OPTIMIST CLUB BYLAWS

Effective: October 1, 2023 and required by all Clubs by September 30, 2024

ARTICLE I - NAME

This Club shall be known as Lusaka Central, an affiliate of Optimist International (hereinafter referred to as "OI").

ARTICLE II - MISSION

By providing hope and positive vision, Optimists bring out the best in youth, our communities, and ourselves.

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. Membership is not transferrable to another person.

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: The Club may publish directory information on the Club website and to Club membership. Such information shall be password protected on the website and restricted to Club use if printed. Its use is restricted to Club business by an authorized representative of the Club. Directory information or Membership lists will not be shared with any party outside of the Club.

Section 5: In case of the resignation or expulsion of any member, the Secretary shall immediately notify Optimist International and all members of the Club.

Section 6: 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 7: It shall be the prerogative of the Board to confirm any termination of membership on behalf of the Club.

ARTICLE VI - DIRECTORS

Section 1: The Board shall have such minimum number of members as required by any applicable laws governing not-for-profit corporations or organizations. Directors shall serve for a period of 3 years or until their successors are duly qualified and elected. In the event of a directorship becoming vacant for any reason, such vacancy shall be filled by the Board, and the appointee shall serve for the duration of the term of the individual being replaced.

Section 2: The Board 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 shall meet on a regular basis as they shall determine or at the call of the President/Chair. Any three members of the Board may call a meeting and shall provide a three day notice to all members. A majority of the Board 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 who is absent from three consecutive board meetings may be removed from office by the Board. Notice of said action shall be sent to all members by the Secretary and/or Treasurer.

ARTICLE VII - OFFICERS

Section 1: The Officers shall be as required by applicable laws governing not-for-profit corporations or organizations. 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) shall serve as the executive officer of the Club, preside at all meetings of the membership and the Board, be an ex-officio member of all committees and exercise general supervision over Club affairs and perform such other duties as are ordinarily incumbent upon a Presiding Officer. The Presiding Officer shall represent the Club in all relations with OI and the District and perform a like function on 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) shall perform such duties as are ordinarily incumbent upon Vice Presidents and such other duties as may be assigned to them by the Presiding Officer or Board.

The Secretary shall keep and maintain the minutes of all meetings of the Board, and all records of membership, attendance and service to the Club, in the form and manner prescribed by the Board. The Secretary shall also prepare and file all reports required by OI, District administration and generally perform such duties as are ordinarily incumbent upon a Secretary. The secretary shall handle all correspondence as directed by the Board.

The Treasurer shall keep and maintain all records of fees, dues and monies collected and disbursed. The Treasurer shall also submit regular financial statements in the form, manner and frequency prescribed by the Board, prepare an annual financial statement for the annual meeting of the Club

and generally perform such duties as are ordinarily incumbent upon a Treasurer.

Section 2: 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 may be filled by the Board.

Section 3: The Board can amend or expand these duties as needed, as long as they are within the guidelines of OI and Standard Club Bylaws.

ARTICLE VIII - ELECTION PROCEDURE

Section 1: The election of Club Officers and Directors should be completed no later than April 30. Elections shall be held in accordance with applicable laws.

Section 2: Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the presiding officer 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 of nominees receiving the highest number of votes shall be declared elected.

Section 3: Nothing in this article shall be construed as precluding nominations from the floor.

Section 4: Friends of Optimist are ineligible to cast votes or serve as an Officer of the Club and/or on the Board.

Section 5: Only members who are current on dues shall be eligible to hold office or vote.

Section 6: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 7: All Officers and Directors shall assume the responsibilities of their respective offices on October 1 following their election.

Section 8: The Secretary shall report the results of all elections and appointments of Club Officers to OI and the District immediately.

ARTICLE IX – MEETINGS

Section 1: Regular meetings of the Club shall be held at such time and place as may be determined by the Board.

Section 2: Special meetings may be called by the Presiding Officer or by the Secretary and/or Treasurer upon receipt of a written request signed by at least five (5) 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: An annual meeting shall be held every once a year to approve a budget and review Club bylaws and policies.

Section 4: 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 5: 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 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, 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: The Board establishes the amount of dues to be paid by members.

Section 3: The Board may plan or recommend the raising or accumulation of revenue from additional lawful sources.

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 shall arrange for, at a minimum, an annual audit by an audit committee appointed by the Board. This audit committee shall consist of members not also members of the Board.

ARTICLE XI - COMMITTEES

Section 1: The Board 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 Board.

Section 2: In recognition of the benefits and services available to this Club and its members through its affiliation with OI, this Club shall exercise its rights and privileges of participation in the government and activities of OI. This Club shall provide for its proper representation at all meetings and conventions of OI 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 admitted to membership in this Club shall be bound by these bylaws and the Bylaws of OI (as they may be amended from time to time).

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

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

Section 7: 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 pursuant to applicable law. 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 by the "Code".

ARTICLE XIV – AMENDMENTS

Section 1: Any amendment to these bylaws must be in conformity with the Bylaws of OI and 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 OI for approval.

ARTICLE XV – DISSOLUTION

After delinquent dues are paid to OI and District, Clubs with any remaining assets are encouraged to contribute them to OI, 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 OI or the Optimist International Foundation.

President

Ackim Phiri

Approved by Optimist International

Secretary

Mercy ponga

Approval Date by Optimist Int'l

1-8-2024

Club Approval Date

30-01-24