



# **OPTIMIST CLUB BYLAWS**

Effective November 06, 2017

## **ARTICLE I - NAME**

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This Club shall be known as Optimist Club of Herndon, Virginia, an affiliate of Optimist International.

## **ARTICLE II – MISSION**

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By providing hope and positive vision through the members of this Club, this Club will bring out the best in kids.

**Section 1:** The purposes of this Club are to develop optimism as a philosophy of life, using the tenets of the Optimist Creed; promote an active interest in good government and civic affairs; inspire respect for law; promote patriotism and work for international accord and friendship among all people; 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**

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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.

## **ARTICLE IV – ADMISSION TO MEMBERSHIP**

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Members shall be admitted to the Club according to such procedures as established by the Board of Directors.

## **ARTICLE V – TERMINATION OF MEMBERSHIP**

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**Section 1:** Any member may resign from the Club provided that all dues and fees have been paid.

**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. Upon payment of arrears within 30 days of said notice, the member's suspension shall end automatically. If such member has not paid within said 30 days, his membership shall automatically be terminated and the secretary shall so notify him of that termination.

**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/Treasurer shall immediately notify Optimist International and the Club's Board of Directors of such action.

**Section 5:** Any member whose membership in the Club, or sports league whose affiliation with the Club, has been terminated for any reason shall forfeit all interest in any funds or property acquired during their association with the Club and all rights to the use of the Optimist name (including DBA names), emblem, or other insignia of the Club.

**Section 6:** It shall be the prerogative of the Board of Directors to initiate a member's suspension or termination of membership on behalf of the Club.

## **ARTICLE VI – DIRECTORS**

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- Section 1:** There shall be a Board of Directors which shall consist of the officers of the club and up to twelve (12) elected members. Directors shall serve for a period of one (1) years or until their successors are duly qualified and elected and up to twelve (12) shall be elected every year. 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:** Of the twelve (12) elected Directors of the Board, up to two (2) shall be Civic Program Directors elected by the members of the Club, and up to ten (10) shall be Sports League Directors, each selected by the Board or Management Committee of their respective sports league. A Sports League Director must be or become a member of the Club in order to represent their sports league as a member of the Board of Directors.
- Section 3:** The Board of Directors shall have control and management of the Club's activities, determine all policies and procedures, elect, dismiss and discipline members, and generally supervise the affairs of the Club. The Civic Program Directors shall supervise the affairs of the Club's civic programs, including chairpersons, activities, and financial management, and ensure Club policies and procedures are followed by each civic program. Each Sports League Director shall supervise the affairs of their respective sports league, including activities and financial management, and ensure Club policies and procedures are followed by their sports league.
- Section 4:** Any member of the Board of Directors who is absent from three consecutive board meetings may be removed from office by a majority vote of the Board of Directors.
- Section 5:** The Board of Directors shall meet on a regular basis as they shall determine or at the call of the President. Any three members of the Board of Directors may call a meeting providing seventy-two (72) hours notice is given to all Board members. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present at a Board face-to-face meeting shall be necessary to give effect to any action of the Board. The Board may also transact its business through an email vote. An email vote on a specific motion is acceptable under the following conditions: (a) no Board member has requested the vote be held at a face-to-face meeting of the Board; (b) Board members are given a minimum of seventy-two (72) hours from the time the motion was emailed to Board members to respond with their email vote; and (c) a majority of Board members respond clearly indicating whether their vote is in favor or in opposition to the motion. If a Board member fails to respond to an email motion within the specified time period, the Board member's vote will be counted as an abstain. If a Board member is unable to attend a Board face-to-face meeting or participate in a Board email vote, the Board member may delegate his/her vote to another Board member.

## **ARTICLE VII – OFFICERS**

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- Section 1:** The officers of this Club shall be at a minimum the President and Secretary/Treasurer. The Club may also elect to have a Vice President.
- 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 an Optimist Club 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 President shall perform the duties of the President in his/her absence, perform such other duties as are ordinarily incumbent upon an Optimist Club Vice President, and perform such other duties as may be assigned to him/her by the President or Board of Directors.

**Section 4:** The Secretary/Treasurer shall ensure the minutes of all meetings of the Board of Directors and all records of membership, attendance, and service to the Club, in the form and manner prescribed by the Board of Directors, are collected and maintained; all reports required by Optimist International, District administration, and Federal, State, and local government agencies are prepared and filed; records of all fees, dues and monies collected and disbursed are collected and maintained; and regular financial statements in the form, manner, and frequency prescribed by the Board of Directors are prepared and presented to the Board of Directors. The Secretary/Treasurer shall also perform such duties as are ordinarily incumbent upon an Optimist Club Secretary/Treasurer.

**Section 5:** All officers shall hold office for one (1) 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 of Directors. The Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and Club bylaws.

**Section 6:** No officer of the Club shall hold more than one office on the Board of Directors at the same time.

## **ARTICLE VIII – ELECTION PROCEDURE**

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The election of Club officer(s) and Directors should be completed not later than April 30.

**Section 1:** The Club Officers and Directors for the new fiscal year shall be confirmed by the current fiscal year's Board of Directors no later than September 30 of the current fiscal year. All Club Officers and Directors shall assume the responsibilities of their respective offices on October 1 of the new fiscal year.

**Section 2:** Only members in good standing shall be eligible to hold office or vote. Members shall be considered in good standing if their membership fees have been paid unless their membership has been suspended or terminated by the Board of Directors or they have submitted their resignation from the Club.

**Section 3:** Separate balloting shall be conducted for each elected position on the Board. Where there is only one nominee for a position on the Board, the President shall request a unanimous ballot for the nominee. A majority of the votes cast shall be required to elect.

**Section 4:** Nothing in this article shall be construed as precluding nominations from the floor.

**Section 5:** Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

**Section 6:** The Secretary/Treasurer shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

## **ARTICLE IX – MEETINGS**

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

**Section 2:** Special meetings may be called by the Presiding Officer, 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**

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- Section 1:** Each new member of the Club shall pay a membership fee to be set each year by the Board of Directors during the Club's annual budget approval process, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Secretary/Treasurer.
- Section 2:** Annual membership fees shall be set by the Board of Directors during the Club's annual budget approval process, payable in advance of the Club's fiscal year.
- 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 as part of the Club's annual budget approval process.
- 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.

## **ARTICLE XI – COMMITTEES**

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- 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 1 following his or her election.

## **ARTICLE XII – MISCELLANEOUS**

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- Section 1:** These bylaws shall be reviewed annually.
- Section 2:** 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 he or she had been a member at the time of their adoption.
- Section 3:** Any sports league affiliated with 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 sports league had been affiliated with the Club at the time of their adoption.
- Section 4:** Any funds or property (including, but not limited to, physical goods, permits, charters, licenses, or other rights of use) acquired as a result of activities performed by a person representing this Club or activities managed by a sports league affiliated with this Club shall be deemed assets of this Club and under the management and control of the Board of Directors.
- 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:** In recognition of the benefits and services available to this Club and its members through its affiliation with Optimist International, this Club, when deemed necessary by the Board of Directors, shall exercise its rights and privileges of participation in the government and activities of Optimist International. This Club, when deemed necessary by the Board of Directors, shall provide for its representation at meetings and conventions of Optimist International and the District and when preparing the annual Optimist International and District budgets.

## **ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION**

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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 and 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.

Section 1: The Optimist Club of Herndon, VA shall be incorporated under the Virginia Non-stock Corporation Act for the purposes stated in Article II - Mission.

## ARTICLE XIV – AMENDMENTS

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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, provide 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

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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 or the Optimist International Foundation, 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.

*Standard document revised: March 2010*

Name of Club: **HERNDON, VA**

Date last changed on **Monday, November 6, 2017 6:44 AM**

Today's date is **Monday, January 15, 2018 12:53 PM**

Club President's Signature: **James Passmore** (10-29-2017)

Club Secretary/Treasurer's Signature: **Jasmine Faubert** (10-14-2017)

Senior Director of Member Services: **Stephanie Monschein** (11-06-2017)