shall contract for an annual audit of the books of account of OI by a certified public accountant. Said audit shall be conducted within 60 days after the close of the fiscal year, and a report thereon shall be submitted to the Board at its next meeting following the completion of the audit.

SECTION 8. Incentives. The Board shall have the authority from time to time to offer financially prudent incentives to promote growth.

Comment: Article IX. Section 3. "appropriate receipts" was added.

Comment: Article IX. Section 8. This was moved from Article X. Interpretation Section 2.

ARTICLE X – AMENDMENTS

SECTION 1. How Made. These Bylaws may be amended by a simple majority vote, except for Articles I and II which require a 2/3 vote, of accredited delegates present and voting at an annual convention of OI.

SECTION 2. Who May Propose and When. Amendments, which may be proposed only by Clubs or by the Board, shall be received by the Secretary-Treasurer at least 90 days prior to the date of the convention. Each proposed amendment shall be accompanied by a brief explanation of the intent and purpose of the proposed amendment. The Secretary-Treasurer shall send a copy of all proposed amendments and related explanations to all District officers and to the President and Secretary of each Club no later than 60 days prior to the date of the convention. Notwithstanding the foregoing, by unanimous consent of the accredited delegates, amendments may be

proposed for consideration at the convention if submitted not less than 24 hours prior to the final vote.

SECTION 3. Effective Date. Amendments or revisions of these Bylaws shall be effective on the first day of the administrative year following the annual convention unless otherwise specified at the time of adoption.

ARTICLE XI – INTERPRETATION

SECTION 1. The Bylaws. These Bylaws shall be considered the Constitution and Bylaws of OI. The construction and the interpretation of the Bylaws by the Board shall be final and binding unless such construction and interpretation is rescinded at a subsequent convention of OI.

SECTION 2. Parliamentary Procedure. In the absence of specific rules, the current edition of Roberts' Rules of Order shall govern the deliberation of this organization.

SECTION 3. Language Reference. All references to the word "Club" or "Optimist Club" shall refer to an adult Optimist Club unless otherwise specifically stated. All references to dollars shall mean U.S. dollars unless otherwise stated.



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