

CONSTITUTION

AND

BYLAWS

of the

OPTIMIST CLUB of WICHITA FALLS, TEXAS

Includes All Amendments to Date

Wichita Falls, Texas, April 16, 2019

Constitution & Bylaws Review
Committee:

Paul Hopkins, Chairperson
Kathryn Ferguson
John Luig
Jerry Taylor

OPTIMIST CLUB BYLAWS

ARTICLE I – NAME

This club shall be known as The Optimist Club of Wichita Falls, Texas, an affiliate of Optimist International.

ARTICLE II – MISSION

By providing hope and positive vision through the members of this Club, this Club will bring out the best in kids. 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. Individuals having executive or supervisory control or authority such as Coaches, Assistant Coaches, referees, 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.

Section 2: A member shall be regarded as in good standing if not more than ninety (90) days in arrears in payment of any indebtedness, dues or otherwise, to the club.

ARTICLE IV – ADMISSION TO MEMBERSHIP

Section 1: Members shall be admitted to the club in the following manner:

- a. Proposals for membership shall be submitted to the Second Vice-President in the form and manner prescribed by the Board of Directors and shall bear the endorsement of one or more members in good standing.
- b. The Second Vice-President shall immediately refer all such proposals to the Membership Committee for investigation and recommendation.
- c. Upon approval by the Membership Committee, the President shall notify the membership of the identity of the proposed member and the date the proposal will be voted upon by the Board of Directors.
- d. After all members have had an opportunity to express objections, if any, the 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 VI, Section 4 of these bylaws.

- e. Upon favorable action by the Board of Directors, the proposed member shall be notified by the sponsor or the President. The Secretary-Treasurer shall collect all dues and fees prescribed by these bylaws and, upon receipt, immediately forward the new member's name, address, and processing fee to Optimist International in the prescribed form and manner.

Section 2: Any current or former member of another Optimist club, who is currently in good standing, or who was in good standing when his or her membership was terminated, may be admitted to the membership in the manner prescribed by Section 1 of this Article and by complying with such requirements as may be established by the Board of Directors. Former members of the Optimist Club of Wichita Falls may be readmitted to the club in the manner prescribed by Section 1 of this Article, provided that the former member is not in arrears in payment of any indebtedness, dues or otherwise, to the club. The admission of former members is within the discretion of the Board of Directors, and shall be neither required nor automatic.

ARTICLE V – TERMINATION OF MEMBERSHIP

Section 1: Any member may resign from the club provided that all dues and other indebtedness have been paid. Such resignation shall be in writing to the Secretary-Treasurer. Such resignations shall become effective on the date of acceptance thereof by the Board of Directors.

Section 2: Any member who is three (3) 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 Secretary-Treasurer. Upon payment of arrears within thirty (30) days after said notice, the member's suspension shall end automatically. If such member has not paid within said thirty (30) days, his membership shall automatically be terminated and the Secretary-Treasurer 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 an 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-Treasurer shall immediately notify the member, in writing, of said actions.

Section 4: In case of the resignation or expulsion of any member, the Secretary-Treasurer 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.

ARTICLE VI – DIRECTORS

Section 1: There shall be a Board of Directors which shall consist of the officers of the club and 8 elected members. Directors shall serve for a period of 2 years or until their successors are duly qualified and elected, and 4 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 Immediate Past President shall also have a seat on the Board of Directors. The Immediate Past President, Secretary-Treasurer, Sergeant-at-Arms, and Chaplain shall be non-voting member of the Board of Directors.

Section 3: 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 4: The 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 voting members 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 of Directors.

Section 5: 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-Treasurer.

ARTICLE VII – OFFICERS

Section 1: The officers of this club shall be a President and two (2) Vice-Presidents, elected annually, a Chaplain, a Sergeant-at-Arms, and a Secretary-Treasurer, appointed annually by the President, subject to the approval of the

Board of Directors. 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.

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 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 of the club. The President 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.

Section 3: The 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 First Vice-President shall primarily be responsible for the youth work activities of the club. The Second Vice-President shall primarily be responsible for the fellowship activities of the club.

Section 4: The Secretary-Treasurer shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of membership, attendance, 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 the Board of Directors. The Secretary-Treasurer shall also prepare and file all reports required by Optimist International and the District administration, 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 Secretary-Treasurer.

Section 5: The President, First Vice-President, Second Vice-President, Secretary-Treasurer and those club members designated by the Board of Directors shall be bonded in the amount determined by the Board.

ARTICLE VIII – ELECTION PROCEDURE

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

Section 1: Not later than April 1, the President shall with the approval of the Board of Directors announce the appointment of a Nominating Committee of five (5) members. The Nominating Committee shall select at least one nominee for

each expiring office and directorship. Such nominations, in writing, shall be delivered to the Secretary-Treasurer not later than fifteen (15) days thereafter.

Section 2: Upon receipt of the report of the Nominating Committee the Secretary-Treasurer 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 be no later than April 30.

Section 3: During the meeting at which the election is conducted, the President shall read the notices as issued by the Secretary-Treasurer 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 4: No President of this club who has served a full term as President shall be eligible to serve the succeeding year as president.

Section 5: No member may serve as an elected director for more than two (2) successive two (2) year terms. Directors shall be elected for two year terms with four directors elected each year.

Section 6: Nothing in this article shall be construed as precluding nominations from the floor.

Section 7: Only members in good standing shall be eligible to hold office or vote.

Section 8: Voting shall be by individuals and no person may cast more than one (1) vote. Proxies will not be recognized.

Section 9: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.

Section 10: The Secretary-Treasurer shall immediately report the results of all elections and appointments of the club officers to Optimist International and the District.

ARTICLE IX - MEETINGS

Section 1: Regular meetings of the Club shall be 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 -Treasurer 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 business may be conducted at the meetings.

Section 3: One-third (1/3) of the 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 \$30.00, the payment of said fee to be a prerequisite for admission to membership, payable on demand of the Secretary-Treasurer.

Section 2: Quarterly dues shall be \$50.00 per member, including the subscription to the Optimist magazine, billable 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.

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 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 an annual outside audit or review, or an internal review, whichever it deems necessary to confirm the financial transactions of the club.

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 purpose 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 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 Club's 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 meetings and conventions of Optimist International and the District. It shall provide for such representation when preparing the annual budget.

Section 3: Any person elected to the membership in this Club 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 4: 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 5: These bylaws shall be reviewed annually.

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)(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.

ARTICLE XIV – AMENDMENTS

Section 1: Any amendment to these bylaws, if in conformity with the Constitution and Bylaws of Optimist International, may be adopted by a two-thirds (2/3) vote of the members present at any regular meeting, provided written notice of the

proposed amendment 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 bylaws must be submitted to Optimist International for approval.

ARTICLE XIII – DISSOLUTION

Section 1: 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 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. 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.

The name of Club: OPTIMIST CLUB OF WICHITA FALLS

Kathleen L. [Signature] Approved by Stephanie Monahan
(President) (for Optimist International)

John L. Ling [Signature] Date Approved 4-30-19
(Secretary-Treasurer) (by Optimist International)

Date Adopted: April 16, 2019