

FINAL APPROVED
DOCUMENT

**BY-LAWS
OF
SUNRISE OPTIMIST CLUB OF LOCKPORT, INC**

ARTICLE I – NAME

This Club shall be known as Sunrise Optimist Club of Lockport, Inc., an affiliate of Optimist International.

ARTICLE II – MISSION

Section 1: By providing hope and positive vision, Optimists bring out the best in youth, our communities, and ourselves.

ARTICLE III – PURPOSES

Section 1: The purposes of this club shall be to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth, in the belief that the giving of one's self in service to others will advance the well-being of man, his community and the world.

ARTICLE IV – MEMBERSHIP

Section 1: The membership of this club shall represent a cross-section of the business, social and cultural life of the community and shall consist of adults of good character and community standing, generally compatible with the membership of all Optimist clubs, who reside or have community interests in the City of Lockport, New York, or the area adjacent thereto and who have been duly elected to membership in the manner prescribed in these by-laws. All memberships shall be held by individuals and shall not be transferable.

Section 2: The Board of Directors may establish classifications, based on the recognized lines of business, agricultural, institutional and professional life of the community, under which persons may be admitted to membership.

Section 3: Membership may be limited to not more than three (3) members of the same classification except that, if a member shall change his business or professional pursuit, he may have his membership transferred to his new classification; or, if that classification is filled, he may be retained without classification until a vacancy occurs.

Section 4: Individuals having executive or supervisory control or authority such as coaches, assistant coaches, referees, and other participants managing Club projects are required to be members of the Club to receive benefits of the Club, including liability insurance protection. Any contracted or paid person(s) or entity(s) are not subject to this requirement.

Section 5: A member in good standing is a member who is current on one's membership.

ARTICLE V – ADMISSION TO MEMBERSHIP

Section 1: Members shall be admitted to the club in the following manner:

- a. Proposals for membership shall be submitted to the Club Secretary in writing in the form and manner prescribed by the Board of Directors and shall bear the endorsement of one or more members in good standing.
- b. Club Secretary shall therefore immediately refer all such proposals to the Membership Committee for investigation and recommendation.
- c. Should such proposals and recommendations thereon be approved by the Membership Committee, the Club Secretary shall notify the membership of the identity of the proposed member and the date his proposal will be acted upon by the Board of Directors.
- d. Thereafter, and after all members have had opportunity to express objections, if any to the proposed member, the Board of

Directors shall, at its discretion, approve or reject such proposal for membership without explanation of its action. Adverse votes by two or more members of the Board of Directors shall constitute rejection of such proposal.

e. Upon favorable action by the Board of Directors, such approval shall be communicated to the proposed member by the sponsor and/or the Club Secretary. The Club Treasurer shall forthwith collect all dues and fees prescribed by these by-laws and, upon receipt thereof, immediately forward the new member's name, address and processing fee to Optimist International in the prescribed form and manner.

Section 2: Any former member of another Optimist club, who was in good standing when his membership was terminated, may be admitted to membership in the manner prescribed by Section 1 of this Article and by complying with such requirements as may be established by the Board of Directors. The admission of former members shall be neither required nor automatic.

ARTICLE VI – TERMINATION OF MEMBERSHIP

Section 1: Any member may resign from the club and that such resignation shall be in writing to the Club Secretary. Such resignation shall become effective on the date of acceptance thereof by the Board of Directors.

Section 2: Any member who is two (2) or more months in arrears in the payment of dues or other indebtedness to the club may be suspended from membership provided he is so notified in writing by the Board of Directors. Such member, upon payment of arrears and submission of application for reinstatement within thirty (30) days after said notice, may, at the discretion of the Board of Directors, be reinstated. If such member has not applied for reinstatement within the stated period, he shall be deemed to have forfeited his membership and shall be so notified by the Board of Directors.

Section 3: Any member charged with conduct unbecoming an Optimist or with any act prejudicial to the best interests of the club or Optimist International, and against

whom such charges are sustained after opportunity to appear before the Board of Directors in his own defense, may, at the discretion of the Board of Directors, be expelled from membership. Upon such action by the Board of Directors, the Board of Directors shall notify the member in writing of said action without further explanation of reasons therefore.

Section 4: Upon failure of the Board to take any action against an individual member charged with conduct unbecoming of an Optimist (including being charged with a serious crime against a child, person or entity) or conduct prejudicial to the best interest of Optimist International, Optimist International may terminate the individual's membership after an investigation and an opportunity to be heard. Said individual shall receive a notice of determination from Optimist International. Said notice shall be given by certified mail or any other delivery method available.

Section 5: In case of the resignation or expulsion of any member, the Club Secretary shall forthwith notify Optimist International and all members of the club of such action.

Section 6: Any member whose membership in the club has been terminated for any reason whatsoever shall forfeit all interest in any funds or property of the club and all rights to the use of the Optimist name, emblem or other insignia.

ARTICLE VII – OFFICERS

Section 1: The Officers shall be as required by applicable laws of the State of New York governing not-for-profit corporations or organizations.

Section 2: The officers of this club shall be a President, President-Elect, Vice President and a Sergeant of Arms who shall be elected annually, and a Club Secretary, Club Treasurer, and Youth Fund Treasurer who shall be appointed annually by the President subject to the approval of the Board of Directors. All officers shall hold office for one year or until their successors are duly elected or appointed by these by-laws.

Section 3: The President shall serve as the executive officer of the club, preside at all meetings of the membership and be an ex-officio member of all committees, exercise general supervision over affairs of the club, and perform such other duties as are ordinarily incumbent upon a President. He shall represent the club

in all relations with Optimist International and the District and perform a like function in their behalf in relation to the club. The President shall attend all duty called meetings of the District or, in the case of absence for good and sufficient reason, provide for his representation by an accredited representative.

Section 4: The President-Elect shall, in the case of the absence of the President, perform the duties of the President.

Section 5: The Vice President shall perform such duties as are ordinarily incumbent upon a Vice President and such other duties as may be assigned to him by the President or Board of Directors.

Section 6: The Sergeant of Arms shall assist the President in preparation for and preserving order at all meetings of the Board of Directors and business meetings, shall collect all fines levied therein, and carry out such other related duties as the President may, from time to time, prescribe.

Section 7: The Club Secretary shall conduct such correspondence that may be required by the President and Board of Directors. He shall also make and file all reports required by Optimist International and the District Administration, prepare an annual statement for the Annual Meeting of the Club, and generally perform such duties that are ordinarily incumbent upon a Club Secretary.

Section 8: The Club Treasurer shall keep all records of membership, attendance, fees, dues and Club monies collected and disbursed, in the form and manner prescribed by the Board of Directors and he shall submit regular financial statements in the form, manner and frequency prescribed by the Board of Directors.

Section 9: The Recording Secretary shall keep and maintain all minutes of the Board of Directors and business meetings.

Section 10: The Youth Fund Treasurer shall keep and maintain a record of all Youth Fund monies collected and disbursed in the form and manner prescribed by the Board of Directors and shall submit regular financial statements in the form, manner and frequency prescribed by the Board of Directors.

Section 11: In the event that any office becomes vacant for any reason, the vacancy shall be filled within fifteen (15) days by the Board of Directors.

ARTICLE VIII – DIRECTORS

Section 1: There shall be a Board of Directors which shall have such minimum number of members as required by any applicable New York State law governing not-for-profit corporations or organizations and consist of the President, the immediate Past President, the President-Elect, the Vice President, Sergeant of Arms, the Club Secretary, the Club Treasurer, the Youth Fund Treasurer, and seven (7) elected Directors, each of whom shall have the right to vote. Elected directors shall serve for a period of two (2) years or until their successors are duly qualified and elected. However, the said terms of the initial Directors elected under these by-laws shall be staggered so that the four members who receive the highest number of votes shall serve for a period of two (2) years with the remaining three (3) members serving for a period of one (1) year. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors, and such appointee shall serve for the duration of the term of the individual being replaced.

Section 2: The Board of Directors shall have control and management of the club's activities, determine all policies, elect or discipline members, and generally supervise the affairs of the club.

Section 3: The Board of Directors shall meet at least once each month on a regular day to be fixed by it at the beginning of each administrative year, or at the call of the President or any three members of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business and a majority vote of those present shall be necessary to give effect to any action of the Board.

Section 4: The Board of Directors shall elect from its members at its first annual meeting a Chairman of the Board who shall be its Presiding Officer.

Section 5: An annual meeting of the Board of Directors shall be held every September to approve a budget and review Club bylaws and policies.

ARTICLE IX – ELECTION PROCEDURE

Section 1: No later than January 1, the President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of not

fewer than five (5) members. The Nominating Committee shall select at least one nominee for each expiring office and directorship. Such nominations, in writing, shall be in the hands of the Club Secretary not later than February 1.

Section 2: Upon receipt of the report of the Nominating Committee, the Club Secretary shall, within seven (7) days, mail or email to each member a notice setting forth the nominations of the Nominating Committee in alphabetical order and stating the date of the meeting at which the election shall be conducted, which date shall be not later than April 30.

Section 3: During the meeting at which the election is to be conducted the President shall read the notices as issued by the Club Secretary and then proceed to conduct the annual election. Separate balloting shall be conducted for each office except where there is only one nominee for an office, in which case the President shall request an unanimous ballot for such nominee. A majority of the votes cast shall be required to elect. In the case of directors, if the number of nominees exceeds the number of vacancies, the required number receiving the highest number of votes shall be declared elected.

Section 4: Friends of Optimist are ineligible to cast votes or serve as an Officer of the Club and/or on the Board.

Section 5: No President of this club who has served a full term as President shall be eligible to succeed himself

Section 6: Nothing in this article shall be construed as precluding nominations from the floor.

Section 7: Only members in good standing shall be eligible to hold office or vote.

Section 8: Voting shall be by individuals and no person may cast more than one vote. Signed and witnessed proxies on a form approved by the Board of Directors will be recognized.

Section 9: All officers and directors shall assume the responsibilities of their respective offices on October 1 next following their election.

Section 10: The Club Secretary shall immediately report the results of all elections and appointments of club officers to Optimist International and the District.

ARTICLE X – MEETINGS

Section 1: Regular weekly breakfast meetings of the club shall be held on Wednesday at such time and place as may be determined by the Board of Directors. Demeter's Manual of Parliamentary Law and Procedure shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these by-laws.

Section 2: Special meetings may be called by the President, or by the Chairman of the Board of Directors upon receiving a written request signed by at least five members in good standing provided that every member shall have received, at least three (3) days prior thereto and in writing, notice of such special meeting stating the nature of the business to be transacted at said meeting. No other business may be transacted at such meetings.

Section 3: One-third (1/3) of the members in good standing shall constitute a quorum at any regular, special or annual meeting of the club.

ARTICLE XI – REVENUE

Section 1: Each new member of the club shall pay a membership fee of \$30.00, payment of said fee to be a prerequisite to admission to membership, payable on demand of the Club Treasurer as provided in Article IV of these by-laws.

Section 2: Annual dues shall be \$80.00 per member, including the subscription to The Optimist Magazine, payable in advance except that each fully paid life member shall be privileged to deduct from his payment of dues the amount equal to the dues payable by the club to Optimist International for each member.

Section 3: A member shall be regarded as in good standing if he is not more than six (6) months in arrears in payment of any indebtedness, dues or otherwise, to the club.

Section 4: The Board of Directors may plan or recommend the raising or accumulation of revenue from sources other than those stated in this article, provided such methods or sources have been approved by the membership.

Section 5: All funds, to which the public or members have contributed for the specific purpose of financing eleemosynary, educational or civic activities of the club, shall be used solely for those purposes and separate records of such funds shall be maintained by the Youth Fund Treasurer.

Section 6: The fiscal year of the club shall be from October 1 of each year until September 30 next following.

Section 7: The Board of Directors shall provide for the bonding of the Club and Youth Fund Treasurers in the amount it prescribes and shall appoint a committee whose duty will be to verify bank account balances on a semi-annual basis for the Club and Youth Fund accounts and report such findings to the Board of Directors.

ARTICLE XII – COMMITTEES

Section 1: The Board of Directors shall determine the number and purpose of all special and standing committees necessary to the achievement of the objects and purposes of this club and shall appoint one member thereof.

Section 2: The President shall, immediately following his election appoint the chairman and the remaining members of all committees, and shall announce such appointment not later than September 1 following his election.

Section 3: The President shall immediately following his election, prepare and submit to the Board of Directors for its approval an annual Club budget and an annual Youth Fund budget not later than September 1 following his election.

ARTICLE XIII – MISCELLANEOUS

Section 1: In recognition of the benefits and services available this club and its members through its affiliation with Optimist International, it shall be the policy of this club to exercise its rights and privileges of participation in the government and activities of Optimist International at all times. This club shall also provide for its proper representation at all meetings and conventions of Optimist International and the District, in accordance with the by-laws thereof, and shall provide for such representation when preparing the annual budget.

Section 2: Any person who is proposed for and duly elected to membership in this club shall be deemed to have accepted these by-laws and the Constitution and By-laws of Optimist International, and shall be bound by them in all respects as if he had been a member at the time of their adoption.

Section 3: The Board of Directors shall provide for the prompt payment of all dues and other obligations to Optimist International and to the District, and shall require the prompt completion and submission of all reports required by Optimist International and the District.

Section 4: The club hereby makes it a condition of membership that each member shall become a bona fide, paid subscriber to The Optimist Magazine, official publication of Optimist International, and shall continue as such as long as he remains a member. Subscription fees shall be collected by the club simultaneously with regular dues and forwarded to Optimist International in the manner provided by the latter.

Section 5: The President shall provide a copy of these by-laws and a current membership roster to any new member upon presenting him with his official membership kit received from Optimist International.

Section 6: Any reference to the words "he", "his", "him", "man" or "men" is for descriptive purposes only and shall not, in any way, be construed to limit the application of the Article or section in which they appear to the masculine gender.

Section 7: A member or individual may act as an agent of an Optimist Club only upon prior written approval granting such agency by the Board.

Section 8: While attending any project, meeting, social event, or other gathering that is conducted for the benefit of the youth in attendance, adults are expected to refrain from consumption of alcoholic beverages, tobacco, e-cigarettes, and marijuana products during any portion of the event.

Section 9: If the Club carries any form of club liability insurance, it must add Optimist International as an additional insured to the policy. Should the Club not name Optimist International as an additional insured, the Club shall hold Optimist International harmless from any liability and the Club shall reimburse Optimist International for any and all reasonable attorney fees, court costs and losses sustained by Optimist International.

Section 10: The Club may publish directory information on the Club website and to Club membership. Such information shall be password protected on the website and restricted to Club use if printed. Its use is restricted to Club business by an authorized representative of the Club. Directory information or Membership lists will not be shared with any party outside of the Club.

Section 11: The Club is responsible for obtaining permission from its members to use their likeness and/or image in Optimist publications.

ARTICLE XIV – NOT-FOR-PROFIT ORGANIZATION

Section 1: This Club is organized and shall operate as a not-for-profit organization and shall be incorporated pursuant to New York State law. The Club is organized to operate exclusively for charitable and educational purposes set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect on or as may be amended by the "Code".

ARTICLE XV – AMENDMENTS

Section 1: Any amendment to these by-laws, if in conformity with the Constitution and By-laws of Optimist International, may be adopted by a two-thirds (2/3) vote of the members present at any meeting, provided written notice of the proposed amendment and date of such meeting shall have been given the members at least two (2) weeks prior thereto.

Section 2: All amendments to these bylaws must be submitted to Optimist International for approval.

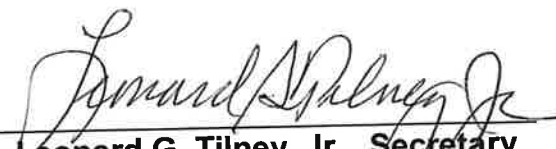
XVI – DISSOLUTION

Section 1: After delinquent dues are paid to Optimist International and District, the Club's remaining assets shall be contributed to Optimist International, the Optimist International Foundation, the Canadian Children's Optimist Foundation, another Optimist Club, or another not-for-profit organization. If no disposition of the Club's assets is completed within 120 days after the effective date of dissolution, the assets of

the Club shall be distributed to Optimist International or the Optimist International Foundation.

SUNRISE OPTIMIST CLUB OF LOCKPORT, INC.

By 
David E. Chanin, President

By 
Leonard G. Tilney, Jr., Secretary

As Amended
Date Effective: May 1, 2024