

**OPTIMIST CLUB OF
EVANSVILLE, INC.
05 175**



BYLAWS

Effective February 1, 2008

ARTICLE I – NAME

This shall be known as Optimist Club of Evansville, Inc., an affiliate of Optimist International.
(Alternatively known as Optimist Club of Evansville, Indiana – Downtown)

ARTICLE II – PURPOSE

The purpose 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

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 city/area of Evansville, Indiana and who have been duly elected to membership in the manner prescribed in these bylaws. All membership shall be held by individuals and shall not be transferable.

ARTICLE IV – ADMISSION TO MEMBERSHIP

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 of Directors and shall bear the endorsement of one or more members in good standing.
- b. The Secretary shall immediately refer all such proposals to the Membership Committee for investigation and recommendation.
- c. Upon approval by 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 of Directors.
- d. After all members have had opportunity to express objections, if any, the Board of Directors 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.

ARTICLE V – TERMINATION OF MEMBERSHIP

Section 1: By Resignation Any member may resign from the Club providing that all dues and fees have been paid. Such resignation shall be in writing to the Secretary.

Section 2: For Non-Payment of Dues Any member who is two (2) or more months in arrears in the payment of dues or other indebtedness 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 of Directors. Such member who has not applied for reinstatement within the stated period shall be deemed to have forfeited his or her membership in the Club and shall be notified by the Secretary.

Section 3: For Unbecoming Conduct 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. Expulsion

shall require the vote by written ballot of the majority of the Board members then voting. Upon such action by the Board of Directors, the Secretary shall notify the member in writing of such action without further explanation of reasons therefore.

Section 4: Effect of Termination of Membership 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. Any member whose membership in the Club has been forfeited 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. It shall be prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

ARTICLE VI – OFFICERS

Section 1: In General The officers of the Club shall be President, President Elect, Vice President, Sergeant-At-Arms, who are elected annually, and a Secretary and Treasurer, appointed annually by the President, subject to 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 by these bylaws. In the event that any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 2: The President shall serve as the executive officer of the Club, preside at all meetings of the Club and Board of Directors, be an ex-officio member of all committees, exercise general supervision over the 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 to 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. No president who has served a full term shall be eligible to serve a President in the succeeding year.

Section 3: The Vice President shall occupy the position of the President when or if he or she is unable to perform any of his or her duties, and in performing such duties, shall have the same authority as the President. Any Vice President shall perform such other duties as may be assigned to them by the President or the Board of Directors.

Section 4: The President Elect shall occupy the position of the President when the Vice President is unable to assume the duties as stated in Article VI, Section 3, and shall have the same authority as the President or Vice President. The President Elect shall perform such other duties as may be assigned to them by the President or Board of Directors.

Section 5: The Secretary-Treasurer shall keep and maintain minutes of all meetings of the Board of Directors, business meetings and all records of membership, attendance, fees, dues and monies collected and disbursed, in the form and manner prescribed by the Board of Directors, shall conduct such correspondence as may be required by the President and Board of Directors.

The Secretary-Treasurer shall also prepare and file reports required by Optimist International and the District administration, 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 Secretary-Treasurer. The Secretary-Treasurer shall be authorized to sign checks on the Club account. He or she will be bonded in an amount prescribed by the Board of Directors.

Section 5: The Sergeant at Arms shall attempt to maintain order during meetings, and is authorized to levy fines on members for exuberant or unbecoming conduct. He or she shall encourage or intimidate members to make contributions in recognition of their misdeeds, achievements or satisfactions, or to gain access to the floor for announcements; Provided, that the Board of Directors may set or modify a schedule for such fines or induced contributions. The Sergeant at Arms may be authorized by the Board of Directors to conduct raffles or contests for the purpose of funding the operation or charitable programs of the Club.

ARTICLE VII – DIRECTORS

Section 1: In General There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the President Elect, the Secretary, the Treasurer, the Sergeant at Arms, and six (6) members of Club, three (3) of whom have been elected by the Club membership in the current year, and three others whom were elected by the Club membership in the previous year. Elected directors shall thus serve for a period of two (2) years or until their successors are duly selected and qualified. Each of such members shall have the right to vote. Provided that the President shall vote only when necessary to break a tie vote. Each director shall continue in office until the election of his or her successor. Any director duly elected cannot succeed himself or herself until the lapse of one (1) year since previous service.

Section 2: Duties The Board of Directors shall have control and management of Club activities, determine all policies, elect, dismiss and discipline members, and generally supervise the affairs of the Club.

Section 3: Vacancies If any member of the Board of Directors shall resign or be determined by the Board of Directors to be incapable of continuing to serve as a Director, the President shall recommended his or her successor to the Board of Directors at its next scheduled meeting. The member then elected by the Board of Directors at such meeting shall complete the unexpected term, of the member thus succeeded.

Section 4: Meetings The Board of Directors shall meet at least once a month on a regular day which shall be fixed by it at the beginning of each administrative year, or at the call of the President or any three 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 5: Selection of Trustees of the Evansville Downtown Optimist Charitable Foundation Each year, the Board of Directors of the Club shall, at its first meeting after installation, select three (3) members in good standing of the Club to serve as Trustee of the Foundation for a term of three (3) years, or until their successors have been selected. No Trustee shall be elected to serve more than two (2) successive terms, except when six (6) or more of the Trustees then serving shall request the continuation of the service of any Trustee who has then completed two or more successive terms. In the event that the resignation, termination of Club membership or incapacity to serve shall at any time reduce the number of Trustees then serving to less than nine (9), the Board of Directors of the Club shall promptly fill any such vacancy or vacancies, and shall specify the date of termination of the term of each replacement Trustee of the Foundation thus selected, in order that at all terms of three (3) Trustees of the Foundation shall expire in each calendar year.

ARTICLE VIII – ELECTION PROCEDURES

Section 1: Nominating Committee Not later than April 1, the President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of five (5) 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: Notices 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 state the date of the meeting at which the election shall be conducted. The election shall be held not later than April 30.

Section 3: Conduct of Election During the meeting at which the election is conducted, the President shall read the notices as issued by the Secretary. Separate balloting shall then be conducted for each officer, and nominations for any office may be made from the floor preceding the ballot for such office. When there is only one nominee or set of nominees for any 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. The Secretary shall promptly report the results of the elections of club officers to Optimist International and the District.

Section 4: Eligibility to Vote Only members in good standing shall be eligible to hold office or vote, and no member may cast more than one vote. Proxies will not be recognized.

Section 5: All officers and directors shall assume responsibilities for their respective offices as of October 1.

ARTICLE IX - MEETINGS

Section 1: Regular weekly meetings of the Club shall be held on Wednesdays, 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 (3) days prior thereto by written notice of such special meeting and advised what business will be considered. No other business may be transacted.

Section 3: Quorum 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: Parliamentary Authority The provisions of Roberts 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 of thirty-five dollars (\$35.00) plus the installment of annual dues next due. Payment of said fee to be prerequisite to admission to membership.

Section 2: Annual dues shall be one hundred dollars (\$100.00) per member, including the subscription to The Optimist Magazine, payable in advance except that each fully paid life member shall be privileged to deduct from the payment of the dues the amount equal to the dues payable by the Club to Optimist International for such member. Such dues be paid semi-annually in advance of the first day of April and October.

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

Section 4: Other sources The Board of Directors may plan or recommend the raising or accumulation of revenue from sources other than those stated in this article. 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 record of such funds shall be maintained.

Section 5: The fiscal year of the Club shall be from October 1 of each year until the September 30 next following.

Section 6: Audit The Board of Directors shall arrange for an annual audit by a certified public accountant currently licensed to practice in the State of Indiana.

ARTICLE XI – COMMITTEES

Section 1: In General The Board of Directors shall determine the number and purposes of all special and standing committees necessary to the achievement of the objects and purposes of this Club.

Section 2: Appointment The President shall, immediately following his or her election, appoint, the chairman and members of all committees, and shall announce such appointments not later than July 1 following his or her election.

ARTICLE XII – MISCELLANEOUS

Section 1: Relationship with Optimist International 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 also provide for its proper representation at all meeting and conventions of Optimist International and the district, in accordance with the Bylaws thereof, and shall provide for such representation when preparing the annual budget.

Section 2: Ratification of Bylaws 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 they had been a member at the time of their adoption.

Section 3: Obligations to Optimist International and District The Board of Directors shall provide for the prompt payment of all dues and other obligations to Optimist International and the District, and shall require the prompt completion and submissions of all reports required by Optimist International and the District.

Section 4: These bylaws shall be reviewed annually.

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

Section 1: In General 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 and shall operate exclusively for charitable and educational purposes set forth in Section 501 (c) (3) 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 well-being of humankind, community life and the world.

ARTICLE XIV – ADMENDMENTS

Section 1: In General Any amendment to these Bylaws must be in conformity with the Constitution and Bylaws of Optimist International and the District, and shall be adopted by a two-thirds (2/3) vote of the members present at any meeting at which a quorum is present, provided that written notice of the proposed amendment, including the date of such meeting and the text of the proposed amendment, 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 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 Evansville, Inc. (as incorporated)

Approved by _____
(President) (Optimist International)

Date Approved _____
(Secretary) (by Optimist International)

Date Adopted _____

