

**The Optimist Club of Arlington, Virginia, Inc. By-Laws**  
**As Amended September 19, 2024**

Article I. NAME

This Club shall be known as the Optimist Club of Arlington, Virginia, Inc., an affiliate member 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 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 persons of good character, for 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 members of the Club to receive benefits of the Club, including liability insurance protection.

Section 2. The Board of Directors may establish classifications, based on the recognized lines of business, institutional, and professional life of the community, under which persons may be admitted to membership.

Section 3. Types of membership in the Club shall be Active, Reserve, Life, and Honorary. Honorary membership shall be granted by the Board of Directors. Honorary members shall not be eligible to hold office or vote.

Section 4. An Active Member is an individual who is in good standing, is at least 18 years of age, and participates actively in Club activities.

Section 5. A Reserve Member is an Active Member who is in good standing and no longer able to maintain active participation, or is a Life Member, or is a Member of a Club who shall have been retired from active business, and in each case, is elected to Reserve Membership upon written application to the Board of Directors. A Reserve Member shall pay all regular dues and fees, for meals at meetings which that member

attends, and enjoy all rights and privileges of membership except that the member may not hold elective office in the Club or in Optimist International.

Section 6. A Life Member is an individual in good standing and for whom the prescribed fee is paid to Optimist International through the Optimist Club of Arlington.

#### Article IV. ADMISSION TO MEMBERSHIP

Section 1. A person shall be admitted to the Club in the following manner:

a. The member sponsor(s) of the applicant shall bring applicant as a guest to one regular meeting of the Club prior to the submission of the membership application. Attendance at two Meet & Greets or other equivalent generally advertised Optimist social events will satisfy the requirement that an Applicant has attended at least one regular meeting as a prerequisite for consideration for induction.

b. Application for membership shall be in writing in the form prescribed by the Board of Directors and shall bear the endorsement of two members in good standing. The application must be accompanied by the membership fee.

c. At the next meeting, or as soon thereafter as is reasonably practical after vetting of the application and applicant, the Board of Directors, at its discretion, shall approve or reject the application without explanation of its actions. Adverse votes of two or more members of the Board shall constitute rejection. Upon approval by the Board the applicant officially becomes a member of the Club and begins paying dues from that point forward. The decision of the Board shall be made known to the sponsors by a member of the Board.

d. If the application is approved, an induction of the applicant shall be arranged, and at the time of induction, the Secretary shall forward the new member's name, address and processing fee to Optimist International in the prescribed manner.

e. Any former member of another Optimist Club, who was in good standing when his membership was terminated, may be admitted to membership in the manner prescribed for new members. Any former member of the Optimist Club of Arlington who was in good standing when his membership was terminated may have his membership reinstated by action of the Board of Directors without complying with the procedure for new members but shall pay the full membership fee.

Section 2. The sponsor of a new member will be reimbursed for any meal fees the sponsor has paid for the new member at the one meeting which the prospective

member is required to attend. The Treasurer will reimburse upon receipt of a request in writing. [Transferred from existing Art. X, section 1.]

Section 3. Friends of Optimists shall be admitted to the Club under the same procedures as all other applicants for membership and expelled from the Club pursuant to the same procedures as other members under these By-laws.

## Article V. TERMINATION OF MEMBERSHIP

Section 1. Any member may resign from the Club provided that all indebtedness to the Club has been paid and that such resignation shall be in writing to the 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 or her membership shall automatically be terminated, and the Secretary shall so notify him or her of that termination. Such member upon payment of arrears and submission of application for reinstatement within thirty days after such notice may, at the discretion of the Board of Directors, be reinstated.

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 resignation, forfeiture of membership or expulsion of any member, the Secretary shall immediately notify Optimist International and shall notify all members of the Club by notice published in the Club bulletin.

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 use of the Optimist name, emblem or other insignia.

## 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. Directors shall serve

for a period of two (2) years or until their successors are duly qualified and elected. Beginning October 1, 2020, two (2) directors shall be elected and two other directors shall be elected every year subsequent. 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, discipline members, make final authorization of forfeiture of membership and generally supervise affairs of the Club subject only to direction of the Club. It shall receive reports as requested from the Secretary and the Treasurer and the Standing and Special Committees, shall authorize all disbursements of Club funds and perform such other duties as are required by the Constitution and By-Laws or are ordinarily performed by the Board of Directors or Executive Committee of an organization.

Section 3. The Board of Directors shall fill vacancies occurring in any office except President and immediate Past President. The President-elect shall immediately assume the position of President upon its vacancy, and the position of Immediate Past President shall remain vacant. Appointees who fill vacancies shall serve for the duration of the term of the Director or Officer being replaced.

Section 4. The Board of Directors shall provide for the bonding of the Treasurer in the amount it prescribes, and shall arrange for a review of income and expenditures at the end of each fiscal year.

## Article VII. OFFICERS

Section 1. The President shall serve as 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 except the Nominating Committee, exercise general supervision over affairs of the Club as are ordinarily incumbent upon a President. The President shall represent the Club in all relations with Optimist International and District and perform a like function in their behalf in relation to the Club. The President shall attend all duly called meetings of Optimist International and District or, in the case of absence for good and sufficient reason, provide for representation by an accredited representative. The President may appoint a Chaplain and a Parliamentarian. The President shall appoint and remove the Chairperson(s) of all committees and shall have responsibility for the assignment of Club members to the various committees. If desired or the Board of Directors so directs, the President may assign the chairmanship of the whole or part of any meeting to any other member. The President may cosign with the Treasurer checks issued against financial accounts in the Club's name. The President shall also have the power to designate temporarily an acting officer in the event of an emergency,

incapacity or inaction, and in the event of necessity for prompt action by such office. Any temporary designation shall expire in sixty days unless ratified by the Board of Directors.

Section 2. The President-elect shall assume the position of President upon the expiration of the President's term, or upon the President's resignation or incapacity in which event the President-elect will complete the sitting President's term and continue to serve as President throughout the next Club year. The President-elect shall become familiar with the functions of all of the Committees, programs and activities of the Club. The President-elect shall perform such duties and functions as may be assigned by the President, including, by designation of the President, representation and coordination of the Club's participation in Zone, District and International activities.

Section 3. The Vice President shall perform such duties as may be and may be a cosigner with the Treasurer of checks issued against financial accounts in the Club's name.

Section 4. The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and of Club business meetings, and all records of membership, in the form and manner prescribed by the Board of Directors. The Secretary shall conduct such correspondence as may be required by the President and the Board of Directors, shall make and file all reports required by Optimist International and District. The Secretary may cosign with the Treasurer checks issued against financial accounts in the Club's name. The Secretary shall perform such other duties and functions as may be assigned by the President.

Section 5. The Treasurer shall be responsible for fees, dues and other money collected and disbursed, for billings to members for fees, dues, meals and any other obligations to the Club, for maintenance of all financial records and for the submission of a current financial statement at each meeting of the Board of Directors. The Treasurer shall sign all checks issued in the Club's name. The Treasurer shall prepare and present annually a financial statement showing all receipts and disbursements during the previous fiscal year. The Treasurer shall also generally perform such duties as are ordinarily performed by a Treasurer and such other duties and functions as may be assigned by the President.

## Article VIII. ELECTION PROCEDURE

Section 1. The election of Club officer(s) and Directors should be completed not later than April 30. No later than March 1, the President shall appoint a Nominating Committee consisting of at least three persons to be chaired by the immediate Past-President and include the President-Elect and the current President. If any of the three

are not able to serve, then they shall be substituted by the Sr. Vice President and then, the other Vice President. Notice of the appointment of the Nominating Committee and the names of its members shall be published in the next issue of the Club bulletin.

Section 2. The Nominating Committee shall select at least one nominee for each expiring office and directorship except for the office of the President and the President-elect assuming the position for the next Club year. The nominations shall be in writing, signed by the Chairman of the Committee and shall be received by the Secretary no later than March 15. Friends of Optimist are ineligible to serve as an officer of the Club and/or on the Club Board of Directors.

Section 3. Upon receipt of the selections of the Nominating Committee, the Board of Directors may make changes and then must approve the list by majority vote and submit the approved list to the Secretary to publish in the next issue of the Club bulletin with the nominations in alphabetical order and the date of the meeting at which the election will be conducted. The approved list of nominees must be announced at two general meetings before the members may vote, except that having the list published in the bulletin prior to the general meeting in which the vote will occur will suffice for one of those two general meetings.

Section 4. Any member of the Club in good standing may make further nominations from the floor, provided that the nominee shall have given consent.

Section 5. During the meeting at which the election is conducted, the President shall appoint tellers, read the list of nominees and proceed to conduct the election. Separate balloting shall be conducted for each office except where there is only one nominee for an office, in which case the President shall request a unanimous vote for such nominee. A majority of votes cast shall be required to elect. In the case of Directors, if the number of nominees exceeds the vacancies, the required number receiving the highest total 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 succeed to that office. No elected member of the Board of Directors who has served a full term shall be eligible for reelection until the expiration of one year.

Section 7. Only Active and Life members in good standing shall be eligible to hold office or vote.

Section 8. Voting shall be by individual and no person shall cast more than one vote. Proxies will not be recognized.

Section 9. All Officers and Directors shall assume the duties of their respective offices on October 1 following their election.

Section 10. The incumbent Secretary shall immediately report the results of all elections and appointments of Club officers to Optimist International and the District.

## Article IX. MEETINGS

Section 1. Regular meetings of the Club shall ordinarily be held at least once each month at a convenient time and local place, or at any other time and place as may be designated 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 days in advance of the special meeting and advised what business will be considered. No other business may be conducted at the meetings. At the discretion of the President, a special meeting may also be called by announcement of the President to at least five members present and in good standing, solely to address non-substantive matters that are in the best interest of the Club, such as induction of a new member.

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. 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.

Section 4. The Board of Directors shall meet at least eight times a year on a regular day selected by the Board, or at the call of the President or any three members of the Board. The presence of five members or a majority of the current members of the Board, whichever is less, shall constitute a quorum for the transaction of business, provided that at least five Board members vote in the affirmative in order to adopt any motion.

## Article X. REVENUE

Section 1. The fiscal year of the Club shall be from October 1 of each year until September 30 next following. All new members shall pay an initial application fee of \$45 to the Arlington Optimist Club.

Section 2. Each new member of the Club except an Honorary member, and each former member who is readmitted, shall pay a membership fee as determined by the Board of Directors, and the processing fee of Optimist International shall be paid from this amount. While the current annual fee is \$440, which includes 12 lunches at the

Washington Golf & Country Club, the annual fee may be adjusted pursuant to Section 3, *infra*.

Section 3. The annual dues shall be set by the Board of Directors and may be changed from time to time at the discretion of the Board. Honorary members shall be exempt from all dues. Dues shall be payable quarterly in advance on the first day of October, January, April and July together with the cost of three meals for the same period plus the cost of meals at meetings over three attended in the previous quarter. Reserve members shall be billed dues and Reserve members and Friends of Optimists shall be billed for meals at the meetings attended in the previous quarter. The Treasurer shall deduct from the dues billed to each fully paid Life Member an amount approximately equal to the dues payable by the Club to Optimist International per member. Dues and meal charges of a new member, prorated as a portion of the current quarter, shall begin with the meeting at which that member is inducted into the Club and shall be billed at that time. Meal charges of a new member for the induction meeting of that member shall be paid for by the Club. The Club shall reimburse the sponsor of a new member for up to two meal charges that the sponsor paid on behalf of the new member when the new member was a guest of that sponsor. The sum to be billed to members for meals shall be determined by the Board of Directors and may be changed at the discretion of the Board.

Section 4. The Board of Directors may plan, recommend or approve the raising or accumulation of revenue from sources other than those stated in this article, provided that such methods have been approved by the membership.

Section 5. Out of the revenues of the Club, the Treasurer shall promptly pay all dues and other obligations to Optimist International and to the District.

Section 6. All funds to which the public or members have contributed for the specific purpose of financing eleemosynary, educational or civic activities of the Club, shall be used solely for those purposes and separate records of such funds shall be maintained.

## Article XI. COMMITTEES

Section 1. The President, with the approval of the Board of Directors, may appoint such special committees as may be required, these special committees to expire upon completion of their tasks or when the present term of office expires.

Section 2. A majority of any committee shall constitute a quorum, and all decisions shall be by majority vote.



## 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's Board of Directors.

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 the 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.

Section 8. The Board of Directors at its discretion shall authorize the payment of, in whole or in part, the necessary expenses of the Club's representative to the Optimist International Convention and to any other official Optimist meeting.

Section 9. All badges, documents and devices of any kind bearing upon them the name or emblem of the Club or of Optimist International shall at all times be deemed

the property of the Club, and shall be returned to the Secretary by any member who resigns or forfeits membership, except where such member retains his membership in Optimist International, as provided in the Constitution and By-Laws thereof.

Section 10. In recognition of the benefits and services available to this Club and its members through its affiliation with Optimist International and the District in which this Club is located, it shall be the policy of this Club to exercise its rights and privileges of participation in the government and activities of Optimist International at all times. This Club shall also provide for its proper representation at all meetings and conventions of Optimist International and District, in accordance with the By-Laws thereof, and shall provide for such representation when preparing the annual budget.

Section 11. A member shall be regarded as in good standing if he or she has not been suspended for non-payment of any indebtedness to the Club and is of good character.

Section 12. Attendance that has been missed may be made up in one of these ways: attending the meeting at another club, a meeting of the Board of Directors, a committee meeting, any regular youth work activity or other manner approved by Optimist International.

Section 13. Any notice or publication required herein may be made by electronic transmission; however, any member may elect not to receive electronic notice or publication by written communication to the Secretary duly signed by that member and acknowledged in writing by the Secretary.

Section 14. The By-Laws of the Club are intended to be consistent and not in conflict with the By-Laws and Constitution of Optimist International. In any conflict, the By-Laws and Constitution of Optimist International shall govern.

Section 15. These amended By-Laws shall take effect as of Wednesday, the 4th of August 2020.

### 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 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 well-being 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 and notice shall be published in the Club bulletin to reach all members at least one week before the voting date.

Section 2. All amendments to these bylaws must be submitted to Optimist International for approval.

#### Article XV. DISSOLUTION

Section 1. Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision 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, 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) or Section 501(c)(4) of the Code, as the Board of Directors shall determine.

Section 2. 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.

Section 3. 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.

#### Article XVI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Club shall indemnify through, and only through, appropriate insurance policy or policies, any person who was or is a party or is threatened to be

made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Club, by reason of the fact that they served:

- (1) As a director, officer, or agent of the Club; or
- (2) At the request of the Board of Directors or officers of the Club as a director, officer or agent of the Club, or any other corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Club, and/or had no reasonable cause to believe the conduct was unlawful. The manner in which any action, suit or proceeding is disposed shall not create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was lawful.

Section 2. Any indemnification, unless ordered by a court, shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the applicable standard of conduct set forth in this Article has been met. The determination shall be made by the Board of Directors by a majority vote of a quorum, consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, then by independent legal counsel in a written opinion. Indemnification in respect of any amount to be paid in settlement of any action, suit or proceeding shall be first approved by the directors. Notwithstanding, there shall be no indemnification for conduct that was finally adjudged by a court of competent jurisdiction to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club, through and only through appropriate insurance policy or policies in advance of the final disposition of the action, suit or proceeding as authorized by the Board in the specific case.

Section 4. The right of any person to indemnification as provided herein shall not be exclusive of any other rights to which they may be lawfully entitled, including indemnification in accordance with Chapter 9 of Title 13.1 of the Virginia Code, 1950, as amended, and any subsequent amendments thereto.

Section 5. The Club shall purchase and maintain insurance on behalf of any covered person, as stated above, to fund this indemnification, to the extent insurance coverage is reasonably attainable.

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

Name of Club: Optimist Club of Arlington, Virginia

Debbie Whitenton Date Approved 10-28-2024  
(President) (for Optimist International)

Mark Whitenton Date Approved 10-28-2024  
(Secretary) (by Optimist International)

Date Adopted: September 19, 2024

OPTIMIST INTERNATIONAL:  
Stephanie Monahan