



CLUB NUMBER - 17354

## **OPTIMIST CLUB BYLAWS**

Effective September 1, 2020



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

### **ARTICLE I – NAME**

This shall be known as the **ROSEVILLE OPTIMIST CLUB, MICHIGAN**, and 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 kids. 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, from 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 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 with a written resignation submitted to the Secretary who will immediately inform the treasurer.

**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 and submission of applications for reinstatement within thirty (30) days after said notice may be reinstated at the discretion of the Board of Directors. Such member, who has not applied for reinstatement within the stated period, shall be deemed to have forfeited membership in the Club and shall so be notified by the Secretary 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 who 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 resign action or expulsion of any member, the Secretary shall immediately notify Optimist International.

**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:** The Board of Directors shall confirm any termination of membership on behalf of the Club.

**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:** There shall be a Board of Directors which shall consist of the officers of the Club and eight (8) elected members, each of who shall have the right to one vote. Directors shall serve for a period of two (2) years or until their successors are duly qualified and elected and (4) 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 with special consideration to the results of the previous election and the appointee shall serve for the duration of the term of the individual being replaced.

**Section 2:** The Board of Directors shall have control and management of the Club's activities, determine all policies, elect, dismiss and discipline members and generally supervise the affairs of the Club.

**Section 3:** The Board of Directors shall meet at least once each month on a regular day to be fixed by it at the beginning of each administrative year; or at the call of the President. Any three members of the Board of Directors may call a meeting providing a three-day notice is given to all members. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present shall be necessary to give effect to any action of the Board.

**Section 4:** Any member of the Board of Directors who is absent from three consecutive board meetings will forfeit the office with the approval of the Board of Directors. The Secretary shall notify the general membership of said action.

#### **ARTICLE VII – OFFICERS**

**Section 1:** The officers of this Club shall be a President, President-Elect and two (2) Vice Presidents, elected annually; and a Secretary and a Treasurer (or a combined Secretary/Treasurer position), each appointed annually by the incoming President subject to the approval of the Board of Directors.

- The President shall serve as the executive officer of the Club, preside at all meetings of the membership and the Board of Directors, be an ex-officio member of all committees, exercise general supervision over Club affairs and perform such other duties as are ordinarily incumbent upon a President; and shall represent the Club in all relations with Optimist International and the District and perform a like function in their behalf in relation to the Club. The President shall attend all duly called District meetings or, in the case of absence for good reason, provide for the Club's representation by an accredited representative.
- The President-Elect shall become familiar with the Clubs organizational structure, club bylaws, policy and procedures. Presides over meetings and acts in the capacity of the President when he/she is absent. Serves on the Board of Directors and performs other duties as may be assigned to them by the President or Board of Directors.
- The 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 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 and shall conduct such correspondence as may be required by Optimist International, District administration and generally perform such duties as are ordinarily incumbent upon a Secretary.

- The Treasurer shall keep and maintain all records of fees, dues and monies collected and disbursed and 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 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, with special consideration to the results of the previous election.

## **ARTICLE VIII – ELECTION PROCEDURE**

**The election of Club Officer(s) and Directors should be completed no later than April 30.**

- Section 1: Not later than April 1, the President shall with approval of the Board of Directors announce the appointment of a Nominating committee of five (5) members. The President-Elect shall be one of the members of the committee. The Nominating Committee shall select at least one nominee for each expiring office and directorship. Such nomination, in writing, shall be delivered to the Secretary not later than fifteen (15) days thereafter.
- Section 2: Upon receipt of the report of the Nominating Committee the Secretary shall, within seven (7) days, notify each member of the nominations of the Nominating committee in alphabetical order, by office and stating the date of the meeting at which the election shall be conducted. The election shall not be later than April 30.
- Section 3: During the meeting at which the election is conducted, the President shall read the notices as issued by the Secretary and then proceed to conduct the annual election. Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the President shall request a unanimous ballot for the nominee. A majority of the votes cast shall be required to elect. In the case of directors, if the number of nominees exceeds the number of vacancies, the required number receiving the highest number of votes shall be declared elected.
- Section 4: Only members in good standing shall be eligible to hold office or vote.
- Section 5: There shall be no nominations from the floor at time of election.
- Section 5: Voting shall be by individuals and no person may cast more than one vote. Absentee ballots will be available upon request. Proxies will not be recognized.
- Section 6: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their 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 held on the 1<sup>st</sup> Tuesday at such time and place as may be determined by the Board of Directors.
- Section 2: Special meetings may be called by the President, or by the Secretary upon receipt of a written request signed by at least five (5) members in good standing. Every member shall be notified in writing at least three 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-fifth (1/5) of the members in good standing shall constitute a quorum at any regular, special or annual meeting of the Club.

**Section 4:** The current edition of Robert's Rules of Order shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.

#### **ARTICLE X – REVENUE**

**Section 1:** Each new member of the Club shall pay a membership fee of \$40. College students shall pay a \$5 membership fee. Payment of said fee is to be a prerequisite for admission to membership, payable on demand of the Treasurer.

**Section 2:** Annual dues shall be \$90 per member / \$50 for any additional individuals per household. College students shall pay \$30 the first year, which includes the \$5 membership fee and dues. Annual dues of \$25 for the second year and thereafter are due the first quarter. (College students must be full time, carrying a minimum of 12 credit hours). These dues are payable in advance except that each fully paid life member shall be privileged to deduct from payment of dues the amount equal to the dues payable by the Club to Optimist International for each member. Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants or business sponsorships.

**Section 3:** A member shall be regarded in good standing if not more than 2 quarters in arrears in payment of any indebtedness, dues or otherwise, to the club.

**Section 4:** The Board of Directors may plan or recommend the raising or accumulations of revenue from sources other than those stated in this article.

**Section 5:** 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 6:** The fiscal year of the Club shall be from October 1 of each year until September 30 next following.

**Section 7:** The Board of Directors may arrange if deemed necessary, for an annual audit by an audit committee appointed by the Board of Directors. This audit committee may consist of members not also members of the Board of Directors

#### **ARTICLE XI – COMMITTEES**

**Section 1:** The Board of Directors shall determine the number and purpose of all special and standing committees required to achieve the purposes of this Club.

**Section 2:** The President will appoint the chair 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 Constitution and 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 the Optimist International and the District.
- Section 4: These bylaws shall be reviewed annually.**
- Section 5: All members in good standing who attend any Optimist related meetings or International Conventions shall be refunded all registration fees. All additional expenses shall be paid by the member (ex. late fees, food, raffle tickets, souvenirs etc.).
- Section 6: In case of the death of any Optimist member or immediate family, the Treasurer is authorized to donate a sum of \$25.00 to the Roseville Scholarship Foundation in the name of the deceased.
- Immediate family is classified as: Parents, spouse, children, stepchildren, In-laws (Mother and Father only), siblings and Step Mother and Step Father.
- Section 7: 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 8: 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 9: 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 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 Constitution and Bylaws of Optimist International, shall be adopted by two-thirds (2/3) vote of the members present at any meeting, provided written notice of the proposed amendments and date such meeting shall have been given the members at least two (2) weeks prior thereto.**
- Section 2: All amendments to these bylaws must be submitted to Optimist International for approval.**

### **ARTICLE XV – DISSOLUTION**

After delinquent dues are paid to Optimist International, Clubs with any remaining assets are encouraged to contribute them to Optimist International Foundation, the Canadian Children's Optimist Foundation, another Optimist Club, or another not-for-profit organization. If no disposition of the Club assets is completed within (120) days after the effective date of dissolution, the assets of the Club shall be distributed to Optimist International or the Optimist International Foundation.

Please sign below and fax to Optimist International (314) 371-6006

Name of Club: Roseville Optimist Club

Oamarels August 24, 2020 Approved by Stephane Mouschouri  
(President) (Date) (for Optimist International) *cel*

M. J. Bathe August 24, 2020 Date Approved 9/9/20  
(Secretary) (Date) (by Optimist International)

Document Adopted  
03/30/92

Dates Revised  
01/16/01  
09/27/05  
01/20/07  
02/19/09  
2/20/16  
8/24/2020