

CLUB NUMBER (05589)



OPTIMIST CLUB BYLAWS

Effective: July 16, 2020

ARTICLE I – NAME

The Corporation shall be known as Sunrise Optimist Club, Inc. ("Club"), an affiliate of Optimist International.

ARTICLE II – MISSION

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

ARTICLE III – MEMBERSHIP

Although the organization is not a membership organization pursuant to the Indiana Nonprofit Corporation Act, the organization will abide by certain membership-style practices to encourage stakeholder participation and engagement.

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. Individuals having executive or supervisory control or authority such as Coaches, Assistant Coaches, referees, and other participants managing club projects are required to be paid members of the Club to receive benefits of the Club, including liability insurance protection.

Members shall pay annual dues and/or fees to the Club as prescribed in Article X in order to remain in good standing.

ARTICLE IV – ADMISSION TO MEMBERSHIP

Persons may apply for membership in the Club in a manner prescribed by the Board of Directors. Action on such an application shall be taken at a regular business meeting of the Board of Directors.

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.

ARTICLE VI – DIRECTORS

- Section 1: Duties and Qualifications. The business and affairs of the Club shall be managed by the Board of Directors.
- Section 2: 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; the Club's minimum number of Directors is three (3), as set forth in the Indiana Nonprofit Corporation Act and referenced in the Articles of Incorporation of the Club. Directors shall serve for an indefinite number of years or until their successors are duly qualified and elected and no specified number 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 3: The initial directors have been appointed by the incorporator of the Club.
- Section 4: The Board of Directors shall consist of all Club participants who are in good standing with the Club pursuant to Article IV, and affirmed by resolution of the Board of Directors.
- Section 5: Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the director was chosen to fill, or at such time as a successor shall be duly elected and qualified.
- Section 6: Removal. Any director may be removed, with or without cause, by the remaining directors whenever the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.
- Section 7: Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet at 7:00 a.m. on the third Thursday of April each year, at the principal office of the Corporation, for the purpose of election of directors and officers of the Club and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.
- Section 8: Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Club's principal office. No notice shall be necessary for any

regular meeting. Special meetings of the Board of Directors may be held upon the call of the President, and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telegram, electronic mail, facsimile transmission or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Club records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

- Section 9: Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.
- Section 10: Quorum; Voting. The number of directors present and voting as set forth in Article IX, Section 3, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- Section 11: Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or 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 specifies a prior or subsequent effective date.
- Section 12: Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Club. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE VII – OFFICERS

- Section 1: President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Club. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Club and shall perform all of the usual duties of the chief executive officer of a Club.

- Section 2: Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.
- Section 3: Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Club of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Club required by these Bylaws, shall have custody of the books (except books of account) and records of the Club, shall be responsible for authenticating records of the Club, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.
- Section 4: Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Club. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Club and shall deposit, or cause to be deposited, all funds of the Club with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Club, and in general shall perform all duties pertaining to the office of Treasurer.
- Section 5: Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Club.

ARTICLE VIII – ELECTION PROCEDURE

The election of Club officer(s) and Directors should be completed not later than April 30, in an election which shall be held at the Club annual Meeting.

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) 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. Electronic correspondence shall fulfill these requirements provided that every Member is included in the communication.
- 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.
- 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: The fiscal year of the Club shall be from October 1 of each year until September 30 next following.
- Section 2: Each new participant of the Club shall pay a fee as established by the Board of Directors subject to review before the end of the fiscal year.
- Section 3: Each participant of the Club shall pay annual dues as established by the Board of Directors subject to review before the end of the fiscal year.

ARTICLE XI - Committees

Committees may be created as necessary by the Board of Directors.

ARTICLE XII – MISCELLANEOUS

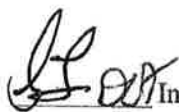
- Section 1: A member or individual may act as an agent of an Optimist Club only upon prior written approval granting such agency by the Clubs Board of Directors.
- Section 2: Corporate Seal. The Club may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.
- Section 3. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Club shall be executed on behalf of the Club by the President or Vice President and, if required, attested by the Secretary or an assistant secretary.

- 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: These bylaws shall be reviewed annually.
- Section 7: 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 8: 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.

ARTICLE XIII – AMENDMENTS

- Section 1: Subject to law and the Articles of incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Club must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.
- Section 2: 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 Board 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 3: All amendments to these bylaws must be submitted to Optimist International for approval.

ARTICLE XIV – DISSOLUTION



Initial here to adopt

After delinquent dues are paid to Optimist International, the Club shall distribute any remaining assets in a manner set forth in the Articles. 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 any other 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, provided such recipient is in good standing as a 501(c)(3) corporation and, then as directed by the Club's Articles of Incorporation.

Please sign below and fax to Optimist International (314) 371-6006.

Name of Club: Sunrise Optimist Club, Inc.

Jerry Lyons
Jerry Lyons, President

Approved

Stephanie Mondchein
(for Optimist International)

Dennis E. Faulkenberg
Dennis Faulkenberg, Secretary

Date Approved

7-22-2020
(by Optimist International)

Date Adopted July 16, 2020



Document Revised: July 16, 2020