

(Mandatory wording in bold face type)
(Optional wording in regular type)



CLUB
NUMBER 16000

OPTIMIST CLUB BYLAWS

June 2020

ARTICLE I – NAME

This Club shall be known as **The Optimist Club of Alexandria**, 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 youth, our community and ourselves. The Club will focus on the youth of the Alexandria area as defined, for the purpose of this document and to be consistent with the organizational document of the Optimist Club of Alexandria Foundation, as youth having an Alexandria mailing address.

This Optimist Club shall make it its goal to achieve, at the minimum, Honor Club status for Club performance and operations.

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. A Friend of Optimists shall be a nonvoting member.

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.

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 officers of the club and no more than 4 additional elected members. The immediate past president shall also serve on the Board. Elected Directors shall serve for a period of 2 years or until their successors are duly qualified and elected and, starting with the year after adoption of these bylaws, one director who is not also an officer 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 on a regular basis as they shall determine or at the call of the President/Chair. 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 consecutive board meetings may be removed from office by the Board of Directors. Notice of said action shall be mailed to all members by the Secretary.

Section 5: Members of the Board of Directors may attend and vote at Board meetings by telephone or other electronic means.

Section 6: Board members may give their proxies to the President.

Section 7: 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.

ARTICLE VII – OFFICERS

Section 1: 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:

- 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 Presiding Officer; 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 Presiding Officer 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 two 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.
- The Recording 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 Corresponding Secretary shall prepare and file all reports required by Optimist International, District administration and generally perform such duties as are ordinarily incumbent upon a Corresponding Secretary. The Corresponding Secretary shall also send to members announcements

of meetings and other events and periodic newsletters, as necessary.

- The Treasurer shall keep and maintain all records of fees, dues and monies collected and disbursed. She/he shall 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 2: All officers shall hold office for two years 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.

ARTICLE VIII – ELECTION PROCEDURE

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

Section 1: Separate balloting shall be conducted for each office. Members may vote in person or by electronic means. Where there is only one nominee for an office, the President/Chair 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 2: Nothing in this article shall be construed as precluding nominations from

the floor. Section 3: Only voting members in good standing shall be eligible to hold office or vote.

Section 4: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 5: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election. Section 6: The Recording Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

Section 7: Friends of Optimist are ineligible to serve as officers of the Club and/or on the Club Board of Directors.

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 or electronic request signed by at least five (5) members in good standing. Every member shall be notified in writing or electronically 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 present in person or electronically 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.

Section 5: For purposed of Articles VIII and IX, "member" or "members" is defined as those having the right to vote.

ARTICLE X-REVENUE

- Section 1: Each new member of the Club shall pay a membership fee of \$45.00 for regular membership and \$32.50 for spousal membership, payment of said fee to be a prerequisite for admission to membership. Payment of the membership fee will be deemed to include payment of the first quarter's dues. A Friend of Optimists shall pay only an annual membership fee of \$100.00, payable with the application for membership.
- Section 2: Annual dues shall be \$140.00 per member for regular membership and \$70.00 for spousal membership, payable quarterly, after the end of a quarter, on demand of the Treasurer, 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.
- 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 deposited in the account of The Optimist Club of Alexandria Foundation [a foundation organized under section 501(c)(3) of the Internal Revenue Code] and 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 Presiding Officer 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: 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 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 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.

Name of Club: Optimist Club of Alexandria

Dr. Ruth M. Woods
(President)

Approved

Stephanu Mansour
(For Optimist International)

Robert B. Smith

(Secretary)

Date Approved

7-21-2021

(By Optimist International)

Date Adopted

7/11/2020



OPTIMIST
INTERNATIONAL

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