

BY-LAWS: THE TROY NOON OPTIMIST CLUB

## ARTICLE I: NAME

This Club shall be known as The Troy Noon 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 by the Board of Directors. 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/her membership shall automatically be terminated and the Secretary shall so notify him/her 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 the event of resignation or expulsion of any member, the Secretary shall 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: No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person, or entity. Upon failure of the Club Board of Directors to take action, any individual charged with conduct unbecoming an Optimist member, may be subject to suspension and/or termination after an investigation and/or adjudication by the Optimist International Board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the board of Directors shall be given by certified mail and any other delivery method available.

## ARTICLE VI: DIRECTORS

Section 1: There shall be a Board of Directors that shall consist of the officers of the Club, the past President, and four (4) members at large to be elected by a majority of the membership. Officers will be elected every two years. The past President may serve for two years and need not stand for election. The determination as to who is the past president shall be decided by the Board. Two members at large will be elected for a two-year term in the same year that the officers are elected. The other two members at large will be elected in the following year to serve a two-year term. (It is the intent to stagger the terms of the members at large to assist with continuity.) In the event a vacancy occurs in any Director position before the conclusion of that director's term, the position will be filled by appointment by the Board of Directors (majority vote) for the remainder of the elected term. This procedure includes vacancies in officer positions.

Section 2: The Board of Directors shall have control and management of the Club's activities; shall determine all policies; shall elect, dismiss, and discipline members; and shall 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. Any three members of the Board of Directors may call a meeting, providing that 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 with a quorum 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 the office by the Board of Directors. Notice of said action shall be prepared and delivered by the Secretary.

## **ARTICLE VII: OFFICERS**

Section 1: The officers of the Club shall be the following:

- 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 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-President shall perform such duties as are ordinarily incumbent upon Vice-Presidents and such other duties as may be assigned to them by the President or Board of Directors.
- The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of membership attendance and service to the Club, in the form and manner prescribed by the Board of Directors. 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 these Club By-Laws.

Section 2: All officers shall hold office for two years or until their successors are duly elected or appointed as provided in these By-Laws. In the event that any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors. The Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and these Club By-Laws. Nothing in these By-Laws shall be construed to limit the number of consecutive two-year terms an individual may serve in any office upon being duly elected by a majority of the membership.

## ARTICLE VIII: ELECTION PROCEDURE

Section 1: Nominating Committee: On or before April 1 of each year, the President shall appoint a three-member nominating committee from the membership at large. That Committee shall prepare a slate of nominees for each office and open Board position, which shall be completed and submitted to the President on or before April 15. That slate shall be circulated by the President to all members.

Section 2: Nominations: Upon receipt of the slate prepared by the Nominating Committee, each member may submit to the President for addition to the slate nominations of their own. Nothing in this article shall be construed as precluding nomination from the floor on the day of the election.

Section 3: Election: On or before April 30, an election shall be held at a regular meeting of the Club. Each office shall be voted upon separately. A majority vote of those present and any properly received written or email votes shall constitute the winner for each office. In the event there is only one individual nominated for a particular office, that person shall be elected by acclamation. Only members in good standing shall be eligible to hold office or vote.

In the event a member cannot be present for the regular meeting designated for the election, that member may vote in writing delivered to the President or by email directed to an email address designated by the President. The writing or email must be received by the President no later than the day before the election meeting. The President will keep written and email votes confidential until after the conclusion of the voting by those present at the regular meeting.

Section 4: All officers and Directors shall assume the responsibilities of their respective offices on October 1 following their election.

Section 5: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

## 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 President, the Vice-President, or by the Secretary upon receipt of a written request signed by at least five (5) members in good standing. Every member shall be notified by 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: All members in good standing present at any regular, special or annual meeting of the Club shall constitute a quorum.

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 By-Laws. The suspension of the use of Robert's Rules may occur pursuant to majority vote at any properly convened meeting.

#### ARTICLE X: REVENUE

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

Section 2: Annual dues shall be in an amount to be determined by the Board of Directors. Annual dues are payable within 30 days of the receipt of a dues statement issued by the Treasurer. Payment of annual dues by those who in the past have achieved the status of life members shall be paid in accordance with the documented past practice. The Board of Directors shall determine the status and annual dues obligations of life members, if any, from the date these By-Laws are adopted by the Club.

Section 3: The Board of Directors may plan or recommend the raising or accumulation 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 in accordance with current IRS regulations governing the actions of the Club, 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 review by an Audit Committee appointed by the Board of Directors. This Audit Committee shall consist of members not also members of the current Board of Directors. Nothing in this section shall preclude the Audit Committee from hiring an outside accounting firm to conduct a review if the funds to pay for such review are properly authorized by the Board of Directors. The annual review report shall be completed on or before November 30. The written review report shall be submitted to the Board of Directors.

Section 7: The Board of Directors shall cause an annual budget to be prepared and adopted by the Board on or before the last day of September of each year. In July of each year, the President shall appoint a committee of three (3) Club members, one of whom shall be the current Treasurer, to develop a draft budget for presentation to the Board. The draft budget must be presented in writing to all Board Members on or before September 1 of each year. The President shall convene a meeting of the Board to occur in September to consider and review the proposed budget.

## ARTICLE XI: COMMITTEES

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

Section 2: The President shall appoint the chair and members of all committees and announce such appointments not later than October 1 following his or her election. Nothing herein shall prohibit the President from appointing *ad hoc* committees as the need or desirability arises subsequent to this date.

## 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 Board of Directors.

Section 2: In recognition of the benefits and services available to the 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 meetings and conventions of Optimist International and the District. To the extent funds are available, taking first into consideration our obligation to support the youth of our local community, the club may 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 By-Laws and the By-Laws 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 By-Laws shall be reviewed annually.

### ARTICLE XIII: NOT-FOR-PROFIT ORGANIZATION

This Club is organized and shall operate as a not-for-profit organization and is incorporated within the state of Ohio as such. The Club is organized and shall operate exclusively for charitable and educational purposes set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect 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 By-Laws must be in conformity with the By-Laws of Optimist International and shall be adopted by a two-thirds (2/3) vote of the members in good standing present at any meeting, provided written notice of the proposed amendments and the date of such meeting shall have been given the members at least two (2) weeks prior thereto.

Section 2: All amendments to these By-Laws must be submitted to Optimist International for approval. However, any such amendments shall go into effect immediately upon the necessary vote pending approval by Optimist International.

### ARTICLE XV: DISSOLUTION

Upon 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 or the Optimist International Foundation, 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.

Please sign below and fax to Optimist International (314) 371-6006,  
Or scan and email to: [membership@optimist.org](mailto:membership@optimist.org).

The Troy Noon Optimist Club

Thomas W. Kennedy Date Approved 8-24-2020  
(President)

Andy Stenecker Date Approved 8-24-2020  
(Secretary)

Mike Spivey Date Approved 8-24-2020  
(Optimist Senior Director)





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The Troy Noon Optimist Club

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(President) Date Approved \_\_\_\_\_

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(Secretary) Date Approved \_\_\_\_\_

Stephanie Monahan Date Approved 9-16-2020  
(Optimist Senior Director)

