

(Mandatory Optimist International wording in bold face type. Saint Paul East Side Optimist wording in regular type.)  
CLUB NUMBER (35227)



## OPTIMIST CLUB BYLAWS

### ARTICLE I- NAME

This Club shall be known as The Saint Paul East Side Optimist Club (acronym S.P.E.S. Optimist Club), an affiliate of Optimist International.

### ARTICLE II- MISSION AND PURPOSE

The purpose of this club shall be to develop Optimism as a philosophy of life; 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; 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, our communities, and ourselves. This club will BRING OUT THE BEST IN YOUTH. 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.**

**Section 3: All members shall be subject to a background check. This requirement can be waived at the discretion of the Board of Directors.**

**Section 4: A member shall be regarded as "in good standing" if the member is no more than thirty (30) days in arrears to the club.**

### **ARTICLE IV – ADMISSION TO MEMBERSHIP**

**Section 1: All members shall be admitted to the club in the following manner:**

- a) The membership committee via the Secretary Treasurer shall present names to the Board of Directors for approval.
- b) The Secretary Treasurer shall notify the membership of prospective members and allow sufficient time (minimum 7 days) for any objections
- c) The Board of Directors, by majority vote, will approve or reject the new member.
- d) Following the member's approval, the Secretary Treasurer shall collect all fees and dues applicable and notify Optimist International of the new member via the current membership processes of Optimist International.

**Section 2: Any former member of another Optimist Club, who was in good standing when his or her membership was terminated, shall be subject to all the requirements above. The admission of former members shall be neither required nor automatic.**  
**them of that termination.**

## **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 month is in arrears in the payment of dues or fees to the Club will be suspended from memberships. They will be provided written notice by the Secretary/Treasurer. 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, their membership shall automatically be terminated, and the Secretary /Treasurer shall so notify them 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.**

**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: 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 two 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. Any three members of the Board of Directors may call a meeting providing a three-day notice is given to all Board members.

Section 4: There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the two Vice Presidents, the Secretary Treasurer, and up to six elected directors, each of whom shall have the right to vote.

Section 5: A quorum for the Board to transact business shall a majority of the members of the Board of Directors and a majority vote of those present shall be necessary to give effect to any action of the Board. At least one of the members of the quorum shall be the President or Secretary Treasurer.

## **ARTICLE VII – OFFICERS**

Section 1: The Officers of this Club shall be determined by the Club per State (Minnesota) /National law.

Section 2: The officers of this club shall be a President and two Vice Presidents, who shall be elected annually, and a Secretary Treasurer who shall be elected OR appointed by the President subject to the approval of the Board of Directors. One of the Vice Presidents shall be designated as President Elect, with the intention that such officer shall serve as President the following year. All officers shall hold office for one year or until their successors are duly elected or appointed as provided by these bylaws. In the event any office becomes vacant for any reason, the vacancy shall be filled forthwith 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 Board of Directors, be an ex-officio member of all committees, exercise general supervision over the affairs of the club, and perform such duties as are ordinarily incumbent upon a President. He or she shall represent the club in all relations with Optimist International and the District. The President shall attend all duly called meetings of the District or, in the case of absence for good and sufficient reason, provide for his or her representation by an accredited representative.

Section 3: The Vice Presidents shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as assigned to them by the President or Board of Directors.

Section 4: The Secretary Treasurer shall keep and maintain minutes of meetings of the Board of Directors and records of membership, fees, dues and monies collected and disbursed, in the form and manner prescribed by the Board of Directors and shall conduct such correspondence as may be required by the President and Board of Directors. He or she shall submit regular financial statements in the form and frequency as prescribed by the Board of Directors as well as prepare the annual financial review as required by law. He or she shall also complete and file all reports required by Optimist International and the District and shall perform such duties as are ordinarily incumbent upon a Secretary Treasurer.

Section 5: The President may, with the approval of the Board of Directors, split the roles of Secretary and Treasurer, by making separate appointments\elections for each. In such case, both positions shall be officers with voting rights. The Secretary shall be the official contact as Secretary Treasurer for Optimist International and the District. The area of responsibility of the Secretary is administrative, dealing with such things as reports, roster, minutes, etc. The Treasurer's responsibility shall be financial, dealing with such things as collecting revenue, including dues, handling expenditures, arranging for the annual review. Other duties for either position shall be at the discretion of the Board.

## **ARTICLE VIII – ELECTION PROCEDURE**

**The election of Club officer(s) and Directors should be completed not later than April 30, of each year.**

Section 1: Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the President shall request a unanimous ballot for the nominee. A majority of the votes cast shall be required to elect.

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

Section 3: Only members in good standing shall be eligible to hold office or vote.

Section 4: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 5: All officers and directors shall assume the responsibilities of their respective offices on October 1, following their election.

Section 6: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

**Section 7: Friends of Optimist are ineligible to cast votes or serve as an officer of the Club and/or on the Club Board of Directors (OI Bylaws Article III, Section 2)**

Section 8: Not later than April 1, the President, subject to the approval of the Board of Directors, shall appoint a Nominating Committee. The Nominating Committee shall select at least one nominee for each expiring member of the Board of Directors.

Section 9: The Secretary Treasurer shall notify each member with the listing of nominees and offices to be filled as well as the time, date and location of the meeting where the elections are to be held at least seven days prior to the election.

Section 10: During the meeting at which the election is to be held, the President (or presiding Officer) shall read the notice issued by the Secretary Treasurer and conduct the annual election. The President will ask for nominations from the floor.

Section 11: Voting may be by visual means (hand or voting card) or secret ballot as determined by the presiding officer. Each officer is elected separately by receiving the majority of the votes cast. If the number of nominees for Director exceeds the number of vacancies, the nominees receiving the highest number of votes for the available directorships are elected.

Section 12: No President of the club who has served a full term as President shall be allowed to serve the succeeding year as President.

## **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 three (3) 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 shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.**

**Section 5: Notice of Board of Directors meetings shall be sent to the Board members at least seven (7) days prior. Notice may be given via email, mail or verbal means (including telephone). It is the responsibility of the Board members to respond to a meeting call within 72 hours of notice. The Board of Directors meeting may be held with less than 7 days' notice on approval of all Board members.**

Section 6: All business transacted at regular, special or annual meetings shall be by majority vote of the members in attendance.

## **ARTICLE X – REVENUE**

Section 1: Each new regular member of the Club shall pay a registration fee of \$30, with payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer. This fee may be waived by the Board of Directors.

Section 2: Annual dues shall be \$100 per member, payable in advance annually, or in advance of each quarter. 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. Members under age 30 shall be privileged to pay their dues at the rate for members age 30 and under for Optimist International, adding the amount of district. Local club fees for members under age 30 years will be at the discretion of the Board of Directors (Note: Membership dues will be voluntary IF administrative costs are offset by fundraisers, grants, or business sponsorships.)

Section 3: The Board of Directors

Section 3: 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 4: The fiscal year of the Club shall be from October 1, of each year until September 30 next following.**

Section 5: The Secretary Treasurer shall arrange for an annual audit or review as required by law, following the fiscal year. The audit or review shall be approved by the Board of Directors and then filed in accordance with provincial law.

## **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.

## **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 and the District, this Club shall exercise its rights and privileges of participation in the government and activities of Optimist International. This Club shall provide for its proper representation at all meeting and conventions of Optimist International and the District. It shall provide for such representation when preparing the annual budget.

**Section 3:** While attending any project, meeting, social event, or other gathering that is conducted for the benefit of the youth in attendance, adults are expected to refrain from consumption of alcoholic beverages, tobacco, e-cigarettes, and marijuana products during any portion of the event.

**Section 4:** Any person elected to membership in this Club shall be deemed to have accepted these bylaws and the Bylaws of Optimist International and shall be bound by them in all respects as if he or she had been a member at the time of their adoption.

**Section 5:** The Board of Directors shall provide for the prompt payment of all dues and other obligations to Optimist International and to the District and shall require the prompt completion and submission of all reports required by Optimist International and the District.

**Section 6:** If the Club carries any form of club liability insurance, it must add Optimist International as an additional insured to the policy. Should the Club not name Optimist International as an additional insured, the Club shall hold Optimist International harmless from any liability and the Club shall reimburse Optimist International for any and all reasonable attorney fees, court costs, and losses sustained by Optimist International.

**Section 7:** These bylaws shall be reviewed annually.

### **ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION**

           *Initial here to adopt.* 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. This club is organized and shall operate as a Non-Profit corporation within the state (State of Minnesota) /provincial/national (United States of America) statues as such. The Club is organized and to adopt shall operate exclusively for charitable and educational purposes set forth in Section 501© 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 Optimist as a philosophy of life, utilizing the tenets of the Optimist Creed, to promote and 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. for social welfare, civic improvement, and other similar Non-Profit purposes. Any income received shall be for Non-Profit purposes and shall not benefit any member.

#### **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.

**Section 3:** Any amendment to these bylaws must be in conformity with the Non-Profit laws of the state of Minnesota and the United States of America.

#### **ARTICLE XV – DISSOLUTION**

Initial here to **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 Optimist International District of the Dakotas, Manitoba, and Minnesota; another Optimist Club; a charitable organization; 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. The disposition of assets shall be decided at a special meeting, prior to dissolution.**

#### **ARTICLE XVI – PRIVACY**

Members shall be encouraged to conform to the Club's Privacy Guidelines. These guidelines will be distributed when updated and are available in the Bylaws/Policy at the home of the secretary-treasurer.

Please sign below and fax to Optimist International (314)3716006,  
or scan and email to: [membership@optimist.org](mailto:membership@optimist.org).

Name of Club Saint Paul East Side Optimist Club

Date Approved (President) July 9, 2020

*Ann C. Polachuk*

Date Approved (Secretary) July 9, 2020

*Elizabeth E. Paulson*

Date Approved (Optimist Senior Director) July 9, 2020

*Fredrick D. Kaplinski*

*Stephanie Montshien*

*7-10-2020*

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