



2017-2018

Bylaws

As Adopted by Convention – July 2017

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Bylaws of Optimist International

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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 is an association of member Clubs incorporated under the General Not-for-Profit Corporation Act of the State of Missouri, operating for the purpose hereinafter set forth.

SECTION 2. *Purposes.* Optimist International 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 now in effect on or as may be amended (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 Optimist International 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 Optimist International shall be "Friend of Youth."

SECTION 5. *Use of Names, Insignia, and Slogans.* The titles "Optimist," "Optimist International," or "Optimist Club," and the slogans "Friend of the Boy" and "Friend of Youth," the Optimist Creed, and any emblem, seal, insignia or other adopted or registered trademarks or slogans of Optimist International shall not be used for purposes other than those authorized by the Board of Directors.

SECTION 6. *Official Publication.* There shall be published under the supervision and control of the Board of Directors a periodical, *The Optimist Magazine*, which shall be the official publication of Optimist International. All Members of affiliated Optimist Clubs shall be subscribers to this periodical. Subsequent members of the same household may be exempt from this requirement.

ARTICLE II

Corporate Status

SECTION 1. *Not-For-Profit Organization.* Optimist International 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 now in effect on or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, 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. Optimist International 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 Optimist International shall inure to the benefit of, or be distributed to, its directors, officers, any member Club or Club Member, or other private persons, except that Optimist International shall be authorized and empowered to pay reasonable compensation for services rendered, and to make 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.

SECTION 2. *Residence.* Optimist International is an incorporated organization duly organized and existing under the General Not-for-Profit Corporation Act of the State of Missouri, with its residence and principal office in the State of Missouri.

SECTION 3. *Indemnification of Officers and Directors.*

A. Optimist International, Inc., hereinafter referred to as the Corporation, 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 the Corporation, by reason of the fact that they served:

- (1) as a director, officer, employee or agent of the Corporation; or
- (2) at the request of the Board of Directors or officers of the Corporation as a director, officer, employee or agent of this Corporation 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 the Corporation, 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 the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
- (3) A member or individual may act as an agent of an Optimist Club only upon prior written approval granting such agency by the Clubs Board of Directors. A member, employee or contractor may act as an agent of Optimist International only upon prior written approval granting such agency by the Optimist International Board of Directors.

- B. Any indemnification, unless ordered by a court, shall be made by the Corporation 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. The determination shall be made by the Board of Directors 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. Indemnification in respect of any amount to be paid in settlement of any action, suit or proceeding shall be first approved by the directors. Notwithstanding, 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 the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors 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 General Corporation Act, and any amendments thereto.

The Corporation may purchase and maintain insurance on behalf of any covered person, as stated above, to fund this indemnification.

SECTION 4. *Dissolution.* Upon the dissolution of Optimist International, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of Optimist International, dispose of all the assets of Optimist International exclusively for the purposes of Optimist International in such manner, or to such organization or organizations organized and operated the common good and general welfare of the community as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Code, as the Board of Directors shall determine.

ARTICLE III Membership

SECTION 1. *Clubs.* Membership in this organization shall consist of affiliated Optimist Clubs, College Clubs, and Youth Clubs in those countries which fit the guidelines developed by the Board of Directors of Optimist International.

A. *Optimist Club Structure.*

1. *Membership in Optimist Clubs.*

- a. *General.* Membership in an Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child or persons under the age of 18. Membership in Optimist Clubs shall be classified as active, and may be further classified as college membership, or life membership. All membership in Clubs shall be held by individuals. Such memberships are not transferable. As to a person who has ceased being a member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of enrollment with a Club after completion of the tour of duty, such Member shall be reinstated without the requirement to pay any processing fee to Optimist International.
- b. *Life Membership.* Except for college and youth

members, any Member in good standing of a member Club, upon payment to Optimist International of a fee equal to the existing annual base dues multiplied by a factor of ten within a period of two years, may secure a Life Membership. No Life Membership shall become effective until paid for in full. Such Life Membership shall be in force during the time an individual holding it is a member of an affiliated Optimist Club. A Life Member shall be privileged to deduct from his/her annual payment of dues to his/her member Club the amount of International dues. The privilege of said deduction shall apply to membership in only one Club. Upon termination of the Life Membership for any reason whatsoever, or upon failure to make sufficient payments to complete the application for Life Membership, no refund of any part of the said fee, or any moneys paid on account of such Life Membership, shall be made by Optimist International to the Life Member or to any person or persons.

- c. *College Membership.* 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 pay annual dues as set forth in these bylaws and shall have the same rights and privileges as any Member of a Club.
- 2. *New Clubs.* Clubs applying for membership in this organization shall submit written application for affiliation in the form and manner prescribed by the Board of Directors and in these Bylaws and each applicant shall be subject to the acceptance and approval of the Board of Directors. Except for Clubs in an officially designated interim District as provided for in these Bylaws, the procedures for affiliation include:
 - a. Adoption of the standard form of Club bylaws prescribed by Optimist International
 - b. Payment of such charter fees as may be established by the Board of Directors for Member Clubs and/or associate Clubs.
 - c. 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.
 - d. The presence of an authorized representative of Optimist International at the official organization meeting and the first Board of Directors meeting of the applicant Club and copies of the minutes of such meetings to become a part of the Club's application.
 - e. Compliance with all requirements for affiliation as prescribed in these Bylaws and by the Board of Directors and agreement to accept and abide by the Bylaws of this organization now and hereafter in force.
- 3. *Club Membership Fees and Annual Dues.* Each member Club is required to pay International and District dues and fees.
- 4. *Articles and/or Bylaws.* A Member Club shall not change or amend its articles and/or bylaws in such manner that it will be inconsistent with any current requirements for affiliation or with any applicable federal, state or provincial legislation governing not for profit corporations or organizations.
- 5. *Club Resignation or Revocation.*
 - a. *Resignation by Club.* Any Member Club may resign from Optimist International, by reason of dissolution or other reason, provided that all financial obligations to Optimist International 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 shall be transmitted to Optimist International and to any applicable government authority regulating not for profit corporations.

- b. *Club Membership Revocation by District.* A District may initiate the revocation procedure when the Governor submits a Charter Revocation Report to Optimist International stating the reasons for the recommendation and the minutes of the District executive committee meeting at which the revocation was initiated.
- c. *Club Membership Revocation by Optimist International.* The charter of any Club may be revoked by Optimist International for non-payment of financial obligations or any other violation of the Articles of Incorporation, Bylaws, or other applicable rules of Optimist International according to such procedures as determined by the Board from time to time. A District may initiate the revocation procedure by submitting a Charter Revocation Report stating the reasons for the recommendation and the minutes of the District Executive Committee meeting at which the revocation was initiated to Optimist International.
- d. *Reversal of Club Membership Revocation.* In the event the charter and membership of a Club is either revoked or suspended, such Club may, within 30 days of the mailing of the notice of such revocation or suspension, file with Optimist International a written appeal of such action, which appeal shall be considered at the next meeting of the Board of Directors.
- e. *Effect of Revocation.* Upon the revocation or suspension 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 Optimist International, and the right to use the name, slogans, emblems, marks and other insignia of the organization, except that the Board of Directors 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 of Directors considers the appeal at its next meeting.

- B. *College Club Structure.* A College Club shall consist predominately of individuals enrolled full time in a post-secondary educational institution. The structure of a College Club shall be identical to an Optimist Club and subject to the same requirements for Optimist Clubs set forth in these Bylaws and under the supervision of the Optimist Board of Directors except as stated otherwise in these Bylaws.
- C. *Youth Club Structure.* Membership in this class of Optimist International 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 or below 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. JOI Clubs shall meet all requirements for affiliation as prescribed in the JOI policies of Optimist International. New Club formation and Club revocation procedures must also be consistent with JOI policies. JOI Districts and JOI Board of Directors shall have

direct supervision over JOI Member Clubs under the auspices of the Optimist International Board of Directors. JOI policies shall be established by the JOI Board of Directors with the approval of the Optimist International Board of Directors.

SECTION 2. *Friend of Optimist Member.* Any Member, due to relocations, and potential Members to areas where there are no Optimist Clubs convenient for them to join, may remain as Members or become Members of the organization except for cause or conduct unbecoming to the Club. The Friend of Optimist Member shall pay annual dues set forth in these Bylaws and shall have the same privileges as any Member of a Club, except that such Friend of Optimist Member shall be ineligible to vote at International and District Conventions and shall be exempt from any action by the Optimist Club's Board of Directors under Club Bylaw Article V – Termination of Membership.

SECTION 3. *Recognition Program.* The Board of Directors shall establish a baseline Recognition Program. This Recognition Program shall not be changed more than once every five years (beginning October 1, 2011). The President may propose an Incentive Program for his or her year, not to conflict with the Recognition Program.

ARTICLE IV

International Conventions and Elections

SECTION 1. *International Convention.*

- A. *Convention.* A convention of Optimist International shall be held each year unless in any year the Board of Directors shall determine 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 of Directors, by further resolution, shall have power to establish and fix provisions for transacting, by any means deemed best by the Board of Directors, any or all business that would normally be transacted by and at an annual convention. A quorum of any convention shall consist of a majority of the total accredited delegates of Optimist International.
- B. *Time and Place.* The exact time for holding the annual convention of Optimist International shall be determined by the Board of Directors. The location of the annual convention shall be selected by the Board of Directors as many years in advance, not exceeding seven, as may be deemed necessary. The Board of Directors shall have power to substitute another city in case circumstances later make such action necessary or advisable.
- C. *Notice of Annual Convention.* Optimist International shall issue and cause to be mailed 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 directed by 3/4 of the voting members of the Board of Directors. In the event of a call of a special convention, the secretary-treasurer shall issue and cause to be mailed to the President of 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 at a convention of Optimist International to one vote for each 10 members or majority fraction thereof (6 or more) based on the numerical membership enrolled by the Club in the office of Optimist International 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 on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. A quorum of any convention shall consist of a majority of the accredited delegates. 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 accredited delegates.

- F. *Accredited Delegates.* No Member shall be deemed to be an accredited delegate unless he/she 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 of Directors.
- G. *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.
- H. *Supervision.* The Board of Directors shall have full supervision and management of all conventions of Optimist International, and shall prepare the official program. All plans, arrangements, programs and budgets shall be subject to the approval of the Board of Directors.
- I. *Convention Registration Fees.* Delegates and others attending a convention of Optimist International shall be required to pay such registration fees as may be established by the Board of Directors. Such registration fees shall be applied as far as may be required toward paying the expenses of such convention.
- J. *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.
- K. *JOI Convention.* A JOI Convention shall be conducted annually to facilitate operations of JOI. Member Clubs shall have representative privileges as prescribed by JOI policies.

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

- A. *Number of Votes.* In an annual election, each Club in good standing shall be entitled to one vote for each 10 members or majority fraction thereof (6 or more) based on the numerical membership enrolled by the Club in the office of Optimist International as of 30 April immediately preceding the election. Each Club in good standing shall be entitled to a minimum of one vote. A Club organized after 30 April, and prior to the first day on which the election is held, shall be entitled to cast its vote on the basis of the numerical charter membership enrolled by the Club in the office of Optimist International. All voting shall be based on the total number of votes cast by accredited Clubs.

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

- A. *Elections for the Board of Directors.*
 - 1. *President-Elect.* The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective President-Elect Candidates and announce its nomination(s) on March 1. Any person desiring to be placed in nomination for President-Elect shall be nominated no later than April 1 by two Clubs. Those two Clubs must be from two different Regions. The vote for

the office of President-Elect shall take place after all nominations (who meet the necessary qualifications) are announced by the Candidate Qualifications Committee. The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club's votes. Voting shall continue for 30 calendar days. The individual receiving the highest number of votes cast shall be elected. The President-Elect shall assume the office of President on the first day of October in the calendar year next following this election. The term of office shall be one year.

- 2. *Immediate Past President.* The President shall assume the office of the Immediate Past President immediately upon completion of his/her term as President. Should the President be unable to assume the office of Immediate Past President, the next most recent Past President, who is willing to fulfill this position, shall fulfill the office of Immediate Past President.
- 3. *Directors-At-Large.* There shall be six Directors-At-Large on the Board of Directors. Two Directors-At-Large shall be elected annually to serve a term of three years as a Director. To be eligible for the position of Director-At-Large, a person must have served all of a term as a District Governor. The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Board Directors-At-Large and announce its nominations on 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 Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office) and any candidate(s) considered on their own motion by April 1 of each year. The Club President, or Club designee as approved by the Club Board of Directors, shall cast the Club's votes. Voting shall continue for 30 calendar days. The two individuals with the highest number of votes will be elected.
- 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 Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective Vice President-Elect Candidates and announce its nominations(s) (who meet the required qualifications for the office) on 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. 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.
- C. *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 October 1 next following their election. For each President-Elect and Vice President-Elect, between the annual convention next following the election as

President-Elect or Vice President-Elect, as the case may be, and the assumption of office, such person shall be known as the President-Designate or Vice President-Designate, as the case may be. Those eligible for the office of Vice President, Vice President-Elect and Member-At-Large on the Board of Directors shall be a member of a Club in good standing in Optimist International, 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 in Optimist International, and they shall have served a full term as a District Governor and a full term as a Vice President. Elected officers and directors shall not be eligible to succeed themselves. For the office of International President, Board Director, or Vice President, an individual may only serve one term in the office which they are elected.

ARTICLE V

International Board of Directors

SECTION 1. *Board of Directors.* The affairs and business of Optimist International shall be controlled and directed by the Board of Directors. The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, and six Directors-At-Large; and the executive director of Optimist International, the JOI President, the Optimist International Foundation President and the Canadian Children's Optimist Foundation President who shall serve as ex officio non-voting members. Excepting the executive director of Optimist International, no person employed by or receiving salary or compensation from Optimist International or a District shall be eligible to serve on the Board of Directors of Optimist International.

SECTION 2. *Meetings.* The Board of Directors shall meet at such times and places as may be determined by action of the Board of Directors, by call of the President or by written request of four members of the Board of Directors provided that there shall be at least three meetings each year. A written notice of the time and place of all meetings of the Board of Directors shall be communicated to each member of the Board of Directors by the secretary-treasurer, not less than ten days prior to said meeting. Any or all Directors may participate in a meeting by, or conduct the 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 Board of Directors shall constitute a quorum for the transaction of business, and 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 of Directors 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 director and included in the minutes filed with the corporate records reflecting the action taken. 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.* Upon death, resignation or incapacitation of any elected or appointed officer, President-Elect, Board Member, Vice President, Vice President-Elect, or the President-Designate, Board Member Designate, or Vice President Designate of Optimist International, or in the event of the failure of any officer to carry out the duties of the office, the Board of Directors 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 of Directors 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 of Directors until the next annual election.

SECTION 6. *International Committees.*

A. *Name and Purpose.* All committees of Optimist International shall be established by the International Board of Directors as follows:

1. Operating committees which shall consider programs and plans encompassing youth activities, community service, JOI Clubs, membership, attendance, new clubs, club services, and international development.
2. Administrative committees which shall consider programs and plans encompassing finance, convention, leadership development, public relations, technology, achievement and awards, and bylaws.
3. Election and convention business committees which shall be responsible for candidate qualifications, credentials, resolutions and rules.
4. Pension Committee which shall be responsible for administering the Optimist International Employee Pension Plan provisions.
5. Optimist International Junior Golf Championship Committee which 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 of Directors.

B. *Duties.*

1. It shall be the duty of all operating, administrative and special committees to study, originate and prepare, as advisors to the Board of Directors, programs and activities, as may be assigned by, or proposed to, the Board of Directors, which contribute to the accomplishment of the purposes of Optimist International. The chairmen 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 Resolutions 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 International Board of Directors, and it may originate any resolutions on its own motion. No Resolutions other than those so submitted shall be considered by the Resolutions 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 Optimist International. 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 authority to appoint members and designate the chairman of each committee and fill any vacancy shall be vested in the President.
 2. Except for the Candidate Qualifications Committee, 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 Resolutions and Convention Rules shall be the concern of the committee assigned to consider the duties of governance.
 - (c) 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 International Board of Directors). Each year the President shall appoint one member to a three year term 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. No member of the Board of Directors shall be eligible to serve on this committee. If a Past President on the committee becomes deceased or incapacitated to the extent that he/she cannot serve, the most immediate and available Past President who has rotated from the committee would fill the vacancy for the balance of the year. This procedure will apply on an annual basis for the remainder of the vacated term on the Committee.
 3. The Pension Trustees 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 Trustees, the President shall appoint one volunteer for a three (3) year term and one volunteer for a two (2) year term, and one volunteer for a one (1) year term.
- D. *Reporting.* Except for the convention business committees the chairmen or their designees shall report to the Board of Directors 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 of Directors or the President.

ARTICLE VI

International Officers

SECTION 1. *Officers.* The officers of Optimist International 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 Optimist International, subject to the direction of the Board. He/She 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 of Directors. 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 of Directors.

SECTION 3. *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 to him/her by the President or Board of Directors.

SECTION 4. *Immediate Past President.* The Immediate Past President shall preside at all meetings of the Board of Directors.

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 of Directors. Vice Presidents shall meet as a council with the Board of Directors 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 of Directors.

SECTION 7. *Secretary-Treasurer.*

A. *General.* The secretary-treasurer shall be the Executive Director of Optimist International and serve under the supervision of the President and the Board.

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

- (1) Shall direct, manage and supervise the Office of Optimist International and its staff. Shall be responsible for the implementation by the staff of any activity or program of Optimist International.
- (2) 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 Optimist International.
- (3) Shall prepare and have readily available a topical index to all legislation, directives and resolutions of conventions and Board meetings.

C. *As Secretary, the Secretary-Treasurer:*

- (1) 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.
- (2) Shall sign all documents in the name of Optimist International, and shall affix the corporate seal of the organization when required.

D. *As Treasurer, the Secretary-Treasurer:*

- (1) 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.
- (2) Shall deposit or invest all moneys as directed by the Board. Shall pay all proper and authorized obligations of Optimist International providing that no expenditure of funds shall be made that is not provided for in the budget, or by the specific authorization of the Board, or by the accredited delegates at an International convention.
- (3) Shall be responsible for the presentation of a proposed annual budget to the Board for its approval.
- (4) Shall, as of the end of each quarter, send to each member of the Board of Directors a financial report

- showing all receipts and disbursements for the fiscal year to date and accounts due and payable.
- (5) Shall give bond for the faithful discharge of the duties of the office, in the sum and with sureties as required by the Board.

ARTICLE VII

Districts

SECTION 1. *District Territory and Region Structure.* The territory of Optimist International, wherever possible or practicable, shall be divided into Districts as determined from time to time by the Board of Directors of Optimist International. 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 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 International Board. To enhance the administration of Optimist International, the Districts of Optimist International shall be grouped together to form Regions. The Regions shall consist of a contiguous group of Districts. The Board of Directors 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 Board of Directors.

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

SECTION 3. *District Administration.*

- A. *Board of Directors.* The business of the District shall be administered by a Board of Directors. The Board of Directors of each District 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-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 Board of Directors. The JOI Governor shall serve as a non-voting member on the District Board of Directors.
- B. *Officers.* The officers of each District shall be a Governor, Governor-Elect, Secretary-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 of Directors to the District Executive Committee. The 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 Executive Committee is authorized to make purchases and pay expenses, travel allowances, reimbursements and obligations as provided by and within the limitations of the 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 at the call of 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 Board of Directors, the next Immediate Past Governor shall automatically become a member of the Executive Committee and Board of Directors in his/her 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 International Board of Directors, which will cover the items necessary to administer the District. These policies shall be adopted annually by the District Board of Directors at the Annual Convention or a specially called convention.
- F. *Meetings.* The Governor may call a meeting of the Board of Directors each quarter, or at such time and place as he/she may determine with the advice and consent of the Executive Committee. Notices of all meetings of the Board of Directors shall be issued and caused to be delivered to all members of the Board of Directors by the District Secretary-Treasurer at least 30 days prior to said meetings. A quorum of any District meeting shall be established by the District Board of Directors and stated in the District's policies.
- G. *Committees.* The District Board of Directors 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 his/her 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 of Directors. 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 of Directors shall have power to substitute another city in the event circumstances later make such action necessary or advisable. The District Secretary-Treasurer shall issue and cause to be delivered 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 of Directors and the District Board of Directors, a District may hold a special District convention at any time or place. The District Secretary-Treasurer shall issue and 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 of Directors. 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 he/she 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 of Directors.

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 Optimist International, from convention fees, and as hereinbefore provided from the general fund of Optimist International.
- 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 Board of Directors of Optimist International. 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 Board of Directors of Optimist International, in the form and manner prescribed by that 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 of Directors 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 Board of Directors of Optimist International. Such budget shall be submitted to the Board of Directors of Optimist International for final approval. The budget shall include income only from authorized sources for the current fiscal year, 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 30 September shall be performed by an independent Certified Public Accountant, a Certified Managerial Accountant, a Certified General Accountant, a Chartered Accountant, or a review committee, and a report thereon shall be submitted to the District Board of Directors not later than 31 December of each year.
- F. *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.
- 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 not later than 1 October following his/her election.

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

- A. *Qualifications.* No one shall be eligible for election or hold a District office unless he/she is duly enrolled on the International roster as a member of a Club in good Standing in Optimist International; and, with the exception of the office of secretary, treasurer or secretary-treasurer, has held or is currently holding the office of President of an Optimist Club.
- B. *Governor.* The Governor-Elect shall automatically become Governor on 1 October of the year following the year in which he/she 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 he/she

is Governor-Elect.

- D. *Secretary-Treasurer.* The District Secretary-Treasurer shall be appointed for a term of one year by the Governor-Elect. The appointment of the Secretary-Treasurer designate shall be confirmed by the District's Board of Directors, and shall take office 1 October next following confirmation. A District Secretary-Treasurer, District Secretary, District Treasurer, or any combination thereof, shall not serve more than three consecutive years.

ARTICLE VIII

Optimist International Finances

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

SECTION 2. *Revenue and Dues.*

- A. *Revenue.* Optimist International shall derive revenue from annual dues, life memberships, charter fees, magazine subscriptions, sale of supplies, and other sources as approved by the Board of Directors.
- 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 published by Optimist International prior to next fiscal year. Clubs in developing countries shall pay a reduced amount of dues as published by Optimist International prior to next fiscal year. A cost of living adjustment of no more than 4% of previously published dues may be made by the Board of Directors 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 is subject to the approval of the delegates at an Optimist International Convention. The Board of Directors shall have the authority to grant an extension of time for payment of obligations to Optimist International when, in the judgment of the Board of Directors, circumstances indicate such extension would best serve the interest of the organization.
 - 1. *General Membership.* Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its members, except Friend of Optimists, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June.
 - 2. *Life Membership.* Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its life members enrolled in the office of Optimist International as of 30 September.
 - 3. *College Members* (not in College Clubs). Each Club shall pay dues, as published by Optimist International, to Optimist International for each of its college members, enrolled in the office of Optimist International as of 30 September, 31 December, 31 March and 30 June.
 - 4. *College Clubs.* Each college club shall pay dues and fees to Optimist International as determined and published by the Optimist International Board of Directors.
 - 5. *Friends of Optimist.* Members recognized as "Friend of Optimist" will be required to pay an annual membership fee to Optimist Internationals set by the International Board of Directors. Optimist International will receive 60 percent of the fee and 40 percent of the fee will be sent to the Sponsoring Club where the member resides or to the District if there is no Sponsoring Club. The member shall be billed directly by Optimist

International and payment will be sent to Optimist International for distribution either the Club or District.

6. *Junior Optimist Members.* Fees and dues for JOI clubs are to be determined by the JOI delegates under the supervision of the Optimist International Board of Directors.
- C. *Annual Dues for New Clubs.* Annual dues shall commence on the first day of the third month following that month in which such Club is officially organized, with such initial payments based on the number of Members enrolled in the International Office by the Club on that date.
- D. *Processing Fees.*
 1. Except as to a former Member or new College Member, upon enrollment of each new Member by a Club, the Club shall pay to Optimist International a fee of \$15.00. Upon enrollment of each new College Member by a Club, the Club shall pay to Optimist International a fee of \$5.00.
 2. Upon enrollment of each new Member by an Associate Club, the Club shall pay to Optimist International an affiliation fee of a minimum of \$1.00.
 3. Upon enrollment of a former Member of an Optimist Club, JOI or Collegiate Club, by a Club, the Club shall pay to Optimist International a fee of \$5.00. For purposes of this section, a former Member shall mean a person who was a Member of an Optimist Club, JOI or Collegiate Club (other than the Club to which he/she 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 Optimist International 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. Notwithstanding the above, as to a person who has ceased being a Member of an Optimist Club in order to complete a tour of duty with the armed forces, upon submission of enrollment with a Club after completion of the tour of duty, such Member shall be reinstated without the requirement to pay any processing fee to Optimist International.

SECTION 3. *Disbursements.* The Board of Directors 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.

SECTION 4. *Clubs Not in Good Standing.* Any Club more than 90 days in arrears for any indebtedness to Optimist International 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 International Board of Directors. The Board of Directors may restore such a Club to good standing upon payment of its indebtedness to Optimist International and to the District in which the Club is located.

SECTION 5. *General Fund.*

- A. Optimist International 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 of Directors.
- B. In November and May of each year the Secretary-Treasurer shall pay to a District fifty cents for each Member (except Life Members and Members in Associate Clubs) 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 International Board of Directors.

SECTION 6. *Budget.* Prior to the end of each fiscal year, the Board of Directors shall adopt a budget of estimated revenue and expenses for the following fiscal year for the several activities of Optimist International. 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 of Directors shall contract for an annual audit of the books of account of Optimist International 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.

ARTICLE IX

Amendments

SECTION 1. *How Made.* These Bylaws may be amended by a 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 Optimist International.

SECTION 2. *Who May Propose and When.* Amendments, which may be proposed only by Clubs or the International Board of Directors, 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 not 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 final action thereon.

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

ARTICLE X

Interpretation

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

SECTION 2. *Incentives.* The Board of Directors shall have the authority from time to time to offer financially prudent incentives to promote growth.

SECTION 3. *Parliamentary Procedure.* In the absence of specific rules, the current edition of Roberts' Rules of Order shall govern the deliberation of this organization.

SECTION 4. *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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