

# OPTIMIST CLUB BYLAWS

## The Optimist Club of Niles, Michigan

### Article I – Name

The Club shall be known as The Noon Optimist Club of Niles, Michigan, an affiliate of Optimist International.

### Article II – Objects

Section 1: The object 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 the international accord and friendship among all people; to aid and encourage the development of youth.

### Article III – Membership

Section 1: The membership of this club shall represent adults of good character and community standing who have an optimistic outlook on life and care about improvement of the Niles and greater Michiana Community and its youth. All memberships shall be held by individuals and shall not be transferable.

Section 2: The Board of Directors may establish classifications, based on the recognized lines of business, agricultural, institutional and professional life of the community, under which persons may be admitted to membership.

Section 3: Membership may be limited to not more than two (2) members of the same classification except, that, if a member shall change his business or professional pursuits, he may have his membership transferred to his new classification; or, if that classification is filled, he may be retained without classification until a vacancy occurs.

Section 4: Any member of this club who shall have been a member in good standing of one or more Optimist clubs for ten or more years, or a Life Member of Optimist International, or a member who shall have retired from active business or professional life may be elected to Reserve Membership upon written application to the Board of Directors. If approved by the Club Board of Directors, reserve members will pay dues that reflect the cost of International affiliation and enjoy all rights and privileges of membership except that they may not hold elective office in Optimist International or participate in attendance contests of Optimist International. Upon election to Reserve Membership all such Reserve Members must be reported immediately to Optimist International by the Secretary-Treasurer.

## Article IV – Admission to Membership

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

Section 1 A: Proposals for membership shall be submitted to the Secretary-Treasurer in writing in the form of an Optimist Application and shall bear the endorsement of one member in good standing.

Section 1 B: The Secretary-Treasurer shall immediately refer all such proposals to the president and the Board of Directors for review and approval.

Section 1 C: The president or the president's designated representative shall notify the general membership of any application received at a regular meeting and shall conduct First and Second Readings for membership to the body.

Section 1 D: Thereafter, and after all members have had opportunity to express objections, if any, to the proposed member, the Board of Directors shall at its discretion, approve or reject such proposal for membership without explanation of its action. Adverse vote by a majority of members present at a meeting of the Board of Directors shall constitute rejection of such proposal.

Section 1 E: Upon favorable action by the Board of Directors, such approval shall be communicated to the proposed member by the sponsor, the president and/or the Secretary-Treasurer, and the Secretary-Treasurer shall forthwith collect all dues and fees prescribed by the bylaws and, upon receipt thereof, immediately forward the new member's name, address and processing fee to Optimist International in the prescribed form and manner.

Section 2: Any former member of another Optimist club, who was in good standing when his membership was terminated, may be admitted to membership in the manner prescribed by Section 1 of the Article and by complying with such requirements as may be established by the Board of Directors. The admission of former members shall be neither required nor automatic.

## Article V – Termination of Membership

Section 1: Any member may resign from the club provided that all his indebtedness to the club has been paid and that such resignation shall be in writing to the Secretary-Treasurer.

Section 2: Any member who is two (2) or more months in arrears in the payment of dues or other indebtedness to the club may be suspended from membership provided he is so notified in writing by the Secretary-Treasurer. Such member, upon payment of arrears and submission of application for reinstatement within thirty (30) days after said notice, may, at the direction of the Board of Directors, be reinstated. If such member has not

applied for reinstatement within the stated period, he shall be deemed to have forfeited his membership and shall be so notified by the Secretary-Treasurer.

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 own defense, may, at the discretion of the Board of Directors, be expelled from membership. Upon such action by the Board of Directors the Secretary-Treasurer shall notify the member in writing of said action without further explanation of reasons therefore.

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

#### Article VI – Officers

Section 1: The officers of the club shall be a President and two Vice Presidents, who shall be elected annually, and a Secretary-Treasurer who shall be 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 whatsoever, 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 the Board of Directors, be an ex-officio member of all committees, exercise general supervision over affairs of the club, and perform such other duties as are ordinarily incumbent upon a President. The president shall represent the club in all relation with Optimist International and the District and perform a like function in their behalf in relation to the club. 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 representation by an accredited representative. The President shall encourage, support and recognize volunteers.

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.

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 make and file all reports required by Optimist International and the district, 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.

#### Article VII – Directors

Section 1: There shall be a board of Directors which shall consist of the President, the President-elect, the immediate Past President, the Vice Presidents, the Secretary-Treasurer and six (6) elected directors. All of the directors shall serve a two-year term. Terms will be staggered so that only three new board members are seated each year. Each director shall have the right to vote, except for the president who shall vote only in the case of a tie. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors, and such 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 or discipline members, and generally supervise the affairs of the club.

Section 3: 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 or any three members of the Board of Directors. 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

#### Article VIII – Election Procedure

Section 1: Not later than April 1, the President shall, with the approval of the Board of Directors, announce the appointment of a Nomination Committee of not fewer than five (5) members. The Nominating Committee shall select at least one nominee for each expiring office and directorship. Such nominations, in writing, shall be in the hands of 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 days, mail to each member a notice setting forth the nomination of the Nominating Committee in alphabetical order and stating the date of the meeting at which the election shall be conducted, which date shall be not later than April 30.

Section 3: During the meeting at which the election is to be 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 except where there is only one nominee for an office, in which case the President shall request a unanimous ballot for such nominee. A majority of the votes cast shall be required to

elect. In the case of directors, if the number of nominees exceed 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 succeed himself/herself without the approval of the board of directors.

Section 5: Nothing in this article shall be construed as precluding nominations from the floor.

Section 6: Only members in good standing shall be eligible to hold office or vote.

Section 7: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 8: All officers and directors shall assume the responsibilities of their respective offices on October 1 next following their election.

Section 9: The Secretary-Treasurer shall immediately report the results of all elections and appointments of club officers to Optimist International and to the District.

#### Article IX – Meetings

Section 1: Regular weekly luncheon meetings of the club shall be held on Tuesdays at such time and place as may be determined by the Board of Directors. Roberts Revised Rules of Order shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these bylaws.

Section 2: Special meetings may be called by the President, or by the Secretary-Treasurer upon receiving a written request signed by at least five members in good standing, provided that every member shall have received, at least three (3) days prior thereto and in writing, notice of such special meeting stating the nature of the business to be transacted at said meeting. No other business may be transacted at such meetings.

Section 3: One-third (1/4) of the members present and in good standing shall constitute a quorum at any regular, special or annual meeting of the club.

#### Article X – Revenue

Section 1: Each new member of the club shall pay a membership fee of \$15.00 to be paid to Optimist International and an initiation fee of \$10.00 payable to the Niles Noon Optimist Club, payment of said fees to be prerequisite to admission to membership, payable on demand of the Secretary-Treasurer as provided in Article IV of these bylaws.

Section 2: Annual dues shall be \$120.00 (\$30.00 per quarter) or \$60.00 annually (\$15.00 per quarter) for each successive family member or company representative as long as all

successive members are billed on the same invoice. Annual dues include a subscription to The Optimist Magazine, payable quarterly in advance, plus the cost of meal service as established from time to time by the Board of Directors. The Secretary-Treasurer shall collect in advance from each member dues and costs of meal service for the period stated herein.

Section 3: The Board of Directors may plan or recommend the issuing or accumulation of revenue from sources other than those stated in this article, provided such methods or sources have been approved by the membership.

Section 4: All funds, to which the public or members have contributed for the specific purpose of financing eleemosynary, 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 provide for the bonding of the Secretary-Treasurer in the amount it prescribes and shall forthwith provide an annual accounting at the end of a president's term and shall supply that accounting to the incoming president and the membership.

#### Article XI – Committees

Section 1: The Board of Directors shall determine the number and purpose of all special and standing committees necessary to the achievement of the objects and purposes of this club.

Section 2: The President shall, immediately following the president's election, appoint a Sergeant-at-arms, the chairmen and members of all committees, and shall announce such appointments not later than October 1, following the president's election.

#### Article XII – Miscellaneous

Section 1: In recognition of the benefits and services available to this club and its members through the affiliation with Optimist International and the District in which this club is located, it shall be the policy of this club to exercise its rights and privileges of participation in the government and activities of Optimist International and the District at all times. This club shall also provide for its proper representation at all meetings and conventions of Optimist International and the District, in accordance with the bylaws thereof, and shall provide for such representation when preparing the annual budget.

Section 2: Any person who is proposed for and duly elected to 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 had been a member at the time of their adoption.

Section 3: 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 4: The club hereby makes it a condition of membership that each member shall become a bona fide, paid subscriber to The Optimist Magazine, office publication of Optimist International, and shall continue as such as long as he remains a member. Subscription fees shall be collected by the club simultaneously with regular dues and forwarded to Optimist International in the manner provided by the latter.

#### Article XIII – Not for Profit Organization

Section 1: This club is organized and shall operate as a not-for-profit organization for social welfare, civic improvement, and other similar non-profit purposes. Any income received shall be applied only to the non-profit purposes and objectives of the organization, and no part of the income shall inure to the benefit of any officer or member. In the case of the disbandment or discontinuation of the organization, the Board of Directors will vote to determine what 501(c)3 organization shall receive any monies, funds or other assets of the Niles Noon Optimist Club upon its disbandment.

#### Article XIV – Amendments

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

## The Noon Optimist Club of Niles, Michigan

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President

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Secretary/Treasurer

Date Adopted: September 27, 2005