

pro(Mandatory wording in bold face type)  
(Optional wording in regular type)

CLUB NUMBER ( 78640 )



# OPTIMIST CLUB BYLAWS

Effective: March 2020

## ARTICLE I – NAME

This Club shall be known as PENWOOD 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: After issuance of a dues statement, a member who is two (2) or more months in arrears in the payment of dues or fees to the Club will be sent a written notice of the delinquency by the Club Secretary. If any member has not paid the dues or fees within 30 days of said letter, the member is subject to termination upon a vote of the Board of Directors.
- 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 the member's own defense, may be expelled from membership, at the discretion of the Board of Directors. Upon such action by the Board of Directors, the Secretary shall



- immediately notify the member in writing, of said action.**
- Section 4: In case of the resignation or expulsion of any member, the Secretary shall immediately notify Optimist International and all members of the Club of such action.
- Section 5: Any member whose membership in the Club has been terminated for any reason shall forfeit all interest in any funds or property of the Club and all rights to the use of the Optimist name, emblem, or other insignia.
- Section 6: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.
- Section 7: **No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person, or entity. Upon failure of the club board of directors to take action, any individual charged with conduct unbecoming an Optimist member, may be subject to suspension and/or termination after an investigation and/or adjudication by the Optimist International Board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the Board of Directors shall be given by certified mail and any other delivery method available.**

## **ARTICLE VI – 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 2 years or until their successors are duly qualified and elected and shall be elected accordingly. 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/Chair. 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 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.
- Section 4: Any member of the Board of Directors who is absent from three consecutive board meetings may be removed from office by the Board of Directors. Notice of said action shall be mailed to all members by the Secretary.

## **ARTICLE VII – OFFICERS**

- Section 1: The officers of this Club shall be determined by the Club as per State/Provincial/National law. The officers of the Club shall be the following:
- The Presiding Officer (the actual title may be President, Chair, or other as determined by the Club's Board of Directors) 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 Presidents (or such title as established by the Club's board of Directors) shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties



## ARTICLE X – REVENUE

- Section 1: Each new member of the Club shall pay a membership fee of \$~~20~~ payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer.  
\*Note: Recommended amount not less than \$30 (U.S.).
- Section 2: Annual dues shall be \$ 80.00 per member, payable in advance except that each fully paid life member shall be privileged to deduct from payment of dues the amount equal to the dues payable by the Club to Optimist International for each member.  
(Note: Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants or business sponsorships.)
- Section 3: The Board of Directors may plan or recommend the raising or accumulations of revenue from sources other than those stated in this article.
- Section 4: All funds, to which the public or members have contributed for the specific purpose of financing charitable, educational or civic activities of the Club, shall be used solely for those purposes and separate records of such funds shall be maintained.
- Section 5: The fiscal year of the Club shall be from October 1 of each year until September 30 next following.
- Section 6: The Board of Directors shall arrange for, at a minimum, an annual audit by an audit committee appointed by the Board of Directors. This audit committee shall consist of members not also members of the Board of Directors.

## ARTICLE XI – COMMITTEES

- Section 1: The Board of Directors shall determine the number and purpose of all special and standing committees required to achieve the purposes of this Club.
- Section 2: The Presiding Officer shall appoint the chair and members of all committees and announce such appointments not later than October 1 following the presiding officer's 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, 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 the member 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



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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* (U.S. Clubs only) 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 to 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.

\_\_\_\_\_ *Initial here to adopt* (Canadian Clubs only) 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.

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\_\_\_\_\_ *Initial here to adopt* (All other countries) 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, developing Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; to promote an active interest in good government and civic affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth, in the belief that the giving of one's self in service to others will advance the wellbeing of humankind, community life and the world.

### ARTICLE XIV – AMENDMENTS

Section 1: Any amendment to these bylaws must be in conformity with the Bylaws of Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meeting, provided that written notice of the proposed amendments and date of such meeting shall have been given the members at least two (2) weeks prior thereto.

Section 2: All amendments to these bylaws must be submitted to Optimist International for approval.

### ARTICLE XV – DISSOLUTION

\_\_\_\_\_ *Initial here to adopt* (U.S. Clubs only) 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.

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x

\_\_\_\_\_ *Initial here to adopt* (All other countries) 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 Canadians Children's Foundation for Canadian Clubs, or the Optimist International Foundation for all other Clubs outside of Canada.

Please sign below and fax to Optimist International (314) 371-6006 or scan an email to: membership@optimist.org.

Name of Club: Penwood Optimist Club

CELIA-GAIL MONIQUE SMITH

(President)

Approved

*Jim Baydel*

(for Optimist International)

SAMANTHA BLAKE

(Secretary)

Date Approved

4-30-2022

(by Optimist International)

Date Adopted 4-27-2022





# OFFICIAL MINUTES: FIRST BOARD OF DIRECTORS MEETING

CLUB NAME: VOLGA AREA OPTIMIST CLUB

CLUB NUMBER: \_\_\_\_\_

Please Use Roberts Rules of Order to approve all board policies

## POLICIES:

1. SECY-TREAS APPROVED  
Approve the appointment of Susan Deibert and Karen Knutson  
to serve as Secretary-Treasurer. 15 ☒ APPROVED
2. FIRST DUES FROM  
CHARTER MEMBERS  
Approve that the initial dues paid by Charter Members shall cover the period  
ending with the date of: Sept 30. The amount, \$ 100  
shall be payable within 30 days of organization. ☒ APPROVED
3. DUES FROM NEW MEMBERS  
Approve that Membership dues from new members will be prorated based  
on the month of the financial quarter they become member to the end of the  
quarter. A full quarter's dues will be assessed afterwards. ☒ APPROVED
4. CHARTER FEE/AFFILIATION FEE  
Approve that an Ailiation Fee/Charter fee of ☒ \$325 ☐ \$225 ☐ \$100 be  
paid to Optimist International as soon as the club's banking account is  
in effect. ☒ APPROVED
5. INCORPORATION  
Direct the Secretary Treasurer to incorporate the club as soon as possible as  
a not-for-profit under the laws of this state/province/nation. ☒ APPROVED
6. BANK NAMED  
Approve that the depository for Club funds will be: Dextera Capital  
(This is the financial institution where the club will keep its funds.) ☒ APPROVED  
(College Clubs Note: Business Office)
7. AUTHORIZED SIGNATURES  
Approve that the authorized signatures for withdrawal of Club funds will be  
those of: Karen Knutson ☒ APPROVED  
Christina
8. BOARD MEETINGS  
Approve that this Board of Directors shall hold regular monthly meetings in  
accordance with the bylaws on the 4th of each month. ☒ APPROVED
9. ALCOHOL  
Approve that this Club will NOT have alcoholic beverages on sale, for  
consumption or in personal possession at events involving youth or when  
the public image of the Club would be adversely affected. ☒ APPROVED
10. FINANCIAL OBLIGATIONS  
Approve that the Board must give specific and prior approval to all financial  
obligations or expenditures. ☒ APPROVED
11. FUND RAISING  
Approve that all fund raising methods of this club will always comply with  
national, state/provincial and local laws. Proceeds from such projects will be  
used ONLY as provided in Article X, Section 4 of the club's bylaws. Legal  
advice will be sought before entering into any contractual agreement in  
behalf of the Club. ☒ APPROVED

Date: 4/27/22 Secretary-Treasurer: Karen Knutson Secretary E-mail: deibertold@gmail.com  
Club President: Susan Deibert

# BUSINESS AT THE OFFICIAL ORGANIZATIONAL MEETING

CLUB NAME: VOLGA AREA OPTIMIST CLUB CLUB NUMBER: \_\_\_\_\_  
Charter Fee : Sponsor Club (\$) Brookings/Hartford, SD New Club Volga Invoice Requested Brookings Pd \$325.

## Installation of Members.

Motion to Organize ☒ APPROVED  
Number of fully Paid Members ~~22~~ 22. Each member paid a charter fee of \$ 30.00.

Number of Charter Members in attendance 14.

Report on the club's initial by laws and approval of the bylaws: Motive to approve ☒ APPROVED  
Second Carried.

Report on the nomination of club officers. (President, Vice President(s) Candidates for Board of Directors)

## Election of Officers

President Christina Wiemer  
Vice President \_\_\_\_\_  
Vice President \_\_\_\_\_  
Board Member Mary Bjerke Two Year Term  
Board Member Emily Howell Two Year Term  
Board Member \_\_\_\_\_ Two Year Term  
Board Member Mary Bjerke One Year Term  
Board Member Tyler Bolstad One Year Term  
Board Member \_\_\_\_\_ One Year Term  
Board Member \_\_\_\_\_ One Year Term

## Installation of Officers

Appointment of Secretary Treasurer Susan Deibert & Karen Knutson as presented by the Charter President.  
(Date of Organization) 4/27/22 (Secretary-Treasurer) Susan Deibert