



CLUB NUMBER (19010)



OPTIMIST CLUB BYLAWS

Effective August 12, 2020

ARTICLE I – NAME

This Club shall be known as **(The Optimist Club of Albuquerque, New Mexico)** an affiliate of Optimist International. Other unofficial names informally used for The Optimist Club of Albuquerque, New Mexico were (Downtown Optimist Club, Optimist Club of Albuquerque, TOCOA, Albuquerque Optimist Club). The official name is **“The Optimist Club of Albuquerque, New Mexico”** per our Articles of Incorporation with the state of New Mexico and documents filed with Optimist International in March of 1940.

ARTICLE II – MISSION

By providing hope and positive vision, the members of this Optimist Club, will bring out the best in youth, our communities and ourselves.

ARTICLE III – PURPOSES

The purpose of The Optimist Club of Albuquerque, New Mexico 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 law; to promote patriotism and work for international accord and friendship amount 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 IV – MEMBERSHIP

Section 1: The membership of The Optimist Club of Albuquerque, New Mexico shall represent a compatible cross-section of the business, social and cultural life of the Albuquerque community and shall consist of adults of good character and community standing, generally compatible with the membership of all Optimist Clubs, who reside or have community interests in the greater Albuquerque metropolitan area and who have been duly elected to membership in the manner prescribed in these bylaws. 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. This article shall also apply to scouting unit leaders.

Section 3: Only those members holding full membership who are in good standing will be deemed voting members. Members that are honorary or “Friends of Optimists” member shall not be considered voting members. The exception shall be if a voting member in good standing of another Club is serving as Treasurer or Secretary for this Club, they will be granted a vote in this Club’s Board of Directors meetings.

ARTICLE V – ADMISSION TO MEMBERSHIP

Members shall be admitted to The Optimist Club of Albuquerque in the following manner:

Section 1:

- a. Proposals for membership shall be submitted to the Club Secretary in the form and manner prescribed by the Board of Directors and shall bear the endorsement of one or more current members in good standing.
 1. The Board of Directors of The Optimist Club of Albuquerque, New Mexico has deemed that an official Optimist International Application shall be one of the documents submitted for membership.
 2. Other supporting documents shall be provided if requested.
- b. The Secretary shall immediately refer all such proposals to the Club Membership Committee for investigation and recommendation.
- c. Upon approval by the Membership Committee, the Club Secretary shall notify the membership of the identity of the proposed member and the date the proposal will be voted upon by the Club Board of Directors.
- d. After all members have had opportunity to express objections, if any, the Club Board of Directors shall approve or reject the proposal for membership without explanation of its action. A majority vote of those present shall be necessary to give approval as established by Article IX, Sections 9 and 10 of these bylaws.
- e. All voting on Applications for Membership in The Optimist Club of Albuquerque, New Mexico shall be done at a regularly scheduled monthly Club Board of Directors meeting or at a special meeting called by the Club President. (This may be at the end of a regularly scheduled Club weekly meeting.)
- f. The Optimist Club of Albuquerque shall not accept applications for membership in this Club by members in good standing of any other Optimist Club. That individual must first resign from the other club. The Board of Directors of The Optimist Club of Albuquerque, New Mexico has deemed that dual memberships are not beneficial to either club due to potential conflicts of interests.

Section 2: Any former member of another Optimist Club, who was in good standing when his membership in that club was terminated, may be admitted to membership in the manner prescribed by Section 1 of this Article and by complying with such requirement as may be established by the Club Board of Directors. The admission of former members of other Clubs shall be neither required nor automatic.

ARTICLE VI – TERMINATION OF MEMBERSHIP

Section 1: Any member may resign from the Club provided that all dues and fees have been paid. Such resignation shall be in writing to the Club 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 Club Secretary or a person designated by the Club Board of Directors. For individuals who have been members more than 10 years a courtesy phone call or visit may also be made.

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 who is four (4) or more months in arrears in the payment of dues or fees to the Club will be suspended from membership. He or she will be provided written notice by the Club Secretary. Such member, 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 be so notified by the Club Secretary.

NOTE: This Section does not apply if the person entire dues are normally offset by a fundraiser, or if the person is on active military duty.

Section 4: Any member charged with conduct unbecoming of an Optimist or with any act prejudicial to the best interests of The Optimist Club of Albuquerque, New Mexico or Optimist International, and against whom such charges are sustained after opportunity to appear before the Club Board of Directors in his or her own defense, may be expelled from membership, at the discretion of the Club Board of Directors. Upon such action by the Club Board of Directors, the Club Secretary shall immediately notify the member in writing, of said action.

Section 5: In case of resignation or expulsion of any member, the Club Secretary shall immediately notify Optimist International and all members of the Club of such action.

Section 6: 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 7: It shall be the prerogative of the Club Board of Directors to confirm any termination of membership on behalf of the Club.

Section 8: Discrimination of any kind whether verbal or through actions based on sex, race, religion, income status, or occupation.

Section 9: Participation in a Club youth activity while under the influence of alcohol or illegal drugs.

Section 10: Theft of Club assets whether cash or materials or the use of these for personal gain.

Section 11: No individual, (new or current member), shall be allowed membership or maintain membership if convicted of any serious crime against children, 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 subjected 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. (This section shall not apply to crimes other than those against children if said crime was committed over 25 years ago or as a youth or if the individual has been granted a gubernatorial pardon for said crime. Especially if the individual has not re-offended and has contributed to the wellbeing of the community.)

ARTICLE VII – OFFICERS

Section 1: The officers of this Club shall consist of a President and two (2) Vice Presidents, elected annually, (generally in April); and a Secretary and a Treasurer, (This may be a single person at the discretion of the President and approval of the Club Board of Directors), each appointed annually by the Club President and confirmed by vote of the membership. 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 shall be filled by the Board of Directors. The term of all Club Officers shall be October 1 through September 30.

Section 2: No members shall serve as Club President for more than one term. Two exceptions to this section are in order. If in the case that the elected Club President is unable to complete his term of office a Past Club President

may be selected by the Club Board of Directors with approval of the membership to fill the position until the end of that term. If no other member of the Club is willing to step forward to be the incoming Club President, the Club nominating committee may seek a Past Club President to fill the vacancy. No member shall serve as Club President for two consecutive terms.

Section 3: The President shall serve as the executive officer or institutional head of the Club, Preside at all meetings of the membership and the Club 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 the Club's representation by an accredited representative. The President shall serve as the head of the Club delegation at International and District events. The Club President is responsible to be sure that the wish of the Club Board of Directors is represented in all votes taken at International and District events. Optimist International has created a manual on the duties of the Club President. The Club President shall be furnished with a copy of this document to help guide him with his duties.

Section 4: President Elect shall serve from the time of the Club election, (generally late April), to the Installation Banquet, (prior to October 1), at which time he or she will be installed as Club President. His or her term as Club President will commence October 1. His or her duties will be to learn the requirements to be Club President. Attend International and District Club Presidents training. To serve as Club alternate or delegation chair at International and District elections. The President Elect is to attend all Club Board of Directors meetings so as to learn the working of the Board and all Club committees. During this time period the Club President Elect shall interview Club members that he or she may want to have as Club Secretary and Club Treasurer. The Club President Elect shall notify the current Club Secretary of his or her appointments so that Club verification elections can be held before the International Convention and District Club Secretary and Club Treasurer training classes take place. International has created a manual on the duties of the Club President. The Club President Elect shall be furnished with a copy of this document to help him or her understand the duties of the Club President.

Sub Section a: The Club President Elect shall not be a voting member of the Board of Directors unless he or she holds another current office as a Club Officer or Director.

Section 5: The Club 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 Board of Directors of The Optimist Club of Albuquerque has divided the duties of the two positions so that the two Club Vice Presidents can better support the Club President. The Club President with the approval of the Club Board of Directors shall appoint one Club Vice President to oversee the committees associated with Club administration and one to oversee the committees associated with Club Youth Programs. This way each Vice President will become more familiar with the workings of the Club and possible be encouraged to serve in the future as Club President. International has created a manual on the duties of the Club Vice Presidents. The Club Vice Presidents shall be furnished with a copy of this document to help guide them with their duties.

Section 6: The Club Secretary shall keep and maintain the minutes of all Club meeting, Board of Directors meetings, Club 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 Club 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. He or she shall attend International and District training. He or she shall be responsible for all Club correspondences and keep the Club President informed as to all Club mail received. Optimist International has created a manual on the duties of the Club Secretary. The Club Secretary shall be furnished with a copy of this document to help guide him with his duties.

Section 7: The Club 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. Optimist International has created a manual on the duties of the Club Treasurer. The Club Treasurer shall be furnished with a copy of this document to help guide him with his duties.

Sub Section a: The Treasurer of The Optimist Club of Albuquerque shall maintain separate accounts for Administration and Youth and any other major activity that may warrant a separate account as directed by the Club Board of Directors. Separate financial reports shall be presented for each account.

Section 8: 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 9: The Club Bulletin Editor is a non-voting member of the Club Board of Directors. He or she is expected to attend all Club meetings, Club Board of Directors meetings, and Club activities to help record all Club activities and attendance. The Club Bulletin Editor is appointed by the Club President for a one year term. The member selected for this position may serve concurrent years. His or her duties are to keep the Club members informed of past, current, and future Club events. The Club Bulletin is to be issued weekly to all Club members and guests. The Club Board of Directors have the power to reduce the number of issues to twice monthly. The Club Bulletin Editor may request assistance of other members to gather information on meetings and activities if he or she cannot be in attendance. The Club Bulletin Editor shall be provided with the Guidebook for Club Bulletin Editors.

Section 10: The Immediate Club Past President shall advise the Club President and be a member of the Club Board of Directors. He or she shall chair the Club Nominating Committee and serve as the Club delegation chair if neither the Club President or President Elect cannot attend International or District elections.

Section 11: One or more Sergeant-at-Arms shall be appointed by the Club President for that President's term of office. The Sergeant-at-Arms are non-voting member of the Club Board of Directors. The Sergeant-at Arms are to help maintain order at all Club meetings, collect fines and help with drawings and raffles. The Club President shall appoint a temporary Sergeant-at-Arms for any meeting that the regular Sergeant-at-Arms cannot attend. The Sergeant-at-Arms shall collect fines for misbehavior, bad Jokes, birthdays, anniversaries, (wedding and Club), cell phone or pager use, or any other meeting disturbances. The proceeds from these fines shall be used as directed by the Club's Board or Directors.

Section 12: Holding multiple offices. It is in the best interest of the Club that members do not hold multiple offices. This encourages more members to be involved. It may be necessary at times for a member to hold no more than two offices. For example: Vice President and Bulletin Editor or Director and Sergeant-at-Arms. Holding a Club office and being Zone Lt. Governor is acceptable other than Club President.

Section 13: All Club 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 Club 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 – DIRECTORS

Section 1: There shall be a Club Board of Directors which shall consist of the President, the Immediate Past Club President, the Club Vice Presidents, the Secretary, the Treasurer, and six (6) elected Directors as members of the Club's Executive Board. Each of whom shall have the right to vote. The offices of Secretary and Treasurer may be combined, in which case the Secretary/Treasurer shall have only one vote. Directors shall serve for a period of two years or until their successors are duly qualified and elected. 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.

a. 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.

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

Section 3: The Club 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 Club Board of Directors shall constitute a quorum for the transaction of Club 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 Club Board of Directors who is absent from three consecutive Club Board Meetings may be asked to forfeit the office with the approval of the Board of Directors. Notice of said action shall be mailed to all members by the Club Secretary.

Section 5: Should any Director vacate the office prior to the completion of this term to assume a different Club position His or her remaining year as Director may be put up as a 1 year term on the next Club election.

Section 6: The terms as Directors of the Club Board of Directors shall be staggered so that there will be consistency on the Board with knowledge of Club policies and procedures.

Section 7: Optimist International has created a manual on the duties of the Club Board of Directors. The Club Directors shall be furnished with a copy of this document to help guide them with their duties.

ARTICLE IX – ELECTION PROCEDURE

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

Section 1: Not later than February 1st, the President shall with the approval of the Board of Directors announce the appointment of a Nominating Committee. The Committee shall consist of all Club Past Presidents in good standing and shall be chaired by the Club Immediate Past President.

Section 2: The Nominating Committee once announced shall hold a meeting to select a slate of Club officers. The Nominating Committee shall select at least one nominee for each expiring office and directorship. Such nominations, in writing, shall be delivered to the Club Secretary not later than fifteen (15) days thereafter.

Section 3: Upon receipt of the report of the Nominating Committee, the Club 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 30th.

Section 4: After notifying all nominees, the Club Secretary shall announce to the Club membership the slate of Club Officers. The Club Bulletin Editor shall then publish in the Club Bulletin that slate of officers for the next 3 weeks or until the election is held.

Section 5: During the meeting at which the election is conducted the current Club President shall read the notices as issued by the Club Secretary. The head of the Nominating Committee shall then entertain nominations from the floor. Should nominations from the floor be made, those members of the Nominating Committee present shall

adjourn from the room to verify that the floor nominees meet the requirements for the position they were nominated for. The head of the Nominating Committee shall then conduct the annual Club election. Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the Head of the Nominating Committee may 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. If the slate of nominees presented by the Nominating Committee is unopposed a motion for a white paper may be made by any member in good standing and the slate of officers is then elected by affirmation.

Section 6: No President of this Club who has served a full term as Club President shall be eligible to serve the succeeding year as Club President. (See exceptions under Article VII, Section 2)

Section 7: Nothing in this article shall be construed as precluding nominations from the floor.

Section 8: Only voting Club members in good standing shall be eligible to hold a Club office. The exception shall be if the office of Club Treasurer or Secretary cannot be filled with a member(s) of The Optimist Club of Albuquerque, New Mexico, then a voting member in good standing of another Club may be elected to hold either office or offices if combined.

Section 9: Only Club members in good standing shall be eligible to vote in Club elections.

Section 10: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 11: All officers and directors shall assume the responsibilities of their respective offices on October 1st following their election. Officers and directors shall immediately upon election commence training or attend training for the position they are elected to.

Section 12: The Club Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately in the method required by Optimist International using an official Election Report. The results of the elections shall be published in the next two Club bulletins.

Section 13: In the event that the Chair of the Nominating Committee is unable to attend the Club Election the responsibility to run the election will fall on the next most Immediate Past Club President in attendance.

Section 14: The presiding officer at any Club election will not have a vote in Club elections except to break any ties.

Section 15: Friends of Optimist and Honorary Members are ineligible to cast votes or serve as an officer of the Club and/or on the Club Board of Directors (Optimist International Bylaws Article III, Section 2)

ARTICLE X – MEETINGS

Section 1: Regular meetings of The Optimist Club of Albuquerque, New Mexico shall be held every Wednesday at such time and place as may be determined by the Club Board of Directors. This shall be listed in the Club Policies and Procedures.

Alternate Section 1: Regular meetings of The Optimist Club of Albuquerque, New Mexico shall be held the first and third Wednesday at such time and place as may be determined by the Club Board of Directors. This shall be listed in the Club Policies and Procedures. The dates of the meetings may be changed by the Board of Directors

for any month where the 1st and 3rd schedule conflicts with existing holidays or events. A change in the meeting dates shall be approved by the membership at a general meeting and published in the Club bulletin at least two weeks in advance of the changes.

Section 2: Special meetings may be called by the Club President, or by the Club 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 Club business may be conducted at this meeting.

Section 3: One-third (1/3) of the Club voting members in good standing shall constitute a quorum at any regular, special, or annual meeting of the Club.

Section 4: One Club meeting each month shall be reserved for Club business. No speakers shall be scheduled for this meeting. It is suggested that this be the regular Club meeting one full week or more after the Club Board of Directors meeting to give the Club Secretary and Club Treasurer time to prepare their reports.

Section 5: 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 or Club Policies and Procedures.

Section 6: At the discretion of the Club President he or she may want to appoint a Club Parliamentarian. This individual will be knowledgeable on parliamentary procedures and Robert's Rules of Order. He may be asked to attend Club Board of Directors meetings, but will not be a voting member of that body unless he holds another Club office other than Parliamentarian.

ARTICLE XI – REVENUE

Section 1: Each new member of The Optimist Club of Albuquerque, New Mexico shall pay a membership fee as determined by the Club Board of Directors. This fee will include the current amount for new members as required by Optimist International and the District. It shall also include a Club amount set by the Board of Directors. Payment of said fee is to be a prerequisite for admission to membership, payable on demand of the Club Treasurer. The amount of this fee will be reviewed annually by the new Board of Directors as part of the annual budget review.

Note: This amount should be equal to the amount required by Optimist International and the District for new member fees and a Club amount set to make this an even dollar amount. Example: round to nearest 10.

Sub Section a: Optimist International Special Membership Incentives: These Special Incentives are to help recruit new members. These Incentives reduce the Annual Dues for a time period set by Optimist International. Optimist International may also waive International Initiation fees as part of this Special Membership Incentive. Under these Special Incentives the District may choose to waive District dues. It is the Club's option to waive any Club Dues or Club Initiation Fees related to these Incentives.

Section 2: Annual Club Dues shall be set by the Club Board of Directors and shall be equal to or greater than the amount set as dues by Optimist International and the District. This amount shall be payable in advance except that each fully paid Life Member shall be privileged to deduct from the payment of dues any amount greater than that to cover International and District dues. Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants, or business sponsorships. The amount of the Club dues will be reviewed annually by the new Board of Directors as part of the annual budget review.

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 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: Up to 15% of all funds raised under the name The Optimist Club of Albuquerque, New Mexico may be used for administrative purposes. The remaining funds shall be used strictly for financing charitable, educational, or civic activities.

Section 6: Other funds raised for administration of the Club shall be raised without using the name Optimist or The Optimist Club of Albuquerque, New Mexico.

Section 7: The fiscal year of the Club shall be from October 1st of each year until September 30th of the following year.

Section 8: The Club Board of Directors shall arrange for, at a minimum, an annual audit by an audit committee appointed by the Club Board of Directors. This audit committee shall consist of the members not also members of the Club Board of Directors. An independent auditor may be used.

Section 9. A Club Budget shall be prepared annually by the Club President and Club Treasurer and presented to the Club Board of Directors during the first month after the start of a new Club fiscal year. The Club Board of Directors is task with refining and accepting this proposed budget as an actual Club Budget no later than the 1st of December.

ARTICLE XII – COMMITTEES

Section 1: The Club Board of Directors shall determine the number and purpose of all special and standing committees required to achieve the purposes of The Optimist Club of Albuquerque, New Mexico. The Club President may suggest additional committees be added to the standing or special committees for his term of office. It is up to the Club Board of Directors to act on these additions.

Section 2: The President shall appoint the chair and members of all committees and announce such appointments not later than October 1st following his or her election. The exception shall be special committees set up during the year. These may be short or long term committees.

Note: Definition of Short and Long term Committees: A short term committee is established only to plan and execute a onetime event or activity. A long term committee will oversee the planning and execution of an event or activity that will last one or more Optimist Years or require more than a single event date over time.

Section 3: The Club Board of Directors shall approve all appointments as committee chairs or committee members.

Section 4: Club Committees shall meet separately from Club weekly meetings or Board of Directors meeting. Committee business shall not be conductors at other Club meetings or functions.

Section 5: The committee chair or co-chairs shall be responsible for calling all committee meetings as to time and place.

Section 6: A Club Committee shall only be responsible for the tasks assigned to that committee and ~~not~~ no other Club business.

Section 7: The committee chair will be responsible at keeping the Club informed of the activities of that committee and make reports at the Club Board of Directors meetings.

Section 8: The committee chair shall provide a written report to the Club Board of Directors prior to the end of or just after the end of the Club fiscal year. This report will provide information to the next committee chair on the operation of that committee.

Section 9: Standing and special committees should have members appointed to it that have been on the committee in the past as well as new members. This should provide experience as well as new life for continuation of the committee.

ARTICLE XIII – 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 service available to this Club and its members through its affiliation with Optimist International, this Club shall exercise its rights and privileges or participation in the government and activities of Optimist International. This Club shall provide for its proper representation at all meetings and conventions of Optimist International and the assigned District. It shall provide for such representation when preparing the annual budget.

Section 3: The Club will send a delegation to all International and District meetings and conventions for the purpose of representing the wishes of The Optimist Club of Albuquerque, New Mexico. This delegation shall be charged by the Club Board of Directors as to how to vote on issues concerning the Club.

Section 4: Any person elected to membership in The Optimist Club of Albuquerque, New Mexico 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 5: The Club 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: These Club Bylaws shall be reviewed annually by the Club Board of Directors. A special meeting may need to be called to review the Bylaws.

Section 7: These Club Bylaws shall be made available to all Club members. They shall also be made available to the public upon request. Copies will be provided to Optimist International and the state of New Mexico after each biannual review.

Section 8: Membership for individuals managing Club Activities – Individuals having executive or supervisory control or authority such as Coaches, Assistant Coaches, Referees, Scout Leaders and other participants managing Club projects are required to be paid members of the Club to receive benefits of the Club, including liability insurance protection. See ARTICLE IV, Section 2.

Section 9: 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 10: 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 reimburse Optimist International for any and all reasonable attorney fees, court cost, and losses sustained by Optimist International.

ARTICLE XIV – STRUCTURE OF THE ORGANIZATION SELECTION OF INTERNATIONAL CONVENTION DELEGATES AND VOTING INSTRUCTIONS

Section 1: Club Delegates to the International Convention. The Club President elect shall be one of the official delegates to the International Convention. The Club President elect shall serve as the delegation chair. In his or her absence this will be the Club President, Vice President, Secretary, Treasurer, or an individual selected by the Board shall represent the Club. If the Club has more than one Vote at the International Convention a second or more Delegate(s) may be chosen by the Board. In the event that the Club President elect is not going to the International Convention then the Club Board will choose a new delegation head. The replacement delegation head may at the discretion of the board have all or a portion of his or her cost to attend the convention paid by the Club.

Section 2: The Club Delegation Chair to the International Convention shall be instructed by the Club Board of Directors as to how the Board wishes the Delegate(s) to vote on all Resolutions and International Bylaw changes before the Convention.

Section 3: The Club Delegation Chair to the International Convention shall be instructed by the Club Board of Directors as to how the Board wishes the Delegate(s) to vote on all International Officer Elections before designated voting period.

Section 4: The Club Secretary shall provide a letter from the Club address to the International Credentials Committee listing the Club Delegate(s) to the International Convention.

ARTICLE XV – STRUCTURE OF THE ORGANIZATION (NOT-FOR-PROFIT ORGANIZATION)

Section 1: The Club is organized 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”). Without limiting the generality of the foregoing, the purposes for which the Club is organized and will be operated include, but are 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 law, to promote patriotism and work for international accord and friendship among all people, and aid and encourage the development of youth in the belief that giving of one’s self in the service of others will advance the wellbeing of mankind, community life and the world. Nothing herein shall be construed to give the Club any purpose that is not permitted under Section 501(c)4 of the Code and the State of New Mexico law. In furtherance of its permitted purposes, the Club may exercise any, all, and every lawful power or activity, which a Club organized under the Code may exercise or transact.

Section 2: No part of the net earnings of the Club shall inure to the benefit of, or the distributed to, its Directors, Officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein. No substantial part of the activities of the Club shall be the carrying on of a propaganda, or otherwise attempting to

influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activity not permitted to be carried on by a Club listed under Section 501(c)4 of the Code.

ARTICLE XVI – AMENDMENTS TO THE BYLAWS

Section 1: Any amendment(s) to these bylaws must be in conformity with the Constitution and Bylaws of Optimist International, shall be adopted by a two-thirds (2/3) vote of the voting members in good standing present at any meeting, provide written notice of the proposed amendment(s), and the date of such meeting shall be given the members at least three (3) weeks prior thereto, and be published in the Club Bulletin at least two (2) weeks prior to the vote.

Section 2: All Amendments to these Club bylaws must be submitted to Optimist International for approval.

ARTICLE XVII – DISSOLUTION

Section 1: Should the Club Board of Directors deem that The Optimist Club of Albuquerque, New Mexico is no longer a viable, active and operation Club within the guidelines of Optimist International, it shall petition Optimist International and the District for dissolution of the Club.

Section 2: Upon the dissolution of The Optimist Club of Albuquerque, New Mexico, the Board of Directors shall, after paying or making provisions 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 a 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)4 or 501(c)3 of the Code, as the Club Board of Directors shall determine.

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.



GIVING OUR BEST TO EVERY CHILD

