



OPTIMIST CLUB BYLAWS

Effective (October 7, 2021)

ARTICLE I - NAME

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

ARTICLE II - MISSION

By providing hope and positive vision, the members of this club will bring out the best in youth, our communities, and ourselves. The Optimist Club shall make its goal to achieve, at a minimum, Honor Club status for performance and operations.

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 in the community. All memberships shall be held by individuals and shall not be transferable.

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.

ARTICLE IV - ADMISSION TO MEMBERSHIP

- Section 1: Members shall be admitted to the Club according to such procedures as established by the Board of Directors.
- Section 2 Applications 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 (sponsors) in good standing.
- Section 3 Upon submission of the application to the President as specified in Article X, Section 1, the President shall refer the application to the Board of Directors at the next scheduled BOD meeting for action to approve or reject the application for membership. A majority vote of those present shall be necessary to give approval as established by Article, VI Section 3 of these By-laws.

ARTICLE V - TERMINATION OF MEMBERSHIP

- Section 1: Any member may resign from the Club Upon notification to the Board of Directors.
- 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: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

Section 5: 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 6: 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.

Section 7: No individual shall be allowed membership or maintain membership if convicted of any serious crime against a child, person, or entity. Upon failure of the club board of directors to take action, any individual charged with conduct unbecoming an Optimist member, may be subject to suspension and/or termination after an investigation and/or adjudication by the Optimist International Board of Directors and after an opportunity to be heard. Said member shall receive a final notice of determination from the Optimist International Board of Directors. Such notice by the Board of Directors shall be given by certified mail and any other delivery method available.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The Board of Directors shall have such minimum number of members as may be required from time to time by any applicable federal, state or provincial legislation governing not for profit corporations or organizations. Directors shall serve for a period of two years or until their successors are duly qualified and elected and shall be elected accordingly. 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: The Board of Directors shall consist of the President, the Immediate Past President, the President-Elect, the Vice President, the Secretary, the Treasurer, and seven (7) elected Club Directors, each of who shall have the right to vote.

Section 3: 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 4: The Board of Directors shall meet at least once each month on a regular day as established by agreement at the beginning of each administrative year or at the call of the President. Any three members of the Board of Directors may call a meeting by providing a three-day written notice 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 5 Any member of the Board of Directors who is absent from three consecutive Board meetings will forfeit the office with the approval of the Board of Directors. A written notice of said action shall immediately be sent to all members by the Secretary.

ARTICLE VII - OFFICERS

- Section 1: The officers of this Club shall be President, Vice President, President-Elect, Immediate Past President, Secretary and Treasurer. The President, Vice President and President-elect, shall be elected annually. The Secretary and Treasurer shall be appointed annually by the incoming 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 an officer position becomes vacant, the vacancy shall be filled by the President and approved 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 a member of all committees, exercise general supervision over Club affairs and perform such other duties as are incumbent upon a President; and shall represent the Club in all relations with Optimist International and it's Districts. The President shall attend all duly called District meetings or, in the case of absence, provide for the Club's representation by an accredited representative.
- Section 3: The Vice President shall act as the primary backup for all Presidential functions. The VP will insure that members provide general meeting speakers when assigned or volunteered.
- Section 4: The President-Elect shall use his term to become familiar with all aspects of the operation of the Club. He shall represent the President in

functions when the President or Vice President cannot, including presiding at Club meetings.

Section 5: The Secretary shall keep and maintain the minutes including attendance of all meetings of the Board of Directors, business meetings and all records of membership. 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 maintain all records of fees, dues and monies collected and disbursed. The Treasurer shall submit monthly financial statements in the form and manner prescribed by the Board of Directors to the BOD and quarterly to the membership. The Treasurer shall prepare an annual statement for the last scheduled meeting of the Club year and generally perform such duties as are ordinarily incumbent upon a Treasurer.

Section 7: Seven Club Directors shall provide guidance to Club operations and perform duties assigned by the Club President. Newer Club members shall use the position as a learning stage for becoming Club officers and committee chairman.

Section 8: The Club Board of Directors can amend or expand these duties as needed, as long as they are within the guidelines of Optimist International and Club by-laws.

ARTICLE VIII - ELECTION PROCEDURE

Section 1: The election of Club officer(s) and Directors should be completed not later than April 30

Section 2: At a general meeting not later than March 15, the President shall with the approval of the Board of Directors, announce the appointment of a Nominating Committee with a minimum of five (5) members consisting of Past Presidents. The President will request the names of anyone that wants to become a member of the BOD and their preferred position to contact him immediately. The Nominating Committee shall meet and select at least one nominee for each expiring office and directorship including any requests received. More than one nominee can be

submitted for any position. Such nominations shall be delivered to the Secretary in writing by April 1.

- Section 3: Upon receipt of the nominations from the Nominating Committee, the Secretary shall immediately notify each member of the Club of the nominations for each position in alphabetical order by office. The Secretary shall also notify each member that additional nominations will be accepted at the next scheduled general meeting. At the next general meeting, the President shall read the list on nominations for each position and ask for any nominations from the floor. The President shall then announce the date of the meeting at which the election shall be conducted.
- Section 4: 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 vote 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 nominees receiving the highest number of votes shall be declared as being elected.
- Section 5: No President of this Club who has served a full term as President shall be eligible to serve the succeeding year as President.
- Section 6: Nothing in this article shall be construed as precluding nominations from the floor.
- Section 7: Only members in good standing shall be eligible to hold office or vote.
- Section 8: Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized. Voting shall be done in secret and no vote numbers shall be announced.
- Section 9: All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.
- Section 10: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.
- Section 11: Friends of Optimists are ineligible to cast votes or serve as an officer of the Club and/or on the Club Board of Directors (OI Bylaws Article III, Section 2).

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 of Directors.
- 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 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: 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
- Section 5: Program speakers shall provide informational and general interest presentations. No political or sales presentations shall be allowed.

ARTICLE X - REVENUE

- Section 1: Each applicant for Club membership shall pay a fee of \$50.00. Payment is a prerequisite for admission to membership.
- Section 2: Annual dues shall not exceed \$500.00 per member or as determined by the Board of Directors, Dues are payable quarterly in advance and in equal installments.
- 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.
- 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 shall be forwarded to the COC Foundation for distribution in accordance with its bylaws.
- Section 5: The fiscal year of the Club shall be from October 1 of each year until September 30 of the following year.

Section 6: The outgoing Board of Directors shall arrange for an annual audit of its finances near the end of its term in office. The Audit Committee shall consist of members not on the Board of Directors. The audit should be successfully completed by the end of the first quarter of the succeeding term.

Section 7: Special financial audits can be ordered by the Board at any time with a majority vote of the Board.

ARTICLE XI - 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 this Club.

Section 2: The President shall appoint the Program Committee Chairman for all special programs. The appointments shall be made and announced not later than November 1 following his or her election. The Secretary shall notify the membership in writing and include an invitation for any interested member to volunteer for a program committee

ARTICLE XII - MISCELLANEOUS

Section 1: A member or individual may act as an agent of an Optimist Club only upon prior written approval granting such agency by the Club's Board of Directors.

Section 2: 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 meeting and conventions of Optimist International and the District. It shall provide for such representation when preparing the annual budget.

Section 3: 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 4: 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 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: If the Club carries any form of club liability insurance, it must add Optimist International as an additional insured to the policy. Should the Club not name Optimist International as an additional insured, the Club shall hold Optimist International harmless from any liability and the Club shall reimburse Optimist International for any and all reasonable attorney fees, court costs, and losses sustained by Optimist International.
- Section 7: These bylaws shall be reviewed annually by July 31. Changes must be approved by the Board of Directors and the General Membership and submitted to Optimist International in accordance with Article XIV.
- Section 8: The Optimist Club of Cerritos and Optimist International, Inc., hereinafter referred to in combination as the Organization, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Organization, by reason of the fact that they served:
- (1) As a director, officer, employee or agent of the Organization; or
 - (2) at the request of the Board of Directors or officers of the Organization as a director, officer, employee or agent of this Organization or any other Organization, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Organization, and/or had no reasonable cause to believe the conduct was unlawful. The manner in which any action, suit or proceedings is disposed shall not create a

presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

(3) A member or individual may act as an agent of the Optimist Club of Cerritos only upon prior approval granting such agency by the Club's Board of Directors.

Section 9. Any indemnification, unless ordered by a court, shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the applicable standard of conduct set forth in this Article has been met. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, then by independent legal counsel in a written opinion. Indemnification in respect of any amount to be paid in settlement of any action, suit or proceeding shall be first approved by the directors. Notwithstanding, there shall be no indemnification for conduct that was finally adjudged by a court of competent jurisdiction to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 10. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case.

Section 11. The right of any person to indemnification as provided herein shall not be exclusive of any other rights to which they may be lawfully entitled, including indemnification in accordance with SECTION 355.476 RSMo. of the Missouri General Organization Act, or any corresponding Act of the State of California and any amendments thereto. The Organization may purchase and maintain insurance on behalf of any covered person, as stated above, to fund this indemnification.

ARTICLE XIII - NOT-FOR-PROFIT ORGANIZATION

_____ *Initial here to adopt* (U.S. Clubs only) 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 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 (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.

ARTICLE XIV- AMENDMENTS

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, 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 Optimist International for approval.

ARTICLE XV - DISSOLUTION

_____ *Initial here to adopt* (US Clubs only) After delinquent dues are paid to Optimist International, Clubs with any remaining assets are encouraged to contribute them to Optimist International, 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 dissolution, the assets of the Club shall be distributed to Optimist International or the Optimist International Foundation.

Name of Club: The Cerritos Optimist Club, 15203

Approved:

President

Optimist international

Date Approved: _____

Secretary

Optimist international

Date Adopted: _____