

Club Number 12227



Millstadt Optimist Club Bylaws

Effective: June 18, 2020

ARTICLE I – NAME

This Club shall be known as Millstadt Optimist 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 its goal to support the endeavors and futures of the youth of Millstadt through community involvement, fellowship, and fundraising.

ARTICLE III – MEMBERSHIP

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.

ARTICLE IV – ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club according to such procedures as established by 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.
- 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.

ARTICLE VI – DIRECTORS

- Section 1: There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the Vice-President/President-Elect, the Secretary, the Treasurer, and eight (8) elected Directors, each of who shall have the right to vote. The offices of Secretary and Treasurer may be combined, in which case the Secretary/Treasurer shall have only one vote. Directors shall serve for a period of two (2) years or until their successors are duly qualified and elected. 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.
- 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. Any three members of the Board of Directors may call a meeting providing a three-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, or a total of four (4) board meetings in the 12 month period from October 1 to September 30 of any given year may forfeit the office with the approval of the Board of Directors. Notice of said action shall be mailed to all members by the Secretary.

ARTICLE VII – OFFICERS

- Section 1: The offices of this Club shall be the following:

- **The President** shall serve as the executive officer of the Club, preside at all meetings of the membership and the Board of Directors, be an ex-officio member of all committees, exercise general supervision over Club affairs and perform such other duties as are ordinarily incumbent upon a President and 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 District meetings or, in the case of absence for good reason, provide for the Club's representation by an accredited representative.
- **The Vice-President/President-Elect** 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. The Vice President/President Elect will fill the role of President the following year.
- **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 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.
- **The Immediate Past President** will serve on the Board of Directors for one

year as Vice President/President Elect followed by one (1) year as President and, finally, one (1) year as the Immediate Past President.

Section 3: The Secretary and Treasurer will each serve a one (1) year term and will be appointed annually by the President with the approval of the Board of Directors. The Secretary and Treasurer will have no term limits.

Section 4: 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: Each year, the general membership shall elect four (4) new Directors and a Vice-President/President Elect.

Section 2: Not later than March 1, the President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of five (5) members. The Nominating Committee shall select at least one nominee for each expiring office and directorship. Such nominations, in writing, shall be delivered to the Secretary not later than 15 days thereafter.

Section 3: Nominations from the floor will be accepted at the April general meeting.

Section 4: Upon receipt of the report of the Nominating Committee the Secretary shall, within seven (7) days, notify each member of the nominations of the Nominating Committee in alphabetical order, by office and stating the date of the meeting at which the election shall be conducted. The election shall not be later than May 31.

Section 5: During the meeting at which the election is 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. 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 required number receiving the highest number of votes shall be declared elected.

Section 6: No President of this Club who has served a full term as President shall be eligible to serve the succeeding year as President.

Section 7: Nothing in this article shall be construed as precluding nominations from the floor.

Section 8: Only members in good standing shall be eligible to hold office or vote.

- Section 9: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.
- Section 10: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.
- Section 11: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

ARTICLE IX – MEETINGS

- Section 1: Regular meetings of the Club shall be held on the first Thursday of the month at such time and place as may be determined by the Board of Directors.
- Section 2: Special meetings may be called by the President, 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 (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 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 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 \$75.00. Payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer.
- Section 2: Annual dues shall be \$75.00 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 Optimist International for each member. (Note: Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants or business sponsorships.)
- Section 3: The Board of Directors may plan or recommend the raising or accumulations of revenue from 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 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 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 President shall appoint the chair and members of all committees and announce such appointments not later than October 1 following his or 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: 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 3: 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 4: 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 5: 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 6: These bylaws shall be reviewed annually.

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

This Club is organized and shall operate as a not-for-profit organization and shall be Initial here incorporated within the state/provincial/ national statutes as such. The Club is organized and to adopt shall 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, 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.

ARTICLE XV – DISSOLUTION

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.

Name of Club: Millstadt Optimist Club



President, Millstadt Optimist Club



Secretary, Millstadt Optimist Club

APPROVED:

DATE APPROVED:



(for Optimist International)



(for Optimist International)

DATE ADOPTED:
