

**DOR-WOOD OPTIMIST CLUB
PROPOSED BY-LAWS
SEPTEMBER, 2010**

ARTICLE I – NAME

This Club shall be known as OPTIMIST CLUB OF DOR-WOOD, KETTERING, OHIO, an affiliate of Optimist International.

ARTICLE II – OBJECTIVES

The purposes of this club shall be to develop Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed. By providing hope and positive vision through the members of this Club, this Club will bring out the best in kids.

ARTICLE III – MEMBERSHIP

Membership in this Optimist Club shall represent adults, who are persons of good character, from the business, social, and cultural life of the community, who reside or have community interests in the city and area of Kettering, Ohio. All memberships shall be held by individuals and shall not be transferable.

ARTICLE IV – ADMISSION TO MEMBERSHIP

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

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 Any member who is three (3) or more months in arrears in the payment of dues or fees to the Club may be suspended from membership. The member will be provided written notice by the Secretary. Upon payment of arrears within 30 days of said notice, the member's suspension may end automatically. If such member has not paid within said 30 days, the member's membership may be terminated and the secretary shall so notify the member 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 their 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: 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 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 6: It shall be the prerogative of the Board of Directors to confirm any termination of membership on behalf of the Club.

ARTICLE VI – OFFICERS

Section 1: The officers of this Club shall be determined by the Club as per State and National law. The officers of the Club shall be the following:

A President and two (2) Vice Presidents, elected annually; and a Secretary and a Treasurer, each appointed annually by the 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 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 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; and 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.

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

Section 4: 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 service to 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 5: 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 for the annual meeting of the Club and generally perform such duties as are ordinarily incumbent upon a Treasurer.

Section 6: 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 may be filled by the Board of Directors. 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 standard Club bylaws.

Section 7: The Board of Directors is authorized to provide reasonable compensation as it sees fit to the President, Club Secretary and Club Treasurer. Any such compensation is to be reviewed annually by the Board of Directors.

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

ARTICLE VII – DIRECTORS

Section 1: There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the President-Elect, the two Vice Presidents, the Secretary, the Treasurer and six (6) elected Directors, each of whom shall have the right to vote. Directors shall serve for a period of two years or until their successors are duly qualified and elected and three shall be elected every year. 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 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 on a regular basis as they shall determine or at the call of the President/Chair. Any three 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 from three consecutive board meetings may be removed from office by the Board of Directors. Notice of said action shall be communicated to all Club members by the Secretary.

ARTICLE VIII – ELECTION PROCEDURE

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

Section 2: The Board of Directors shall establish the procedures for nominations of Officers and Board of Directors.

Section 3: Separate balloting shall be conducted for each office. Where there is only one nominee for an office, the President/Chair shall request a unanimous ballot for the nominee. A majority of the votes cast shall be required to elect. 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 individuals and no person 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 8: The Secretary shall report the results of all elections and appointments of Club officers to Optimist International and the District immediately.

ARTICLE IX – MEETINGS

Section 1: Regular meetings of the Club shall be 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 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.

Notification can be made by mail, email, or telephone.

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.

ARTICLE X – REVENUE

Section 1: Each new member of the Club shall pay a membership fee as determined by the Board of Directors, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer.

Section 2: Dues shall be determined by the Board of Directors, payable in advance in a manner determined by the Board of Directors, 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 for each member.

Membership dues may be voluntary as administrative costs and may be offset by fundraisers, grants or business sponsorships, at the discretion of the Board of Directors.

Members shall also be billed for meal service as determined by the Board of Directors.

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

Section 4: The Board of Directors may plan or recommend the raising or accumulations of revenue from sources other than those stated in this article.

Section 5: 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 6: The fiscal year of the Club shall be from October 1 of each year until September 30 next following.

Section 7: 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 Board members and non-board members.

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 chair of all standing committees and announce such appointments not later than October 1 following their election.

ARTICLE XII – 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 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 3: 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 4: These bylaws shall be reviewed annually.

Section 5: Announcements and articles in the weekly club bulletin will fulfill any requirement of mail or notification to the club membership as a whole.

ARTICLE XIII – NOT-FOR-PROFIT ORGANIZATION

Section 1: This Club is organized and shall operate as a not-for-profit organization and shall be incorporated within the state and national statutes as such. The Club is organized and to adopt shall 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, provide 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

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of 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 or the Optimist International Foundation, 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.