

COPY



**CLUB
NUMBER: 30110**

OPTIMIST CLUB BYLAWS

Effective August, 2006

ARTICLE I – NAME

This shall be known as The Optimist Club of Columbia, [aka Downtown Optimist Club] an affiliate of Optimist International.

ARTICLE II - PURPOSES

The purposes of this Club shall be to develop 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 well-being of humankind, community life, and the world.

ARTICLE III - MEMBERSHIP

The membership of this Club shall represent a compatible cross-section of the business, social, and cultural life of the community and shall consist of adults of good character and community standing generally compatible with the membership of all Optimist Clubs, who reside or have community interests in the city/area of Columbia, Missouri, and who have been duly elected to membership in the manner prescribed in these bylaws. All memberships shall be held by individuals and shall not be transferable.

ARTICLE IV - ADMISSION TO MEMBERSHIP

Members shall be admitted to the Club in the following manner:

- Section 1: Proposals for membership shall be submitted to the Secretary in the form and manner prescribed by the Board of Directors and shall bear the endorsement of one or more members in good standing.
- Section 2: The Secretary shall immediately refer all such proposals to the Membership Committee for investigation and recommendation.
- Section 3: Upon approval by the Membership Committee, the Secretary 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.

Section 4: After all members have had 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 VII, Section 3 of these bylaws.

ARTICLE V - TERMINATION OF MEMBERSHIP

Section 1: Any member may resign from the Club provided that all dues and fees have been paid. Such designation shall be in writing to the Secretary.

Section 2: Any member who is two (2) 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. Such member, upon payment of arrears and submission of applications for reinstatement within thirty (30) days after said notice, may be reinstated at the discretion of the Board of Directors. Such member who has not applied for reinstatement within the stated period, shall be deemed to have forfeited membership in the Club and shall be so notified by the Secretary.

NOTE: This Section does not apply if the entire dues are offset by fundraisers.

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 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 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.

ARTICLE VI - OFFICERS

Section 1: The officers of this Club shall be a President and two (2) Vice Presidents, elected annually; and a Secretary and a Treasurer, each 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 to 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,
- Section 4: The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors, business meetings and all records of membership, attendance and service to the Club, in the form and manner prescribed by the Board of Directors. The Secretary shall also prepare and file all reports required by Optimist International, District administration and generally perform such duties as are ordinarily incumbent upon a Secretary.
- Section 5: The Treasurer shall keep and maintain all records of fees, dues and monies collected and disbursed. Submit regular financial statements in the form, manner and frequency prescribed by the Board of Director's, prepare an annual statement for the annual meeting of the Club and generally perform such duties as are ordinarily incumbent upon a Treasurer.
- Section 6: The Club Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and standard Club bylaws.

ARTICLE VII - DIRECTORS

- Section 1: There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the Vice Presidents, the Secretary, the Treasurer, and six (6) elected Directors, each of who shall have the right to vote. The offices of Secretary and Treasurer may be combined, in which case the Secretary/Treasurer shall have only one vote. Directors shall serve for a period of two 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 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 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 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 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.

ARTICLE VIII - ELECTION PROCEDURE

Section 1: Not later than April 1st, 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 not later than fifteen (15) days thereafter.

Section 2: Upon receipt of the report of the Nominating Committee the Secretary 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 not be later than April 30th.

Section 3: During the meeting at which the election is conducted the President shall read the notices as issued by the Secretary 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: 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 1st following their election.

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

ARTICLE IX – MEETINGS

- Section 1: Regular meetings of the Club shall be held on Mondays at such time and place as may be determined by the Board of Directors.
- Section 2: Special meetings may be called by the President, or by the Secretary 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 \$ 15.00, 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 \$ 60.00 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. 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 1st of each year until September 30th 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 President shall appoint the chair and members of all committees and announce such appointments not later than October 1st following his or her election.

ARTICLE XII – MISCELLANEOUS

Section 1: 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 2: Any person 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 or she 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: These bylaws shall be reviewed annually.

ARTICLE XIII – STRUCTURE OF THE ORGANIZATION

The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501(c)3 of the Internal Revenue Code of 1986, as now in effect or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and aiding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)3 of the Code and the State of Missouri law (the "Act."). In furtherance of its permitted purposes, the Corporation may exercise any, all, and every lawful power or activity, which a corporation organized under the Act, may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activity is not permitted to be carried on (a) by a corporation exempt from federal income tax under

section 501(c)3 of the code or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Code.

ARTICLE XIV – AMENDMENTS

Section 1: Any amend refit to these bylaws must be in conformity with the Constitution and Bylaws of Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meeting, provide written notice of the proposed amendment, 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

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, 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.

Name of Club: The Optimist Club of Columbia [aka Downtown Optimist Club]

Richard B McKernan Date Adopted: August 28, 2006
(Club President)

M. J. Hatcher
(Club Secretary)

James H. Royal Date Approved: 9/14/06
(For Optimist International) (By Optimist International)