

OPTIMIST CLUB OF ROLLA

P.O.Box 1366
Rolla, Missouri 65402

OPTIMIST CLUB BYLAWS
THE OPTIMIST CLUB OF ROLLA, MISSOURI
Amended 09-18-68, 08-27-69, 11-01-72, 05-21-75, 06-04-86, 02-01-89,
08-12-92 08-18-04 & 04-27-05

ARTICLE I: - NAME

This Club shall be known as the Optimist Club of Rolla, Missouri, 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

SECTION 1. The membership of this Club shall represent a 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 of Rolla, Missouri or the area adjacent thereto 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.

SECTION 2. A member shall be regarded as in good standing if he or she is not more than ninety (90) days in arrears in payment of any indebtedness. Dues or otherwise, to the Club.

SECTION 3. 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 or she had been a member at the time of their adoption.

ARTICLE IV: - ADMISSION TO MEMBERSHIP

SECTION 1. Members shall be admitted to the Club in the following manner:

- a) Applications for membership shall be submitted to the Secretary in writing in the form and manner prescribed by the Board of Directors and shall bear the endorsement of two members in good standing. Interested persons may be invited to a Club meeting for the purpose of informing them of Club purposes and activities prior to submitting an application for membership.
- b) After receiving the application, the Secretary shall notify the membership at the next regular Club meeting of the identity of the applicant and the date on which such application will be acted upon by the Board of Directors. The date of the Board of Directors meeting shall not be earlier than seven (7) days following the date of such notification.
- c) Thereafter, and after all members have had the opportunity to express objections, if any, regarding the applicant for membership, the Board of Directors shall at its discretion, at a regular or special Board meeting, approve or reject such application 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.
- d) Upon favorable action by the Board of Directors, such approval shall be communicated to the applicant by a Sponsor and/or the Secretary, and the Secretary shall forthwith collect all dues and

fees prescribed by these Bylaws and, upon receipt thereof, immediately forward the new member's name, address, and enrollment 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 or her membership was terminated, may be admitted to membership in the manner prescribed in SECTION 1 of this ARTICLE and by complying with such requirement as may be established by the Board of Directors. The admission of such 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 indebtedness to the Club has been paid and that such resignation shall be in writing to the Secretary.

SECTION 2. Any member who is three (3) months in arrears in the payment of dues or other indebtedness to the Club shall be notified in writing by the Secretary that the member is suspended from membership. Such member, upon payment of arrears and submission of application for reinstatement within thirty (30) days after such notice, may at the discretion of the Board of Directors, be reinstated. If such member has not applied for reinstatement within the stated period, he or she shall be deemed to have forfeited his or her membership and shall be so notified by the Secretary.

SECTION 3. Any member charged with conduct unbecoming an Optimist or with any act prejudicial to the best interest of the Club or Optimist International, and against who such charges are sustained after opportunity to appear before the Board of Directors in his or her 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 shall notify the member in writing of said action without further explanation.

SECTION 4. In case of the resignation or expulsion of any member, the Secretary 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 this Club shall be President, President-Elect and two Vice Presidents, who shall be elected annually, and a Secretary and a 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 offices become 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. He or she 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 meetings of the District, or in case of absence for good and sufficient reason, provide for his or her 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 the Board of Directors.

SECTION 4. The *Secretary* shall keep and maintain all records of membership, attendance, minutes of all membership and Board of Directors meetings, 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. He or she shall also make and file all reports required by Optimist International and the District 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 in the form and manner prescribed by the Board of Directors. He or she shall 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 Treasurer. The Treasurer shall be bonded in an amount prescribed by the Board of Directors.

SECTION 6. The *President-Elect* shall assist the President in the performance of the duties of his or her office and preside at meetings of the membership and the Board of Directors in the absence of the President. In addition to attending Zone and District meetings, he or she shall be responsible for organizing Committees for the ensuing year.

SECTION 7. The 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, President-Elect, the immediate Past-President, the Vice-Presidents, the Secretary, the Treasurer, and six (6) elected Directors, each of whom shall have the right to vote. The offices of Secretary and Treasurer may be combined, in which case, the Secretary-Treasurer will have only one vote. Elected Directors shall serve a period of two (2) years or until their successors are duly qualified and elected. 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 Clubs 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 (3) 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.

SECTION 4. Any member of the board who is absent for three (3) consecutive board meetings will forfeit the office with the approval of the Board of Directors. Notice of said action shall be sent to all members by the Secretary.

ARTICLE VIII: - ELECTION PROCEDURE

SECTION 1. On or before March 1st, the President shall, with the approval of the Board of Directors, announce the appointment of a nomination committee of five (5) members. The nomination 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 not later than fifteen (15) days thereafter.

SECTION 2. Upon receipt of the report of the nomination committee, the Secretary shall, within fourteen (14) days, send to each member a notice setting forth the nominations of the nomination 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 May 1.

SECTION 3. During the meeting at which the election is to be 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 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 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 immediately report the results of all elections and appointments of Club Officers to Optimist International and the District.

ARTICLE IX: - MEETINGS

SECTION 1. Regular weekly dinner meetings of the Club shall be held on Wednesday 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 receiving a written request by at least five (5) 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 meeting.

SECTION 3. One-third (1/3) of the members in good standing shall constitute a quorum at a regular, special or annual meeting of the Club.

SECTION 4. The current edition of Robert's Rules of Order 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, as determined annually by the Board of Directors and approved by the membership. Payment of said fee is a prerequisite for admission to membership and is payable on demand of the Treasurer as provided in ARTICLE IV of these Bylaws. Former members in good standing of any Optimist Club shall pay a membership fee as determined by the Board of Directors and approved by the membership.

SECTION 2. Annual dues shall be determined by the Board of Directors annually, approved by the membership and payable quarterly in advance on the first day of October, January, April, and July. Annual dues for new members shall begin the first quarter following admission to membership.

SECTION 3. The Board of Directors may plan or recommend the raising 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 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

SECTION 1. The Board of Directors shall determine the number and purpose of all special and standing committees necessary to the achievement of the purposes of this Club.

SECTION 2. The President shall appoint a Sergeant-at-Arms, the Chairman and, members of all Committees, and shall announce such appointments not later than October 1, 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 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 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 budgets.

SECTION 2. 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 3. The Club hereby makes it a condition of membership that each member shall become a bona fide, paid subscriber to the Optimist Magazine, the official publication of Optimist International, and shall

continue as such as long as he or she 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.

SECTION 4. 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 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 be used for the benefit of any officer or member.

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 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: Optimist Club of Rolla, Missouri

_____ Approved by _____
(President) (for Optimist International)

_____ Date Approved _____
(Secretary) (by Optimist International)

Date Approved: 04-27-05