



OPTIMIST CLUB BYLAWS

Effective August 16, 2016

ARTICLE 1 – NAME

This club shall be known as Laurel-London Optimist Foundation Incorporation

ARTICLE II – MISSION

By providing hope and positive vision through the members of this club will bring out the best in youth, communities, and ourselves. This Optimist Club shall make it its goal to achieve, at the minimum, Honor Club status for the club performance and operations.

ARTICLE III – MEMBERSHIP

- Section 1: Membership in this Optimist Club shall represent adults, who are persons of good character, from the business, social and cultural life of the community. All memberships shall be held by individuals and shall not be transferable. Members should not have any political involvement using the Optimist.
- Section 2: 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.

ARTICLE IV – ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club according to such procedures as established by the Board of Directors. Membership shall be submitted to the Secretary and endorsement of one or more members in good standing.

ARTICLE V – TERMINATION OF MEMBERSHIP

- Section 1: Any member may resign from the Club provided that all dues and fees have been paid.
- Section 2: Any member who is two (2) or more months in arrears in the payment of dues or fees to the Club may be suspended from membership. He or she will be provided written notice by the Secretary. Upon payment of arrears within 30 days of said notice, the member's suspension shall end automatically. If such member has not paid within said 30 days, his

membership shall automatically be terminated and the Secretary shall so notify him of that termination. Payments of \$20 can be made.

Section 3: Any member charged with conduct unbecoming an Optimist or with any act prejudicial to the best interest of the Club or Optimist International, and against who such charges are sustained after opportunity to appear before the Board of Directors in his or her own defense, may be expelled from membership, at the discretion of the Board of Directors. Upon such action by the board of Directors, the Secretary shall immediately notify the member in writing, of said action.

Section 4: In case of resignation or expulsion of any member, the Secretary shall immediately notify Optimist International and all members of the Club of such action. Members must have attended a minimum of one (1) meeting in the last month or a minimum of twelve (12) meetings in the last year in order to vote unless other agreement is approved.

Section 5: Any member whose membership in the club has been terminated for any reason 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.

Section 6: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

Section: 7 No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person or entity. Upon failure of the club board of directors to take action, any individual charged with conduct unbecoming an Optimist member, may be subject to suspension and/or termination after an investigation and/or adjudication by the Optimist International board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the Board of Directors shall be given by certified mail and any other delivery method available.

ARTICLE VI - DIRECTORS

Section: 1 The Board of Directors shall have such minimum number of members as may be required from time to time by any applicable federal, state or provincial legislation governing not for profit corporations or organizations. Directors shall serve for a period of 2 years or until their successors are duly qualified and elected and 3 shall be elected every year. In the event of a directorship becoming vacant for any reason, such vacancy shall be filled by the Board of Directors, and the 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, dismiss and discipline members and generally supervise the affairs of the Club. The Board shall serve at the pleasure of the Club general membership.

Section: 3 The Board of Directors shall meet on a regular basis as they shall determine; or at the call of the President/Chair. Any three members of the Board of Directors may call a meeting providing a three (3) day notice is given to all members. 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 Any member of the Board of Directors who is absent from three (3) consecutive board meetings may be removed from office by the Board of Directors, Notice of said action shall be mailed to all members by the Secretary.

Section: 5 A 2/3 vote of all members in good standings must be present to remove a Board member.

ARTICLE VII-OFFICERS

Section: 1 The Officers of this Club shall be determined by the Club, and must be a member for one (1) year before being eligible for Board. The Officers of this Club shall be the following:

- The Presiding Officer (the actual title may be President, Chair, or other as determined by the Club's Board of Directors) shall serve as the executive officer of the Club, preside at all meetings of the membership and the Board of Directors, be an ex-official member of all committees, exercise general supervision over Club affairs and perform other duties as are ordinarily incumbent upon a Presiding Officer shall attend all duty call District meetings or, in the case of absence for good reason, provide for the Club's representation by an accredited representative.
- The Vice Presidents (or such title as established by the Club's Board of Directors) shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the Presiding Officer of Board of Directors.
- The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of membership, attendance and service to the Club, in the form and manner prescribed by the Board of Directors. The Secretary shall also prepare and file all reports required by Optimist International, District administration and generally perform such duties as are ordinarily incumbent upon a Secretary.
- The Treasure shall keep and maintain all records of fees, dues and monies collected and disbursed. Submit regular financial statements in the form, manner and frequency prescribed by the Board of Directors, prepare an annual statement for the annual meeting of the Club and generally perform such duties as are ordinarily incumbent upon a Treasurer. The Club Board of Directors can amend or expand these duties as needed. As long as they are within the guidelines of Optimist International and standard Club bylaws.

Section: 2 All officers shall hold office for one (1) year or until their successors are duly elected or appointed as provided in these bylaws. In the event that any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors. The Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and standard Club bylaws.

ARTICLE VII-ELECTION PROCEDURE

The election of Club officer(s) and Directors should be completed no later than April 30.

- Section: 1 Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the President shall request a unanimous ballot for the 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 number receiving the highest number of votes shall be declared elected.
- Section: 2 Nothing in this article shall be construed as precluding nominations from the floor.
- Section: 3 Only members in good standing shall be eligible to hold office or vote.
- Section: 4 Voting shall be by individuals and no person may
cast more than one vote. Proxies will not be recognized.
- Section: 5 All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.
- Section: 6 The Secretary shall report the results of all elections and appointments of Clubs officers to Optimist International and the District immediately.
- Section 7: Friends of Optimist are ineligible to cast votes or serve as an officer of the Club and/or on the Club Board of Directors (OI Bylaws Article III, Section 2)

ARTICLE IX – MEETINGS

- Section: 1 Regular meetings of the club shall be held at such time and place as may be determined by the Board of Directors.
- Section: 2 Special meetings may be called by the Presiding Officer, or by the Secretary upon receipt of a written request signed by at least three (3) members in good standing. Every member shall be notified at least three (3) days in advance of the special meeting and advised what business will be considered. No other business may be conducted at the meetings.
- Section: 3 One-third (1/3) of the voting members in good standing shall constitute a quorum at any regular meeting, special or annual meeting of the Club.
- Section: 4 The current edition of Robert's Rule of Order (or Code Morin for French - speaking Clubs) shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.

ARTICLE X – REVENUE

- Section: 1 Each new member of the Club shall pay a membership fee of \$85.00 payment of said fee to be a prerequisite for admission to membership payable on demand of the Treasure. Membership dues will be pro-rated by quarter.
- Section: 2 Annual dues shall be \$85.00 per member, payable in advance except that each fully paid life member shall be privileged to deduct from payment of dues the

amount equal to the dues payable by the Club to the Optimist International for each member. (note: Membership dues may be voluntary as administrative cost may be offset by fundraisers, grants or business sponsors.)

Section: 3 The Board of Directors may plan or recommend the raising or accumulations of revenue from the sources other than those stated in this article.

Section: 4 All funds, to which the public or members have contributed for the specific purpose of financing charitable, educational or civic activities of the Club, shall be used solely for those purposes and separate records of such funds shall be maintained.

Section: 5 The fiscal year of the Club shall be from October 1 of each year until September 30 next following.

Section: 6 The board of Directors shall arrange for, at a minimum, an annual audit by a audit committee appointed by the board of Directors. This audit committee shall consist of members not also members of the Board of Directors.

ARTICLE XI – COMMITTEES

Section: 1 The Board of Directors shall determine the number and purpose of all special and standing committees required to achieve the purpose of this Club. All committees shall report to the Club or Board of Directors as needed.

Section: 2 The Presiding Officer shall appoint the chair and members of all committees and announce such appointments not later than October 1 following his and her election.

ARTICLE XII – MISCELLANEOUS

Section: 1 A member or individual may act as an agent of an Optimist Club only upon prior written approval granting such agency by the Club Board of Directors.

Section: 2 In recognition of the benefit and services available to this Club and its members through its affiliation with Optimist International, this Club shall exercise its rights and privileges of participation in the government and activities of Optimist International. This Club shall provide for its proper representation when preparing the annual budget.

Section: 3 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: 4 Any persons elected to membership in this Club shall be deemed to have accepted these bylaws and the Bylaws of the Optimist International, and shall be bound by them in all respects as if he or she had been a member at the time of their adoption.

Section: 5 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: 6 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 cost, and losses sustained by Optimist International.

Section: 7 These bylaws shall be reviewed annually.

ARTICLE XIII – NOT FOR PROFIT ORGANIZATION

(US CLUBS ONLY)

Section: 1 This Club organized and shall operate as a not- for-profit organization and shall be initial here incorporated within the state/provincial/national statuses as such. The Club is organized and to adopt shall operate for charitable and educational purposes set forth in Section 501c3 of the Internal Revenue Code of 1986, 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: to promote an active interest of 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 wellbeing of humankind, community life and the world.

ARTICLE XIV – AMENDMENTS

Section 1: Any amendment to these bylaws must be in conformity with the Bylaws of the Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meeting, provide written notice of the proposed amendments 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.

Section 3: No convicted felon or person convicted of a crime against children, or of any crime which the Laurel-London Optimist Foundation deems, in its sole discretion, to be of such that would not set the example for the youth participants, which the strive to set, may become a member or associates of the Laurel-London Optimist Foundation reserves the right, upon completion of a

criminal background check, to deny any applicant: membership or the privilege of participating in any club activity.

ARTICLE XV – DISSOLUTION

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the purpose of the Club in such manner, or to such organization or organizations, including Optimist International or the Optimist International Foundation, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c 3 of the Code, as the Board of Directors shall determine.

Name of Club _____

approved _____

Stephani Morschman

(For Optimist International)

Date approved _____

8 - 3 - 2020

President _____

(By Optimist International)

Secretary _____

Date Adopted _____