

- 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 ___ years or until their successors are duly qualified and elected and 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, 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

the Club Board of Directors (Of 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 \$___, 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*}_____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 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 7: These bylaws shall be reviewed annually.

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

de *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 and to adopt 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 wellbeing of humankind, community life and the world.

de *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.

de *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, provide written notice of the proposed amendments and date of such meeting shall have been given the members at least two (2) weeks prior thereto.

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

ARTICLE XV – DISSOLUTION

de *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.

de *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 Canadians Children's 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: Reno Special Friends Optimist Club

Caroline Pedraza

(President)

Approved

~~20-Sep-2022~~

(for Optimist International)

Debby Carlson

(Secretary)

Date Approved

~~20-Sep-2022~~

9-22-22

(by Optimist International)

Date Adopted

20-Sep-2022

