

OPTIMIST CLUB BYLAWS

Effective June 30, 2020

ARTICLE I - NAME

This Club shall be known as The Noontime Optimist Club of Camarillo, CA, 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.

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

Members shall be admitted to the Club in the following manner: a. Applications for membership shall be provided by the Secretary to the Board of Directors. The new member shall be recommended by one or more members in good standing -- the sponsor. b. The Board of Directors shall approve or deny said application for membership. c. Upon approval by the Board of Directors, the Secretary shall advise the membership, via e-mail, Newsletter or letter, of the identity of the new member. d. Upon favorable action by the Board of Directors, the proposed member shall be notified by a sponsor or the Secretary. The Treasurer shall collect all dues and fees prescribed and forward the new member's name, address, and processing fee to the Secretary for forwarding to OPTIMIST INTERNATIONAL.

ARTICLE V – TERMINATION OF MEMBERSHIP

Section 1:

Any member may resign from the Club provided that all dues and fees have been paid. Any such resignation shall be confirmed in writing by the member and/or the Club Secretary.

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: In lieu of suspension pursuant to Section 2, the Secretary shall provide written notice to the member advising of the delinquent dues. The Secretary shall also attempt to contact the member in person or by telephone to discuss the matter. If the member has not paid all outstanding dues and charges within thirty (30) days of the mailing of the first notice, the Secretary shall then send a second notice advising said member that failure to pay all outstanding dues and charges within thirty (30) days of the mailing of the second notice will result in termination of membership. Should said member fail to make payment in response to said second notice, the Secretary shall notify said member, in writing, that his/her membership has been terminated. The wording of the three (3) written notice required by this Section shall be approved by the Board.

Section 4: No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person, or entity. 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 5: 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 via e-mail, Newsletter or letter.

Section 6: 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 7: Any member terminated for failure to pay dues may be reinstated upon payment of all past dues and with the approval of the Board of Directors.

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. There shall be a Board of Directors which shall consist of the officers of the club and six elected members. Directors shall serve for a period of two years or until their successors are duly qualified and elected and three 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.

Section 3: The Board of Directors shall meet at least once each month on a regular day to be set at the beginning of the 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 Board 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. The Board can vote to not meet during club 'dark' months.

Section 4: Any member of the Board of Directors who is absent from three consecutive board meetings may be removed from office by the Board of Directors. Notice of said action shall be mailed or e-mailed to all members by the Secretary.

ARTICLE VII – OFFICERS

Section 1: 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, the vacancy may be filled by the Board of Directors. 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: The President shall serve as the executive officer of the Club, preside at all meetings of the membership and meetings of the Board of Directors, be and 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 on 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.

Section 3: The President-Elect shall assist the President in the internal operations of the Club and perform other duties as may be assigned by the President. The Vice-President shall administer and coordinate all fund raising efforts and activities, perform such duties as are ordinarily incumbent upon Vice-Presidents and such other duties as may be assigned by the President or the Board of Directors.

Section 4: The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings, and all records of membership and attendance in the form and manner prescribed by the Board of Directors. The Secretary shall prepare such correspondence as may be required by President and the Board of Directors. The Secretary shall also prepare and file all reports required by Optimist International and District Administration, and generally perform such duties as are ordinarily incumbent upon a Secretary.

Section 5: The Treasurer shall keep and maintain all record of fees, dues and monies collected and distributed. The Treasurer shall submit regular finance statements in the form, manner and frequency prescribed by the Board of Directors, prepare an annual financial statement to be presented to the Board of Directors and generally perform such duties as are ordinarily incumbent upon a treasurer. The Treasurer shall establish and maintain a Youth/Community checking account and a separate

Administrative checking account in financial institutions approved by the Board of Directors.

- Section 6: The offices of Secretary and Treasurer may be combined, in which case the Secretary/Treasurer shall have only one vote. The Board of Directors can amend or expand the duties of any officer as needed, as long as they are within the guidelines of Optimist International and standard Club bylaws.

ARTICLE VIII – ELECTION PROCEDURE

The election of Club officer(s) and Directors should be completed not later than April 30.

- Section 1: The President shall appoint three (3) members to serve on a Nominating Committee and shall present the names of said Committee to the Board of Directors no later than the regularly scheduled Board meeting for the month of March. Not later than April 1, the President shall, with the approval of the Board of Directors, announce to the general membership via e-mail, Newsletter or letter, the appointment of said Nominating Committee. 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 April 15.
- Section 2: Upon receipt of the report of the Nominating Committee, the Secretary shall, within seven (7) days, notify each member, via e-mail, Newsletter or letter, of the nominations by the Nominating Committee in alphabetical order, by office, and state the date of the meeting at which the election shall be conducted.
- Section 3: During the meeting at which the election is conducted, the President shall read the notices as issued by the Secretary, invite nominations for each expiring office and Directorship from the floor 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 of Directors receiving the highest votes shall be declared elected.
- Section 4: Only members in good standing shall be eligible to hold office or to vote. A member shall be regarded as being in good standing if said member is not more than thirty (30) day in arrears in payment of any indebtedness, dues, or otherwise, to the Club.
- Section 5: Voting shall be by individuals and no person may cast more than one (1) vote. Proxies will not be recognized.
- Section 6: All officers and Directors shall assume the responsibilities of their respective offices on October 1 following the election.
- Section 7: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.
- Section 8:

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 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.
- 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 Club will pay all admission to membership fees from O.I.
- Section 2: Annual dues shall be \$ 204 (\$17/mo.) for a regular member, \$186 (\$15.50/mo.) for life members and \$102 (\$8.50/mo.) for the spouse or domestic partner of any member, payable monthly. An additional monthly fee for the cost of meal service, as established from time to time by the Board of Directors, may be added to the dues amount at the request of the member. The treasurer shall periodically provide to each member an invoice or statement advising of the amount owed by said member. Each member shall make payment to the Club of any amount owed, within thirty (30) days of the receipt of such invoice or statement. Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants, or business sponsorships.
- 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 separate records of such funds shall be maintained.
- Section 4: The fiscal year of the Club shall be from October 1 of each year until September 30 next following.
- Section 5: The Board of Directors shall arrange for an annual audit by an accountant or any person who has current and sufficient knowledge and experience in book keeping and auditing. The person performing the audit shall not be a person authorized to approve expenditure of funds.

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 chairperson and members of all committees and announce such appointments not later than October 1 following his or her election. The President may delegate selection of Committee members to the chairperson.

ARTICLE XII – MISCELLANEOUS

- Section 1: 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 make efforts to provide for Club representation at meeting and conventions of Optimist International and the District and shall provide funds for such representation when preparing the annual budget.
- Section 2: 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 3: 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 4: These bylaws shall be reviewed annually.
- Section 5: 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 6: While attending any project, meeting, social event, or other gathering that is conducted for 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 7: 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 – NOT-FOR-PROFIT ORGANIZATION

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 and 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

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 purposes 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.

Standard document revised: June 2020

Name of Club: The Noontime Optimist Club of Camarillo

Last changed by Stephanie Monschein

Date last changed on Tuesday, June 9, 2020

Today's date is Thursday, June 9, 2020

Stephanie Monschein
6-9-2020