

Club Number 09110

## BYLAWS – OPTIMIST CLUB OF MILWAUKEE, WISCONSIN

### Article I - NAME

This club shall be known as the Optimist Club of Milwaukee, Wisconsin an affiliate of Optimist International (O.I), and SW Wisconsin District (SW District)

### 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 person 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 project 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 3: All members must provide information for a background check.

### 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 (B.O.D.'S).

- a. Application for membership shall be submitted to the Secretary in writing on the Optimist International application form.
- b. The Secretary shall immediately submit all such application(s) for a background investigation.
- c. The application of good standing is presented to Members and BOD's.
- d. Adverse background check shall constitute rejection of such proposal at which the secretary notifies the applicant without explanation of its action.
- e. Upon favorable background action the application is presented to the members and BOD. Upon approval of the review by the members and the BOD's, the Secretary shall accept the applicant as a member of the club. The Treasurer shall forthwith collect all dues and fees prescribed by these bylaws and, upon receipt thereof. Dues will be prorated depending time of induction. The

Secretary immediately forwards the new member's name, address, to Optimist International O.I. and SW District will bill the club.

- f. The member will be inducted at meeting with members and BOD's and given a copy of the bylaws and will be asked to sign an induction letter.

## Article V – TERMINATION OF MEMBERSHIP

Section 1: Any member may resign from the club provided that all dues and fees have been paid. This is to include \$25 for the quarter they leave the Club if not already 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. This includes the one-time annual payment of \$100 starting October 1, to be pay by December 31. The \$25 quarterly payments are due at the beginning of the quarter and must be paid within 30 days. (Quarters are: Oct – Dec., Jan. – Mar., April – June, and July – Sept.) Upon payment of arrears within 30 days of said notice, the member's suspension shall end automatically. If such member has not paid within thirty (30) days, this membership shall automatically be terminated and the Secretary shall so notify the member of their 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 BOD in their own defense, may, be expelled from membership, at the discretion of the BODs. Upon such action by the BODs, the Secretary shall immediately notify the member in writing, of said action.

Section 4: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

Section 5: 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 Clubs BODs 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 BODs and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International BODs. Such notice by the BODs shall be given by certified mail and any other delivery method available.

Section 4: In case of the resignation or expulsion of any member, the Secretary shall forthwith update the Optimist International database in optimist.org and let all members of the club know of such action.

Section 5: 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 VI – DIRECTORS

Section 1: The Board of Directors (BODs) which shall consist of the President, the immediate Past President, the Vice Presidents, the Secretary, the Treasurer and four (4) elected directors of subcommittees, each of who shall have the right to vote. Two elected directors shall serve for a period of two (2) years and two elected directors shall serve two years or until their successors are

duly qualified so there are always 2 experienced and 2 learning directors. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by a qualified volunteer member.

Section 2: The BODs 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 1 year(s) or until their djo 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 BODs, and the appointee shall serve for the duration of the term of the individual being replaced.

Section 3: The BOD's 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.

Section 4: The BOD's shall meet on a regular basis as they shall determine; or at the call of the President/Chair. Any three members of the BODs may call a meeting providing a three-day notice is given to all members. A majority of the BODs 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 5: Any member of the BODs who is absent from three consecutive board meetings may be removed from office by the BODs. Notice of said action shall be mailed to all members by the Secretary.

## Article VII – OFFICERS

Note: Members interested in becoming an officer, should announce their interest before July for the next fiscal year. The officers of this Club shall be determined by the Club as per State/Provincial/National law. The officers of the Club shall be the following:

Section 1: The **Officers** of this Club shall be a President, Vice President, a Secretary, and a Treasurer. All Officers shall hold office for at least one year or until their successors are duly elected or appointed. In the event that any office becomes vacant for any reason whatsoever, vacancy shall be filled forthwith.

Section 2: The **President** shall serve as the executive officer of the club, preside at all meetings of the membership and the BOD, exercise general supervision over affairs of the club, and perform such other duties as are ordinarily incumbent upon a President. They shall represent the club in all relations with Optimist International and the SWIS District and perform a like function in their behalf in relation to the club. The President shall attend all duly called meetings of the SWIS District or, in the case of absence for good and sufficient reason, provide for their representation by another member representative.

Section 3: The **Vice President** shall perform such duties as are ordinarily incumbent upon VP's and such other duties as filling in for the President or BOD's as needed.

Section 4: The **Secretary** shall keep and maintain all records of membership, attendance, minutes of all membership and Director's-meetings, and shall conduct such correspondence as may be required by the President and the BOD's. They shall also make and file all reports required by Optimist International and the SWIS District.

Section 5: The **Treasurer** shall keep and maintain all records of fees, dues, and monies collected

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and disbursed. He shall prepare an annual budget; submit regular financial statements in the form, manner, and frequency prescribed by the BOD's; prepare an annual statement for the annual meeting of the club and generally perform such duties as are ordinarily incumbent upon a Treasurer. The Treasurer shall be bonded in an amount prescribed by the BOD's. The Treasurer is responsible for completing the on-line IRS tax forms for each previous year, no later than February 15 of following year.

The Club BODs can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International Standard Club Bylaws.

### Article VIII – ELECTION PROCEDURE

The election of Club Officer(s) and Directors should be completed no later than April 30<sup>th</sup> each year. The list of Officers and Directors to be elected will be written down for all members to vote. If someone is elected from the floor, the person being suggested must agree before any election.

Section 1: Only members in good standing shall be eligible to hold office or vote.

Section 2: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 3: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.

Section 4: The Secretary shall report the results of all elections and appointments of the Club officers to Optimist International on-line database immediately.

Section 5: 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 BODs. Meetings could be in person and/or via electronic Conferencing.

Section 2: Special meetings may be called by the Presiding Officer, or by the Secretary upon receipt of a written/electronic request signed by at least five (5) voting members in good standing. Every member shall be notified in writing/electronic 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 \$15.00, payment of said fee to be a prerequisite for admission to membership, payable to the Optimist Club of Milwaukee and give to the Treasurer to deposit into Membership checking account.

Section 2: Annual dues shall be \$100.00 per member, payable in advance at the time of the new fiscal year or at the time of induction into the Club. Dues will be prorated depending on time of induction. All member dues will be deposited into Membership bank account. Each member must pay at least \$25 at the beginning

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of each quarter if preferred. Club must pay fees to Optimist International and SW District for each member from this account. There are times when the OI will provide clubs with incentives for new membership.

Section 3: 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 kept separate and be maintained in the Charity bank account.

Section 4: The fiscal year of the Club shall be from October 1 of each year until September 30 next following year.

Section 5: The BODs shall arrange for an audit by an audit committee appointed by the Board of Directors as necessary. This audit committee shall consist of an accountant, members and/or non-members of the BODs.

Section 6: Make sure to verbalize all votes for approving amounts for the club to spend, so they are captured in the meeting minutes.

## ARTICLE XI – COMMITTEES

Section 1: The BODs shall determine the number and purpose of all special and standing committees required to achieve the purposes of this Club.

Section 2: The Committee Directors elected, shall appoint committee members of all committees and announce such appointments not later than October 1 following their election to the Club.

## 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 BODs.

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.

## ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

GG 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.

N/A Initial here to adopt (Canadian Clubs only) This Club is organized and shall operate as a not-for-profit organization and shall be incorporated as such pursuant to applicable provincial and federal laws.

N/A Initial here to adopt (All other countries) 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, 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.

#### ARTICLE XV – DISSOLUTION

GG 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.

GG Initial here to adopt (All other countries) 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 Canadian Children's Optimist Foundation for Canadian Clubs, or the Optimist International Foundation for all other Clubs outside of Canada.

#### Article XIV – AMENDEMENTS

Section 1: Any amendment to these bylaws, if in conformity with the Constitution and Bylaws of Optimist International and the SW District, may be adopted by a two-thirds (2/3) vote of the Board members present at the meeting, provided written notice of the proposed amendment and date of such meeting shall have been given to all members at least one week prior thereto. This notification could be written, by phone, text, or electronic format.

### Article XV – DISSOLUTION

*Duplicate*

~~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 the Optimist International, the Optimist International Foundation, The Canadian Children's Optimist Foundation, another Optimist Cub, 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.~~

~~Initial here to adopt (All other countries) deleted.~~

*B. B.*

Accepted and approved by the Members and BOD's on 6/18/20  
Date

Accepted and approved by the Membership on 6/20/2020  
Date

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

### THE OPTIMIST CLUB OF MILWAUKEE, WISCONSIN

*Barbara Steinmann* 6/18/2020  
President Date

Approved *Stephanie Munson*  
(for Optimist International)

*[Signature]* 6/30/20  
Secretary Date

Approved 7-9-2020  
(for Optimist International)

Date Adopted by the Club 6/20/2020