



OPTIMIST CLUB BYLAWS

Effective: June 22, 2020

ARTICLE I – NAME

This Club shall be known as *Tipp Monroe Optimist Club* an affiliate of Optimist International.

ARTICLE II – PURPOSES

The purposes of this Club shall be to develop Optimism as a philosophy way of life, utilizing the tenets of the Optimist Creed; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth; in the belief that the giving of one's self in service to others will advance the well-being of humankind, community life, and the world.

ARTICLE III – MEMBERSHIP

The membership of this club shall represent a compatible cross-section of the business, social, and cultural life of the 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 interest in the city/area of Tipp City and Monroe Township, Ohio, and, who have been duly elected to membership in the manner prescribed in these bylaws. All membership shall be held by individuals and shall not be transferable.

Individuals who volunteer and having executive or supervisory control or authority such as coaches, assistant coaches, referees, and other participants managing Club projects or activities are required to be members of the Club to receive benefits of the Club, including liability insurance protection. Any contracted, non-member(s), paid person(s), or entity(s) are not subject to this requirement.

Members shall reside in Monroe Township and/or Tipp City. The Directors may, by vote, expand the boundaries set forth.

Membership shall be made in conformance with these bylaws and any policies adopted by the Club. Upon acceptance of a new member, the new member shall receive an orientation packet.



ARTICLE IV – ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club in the following manner:

- a. Application for membership shall be submitted to the Secretary in a form and manner prescribed by the Board of Directors.
- b. The Secretary shall refer all applications to the Membership Committee for investigation and recommendation as soon as possible.
- c. Upon approval by the Membership Committee, the Secretary shall notify the membership of the identity of the proposed member and the date the application will be voted upon by the Board of Directors.
- d. After all members have had an opportunity to express their concerns, if any, the Board of Directors shall approve or reject the application without explanation of its action. A majority vote of those present shall be necessary to approve an application as stated in Article VII, Section 3 of these bylaws.

ARTICLE V – TERMINATION OF MEMBERSHIP

- Section 1: Any member may resign from the Club. Such resignation shall be in writing to the Secretary.
- Section 2: Any member who is two (2) or more months in arrears in the payment of dues or fees to the Club, shall be suspended from membership, until such payments are made. He or she will be provided written notice by the secretary, regarding the same. Upon notification, the member shall have thirty (30) days from the date of the notice to bring their account up to date. Failure to pay within thirty (30) days, his or her 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 – OFFICERS

Section 1: The officers of this Club shall be President, Vice President Internal, Vice President – External, Secretary, and Treasurer, elected by the Board of Directors. All officers shall hold office for one (1) 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.

Section 2: 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 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 should make every effort to attend District meetings or, in the case of absence for good reason, provide for the Club's representation by an accredited representative.

Section 3: The Vice Presidents -- Internal shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to him/her by the Presiding Officer or Board of Directors.

The Vice President – External shall coordinate social gatherings and other duties as may be assigned to him/her by the Presiding Officer or Board of Directors.

Section 4: The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings, 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.

Section 5: 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.

Section 6: No Officer shall receive compensation for serving as an officer.

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 VII – DIRECTORS

Section 1: There shall be a Board of Directors which shall consist of the President, the immediate Past President, the Vice Presidents (Internal and External), the Secretary, the Treasurer, and no more than five (5) elected Directors, each of who shall have the same right to vote. The officers of Secretary and Treasurer may be combined in which case the Secretary/Treasurer shall have only one vote. The Directors shall serve for a period of two (2) 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.

Section 2: The Board of Directors shall have control and management of the Club Activities, determine 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 a 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 three days (3) 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 of 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. Notice of said action shall be mailed to all members by the Secretary

Section 5: No Director shall receive compensation for serving as a Director.

ARTICLE VIII – ELECTION PROCEDURE

Section 1: April 1 of each year, the President shall with the approval of the Board of Directors announce the appointment of a Nominating Committee of no more than five (5) members. The Nominating Committee shall select at least one (1) 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 of each year.
- 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 5: Nothing in this article shall be construed as precluding nominations from the floor.
- Section 6: Only members in good standing shall be eligible to hold office or vote.
- Section 7: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized. The Board of Directors may allow voting electronically, via a cloud base communications platform such as Go To Meeting, Zoom, BlueJeans, etc. due to Acts of God or other disaster declared by the Governor of the State of Ohio or President of the United States.
- Section 8: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.
- Section 9: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.
- Section 10: 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 1st and 3rd Saturday of the month, unless, otherwise agreed upon 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) voting members in good standing. Every member shall be notified in writing at least three (3) 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 shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.

Section 5: The Board of Directors may hold meetings electronically via a cloud base communications platform such as Go To Meeting, Zoom, BlueJeans, etc. All members shall receive notice of the meeting via email or phone call two (2) days prior to the meeting. Any fees for use of the platform shall be paid for by the Club.

ARTICLE X – REVENUE

Section 1: Each new member of the Club shall pay a membership fee as determined by the Board of Directors, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer. The Board of Directors may wave the fee.

Section 2: Annual dues shall be determined by the Board of Directors each year, 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: 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 of the following year.

Section 6: The Board of Directors shall arrange for, at a minimum, a bi-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. Any Director or Officer may call for an audit if he believes there is cause to do so.

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: 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 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 Optimist International and the District.
- Section 4: These bylaws shall be reviewed annually.
- Section 5: 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 6: No Officer or Director shall enter into any agreement or transaction with the Club in which the Officer or Director will benefit financially as outlined in the Tipp Monroe Optimist Conflict of Interest Policy.
- Section 7: 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)(3) of the Internal Revenue Code of 1986, as now in effect on or as may be amended (the "Code"), including, but not limited to, developing Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid



and encourage the development of youth in the belief that the giving of one's self in service to others will advance the wellbeing of humankind, community life, and the world.

ARTICLE XIV – AMENDMENTS

Section 1: Any amendment to these bylaws must be in conformity with the Bylaws of Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meeting, 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

Upon the dissolution of the Club, 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 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)(3) of the Code, as the Board of Directors shall determine.,

Name of Club: Tipp Monroe Optimist Club

Pamela S. Hale
(President)

Approved by

Stephanie Monahan
(for Optimist International)

Joanna M. Pittenger
(Secretary)

Date Approved

8-10-2020
(by Optimist International)

Date Adopted

6/22/2020

