

**SECOND AMENDED AND RESTATED
BY-LAWS
OF THE
OPTIMIST CLUB OF TAMPA, FLORIDA
(Adopted July 1, 2020)**

PREAMBLE

Subject to the Charter of the Optimist Club of Tampa, Florida (the "Club"), the Club shall be governed by the following rules and by-laws:

ARTICLE I – NAME

The club shall be known as the Optimist Club of Tampa, Florida, an affiliate of Optimist International.

ARTICLE II – MISSION

By providing hope and positive vision, the members of the Club will bring out the best in youth, our communities, and ourselves. The Club shall make it a goal to achieve, at the minimum, Honor Club status for Club performance and operations.

ARTICLE III, DIVISION A – MEMBERSHIP

SECTION (1): GENERAL

The membership of the Club shall represent a cross-section of the business, social and cultural life of the community, and shall consist of adult persons of good character and community standing, generally compatible with the membership of all Optimist clubs, who reside or have community interests in the City of Tampa, Florida, or the area adjacent thereto, ("Greater Tampa area") and who have been duly elected to membership in the manner prescribed in these by-laws. All memberships shall be held by individuals and shall not be transferable.

SECTION (2): BENEFITS OF THE CLUB

Individuals having executive or supervisory control or authority such as 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): TYPES OF MEMBERSHIP

Two types of membership shall exist:

- (a) General member – a general member shall have all rights and privileges of membership allowed by these by-laws.
- (b) Associate member – an associate member shall have all rights and privileges of membership allowed by these by-laws, but subject to certain restrictions as specified in this subsection (b). An associate membership shall be available to individuals who share the goals of the Club but who may wish to be less active and/or can only attend the scheduled meetings infrequently. Associate members may not serve as the President or Treasurer. Associate members who live in the Greater Tampa area may serve in any officer position other than as President or Treasurer and may serve on the Board of Governors. All associate members may serve on or chair committees.

SECTION (4): ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club according to such procedures as are established from time to time by the Board of Governors.

SECTION (5): COMMENCEMENT OF MEMBERSHIP

Upon election of a proposed member, and confirmation that the proposed member has submitted a properly executed application, together with the initiation fee, the applicant shall become a member.

SECTION (6): MEMBERSHIP FEES AND DUES

- (a) Fees for general members are \$35.00 initiation fee, and dues in an amount to be set by the Board of Governors from time to time with the approval of the membership. The dues shall cover the scheduled luncheons and a portion of the annual installation banquet. Each fully paid life member shall be privileged to deduct from payment of dues the

amount equal to the difference between (i) the dues payable by the Club to Optimist International for each member who is not a life member and (ii) the dues payable by the Club to Optimist International for each member who is a life member.

- (b) Fees for associate members are \$35 initiation fee, and dues in an amount to be set by the Board of Governors from time to time with the approval of the membership. Dues for associate members shall not cover the scheduled luncheons or any portion of the annual installation banquet. The meetings or banquet, if attended, shall be charged separately to the attending associate member.
- (c) The fee for reinstatement of membership shall be \$20.00 plus any then outstanding indebtedness to the Club. A new member's dues for the current quarter shall be pro-rated based on the number of weeks remaining in the quarter.
- (d) Dues are due and payable in advance on the first day of each quarter.

SECTION (7): CHANGE OF MEMBERSHIP STATUS

Because of financial hardship or other good and sufficient reason acceptable to the Board of Governors, a general member may apply for, and the Board of Governors may change such general member's membership to an associate member. During such time as such individual shall be an associate member, the associate membership dues shall apply and the individual shall be charged and be obligated to pay for meals actually eaten and for events actually attended.

ARTICLE III, DIVISION B – TERMINATION OF MEMBERSHIP

SECTION (8): RESIGNATION

Any member may resign from the Club by giving notice in writing to the President, the Secretary, the Treasurer or any Vice President and such resignation shall be effective from the date determined by the Board of Governors. Unless otherwise determined by the Board of Governors, all dues and fees that have accrued but remain unpaid at the effective time of such member's resignation shall continue to be due and payable.

SECTION (9): MEMBERSHIP SUSPENSION AND TERMINATION - NONPAYMENT

Any member who is two (2) or more quarters 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 or the Treasurer. Upon payment of arrears within thirty (30) days of said notice, the member's suspension shall end automatically. If such member has not paid such arrearage within said thirty (30) day period, his or her membership may be terminated, at the discretion of and by action of the Board of Governors. If such membership is terminated, the Secretary or Treasurer shall so notify him or her of that termination. Such termination shall not cancel any then outstanding indebtedness owed to the Club by such terminated member.

SECTION (10): MEMBERSHIP TERMINATION - MISCONDUCT

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 Governors in his or her own defense, may be terminated as a member, at the discretion of the Board of Governors. Upon such action by the Board of Governors, the Secretary or Treasurer shall promptly notify the terminated member in writing of said action.

SECTION (11): CHANGE IN MEMBERSHIP STATUS – MOVE FROM GREATER TAMPA AREA

General member status shall automatically terminate upon permanent removal or relocation from the Greater Tampa area. Such member may seek to be placed on associate member status by notifying the Secretary, the Treasurer or the President in writing. The Secretary, the Treasurer and/or President shall assist in the transfer of such member to another club, if desired.

SECTION (12): NOTICES REGARDING MEMBER RESIGNATIONS AND TERMINATIONS

In the case of the resignation or termination of membership of any member, the Secretary or the Treasurer shall promptly notify Optimist International of such action and shall provide to the members of the Club any notice of such action as shall be required by then applicable policies of the Board of Governors.

SECTION (13): FORFEITURE OF RIGHTS

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 (14): IMPACT OF CONVICTION OF CRIME

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 Governors 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 Optimist International Board of Directors shall be given by certified mail and any other delivery method available.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION (1): REGULAR MEETINGS

Regular meetings of the members of the Club shall be held at such time and place as may be determined from time to time by the Board of Governors.

SECTION (2): ANNUAL MEETING

- (a) The last regular meeting of the members of the Club in the month of April each year shall be the annual meeting of the Club (the “Annual Meeting”) at which meeting the officers of the Club for the following fiscal year and the open Board of Governor positions shall be elected.
- (b) In the event that it may be impractical to hold the Annual Meeting at the last membership meeting in April, the President or the Board of Governors may name another membership meeting between April 15 and May 15 to be the “Annual Meeting,” at which the elections shall be held.

SECTION (3): SPECIAL MEETINGS

Special meetings of the members of the Club may be called as follows:

- (a) By the President at will;
- (b) By any five (5) members in good standing requesting in writing the holding of a special meeting by delivering such request to the President or, alternatively, to the Secretary or the Treasurer, who shall in turn communicate such request to the President, or;
- (c) By a majority of the Board of Governors then duly qualified and acting.

SECTION (4): NOTICE OF SPECIAL MEETINGS

A notice of special meeting shall be given, by mail or by electronic notification, to every member at his/her regular mailing or electronic address at least three (3) full days before such meeting. Said notice shall state: (a) time, (b) place, (c) business to be transacted, and (d) by whom called. No other business shall be transacted at said special meeting other than as may be stated in the notice.

SECTION (5): QUORUM; VOTING

A quorum at any regular, special or annual meeting of members shall be one third (1/3) of the members in good standing. A member not in good standing, as provided by these by-laws, shall not be entitled to a vote or to count towards the quorum.

SECTION (6): GOVERNING RULES OF ORDER

Meetings of the Club shall be governed by the current edition of Robert’s Rule of Order unless in conflict with or otherwise provided in the Charter or these by-laws.

ARTICLE V, DIVISION A – BOARD OF GOVERNORS AND TENURE

SECTION (1): COMPOSITION

There shall be a Board of Governors which shall consist of the officers of the Club, the immediate past President and six (6) at large elected members; provided that the reduction in the number of at large elected members of the Board of Governors effectuated by way of the adoption on March 5, 2014 of the Amended and Restated Bylaws shall not have the effect of removing any at large member from office prior to the expiration of his or her respective term of office. If not otherwise satisfied by the specified number of members of the Board of Governors, the Board of Governors 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.

SECTION (2): TENURE

Each officer of the Club shall serve on the Board of Governors for a period that runs concurrently with such person’s tenure as an officer of the Club. The at large Board members shall be comprised of two (2) classes, each class comprised of five (5) members, with staggered two (2) year terms. Each member of the Board of Governors shall serve until his or her successor is duly qualified and elected or appointed.

SECTION (3): VACANCY

In the event a position on the Board of Governors becomes vacant for any reason, such vacancy shall be filled by the Board of Governors, and the appointee shall serve for the duration of the term of the individual being replaced.

SECTION (4): DUTIES OF THE BOARD

The Board of Governors 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 (5): REGULAR MEETINGS

The Board of Governors shall meet at least once a month on such days as may be fixed by it; it shall also meet at the call of the President or three (3) of its members. Calls may be informal, but minutes recording those present, action taken, and date of the meeting shall be kept and be available for inspection by members of the Club. The Board of Governors shall receive officer and committee reports, authorize disbursements, and perform such other duties required of it by these by-laws and the Charter of the Club.

SECTION (6): DISBURSEMENTS

All disbursements shall be approved by the Board of Governors, and any and all projects and/or disbursements that are required by these by-laws to be submitted to the membership shall first be approved by the Board of Governors.

SECTION (7): UNEXCUSED ABSENCES

Any member of the Board of Governors who shall be absent and unexcused from two (2) consecutive regular monthly meetings of the Board of Governors may be removed from office, and, upon any such removal, a vacancy shall be considered to exist in the Board of Governors. Any such action to remove a member of the Board of Governors shall be taken only if approved by vote of two-thirds (2/3) of all of the individuals then serving as members of the Board of Governors. By way of example and for avoidance of doubt, if there should be five officers holding office, six other individuals who then are holding positions as at large member Board members (and who are not also holding officer positions) and two vacancies in at large Board positions, a vote of 8 of the 11 Board members will be required to satisfy this 2/3 requirement, even though there are potentially 15 Board positions.

SECTION (8): QUORUM

A quorum of the Board of Governors shall be the lesser of six (6) members of the Board of Governors in good standing or one half (1/2) of the number of persons then holding office as Board members.

ARTICLE V, DIVISION B – OFFICERS

SECTION (9): OFFICERS; TENURE

The officers of this Club shall be President; First Vice President; Second Vice President; Secretary; and Treasurer; and may include a Sergeant-at-Arms. Officers shall hold office for one year or until their successors are duly elected or appointed and qualified.

SECTION (10): INSTALLATION

Unless prevented by circumstances beyond the control of the Club, officers shall assume their official responsibilities on October 1 of the year of their election or appointment. Efforts shall be made to conduct an installation ceremony no later than such October 1 date; but the officers shall assume their official responsibilities on October 1 even if there is a delay in the holding of the installation ceremony.

SECTION (11): TERM LIMIT

No President who has served one half or more of the term of office shall succeed himself or herself for more than one additional term; provided, however, that the Board of Governors, by way of a vote of two-thirds (2/3) of the number of persons then holding office as Board members, may override this term limit provision and allow a person to succeed himself or herself for more than just one additional term, although a separate override vote shall be required for each separate successive additional term of office. For the avoidance of doubt, if by way of example, a sufficient override vote has allowed a particular person to serve a second additional term and, if during such second additional term, there were to be a proposal to allow such person to succeed himself or herself for a third additional term, a separate two third's vote of the Board of Governors would be necessary to allow such third successive additional term of office.

ARTICLE V, DIVISION C – ELECTIONS

SECTION (12): ESTABLISHING THE NOMINATING COMMITTEE

On or before March 31st of each year, a Nominating Committee shall be named, composed of two (2) members appointed by the President, and three (3) members elected by the membership in attendance at a regularly scheduled meeting. The

President shall appoint a Chairman from among the members of the Committee. Notice of the membership of said Committee shall be given promptly to all members in writing; such notice may be made by publication in the Club bulletin.

SECTION (13): NOMINATING COMMITTEE REPORT

The Nominating Committee shall nominate at least one (1) member for each elective office for the ensuing year. The Committee report shall be submitted in writing to the Secretary and the President and the then serving bulletin editor by April 10th or such later date as may still permit the nominating slate to be included in the weekly bulletin for the scheduled meeting held 2 weeks prior to the Annual Meeting. If the Committee shall fail to make any nomination, nominations from the floor for such office shall be called for as set forth in the following Section.

SECTION (14): GENERAL NOMINATIONS FROM THE FLOOR

General nominations from the floor shall be received at the meeting which is held at least one (1) week and no more than three (3) weeks prior to the Annual Meeting. Such nominations shall be recorded by the Secretary and shall be listed on the ballot with the nominations of the Nominating Committee. Any member nominating a person for an office shall give the nominee's name, together with the office for which he is nominated. No nominations need be seconded. Nomination speeches shall not be allowed without a vote of the membership.

SECTION (15): NOMINEES

Only members in good standing shall be eligible to hold office as an officer or as a member of the Board of Governors.

SECTION (16): LIST OF NOMINEES

The Secretary shall prepare or cause to be prepared a list of members nominated and their offices, and shall cause such list to be sent to each member along with a notice of the date of the Annual Meeting at least two (2) days prior to the Annual Meeting, with the expectation that such notification shall be satisfied by listing such nominees in the bulletin that is sent to the members immediately preceding the Annual Meeting.

SECTION (17): ELECTION; UNANIMOUS BALLOT OPTION; WRITTEN BALLOTS IN CONTESTED ELECTIONS

At the Annual Meeting, the President (or in the absence of the President, the officer of the Club who presides at the Annual Meeting) shall read the names of the candidates. If there be only one (1) member nominated for an office, the presiding officer shall forthwith declare the member elected and the Secretary shall cast a unanimous ballot for the member without any requirement of written ballots from the members; and if, for each office that is up for election at the Annual Meeting, there be only one (1) member nominated for each respective office, the presiding officer shall forthwith declare the entire nomination slate of members elected and the Secretary shall cast a unanimous ballot for such nomination slate without any requirement of written ballots from the members.

When there shall be more than one nominee for an office, the Secretary or the Treasurer shall prepare and have available at the Annual Meeting proper written ballots in sufficient number for each member to have a separate written ballot, such written ballots shall list each office and shall name the candidates therefor alphabetically, and, unless the requirement for written ballots is waived by a vote of a majority of the members present at the Annual Meeting, a written ballot vote shall be taken. If the requirement for written ballots is waived by a vote of a majority of the members present at the Annual Meeting, the vote shall be by hand vote. Whether the vote is taken by written ballot or by hand vote, not less than a majority of the votes cast for the office shall be necessary to elect a person to such office.

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

The election of Club officer(s) and members of the Board of Governors should be completed not later than April 30.

SECTION (18): APPOINTMENTS BY PRESIDENT-ELECT

By no later than the 20th day of May next following the Annual Meeting at which the President-elect is elected, the President-elect shall designate and appoint the Secretary-elect and the Treasurer-elect, and, if desired, a Sergeant-at-Arms-elect, who shall each assume their official responsibilities at the time provided for in this Section.

SECTION (19): REPORTING RESULTS OF ELECTIONS AND APPOINTMENTS

The Secretary or the Treasurer shall promptly report the results of all elections and appointments of officers of the Club to the members and by no later than the next following May 20th to Optimist International and the District.

SECTION (20): VACANCIES

Any vacancy occurring in an elective office shall be filled by the Board of Governors within thirty (30) days. Any vacancy occurring in an appointive office shall be filled by the President within thirty (30) days. Appointment so made shall be for the unexpired term.

SECTION (21): FRIENDS OF OPTIMISTS

Friends of Optimist are ineligible to cast votes or serve as an officer of the Club and/or on the Club Board of Governors.

ARTICLE VI, DUTIES OF OFFICERS

SECTION (1): PRESIDENT

The President shall be the Chief Executive Officer of the Club. The President shall preside at all Club meetings and Board of Governors meetings or make proper provision therefor in the President's absence, disqualification, or other situations in which it is desirable or expedient that the President not preside; provided, however, unless there be good and sufficient reason against it, the Vice Presidents, in numerical order, shall preside in the absence of the President. The President shall, subject to the direction of the Board of Governors, exercise supervision over the affairs of the Club. The President shall also perform such duties that are ordinarily incumbent in such office and as are delegated to the President by the Club. The President shall be a member ex-officio of all committees except the Nominating Committee.

SECTION (2): THE FIRST AND SECOND VICE PRESIDENTS

The First and Second Vice Presidents are so designated for the purpose of order in presiding at meetings and filling the vacancy in the office of President until a President is appointed by the Board of Governors. Each such Vice President shall succeed in numerical order.

Vice Presidents shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to the respective Vice President by the President or the Board of Governors, and shall perform the duties of the President in case of a vacancy or disability in such office.

SECTION (3): SECRETARY

The Secretary shall, for and on behalf of the Club and under the direction and supervision of the President and Board of Governors, keep the records, conduct the correspondence, and make or cause to be made necessary reports, prepare and send or cause to be prepared and sent notices, and prepare or cause to be prepared ballots for membership and elections. The Secretary shall perform such other duties as are ordinarily incumbent upon a Secretary and as may be assigned to the Secretary by the President or the Board of Governors; and shall perform the duties of the President in case of vacancies or disabilities in the offices of the President and all Vice Presidents.

SECTION (4): TREASURER

The Treasurer shall receive all monies, collect all dues, give receipts in the name of the Club, prepare all checks, make payments as directed, and make proper report of receipts, disbursements, and financial condition. The Treasurer shall give a complete financial statement at the end of the fiscal year of the Club. The Treasurer shall perform such other duties as are ordinarily incumbent upon a Treasurer and as may be assigned to the Treasurer by the President or the Board of Governors; and shall perform the duties of the President in case of vacancies or disabilities in the offices of the President, all Vice Presidents and the Secretary. The Treasurer shall, if required by the Board of Governors, give bond in the amount fixed by the Board of Governors.

SECTION (5): SERGEANT-AT-ARMS

The Sergeant-at-Arms shall maintain order at all meetings, have general oversight of arrangements and facilities at the meetings, collect fines where imposed, greet and welcome members and guests, take charge of physical properties, and generally aid in the comfort, well being, and dignity of the Club. During such time as the office of Sergeant-at-Arms is vacant or at any meeting or Club event where the Sergeant-at-Arms is absent, the President may designate from time to time any member of the Club who is in good standing to carry out the duties which the Sergeant-at-Arms would otherwise be responsible for carrying out.

SECTION (6): EXPANSION OF DUTIES

The Board of Governors can amend or expand the above-specified duties of any officer as needed, as long as such additional duties are within the guidelines of Optimist International and standard club by-laws.

ARTICLE VII, COMMITTEES

SECTION (1): ESTABLISHING COMMITTEES

The President or the Board of Governors may from time to time determine the number of all special and standing committees required to achieve the purposes of the Club.

SECTION (2): APPOINTMENT OF CHAIRPERSONS

The President-Elect shall, not later than the September business meeting following the President-Elect's election, appoint the Chairperson and members of the Standing Committees. Committees shall meet prior to October 1 to make plans for the new year.

SECTION (3): APPOINTING MEMBERS

The presiding officer of the Club shall appoint the members of each committee.

SECTION (4): REPORTING OF COMMITTEE ACTIVITIES

Each Committee Chairperson shall be responsible for appropriate reporting of their respective committee's activities and projects to the Club, and, to the extent required by the respective rules of the District or Optimist International, through the Secretary or the Treasurer to the District and/or Optimist International; and for furnishing the Board of Governors, for the budget, detailed information on funds needed to finance planned projects and activities.

ARTICLE VIII, REVENUE

SECTION (1): INITIATION FEE

Each member shall pay an initiation fee of \$35.00, which shall include the enrollment fee due to Optimist International.

SECTION (2): DUES PAYMENTS

Dues shall be paid quarterly, but may be paid annually in advance. Dues are due and payable on the first day of the quarter.

SECTION (3): FINANCIAL REQUIREMENTS FOR GOOD STANDING

A member shall be in good standing if such member is not more than thirty (30) days in arrears in any indebtedness to the Club, or if arrangements in conformity with these by-laws have been made with the Treasurer or the Board of Governors.

SECTION (4): PAYMENTS TO OPTIMIST INTERNATIONAL AND THE DISTRICT: ETC.

Out of the revenue of the Club, the Treasurer shall pay such amounts by way of entrance fees and per capita tax to Optimist International and the District as may be required. From time to time, the Treasurer shall also pay such other amounts as shall be authorized by the Board of Governors.

SECTION (5): GENERAL FUND

- (a) Members' dues and miscellaneous receipts shall be held in a General Fund, and all administrative costs of the Club shall be paid from this fund. Other types of expenditures may be made from this fund by direction of the Board of Governors.
- (b) An efficient and satisfactory accounting system shall be maintained at all times, and all funds shall be kept in depositories designated by resolution of the Board of Governors. Checks on such funds shall be drawn by the Treasurer and countersigned by the President, or in his/her absence, by either of the Vice Presidents or the Secretary. If the Treasurer is unavailable, the President may sign the check which must be countersigned by the Secretary or either Vice President.
- (c) An independent audit may be made of the financial condition of the Club at such times as may be required by the Board of Governors.

SECTION (6): FISCAL YEAR

The fiscal year of the Club shall begin on October 1 and end on September 30 next following.

ARTICLE IX, PROPERTY

SECTION (1): CUSTODY OF PROPERTY

All physical property of the Club shall be in the custody of the Sergeant-at-Arms (or such other designated officer or officers, as directed by the President or the Board of Governors) who shall keep record thereof. Disposition and use thereof shall be at the direction of the Board of Governors. Committees, departments, and others having property in their custody shall account therefore to the Sergeant-at-Arms (or other designated officer) at regular intervals and return the same to the Sergeant-at-Arms (or other designated officer) when its purpose in their custody is finished.

SECTION (2): OWNERSHIP OF PROPERTY

Badges, documents, devises and emblems having the name or insignia of the Club or of Optimist International shall at all times be considered and deemed to be the property of the Club, and shall be returned to the Sergeant-at-Arms (or other designated officer) by any member who resigned or is expelled, except when the member transfers to another Optimist Club.

ARTICLE X, AFFILIATIONS

SECTION (1): PARTICIPATION IN OPTIMIST INTERNATIONAL

In recognition of the benefits and services available to the Club and its members through affiliation with Optimist International, the Club shall exercise its rights and privileges of participation in the government and activities of Optimist International.

SECTION (2): OPTIMIST CLUB OF TAMPA YOUTH FUND, INC.

The Club is affiliated with the Optimist Club of Tampa Youth Fund, Inc., a Florida Non-profit corporation, qualified under IRS regulations as a 501(c)(3) organization, which was created to solicit and receive contributions on behalf of The Optimist Club of Tampa and to disburse such funds to appropriate persons or organizations as directed by its Board of Directors. The members, officers, and Board of Directors of the Optimist Club of Tampa Youth Fund, Inc. are made up of the Members, Officers, and Board of Governors of the Optimist Club of Tampa.

ARTICLE XI, MISCELLANEOUS

SECTION (1): EXPENSES OF OPTIMIST CONFERENCES, CONVENTIONS AND FUNCTIONS

The Club may pay, on vote of the Board of Governors, all or any part of the expenses of its delegates to District or Optimist International conferences, conventions or functions.

SECTION (2): REIMBURSING EXPENSES INCURRED BY MEMBERS

The Club may pay, on vote of the Board of Governors, the expenses necessarily incurred by a member in furthering any of its claims and purposes.

SECTION (3): FUND RAISING PROJECTS

The Club may, after authorization, make itself liable for the costs and expenses of any of its fund raising projects. After the project has been approved by the Club, expenditures shall be subject only to the approval of the Board of Governors.

SECTION (4): NOTICES

Where notices are required to be given, inclusion in the weekly bulletin shall satisfy such notice requirement.

SECTION (5): AGENCY

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 Governors.

SECTION (6): REFRAINING FROM CONSUMPTION

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 (7): BINDING EFFECT OF BY-LAWS

Any person elected to membership in the Club shall be deemed to have accepted these by-laws 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 (8): OI DUES AND OBLIGATIONS

The Board of Governors 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 (9): CLUB LIABILITY INSURANCE

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 (10): ANNUAL REVIEW OF BY-LAWS

These By-Laws shall be reviewed annually.

ARTICLE XII, NOT-FOR-PROFIT ORGANIZATION

SECTION (1): NOT-FOR-PROFIT OPERATION

The 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.

ARTICLE XIII, AMENDMENT

SECTION (1): REQUIREMENTS FOR AMENDMENT

These by-laws may be amended by a two-thirds (2/3) vote of the members present at a meeting regularly scheduled or regularly called, at which a quorum shall be present, after notice of the proposed amendment shall have been given. Notice of the amendment shall be given at the meeting preceding that at which voting is to take place, but not less than seven (7) full days prior thereto. The Secretary shall, in the notice of the meeting, incorporate the terms of the amendment. The amendment shall be referred to the By-Laws committee for report on its effect on the Charter and other by-laws, but failure to refer shall not prevent a vote.

SECTION (2): RESTRICTION ON AMENDMENTS

No amendment shall conflict with the Charter of the Club or with the Constitution and the By-Laws of Optimist International.

ARTICLE XIV, DISSOLUTION

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.