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CLUB NUMBER (16-135)
Washington - National Capital



OPTIMIST CLUB BYLAWS

Amended March 1, 2004
Updated and Effective: June 4, 2020

ARTICLE I – NAME

This Club shall be known as National Capital Optimist Club an affiliate of Optimist International.

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. The purposes of Optimists International shall be to develop 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 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.
- Section 3:** The Board of Directors shall fix the classification under which persons may be admitted to membership.

ARTICLE IV – ADMISSION TO MEMBERSHIP

- Section 1:** Active members shall be admitted to the Club under the following procedures:
- a.** A member who wishes to sponsor an individual for membership shall submit the prospect's name to the Membership Committee through the Club President or Secretary.

- b. The Membership Committee shall conduct a preliminary investigation to determine whether the prospect is qualified for membership, and its findings shall be submitted to the Board of Directors.
- c. On receipt of the report of the Membership Committee, the Board of Directors shall preliminarily approve or disapprove the prospect for membership.
- d. The sponsor shall be notified of the decision of the Board of Directors.
- e. In the event the Board of Directors preliminarily approves the prospect for membership, the following procedure shall be followed in completing her/his membership application:
 - 1. The prospect shall complete and submit an application blank as approved by the Optimist International, together with her/his check for initiation and dues to the Club's Secretary.
 - 2. The Club's Secretary shall invite the general membership to express their feelings to the Club President or the Board of Directors with regard to the applicant.
 - 3. The Board of Directors shall act on the application at its next regular meeting following the second week of publication in the bulletin; provided, however, that the applicant attends at least one regular meeting and such Board of Directors Meetings or other projects as the Board of Directors may determine. In the event the applicant does not attend such regular meetings, her/his application shall be deferred until such time as s/he has completed such requirements.
 - 4. Approval by three-fourths of the Board of Directors, present and voting, is required for acceptance of the application.
- f. New members shall be admitted and inducted quarterly, and four meetings per year shall be set aside for induction of new members.

ARTICLE V – TERMINATION OF MEMBERSHIP

- Section 1: Any member may resign from the Club by giving notice in writing to the Secretary, and such resignation shall take effect from the date of the acceptance thereof by the Board of Directors 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. Such forfeiture of membership shall not cancel the said indebtedness.**
- 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: Membership in the Club shall automatically terminate on the removal of a member from the District of Columbia Metropolitan Area, except if the member requests retention of membership. The dues of this member shall be minimum required by Optimist International and the District.
- Section 5: Any member may be expelled for cause, upon recommendation of the Board of Directors, by two-thirds vote of the members present at any regular meeting of the Club, notice in writing having been given by the Secretary of such proposed action. A copy of the charges shall be

served upon the member not less than ten days before the meeting of the Board of Directors at which such charges may be heard, and the member charged may appear in this own defense in person or be represented by any member of the Club.

- Section 6:** It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club. In case of the resignation or expulsion of any member, the Secretary shall forthwith notify all other members of the Club of such resignation or expulsion.
- Section 7:** 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 club board of directors 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 Board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the Board of Directors shall be given by certified mail and any other delivery method available.

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 2 years or until their successors 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 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.

ARTICLE VII – DUTIES OF OFFICERS

- Section 1:** The President shall, when present, preside at all meetings of the Club; provided however, that the President may, if s/he so desires, or the Board of Directors so directs, assign the Chairmanship of the whole or part of any meeting to any other member. The President shall, with the advice and consent of the Board of Directors, exercise a general supervision over the affairs of the Club during her/his tenure of office, and shall perform such other duties as are ordinarily incumbent upon a President. Upon this induction into office, the President shall pledge that s/he will attend the Officer's School held in conjunction with the District Convention.

- Section 2: When a member has served for a full term as President of the Club, s/he shall be eligible for reelection as President.
- Section 3: The Vice Presidents shall perform such duties as may be assigned to them by the President.
- Section 4: The Secretary shall keep the records and conduct the correspondence of the Club subject to the general directions and supervision of the Board of Directors. S/He shall make all necessary reports to Optimist International and Governor of the District. S/He shall prepare a summary report within 30 days after September 30th of each year, showing activities and records of the Secretary for the year ended, a copy of which is to be sent to each member of the Club. The Secretary is also responsible for making periodic reports to OI.
- Section 5: The Treasurer, within 30 days following her/his election, shall furnish a surety bond in a sum to be determined by the Board of Directors, the premium thereafter to be paid from the general funds of the Club. S/He shall collect all moneys due to the Club, giving receipts in the Club name, and shall account for such moneys to the Board of Directors. S/He shall prepare a financial statement within 30 days after September 30th of each year, showing all moneys received and disbursed by the Club for the year ended, a copy of which is to be sent to each member of the Board of Directors of the Club, and s/he shall generally perform all duties usually pertaining to her/his office.
- Section 6: The President shall preside at all meetings of the Board of Directors.
- Section 7: The Board of Directors shall exercise the general management of the Club's affairs, subject only to the directions of the Club. It shall receive monthly reports from the Secretary, Treasurer, and Standing Committees, authorize all disbursements of Club funds except as hereinafter provided, and perform such other duties as are required by the Optimist International Constitution and Bylaws and the Bylaws of the Club or are ordinarily performed by the Board of Directors. There shall be eight directors, four of whom shall be elected each year to a two-year term of office. Vacancies shall be filled until the next regular election by the President's appointment. In addition, the President, Vice Presidents, Secretary, Treasurer, and the Immediate Past President shall be members of the Board of Directors.

ARTICLE VIII – ELECTION PROCEDURE

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

- Section 1: On or before March 1st of each year there shall be elected at a regular meeting of the Club a Nominating Committee. This Committee shall consist of the Immediate Past President of the Club, who shall be the chairman of the Nominating Committee, and six members of the Club in good standing. Nominations for membership on the Nominating Committee shall be made and published at least one week in advance of the balloting.
- Section 2: The Nomination Committee shall nominate one or more members for the office of President, two Vice Presidents, Secretary, Treasurer, members of the Board of Directors, Delegates to the District Convention (one-tenth the number of member or major fraction thereof — six), Club representative on the District Nominating Committee shall be in writing, signed by the Chairman of the Nominating Committee and shall be in the hands of the Secretary not later than March 15th.
- Section 3: The Secretary shall immediately mail to each member of the Club a notice setting forth the nominations as made by the Nominating Committee, and giving the date of the annual meeting.

- Section 4: Should the Secretary receive more than one nomination for an office, s/he shall prepare a sufficient number of ballot papers on which shall appear the names of the different nominees for that office, arranged in alphabetical order. Separate ballot papers shall be prepared for each office.
- Section 5: At the annual meeting the President shall read the notice of the meeting as sent to the members by the Secretary with the names of the different nominees, and if there shall be only one member nominated for any office, the President shall forthwith declare him elected.
- Section 6: Where there shall be more than one nominee for an office, a ballot shall be held and not less than a majority of the total votes cast for a candidate for each office shall be required to elect. If a deadlock exists on the second ballot, the vote shall be announced, and another ballot taken. If this ballot does not produce a majority, further nominations will be in order from the floor, following which another ballot shall be taken. The Secretary shall make the necessary reports to Optimist International and District of the new officers within the time period prescribed by the OI.
- Section 7: **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)**
- Section 8: The elected officers shall assume office the first day of October each year, and the formal installation of officers shall be held prior to the time assuming office, at a date to be determined by the Board of Directors.
- Section 9: Nothing in this Article shall be construed as precluding nominations from the floor.
- Section 10: Elections shall take place no later than April 30, as per the Bylaws of Optimist International.

ARTICLE IX – MEETINGS

- Section 1: **Regular meetings of the Club shall be held 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) voting 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 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 an initiation fee of \$30, and said initiation fee shall be attached to the application for membership when action is taken thereon by the Board of Directors.
- Section 2: The annual Club dues shall be \$50.00 for each Active Member and each Reserve Member.

- a. Each member shall also pay annual dues of Optimist International as specified in the Bylaws of Optimist International.
 - b. Each member shall also pay annual dues of the District as specified by the Bylaws of the District.
 - c. Dues may be paid annually, semiannually, or quarterly if a member elects, during the administrative year.
 - d. If a member elects', payments to the Club for meals as determined by the Board of Directors, may be made at the time of dues payment.
- Section 3: A member shall be regarded as in good standing if s/he is not more than 60 days in arrears in the payment of any indebtedness, for dues or otherwise, to the Club.
- Section 4: Out of the revenues of the Club, as defined herein, and in the Optimist International Constitution, the Treasurer shall pay such amounts by way of entrance fees and per capital tax to Optimist International and to the District as required by their respective Constitutions and Bylaws.
- Section 5: The financial and administrative year of the Club shall be from the first day of October to the 30th day of September.**
- Section 6: The Board of Directors shall direct an annual audit of the financial records of the Club
- Section 7: A budget shall be adopted by the Club, as soon as practical after the first meeting of the fiscal year, after considering and recommendation by the Board of Directors, and due notice that it is being presented to all members, with a copy of the proposed budget enclosed therewith.
- Section 8: It is the policy of Optimists International to be a Friend of Youth therefore projects should finance youth (under 18) activities or community projects, e.g. Christmas Tree Projects.
- Section 9: All projects must be located in or the benefits from NCOC's donation must be used primarily in the jurisdictions contiguous to Washington, DC, including but not limited to Fairfax County, Arlington County, City of Alexandria, Montgomery County, and Prince George's County and incorporated cities within the aforementioned jurisdictions. Any project outside this area must receive a supermajority of 75% of those people eligible to vote at each level in the project review process. A non-conforming project that is not funded in any given year will be dropped and must receive the aforementioned supermajority to be reinstated.
- Section 10: NCOC shall maintain its not-for-profit status.**

ARTICLE XI – COMMITTEES

- Section 1: The Standing Committees of the Club shall be those enumerated in the Administrative Manual of the Optimist International and a Projects Review Committee.
- Section 2: The President shall, immediately upon her/his election, appoint the Chairman of each of these Committees and shall announce these appointments not later than the second regular meeting following her/his election.
- Section 3: In addition to these Standing Committees, Special Committees may from time to time be constituted and appointed.
- Section 4: The Board of Directors will establish the duties of all Standing Committees, with the exception of the Projects Review Committee.

Section 5:

The Projects Review Committee, which shall be established and constituted as hereinafter set forth, shall perform the duties stated herein and such other duties as the Board of Directors' may from time to time direct.

- a. Duties. The Projects Review Committee shall meet annually, and at such other time or times as it deems necessary, or requested to do so by an affirmative vote of the majority of the Board of Directors. The Projects Review Committee will consider all request of funds made to the Club. All such requests will be submitted to the Committee in writing, and the Committee shall investigate and consider each such request and make a written report together with their recommendations, to the Board of Directors. The Board of Directors shall continue to have final approval and disbursement of funds to such projects. The Board of Directors may allocate up to (\$2500) of Projects Review funds per Optimist year without prior Projects Review Committee action; however, each individual request shall be limited to (\$500.00 or less) and must be for a regular Optimist International program and /or have a specific time limitation as a part of the written justification. (Dollar values in parentheses may be modified annually based on the Projects Review budget.)
- b. Committee Membership. The Projects Review Committee will consist of seven members. There shall be six elected members, two of whom shall be elected each year to a three-year term of office. Vacancies shall be filled until the next regular election by the President's appointment. The seventh member shall be the Immediate Past President of the Club who shall serve as the Chairman of the Committee.
- c. Committee Budget. Budget provisions for this Committee shall be provided by one sum — individual projects shall not be listed in the budget since it shall be left to this Committee to perpetually consider worthy projects for recommendation to the Board of Directors.
- d. Application to Committee. Procedure for submitting project requests:
 1. All requests transmitted to the Board of Directors through the Projects Review Committee, which shall submit, thereto, in writing its recommendations.
 2. Requests by applicant shall include, in writing, clearly the reasons for the request and for what reasons funds are to be used. At minimum justification shall include: dollar value of the request; the approximate number of persons benefiting; one or more statements of need and use of the funds; and other sources of income to the requesting organization.
 3. Following action of the Board of Directors, the applicant shall be so notified; if the request is informed, in writing, that the Club requests in writing the final disposition of the grant. All grants or commitments shall be for one year only and shall be re-examined each year. No future requests shall be considered unless the Club is notified of the final disposition of previous grant, as previously stated.
 4. The Projects Review Committee shall determine its own procedure of investigation and consideration of requests.
 5. Each request for funds shall be submitted to the Club via a member in good standing. This member will be considered the applicant's NCOC Sponsor.
 6. The current Projects Review Committee Chairman will prepare and submit to the Board of Directors a set of rationale, in writing, for requests which have not been supported or have been reduced.
 7. Each Club President shall assure that current year proceedings of the Projects Review Committee are placed into central repository of the use of subsequent Committees.

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 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. The Club may pay, in whole or part, the necessary expenses of all duly elected delegates to District and International Conventions. It also may pay, in whole or part, the expenses of the officers designated by the Board of Directors to District and International Conventions.
- 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.
- Section 8:** 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 to be the property of the Club, and shall be returned to the Secretary by any member who resigns or is expelled, save and except where such member retains her/his membership in Optimist International, as provided in the Optimist International and Club Constitution and Bylaws.
- Section 9:** Any Active Member of the National Capital Optimist Club who shall have been an active member in good standing of one or more Optimist Clubs for ten years or more, or an Active Member of the National Capital Optimist Club, who shall have retired from active business, agricultural, institutional or professional life, and who therefore may have become disqualified to continue her/his active membership under regulations established by the Club, or who holds a Life Membership in Optimist International, may be elected to the Reserve Membership upon written application to the Board of Directors through the Secretary.
- a. Reserve Members shall pay regular membership dues and shall have the same rights and privileges as an active member of the Club, except that s/he shall be ineligible to hold elective office of the Club.
 - b. All Reserve Members shall be duly recorded as such with Optimist International and shall not participate in attendance contests or Optimist International.

- Section 10: A member who is carried on the rolls of Optimist International as a Reserve Member may become a Senior Reserve Member within the Club provided:
- a. S/He has 15 years of continuous membership in the Club.
 - b. Shall, by reason of age, health, or otherwise, be retired from active business.
 - c. Shall have not existing indebtedness to the Club.
 - d. Makes written requests to the Secretary or Treasurer.
 - e. Said member shall be encouraged to be an active participant in all Club affairs.
 - f. Annual dues shall be the minimum established by Optimist International and District Bylaws.
- Section 11: Honorary Members may be elected, for a period of one year, one per year, and to be reelected annually, for meritorious service, at any regular meeting of the Club by unanimous consent of the members present, provided the name of such person has been approved by the Board of Directors at a regular meeting and at least 30 days' written notice be given to the membership to be voted upon. The vote shall be by secret ballot, and the person on whom the ballot is taken shall not be present at the time of the ballot.
- Section 12: Any active member of the National Capital Optimist Club may sponsor another person for membership from her/his firm or family as a Generation Member between the member and the proposed member, and (2) the proposed member meets all the requirements in Article II.
- a. Annual dues shall be the minimum amount established by Optimist International and District Bylaws.
 - b. Upon the resignation of the sponsor of a Generation Member, said Generation Member becomes a regular active member of the National Capital Optimist Club, and subject to the rules, regulations, responsibilities, and dues of a regular member.
- Section 13: Should any clause or section in these Bylaws conflict with either the Constitution and/or the Bylaws of Optimist International, as amended from time to time, the Constitution and/or Bylaws of Optimist International shall prevail.

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION



(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.

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

(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.

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

Name of Club: National Capital Optimist Club (16-135)

[Signature]
(President)

Approved: Stephanie Monschein
(for Optimist International)

[Signature]
(Secretary)

Date Approved: 6/30/20
(by Optimist International)

Date Adopted: June 4, 2020

