



OPTIMIST CLUB BYLAWS

Date Approved

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

ARTICLE I - NAME

This Club shall be known as Optimist Club of HERNDON, VIRGINIA, 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 membership requirements stated in Article III, Section 2, apply only to individuals receiving benefits provided by OI to the Club. Individuals receiving benefits acquired by the Club from commercial entities such as accident and liability insurance coverage must complete a Club program registration for each civic or sports program and season the individual is covered by the Club-acquired benefits.
- Section 4:** 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:** The Club is responsible for obtaining permission from its members to use their likeness and/or image in Optimist publications.
- Section 6:** A member in good standing is a member who is current on dues.

ARTICLE IV - ADMISSION TO MEMBERSHIP

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

ARTICLE V - TERMINATION OF MEMBERSHIP

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

- Section 2:** It shall be the prerogative of the Board on behalf of the Club to initiate termination of any member's membership, civic or sports program's affiliation with the Club, or participant's participation in a civic or sports program for actions (or inactions) inconsistent with the Club's policies or procedures.
- Section 3:** After issuance of a dues statement, a member who is two (2) or more months in arrears in the payment of dues or fees to the Club will be sent a written notice of the delinquency by the Club Secretary and/or Treasurer. If any member has not paid the dues or fees within 30 days of said letter, the member is subject to termination upon a vote of the Board.
- Section 4:** An individual's membership may be terminated if they are charged with conduct unbecoming of an Optimist (including being charged with a serious crime against a child, person or entity) or conduct prejudicial to the best interest of the Club or OI. Said member shall be given the opportunity to be heard by the Board to present any defense to the charges. If the charges are sustained by the Board, the individual's membership shall be terminated. Upon action by the Board, the Secretary shall immediately notify the member in writing.
- Section 5:** Upon failure of the Board to take any action against an individual member charged with conduct unbecoming of an Optimist (including being charged with a serious crime against a child, person or entity) or conduct prejudicial to the best interest of OI, OI may terminate the individual's membership after an investigation and an opportunity to be heard. Said individual shall receive a notice of determination from OI. Said notice shall be given by certified mail or any other delivery method available.
- Section 6:** In case of the resignation or expulsion of any member, the Secretary-Treasurer shall immediately notify Optimist International and all members of the Club.
- Section 7:** Any member whose membership in the Club, or civic or sports program whose affiliation with the Club, has been terminated for any reason shall forfeit all interest in any funds and tangible and intangible property acquired during membership or affiliation with the Club and all rights to the use of the Optimist name, the Club name, any Club doing-business-as (DBA) names, logos, emblems, or other insignia of the Club. In special circumstances, specific funds or property may be released by a majority vote of Board members.

ARTICLE VI - DIRECTORS

- Section 2:** 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 one (1) 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 3:** The Board shall have up to three (3) Civic Program Directors and up to ten (10) Sports Program Directors, each of whom is or will become a member of the Club. Each civic or sports program's management team may nominate a person to serve as the program's Civic or Sports Program Director. If there is no nominee or the nominee is not elected as a Director by a majority of Club members, the Board may appoint an interim Director until an election can take place.
- Section 4:** The Board shall have overall control and management of the Club's funds, property, and programs, determine Club policies, procedures, and technology standards, have authority if necessary to discipline Club members and program participants, and generally supervise the affairs of the Club. The Civic and Sports Program Directors shall supervise the day-to-day affairs of her or his program, ensure all Club policies, procedures, and technology standards are followed by the program's management team and participants, and take timely and appropriate action when the program or participants are not in compliance with Club policies, procedures, and technology standards.

Section 5: Any member of the Board who fails to carry out her or his responsibilities as described in Article VI, Section 4, or act in the best interest of the Club or the Club's community may be removed from the Board by a majority vote of the Board members after (a) the Board member's actions (or inactions) and the resulting issue(s) are presented in writing to the Board; (b) the Board member is given the opportunity to present relevant information to the Board; (c) the Board specifies in writing the corrective action(s) to be taken and corrective action timeframe(s) of not less than twenty-four (24) hours and consistent with the criticality of the issue(s); and (d) the Board member fails to complete the corrective action(s) within the specified timeframe(s). Notice of actions taken by the Board will be sent via email by the Secretary-Treasurer to affected civic and sports program management teams.

Section 6: The Board shall meet on a regular basis as they shall determine or at the call of the President or Secretary-Treasurer. Any three members of the Board may call a meeting providing seventy-two (72) hours notice is given to all Board members. A majority of the Board members shall constitute a quorum for the transaction of business. At a Board face-to-face meeting, a majority vote of those present 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 of 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 her or his vote to another Board member.

ARTICLE VII - OFFICERS

Section 7: 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 President 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 President. The President 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 Secretary-Treasurer shall ensure records are maintained of Board meetings and membership, attendance, and service to the Club. The Secretary-Treasurer shall ensure all reports required by OI, District administration, and Federal, State, and local government agencies are prepared and filed. The Secretary-Treasurer shall ensure records are maintained of all monies collected and disbursed and regular financial statements are prepared and presented to the Board. The Secretary-Treasurer shall perform such duties as are ordinarily incumbent upon a Secretary-Treasurer.

Section 8: No one individual can serve as both President and Secretary-Treasurer of the Club at the same time. An officer of the Club may serve as a Civic or Sports Program Director at the same time. 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.

Section 9: 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 Board Officer and Director position. A majority of the votes cast shall be required to elect.

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 Club members 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: The Secretary-Treasurer shall report the results of elections and appointments of Club Officers to OI and the District as soon as possible after the election or appointment.

Section 8: All Officers and Directors shall assume the responsibilities of their respective offices on October 1.

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 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: The fiscal year of the Club shall be from October 1 of each year until September 30 next following.

Section 2: The Board shall approve the annual Club administration budget and all civic and sports program budgets, including membership and participation fees, other sources of revenue, and expenses. Funds the government, the public, or Club members have contributed for a specific purpose shall be identified in the budget, used solely for the specified purpose, and a record of such funds use shall be maintained. OI and District membership fees for a Civic or Sports Program Director may be included the civic or sports program's budget expenses.

ARTICLE XI - COMMITTEES

Section 1: The Board shall determine the number, purpose, and membership of all special and standing committees required to achieve the purposes of the Club. Directors may determine the number, purpose, and membership of program management teams required to achieve the purposes of the civic or sports program.

ARTICLE XII - MISCELLANEOUS

- Section 1:** 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 2:** 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 3:** When deemed necessary by the Board, the Club shall exercise its rights and privileges of participation in the governance and activities of OI and provide representation at meetings and conventions of OI and the District.
- 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:** 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 6:** 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 7:** Any civic or sports program affiliated with the Club shall be deemed to have accepted these bylaws and the Bylaws of OI and shall be bound by them in all respects as if the civic or sports program had been affiliated with the Club at the time of their adoption. Any assets (including, but not limited to, funds, physical and intangible assets, electronic information, permits, charters, licenses, subscriptions, and other rights of use) acquired as a result of activities performed by an individual acting as an agent of the Club or one of the Club's civic or sports programs shall be deemed assets of the Club and under the management and control of the Board.
- Section 8:** 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.

Document Revised: June 30, 2023 to be effective October 1, 2023 with all Optimist Clubs' compliance by September 30, 2024.

Name of Club: **HERNDON, VA**

Date last changed on **Wednesday, November 8, 2023 3:53 PM**

Today date is **Wednesday, November 8, 2023 3:53 PM**

Electronic Signature

Club President: (Awaiting e-Signature)

Club Secretary: (Awaiting e-Signature)

NOT YET APPROVED.

**Needs E-Signatures from both the Club President and
Secretary/Treasurer before Optimist International's approval.**