

NOTICE OF OFFICIAL ORGANIZATIONAL MEETING

CLUB NAME: Brighter Days Optimist Club CLUB NUMBER: 17-570

City Battle Creek County Calhoun State/Province MI

Date or Organization September 24, 2021 Club Meeting Date & Time 3rd Sat @ month

Location of Club Meeting Kambly Center

Number of Charter Members Paid at Organizational Meeting 16

District Michigan Miles from Sponsor Club 5 Miles

Charter President (full name) Fred Clary Secretary Kristen Slagle

Treasurer Jakob Myers (Provide officer contact information on charter roster)

Sponsor Club #1 (Name Battle Creek) Number 17-025

Sponsor Club #2 (Name _____) Number _____

Builder of Excellence Marsha Heath 17025 - 2080

Builder of Excellence Mishelle Myers 17025 - 2069

Builder of Excellence Carol O'Connell 17025 - 2043

Builder of Excellence Linda Thompson 17221 - 0286

(Full Name, Club Number & Member Number for all Builders of Excellence)

We hereby certify that the organizational meeting of the above club was conducted by the undersigned authorized representative and the Charter fee of \$ 20.00 by each of the Brighter Days Charter Members. (minimum of 15 of whom do not have membership in any other Optimist club.) We understand that this application for affiliation with Optimist International will be prepared jointly by a field representative of Optimist International and by the President and Secretary Treasurer of the club in prescribed form and manner and that said application is subject to approval and acceptance by Optimist International. We also understand the sponsor club(s) has certain responsibilities and we pledged our cooperation for successfully completing the follow up program.

Marsha Heath
Sponsor Club's Authorized Official Signature

Fred Clary
New Club President's Signature

Authorized Optimist International Representative: [Signature]

Printed Name of Representative: Daniel J. Mills

Please send this document via electronic means to Optimist International Staff Member (jim.boyd@optimist.org) within 48 hours of organizational meeting.

BUSINESS AT THE OFFICIAL ORGANIZATIONAL MEETING

CLUB NAME: Brigher Days Optimist Club CLUB NUMBER: 17-570

Charter Fee : Sponsor Club (s) ✓ New Club Invoice Requested

Installation of Members.

Motion to Organize ☒ APPROVED

Number of fully Paid Members 16. Each member paid a charter fee of \$ 225.20.

Number of Charter Members in attendance 16.

Report on the club's initial by laws and approval of the bylaws: Motive to approve ☒ APPROVED
Second Brian Carried.

Report on the nomination of club officers. (President, Vice President(s) Candidates for Board of Directors)

Election of Officers

President Fred Clary
Vice President
Vice President
Board Member Melissa Engbert Two Year Term
Board Member Brian Skafica Two Year Term
Board Member Julie Bernhard Two Year Term
Board Member Joseph Pulgry One Year Term
Board Member One Year Term
Board Member One Year Term
Board Member One Year Term

Installation of Officers

Appointment of Secretary Treasurer Kristen Slagle/Jakob Myers as presented by the Charter President.

(Date of Organization) September 24, 2021 (Secretary-Treasurer) Kristen Slagle

OFFICIAL MINUTES: FIRST BOARD OF DIRECTORS MEETING

CLUB NAME: Brighter Days Optimist Club

CLUB NUMBER: 17-570

Please Use Roberts Rules of Order to approve all board policies

POLICIES:

1. SECY-TREAS APPROVED

Approve the appointment of Kristen Slagle (Secretary) and Jakob Myers (Treasurer) to serve as Secretary-Treasurer.

☒ APPROVED

2. FIRST DUES FROM CHARTER MEMBERS

Approve that the initial dues paid by Charter Members shall cover the period ending with the date of: 9-30-21. The amount, \$ shall be payable within 30 days of organization.

☒ APPROVED

3. DUES FROM NEW MEMBERS

Approve that Membership dues from new members will be prorated based on the month of the financial quarter they become member to the end of the quarter. A full quarter's dues will be assessed afterwards.

☒ APPROVED

4. CHARTER FEE/AFFILIATION FEE

Approve that an Ailiation Fee/Charter fee of ☐\$325 ☒\$225 ☐\$100 be paid to Optimist International as soon as the club's banking account is in effect.

☒ APPROVED

5. INCORPORATION

Direct the Secretary Treasurer to incorporate the club as soon as possible as a not-for-profit under the laws of this state/province/nation.

☒ APPROVED

6. BANK NAMED

Approve that the depository for Club funds will be: Comerica.
(This is the financial institution where the club will keep its funds.)
(College Clubs Note: Business Office)

☒ APPROVED

7. AUTHORIZED SIGNATURES

Approve that the authorized signatures for withdrawal of Club funds will be those of: Jakob Myers Michelle Myers

☒ APPROVED

8. BOARD MEETINGS

Approve that this Board of Directors shall hold regular monthly meetings in accordance with the bylaws on the 3rd SAT of each month.

☒ APPROVED

9. ALCOHOL

Approve that this Club will NOT have alcoholic beverages on sale, for consumption or in personal possession at events involving youth or when the public image of the Club would be adversely affected.

☒ APPROVED

10. FINANCIAL OBLIGATIONS

Approve that the Board must give specific and prior approval to all financial obligations or expenditures.

☒ APPROVED

11. FUND RAISING

Approve that all fund raising methods of this club will always comply with national, state/provincial and local laws. Proceeds from such projects will be used ONLY as provided in Article X, Section 4 of the club's bylaws. Legal advice will be sought before entering into any contractual agreement in behalf of the Club.

☒ APPROVED

Date: 09/24/2021 Secretary-Treasurer: Kristen Slagle

Secretary E-mail: kamblylc@sbcglobal.net

Club President: Fred Clary

CHARTER MEMBER ATTENDANCE REPORT

CLUB NAME: Brighter Day Optimist Club CLUB NUMBER: 17-570

1. <u>Julie Bernhardt</u>	21. <u>Marsha Heath</u>
2. <u>Cindy Carver</u>	22. _____
3. <u>Holly Davis</u>	23. _____
4. <u>Kristen Slagle</u>	24. _____
5. <u>Fred Clary</u>	25. _____
6. <u>Roseanna Rathburn</u>	26. _____
7. <u>Tracy Waidehich</u>	27. _____
8. <u>Melissa Engberts</u>	28. _____
9. <u>Joseph Pelfry</u>	29. _____
10. <u>Brian Skafica</u>	30. _____
11. <u>Garry Pierce</u>	31. _____
12. <u>Elizabeth Moore</u>	32. _____
13. <u>Chris Morris</u>	33. _____
14. <u>Jessica Williams</u>	34. _____
15. <u>Jakob Myers</u>	35. _____
16. <u>Carol Berge</u>	36. _____
17. <u>Kathy Keller</u>	37. _____
18. <u>Sara House</u>	38. _____
19. <u>Mishelle Myers</u>	39. _____
20. <u>Carol O'Connell</u>	40. _____

** Denotes minimum attendance of charter members required to proceed with organization.

JAMES N HEATH
MARSHA M HEATH
10688 WILDWOOD DR
RICHLAND, MI 49083
269-629-3132

5243

74-1423/724

9/24/21

DATE

CHECK  **AMOUNT**
TRADE PHOTO EDITION

 **PAY TO THE ORDER OF**

Optimist International
Two Hundred Twenty Five and 00/100

\$ 225.00

OLLARS



Photo
Safe
Deposit
Details on back

FIRST NATIONAL BANK
of Michigan
Kalamazoo, MI

FOR



MP

⑆072414239⑆ ⑆011001740⑆ 5243

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

CLUB NUMBER ()



OPTIMIST CLUB BYLAWS

Effective: March 4, 2020

ARTICLE I – NAME

This Club shall be known as The Brighter Days 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.

ARTICLE III – MEMBERSHIP

- Section 1: Membership in this Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community. All memberships shall be held by individuals and shall not be transferable.
- Section 2: Individuals having executive or supervisory control or authority such as coaches, assistant coaches, referees, and other participants managing Club projects are required to be members of the Club to receive benefits of the Club, including liability insurance protection. Any contracted or paid person(s) or entity(s) are not subject to this requirement.

ARTICLE IV – ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club 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.
- 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 ¹____ 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 – 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 Presiding Officer (the actual title may be President, Chair, or other as determined by the Club's Board of Directors) 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 Vice Presidents (or such title as established by the Club's board of Directors) shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the Presiding Officer 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. The Secretary shall also prepare and file all reports 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. 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. The Club Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and standard Club bylaws.

Section 2: All officers shall hold office for one year or until their successors are duly elected or appointed as provided in these bylaws. In the event that any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

The Club Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and standard Club bylaws.

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. 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 2: Nothing in this article shall be construed as precluding nominations from the floor.

Section 3: Only 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 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 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 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 a membership fee of \$^{20.00}, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer.

**Note: Recommended amount not less than \$30 (U.S.).*

Section 2: Annual dues shall be \$^{10.00} per member, 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.

(Note: Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants or business sponsorships.)

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 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: 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. 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 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.

MLM

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

Initial here to adopt (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.

Initial here to adopt (Canadian Clubs only) This Club is organized and shall operate as a not-for-profit organization and shall be incorporated as such pursuant to applicable provincial and federal laws.

Initial here to adopt (All other countries) 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, 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

MLM

_____ *Initial here to adopt* (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.

_____ *Initial here to adopt* (All other countries) 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 Canadian Children's Optimist Foundation for Canadian Clubs, or the Optimist International Foundation for all other Clubs outside of Canada.

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

Name of Club: The Brighter Days Optimist Club

Fred Clary

(President)

Approved

Jim Boyd
(for Optimist International)

Kristen Slagle

(Secretary)

Date Approved

9-27-21
(by Optimist International)

Date Adopted

9-24-21

