



CLUB NUMBER (05247)

OPTIMIST CLUB BYLAWS

Effective: October 16, 2020

ARTICLE I – NAME

This Club shall be known as the Optimist Club of Greensburg, Indiana, INC., an affiliate of Optimist International.

ARTICLE II – MISSION

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

- Section 1: Members shall be admitted to the Club according to such procedures as established by the Board of Directors.
- Sections 2: Members shall be admitted to the club in the following manner:
- Proposals for membership shall be submitted to the 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.
 - The Secretary shall immediately refer all such proposals to the Membership for investigation and recommendation.
 - After all members have had opportunity to express objections, if any, the Board of Directors shall approve or reject the proposal for membership without explanation as established by Article VI, Section 4 of these bylaws.
 - Upon favorable action by the Board of Directors, such approval shall be communicated to the proposed member by a sponsor and/or the secretary, and the Treasurer shall forthwith collect all dues and fees prescribed by these bylaws and, upon receipt thereof, the Secretary shall immediately forward the new member's information and processing fee to Optimist International in the prescribed form and manner.
- Section 3: Any former member of another Optimist Club, who was in good standing when his/her membership was terminated, may be admitted to membership in the manner prescribed by Section 2 of this Article and by complying with such requirements as may be established by the Board of Directors. Admission of former members shall be neither required nor automatic.

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.
- 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 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 the resignation or expulsion of any member, the Secretary shall immediately notify Optimist International and all members of the Club of such action.
- 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 shall be elected accordingly. 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: There shall be a Board of Directors, which shall consist of the President, the Vice Presidents, the Secretary, the Treasurer, the Immediate Past President, and six elected directors, each of whom shall have the right to vote. Elected Directors shall serve a period of two years or until their successor are duly qualified and elected. 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 3: The Board of Directors shall meet at least once each month on a regular day to be fixed 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 have control and management of the Club's activities, determine all policies, elect, admit, dismiss, and discipline members and generally supervise the affairs of the Club.

ARTICLE VII – OFFICERS

- Section 1: The officers of this club shall be a President and two (2) Vice Presidents, a secretary and a Treasurer or a Secretary/Treasurer elected annually by the members of the club with the approval of the Board of Directors. All officers shall hold office for one 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 whatsoever, the vacancy shall be filled forthwith by the Board of Directors.
- Section 2: The President shall serve as the executive officer of the club, preside at all meetings of the membership and Board of Directors, 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 duly called meetings of the district or, in the case of absence of good and sufficient reason, provide for his representation by an accredited representative.
- Section 3: 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 Board of Directors.
- Section 4: The Secretary shall keep and maintain the minutes of all meeting 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.
- Section 5: The Treasurer 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.
- Section 6: 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.

ARTICLE VIII – ELECTION PROCEDURE

- Section 1: The election of Club officer(s) and Directors should be completed not later than April 30. The President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of not fewer than three (3) members. The Nomination Committee shall select at least one nominee for each expiring office and directorship. Such nominations, in writing, shall be in the hands of the Secretary not later than thirty (30) days thereafter.
- Section 2: Upon receipt of the report of the Nominating Committee the Secretary shall, read the slate of officers at two (2) consecutive meetings and request for nomination from the members present.
- Section 3: During the meeting at which the election is to be conducted the President shall read the notices as issued by the 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 a unanimous ballot for such nominee. A majority of the votes cast shall be required to elect. In 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: No President of this club who has served a full term as President shall be eligible to succeed themselves.
- Section 5: Nothing in this article shall be construed as precluding nominations from the floor.
- Section 6: Only members in good standing shall be eligible to hold office or vote.

- Section 7: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.
- Section 8: All officers and directors shall assume the responsibilities of their respective offices on October 1st following their election.
- Section 9: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.
- Section 10: 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 five (5) voting members in good standing. Every member shall be notified in writing at least three 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, special, or annual meeting of the Club.
- Section 4: The current edition of Robert's Rules 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 \$30, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer.
*Note: Recommended amount not less than \$30 (U.S.).
- Section 2: Annual dues shall be \$90 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 Optimist International for each member. Life Members will pay \$50 per year.
- Section 3: Dues applied to new members through special incentive programs instituted by Optimist International shall be observed. These programs include former Junior Optimists, College Club Members, 30 Under \$30, Recruit a Teacher, Friend of Optimists, First Responders, Social, Service and Young Professional Group.
- 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 an 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 President, with the approval of the Board of Directors shall determine the number and purpose of all special and standing committees required to achieve the purposes of this Club.
- Section 2: The Presiding Officer shall appoint the chair and members of all committees and announce such appointments.

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 Clubs Board of Directors.
- Section 2: In recognition of the benefits 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 at all meeting and conventions of Optimist International and the District. It shall provide for such 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 person elected to membership in this Club shall be deemed to have accepted these bylaws and the Bylaws of 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 costs, and losses sustained by Optimist International.
- Section 7: These bylaws shall be reviewed annually.

MRN
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ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

Initial here to adopt (U.S. Clubs only) This Club is organized and shall operate as a not-for-profit organization and shall be incorporated within the state/provincial/ national statutes as such. 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 (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 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 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 Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meeting, provided that 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.

MR
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ARTICLE XV – DISSOLUTION

Initial here to adopt (U.S. Clubs only) After delinquent dues are paid to Optimist International, Clubs with any remaining assets are encouraged to contribute them 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 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.

Please sign below and fax to Optimist International (314) 371-6006 or scan an email to: membership@optimist.org.

Name of Club: GREENSBURG BREAKFAST OPTIMIST CLUB

Michael R. Horak
(President)

Approved

Stephanie Monahan
(for Optimist International)

Shirley M. Hering
(Secretary)

Date Approved

11-5-2020
(by Optimist International)

Date Adopted 11-5-20

