

ByLaws

Our ByLaws have been updated and approved as of January 13, 2016.

HURON VALLEY OPTIMIST CLUB BYLAWS

Club #17502, Michigan District

ARTICLE I – NAME

This Club shall be known as **HURON VALLEY 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 yourself in service to others will advance the well-being of humankind, community life and the world.

ARTICLE III – MISSION

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

ARTICLE IV – 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 area of Commerce Township, Highland Township, Milford Township, Village of Milford and White Lake Township and have been duly elected to the membership in the manner prescribed in these bylaws. Memberships held by individuals shall not be transferable. Business memberships may be held according to prescribed rules of the Club, at a prescribed dues rate that will include membership benefits in addition to those of individual members, but will exclude liability insurance coverage in accordance with the policies of Optimist International. .

ARTICLE V – ADMISSION TO MEMBERSHIP

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

1. Application 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.
2. The Secretary shall, within 30 days, refer all such applications to the Membership Committee for investigation and recommendation.
3. Upon approval by the Membership Committee, the Secretary shall notify the membership of the identity of the new member and the date of formal admission to membership will be voted upon by the Board of Directors.
4. After all the members have had the opportunity to express objections, if any, the Board of Directors shall approve or reject the application for membership with explanation of rejection. A majority vote of those present shall be necessary to give approval as established by Article VII, Section 3 of these bylaws.

Article VI – TERMINATION OF MEMBERSHIP

Section 1. 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 so be notified by the Secretary or the Treasurer.

Section 2. If a Board Member is approached by a member of the Optimist Club regarding an accusation of serious misconduct about another member, said Board Member will meet with the rest of the Board and it will be reviewed on a case by case basis. If the Board feels it is significant it will be brought before the membership. A final decision to expel a member will be determined by the entire membership.

Section 3. In case of expulsion of any member, the Secretary shall notify Optimist International as soon as possible.

Section 4. 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 for the Huron Valley Optimist Club..

Section 5. It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

ARTICLE VII – OFFICERS

Section 1. The officers of the Club shall be President, Vice President and President Elect and will be elected annually. Further officers will be a Secretary and a Treasurer, each appointed annually by the President, and 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. The responsibility of new officers will take effect at the first meeting in October.

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. The President shall represent the club in all relations with Optimist International and the District and perform a like function in their behalf in relation of 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 such duties as are ordinarily incumbent upon the Vice President and such other duties as may be assigned to them by the President or Board of Directors. The Vice President takes over the duties of the President when he/she is not available.

Section 4. The President Elect shall perform such duties as are ordinarily incumbent upon Vice President and such other duties as may be assigned to them by the President or Board of Directors. The President Elect takes over the duties of the President and Vice President if they are not available.

Section 5. 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 serve 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 6. 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 Directors, prepare an annual statement and generally perform such duties as are ordinarily incumbent upon a Treasurer.

ARTICLE VIII – DIRECTORS

Section 1. There shall be a Board of Directors which shall consist of the President, Immediate Past President, the Vice President, the President Elect, 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 shall have only one vote. Directors shall serve for a period of two (2) years or until their successors are duly qualified and elected. Three of the Director's terms will end yearly opposite the other year of the other three Directors. In the event of a position on the Board of Directors becoming vacant for any reason, with the exception of the immediate past president, 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 a 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 (3) 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 for three (3) consecutive board meetings and has not made previous arrangements 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. In this age of technology, a Board Member is not considered absent if the meeting is attended remotely.

Section 5. The Board of Directors may hold a vote by email or telephone conference call if expediency is necessary and the issue cannot or should not wait until a special or regular Board meeting.

ARTICLE IX – 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 Nominating Committee of three or more 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 August 31.

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

Section 5. Only members in good standing shall be eligible to hold office or vote.

Section 6. Voting shall be by member and no member may cast more than one vote. Proxies will not be recognized.

Section 7. All officers and Directors shall assume the responsibilities of their respective offices on October 1 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 within 30 days after the election.

ARTICLE X – MEETINGS

Section 1. 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 (3) days in advance of the special meeting and advised what business will be considered. No other business may be conducted at the meetings.

Section 2. A minimum of ten (10) of the members in good standing shall constitute a quorum at any regular meeting of the Club.

The current edition of Robert's Rules of Order shall govern all deliberations of this organization and the organization's Board of Directors except as otherwise provided by these bylaws.

ARTICLE XI – REVENUE

Section 1. Annual dues amount shall be determined by the Board of Directors in three different categories: regular, educator, and business, and approved by the membership. Example: regular dues set at \$85.00. Educator's rate set at \$50.00. Business rate set at \$375.00. Business rates do not include any insurance cost or coverage.

Section 2. The Board of Directors may plan or recommend the raising or accumulations of revenue from sources other than those stated in Article XI.

Section 3. 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 4. The fiscal year of the Club shall be from October 1 of each year until September 30 next following.

Section 5. 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 and shall be three (3) in total. The federal form utilized is the "990" form.

ARTICLE XII – 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 the Club.

Section 2. The President shall appoint the chair and members of all committees.

ARTICLE XIII – 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 Huron Valley Optimist 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/she had been a member at the time of the adoption of said Bylaws.

Section 3. The Board of Directors, through the club treasurer, 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 to Optimist International and the District.

Section 4. The Board shall review the Huron Valley Optimist Club Bylaws every other year.

Section 5. During Club activities, for the protection of the membership and the youth of our community, no member shall have a one-on-one personal contact with any child.

ARTICLE XIV – SERVICE ORGANIZATION

This club is organized and shall operate as a service organization and shall be incorporated within the state/provincial/national statutes as such. The club is organized and shall operate exclusively for charitable service purposes set forth in 501 (c) (4) of the International 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 well-being of humankind, community life and the world.

ARTICLE XV – AMENDMENTS

Section 1. Any amendments 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 with a minimum of 10 members present. The Secretary will provide written notice of the proposed amendments and date of such meeting.

Section 2. All amendments to these bylaws must be submitted to Optimist International for approval.

ARTICLE XVI – DISSOLUTION OF CLUB

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner as to be fiscally resolved of all debts. 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) (4), the Code, as the Board of Directors shall determine.