

BYLAWS

Optimist Club of Redlands

ARTICLE I – NAME

This Club shall be known as the Optimist Club of Redlands, California, an affiliate of Optimist International.

ARTICLE II – PURPOSES

The purposes of this Club shall be to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for 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 man, his community, and world.

ARTICLE III – MEMBERSHIP

SECTION 1: The membership of this Club shall represent a compatible cross section of the business, social and cultural life in 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 Redlands or the adjacent area 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: Any member of the Club who shall have been a member in good standing of one or more Optimist Clubs for ten (10) or more years, or a Life Member of Optimist International, or a member who shall have retired from active business or professional life, may be elected to Reserve Membership upon written application to the Board of Directors (hereafter called the Board). Reserve Members shall pay all regular dues and fees and enjoy all rights and privileges of membership except that they may not hold office in Optimist International or participate in attendance contests of Optimist International.

SECTION 3: Any member of this Club who shall have been a member in good standing of one or more Optimist Clubs may request a leave of absence for a specified period upon written application to, and approval of, the Board. During said leave of absence, the member will pay only regular dues and fees required by Optimist International and the Pacific Southeast District, and shall enjoy all rights and privileges of membership except that they may not hold elective office or participate in attendance contests in the Optimist Club of Redlands, the Pacific Southeast District or Optimist International.

ARTICLE IV – ADMISSION TO MEMBERSHIP

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

- a. Proposals for membership shall be submitted to the Secretary in the form and manner prescribed by the Board and shall bear the endorsement of one or more members in good standing. Application shall be accompanied by an initiation fee in an amount fixed by the Board.
- b. The Secretary shall immediately refer all such proposals to the Membership Committee for investigation and recommendation.
- c. Upon approval of 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.

- d. After all members have had the opportunity to express objections, if any, the Board 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.

SECTION 2: Any member in good standing of another Club of Optimist International may be admitted to membership upon proper credentials and otherwise complying with such provisions as the Board may prescribe.

ARTICLE V – TERMINATION OF MEMBERSHIP

SECTION 1: Any member may resign from the Club provided that all dues and fees have been paid. Such resignation shall be in writing to the Secretary and shall become effective when accepted by the Board.

SECTION 2: Any member who is two (2) or more quarters 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 application for reinstatement within thirty (30) days after said notice may be reinstated at the discretion of the Board. 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.

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 in his or her own defense, may at the discretion of the Board, be expelled from membership. Upon such action by the Board, the Secretary shall 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 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 a President, a First Vice President and a Second Vice President, who shall be elected annually, and a Secretary, Treasurer and Sergeant-at-Arms who shall be appointed annually by the President subject to the approval of the Board. The same person at the discretion of the President and approval of the Board may hold the offices of Secretary and Treasurer. All officers shall hold office for one year or until their successors are duly elected or appointed as provided by these bylaws. All officers shall hold full voting privileges as members of the board. In the event of any office becoming vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board.

SECTION 2: The President shall serve as the executive officer of the Club, preside at all meetings of the membership and Board, be an ex-officio member of all committees, exercise general supervision over the affairs of the Club and perform such other duties as are ordinarily incumbent upon a President. He 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 the case of necessary absence, provide for his representation by an accredited representative.

SECTION 3: The Vice President shall perform such duties as are ordinarily incumbent upon Vice Presidents and such duties as may be assigned to them by the President of the Board.

SECTION 4: The Sergeant-at-Arms shall assist the President in preparations for preserving order at all meetings of the Club and carry out other related duties as the President may prescribe.

SECTION 5: The Secretary shall keep and maintain all records of membership, attendance, minutes of all membership and Board meetings, in the form and manner prescribed by the Board, and shall conduct such correspondence as may be required by Optimist International and the District 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, and shall submit regular financial statements in the form and manner prescribed by the Board. Shall prepare an annual statement for the annual meeting of the Club and generally perform such duties as are ordinarily incumbent upon a Treasurer. At the discretion of the Board the Treasurer shall be bonded.

ARTICLE VII – DIRECTORS

SECTION 1: There shall be a Board of Directors which shall consist of the President, the immediate Past President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and nine (9) elected Directors. Elected Directors shall serve for 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 and such appointee shall serve for the duration of the term of the individual being replaced.

SECTION 2: The Board shall have control and management of the Club's activities, determine all policies, elect or discipline members and generally supervise the affairs of the Club.

SECTION 3: The Board 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 thereof. Roberts Rules of Order shall govern procedure at all meetings except as otherwise provided in these bylaws.

ARTICLE VIII – ELECTION PROCEDURE

SECTION 1: Not later than April 1, the President shall, with the approval of the Board, announce the appointment of a Nominating Committee of five (5) members. The Nominating Committee shall select at least one nominee for each expiring term of 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, mail to each member a notice listing 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 30.

SECTION 3: At the meeting at which the election is to be conducted the President shall read the notice 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 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 elective officer if this Club who has served a full term shall be eligible to succeed himself.

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 1, immediately following their election.

ARTICLE IX – MEETINGS

SECTION 1: Regular weekly lunch meetings of the Club shall be held on Thursday at such time and place as may be determined by the Board.

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

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: 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 established by the Board, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Secretary.

SECTION 2: Annual dues shall be established by the Board, including the subscription to Optimist Magazine, 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.

SECTION 3: A member shall be regarded as in good standing if he is not more than thirty (30) days in arrears in payment of any indebtedness, dues or otherwise, to the Club.

SECTION 4: From such fees and dues, as here described, the Club shall pay such regularly established fees as may be required by Optimist International and the District.

SECTION 5: Revenue from sources other than those named in this article may be raised or accumulated as provided by the Board subject to the will of the membership.

SECTION 6: The fiscal year of the Club shall be from October 1 of each year until September 30 immediately following.

SECTION 7: 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 8: The Board shall arrange for an annual audit by a certified public accountant or chartered accountant, currently licensed to practice in the State of California.

ARTICLE XI – COMMITTEES

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

SECTION 2: The President shall, following his election, appoint the chairmen and members of all committees, as approved by the Board and shall announce such appointments at the first regular club meeting following the first meeting of the newly elected Board.

ARTICLE XII – MISCELLANEOUS

SECTION 1: In recognition of the benefits and services available to this Club and its membership 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 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 – 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 purposes, and shall be incorporated within the State of California statutes as such. All income received shall be for the non-profit purposes of the organization and no part shall inure to the benefit of any officer or member.

ARTICLE XIV – AMENDMENTS

SECTION 1: Any amendment 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, provided written notice 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.