

# **THE OPTIMIST CLUB OF MENOMONEE FALLS INC.**

## **ARTICLE I**

This club shall be known as "The Optimist Club Menomonee Falls Inc.", an affiliate of Optimist International.

## **ARTICLE II - PURPOSES**

### **Purposes Language**

The Corporation is organized exclusively for Charitable and Education 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"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and siding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(4) of the Code and Wisconsin law (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, all, and every lawful power or activity, which a corporation organized in the Act, may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions to qualified persons (other than its Directors, Officers, and employees of their immediate families) in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate to public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(4) of the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **Dissolution Language**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(4) of the Code, as the Board of Directors shall determine.

### **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 Greater Menomonee Falls area and who have been duly elected to membership in the manner prescribed in these by-laws. 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 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 by-laws.

### **ARTICLE V — TERMINATION OF MEMBERSHIP**

**Section 1:** Any member may resign from the club provided that such resignation shall be given to any Officer or Board Member.

**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/she will be provided written notice by the Treasurer. 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 membership in the club and shall be so notified by the Secretary/Treasurer.

**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 who such charges are sustained after opportunity to appear before the Board of Directors in his/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/Treasurer shall immediately notify the member in writing of said action.

**Section 4:** In case of the resignation or expulsion of any member, the Secretary/Treasurer 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 and 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:** Elected annually, the Officers of the club shall be a President, two (2) Vice Presidents, and a Secretary/Treasurer, subject to the approval of the Board of Directors. All Officers shall hold Office for one (1) year or until their successors are duly elected or appointed as provided in these by-laws. 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 on 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:** A Secretary and a Treasurer – Recommended by the Board of Directors and approval by the membership; that the Secretary and Treasurer Officer shall be separate positions. The second Vice President will be responsible for the minutes of Board meetings and any other secretarial duties. The Treasurer will be responsible for all financial transactions.

The positions of Secretary and Treasurer shall also prepare and file all reports required by Optimist International and the district administration. The Treasurer shall submit regular financial statements in the form, manner, and frequency prescribed by the Board of Directors, and prepare an annual statement for the annual meeting of the club. In addition, the Secretary and Treasurer shall generally perform such duties as are ordinarily incumbent upon them.

## **ARTICLE VII – DIRECTORS**

**Section 1:** There shall be a Board of Directors which shall consist of the President, the Immediate Past President, the Vice Presidents, the Secretary and Treasurer, and six (6) elected Directors, each of whom shall have the right to vote. 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, such vacancy shall be filled by the Board of Directors and such

appointee shall serve for the duration of the term of the individual being replaced. Three (3) Directors shall be elected each calendar year. One additional nonvoting member will come from the Past Presidents Council (PPC) and will serve a one year term for advisement purposes only.

**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 each month on a regular day to be fixed 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 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 (3) consecutive Board meetings unexcused, shall forfeit the Office with approval of the Board of Directors. Notice of said action shall be mailed to all members by the Secretary.

## **ARTICLE VIII — ELECTION PROCEDURE**

(A change of time was approved by 2/3 of members on April 3, 2009)

**Section 1:** Not later than May 1st, The President shall, with the approval of the Board of Directors, announce the appointment of a Nominating Committee of seven (7) members. This committee will include The President, Past President, 1st Vice President and 2nd Vice President. In addition the PPC will provide three members to complete the committee. 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 May 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 (1) 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 individuals and no person may cast more than one (1) 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 weekly 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 (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 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:** (Demeter's, Con-Morin, or Roberts) Manual of Parliamentary Law and Procedure shall govern all deliberations of this organization and its Board of Directors except as otherwise provided in these by-laws.

## **ARTICLE X – REVENUE**

**Section 1:** Each new member of the club shall pay a membership fee, an amount 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:** Annual dues shall be an amount determined by the Board of Directors, which includes the subscription to the 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.

**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 accumulation 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, education, 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 an annual audit by an accounting professional who shall report his/her findings to the Board no later than the end of the calendar year.

## **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 and members of all committees and announce such appointments not later than October 1 following his/her 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 by-laws and the Constitution and By-laws of Optimist International and shall be bound by them in all respects as if he/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 by-laws shall be reviewed annually by a task force appointed by the Board.

## **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/provincial statutes as such. All income received shall be for the non-profit purposes of the organization, and no part of the income shall inure to the benefit of any Officer or member.

## **ARTICLE XIV – ELECTRONIC COMMUNICATION**

The Menomonee Falls Optimist club shall utilize the mass e-mail process as an official notification so as to inform the members of a vote to change the Constitution or any other official club business requiring a formal vote.

**ARTICLE XV – AMENDMENTS**

**Section 1:** Any amendment to these by-laws must be in conformity with the Constitution and By-laws of Optimist International, shall be adopted by a two-thirds (2/3) vote of the members present at any meetings, provided written notice of the proposed amendment and date of such meeting shall have been given the members at least two (2) weeks prior thereto.

**Section 2:** All amendments to these by-laws must be submitted to Optimist International.

Name of club: \_\_\_\_\_

\_\_\_\_\_ Approved by \_\_\_\_\_  
(President) (For Optimist International)

\_\_\_\_\_ Date Approved \_\_\_\_\_  
(Secretary-Treasurer) (By Optimist International)

Date Adopted \_\_\_\_\_

**\*\*Note:** Revised, voted in, and adopted by this club on September 27, 2006, Certificate of Amendment filed and recorded with the State of Wisconsin Department of Financial Institutions on January 11, 2007.

**ARTICLE XVI – POLICIES/PROCEDURES**

The following Policies/Procedures were recommended by an Advisory Council and then passed by the Board of Directors. The membership voted to adopt these Policies and Procedures on April 1, 2009.

**Policy/Procedure**

**1: Participation by Non-Menomonee Falls' Area Students:**

Our first priority is to the students of the greater Menomonee Falls area, which would include students in Germantown and Sussex. Those students would be eligible to participate in most Menomonee Falls Optimist club events including those events sponsored by Optimist International and SWIS District. Students from outside the aforementioned schools would not be allowed to participate in activities and events supported by the Menomonee Falls Optimist club and which may include programs which are part of Optimist International and the SWIS District.

Students in Germantown and Sussex could participate in Tri-Star events, Fishing Derby and leaf raking. They would not be eligible to participate in Oratory, Essay, or Distinguished Young Women.

**2: Donation request by student organizations:**

Donation requests should always keep in mind “kids” first. If student groups outside of the Menomonee Falls area apply for a donation, funding that donation would be determined by having the students make a “live” presentation to the Board. If attractive to the Board, a minimum of \$100.00 should be considered, based on effort and the cause.

**3: Charity donating to a Charity:**

The Menomonee Falls Optimist club IS a Charity organization. The Board of Directors should choose very carefully when giving a donation to a charitable organization. The number one (1) consideration should be given to how the donation directly benefits “kids” in relation to the Mission Statement to “Bringing out the Best in Kids”.

**4: President authorized expenditures:**

In the event it is not practical or convenient for the Board to approve a purchase or other expenditure requested by a committee chair or Board member for a specific Optimist project, then the President may authorize up to \$250.00 without Board approval. The President will then provide receipts and justification for said approval.

**5: New members and sponsors:**

New members should be encouraged to get involved in a committee. Sponsors are responsible to mentor the new member and create a warm Optimistic atmosphere for “Bringing Out the Best in Kids.”

**6: The Selling of tickets for club fund raisers:**

Tickets for a fund raiser, i.e. Chili dinner, will be given to each member. Members ARE NOT required to sell fund raising tickets, but are ENCOURAGED to do so. A member may return tickets at anytime, but members ARE FINANACIALLY RESPONSIBLE for the tickets they have received and must return unsold tickets to the Director of the activity.

**7: Board Authorization of a Donation:**

The Board shall be allowed to authorize up to \$3,000.00 without membership approval. Any amount over \$3,000.00 must go to the membership for approval, provided we have at least \$10,000.00 in the Treasury.

**8: Board of Directors meeting time:**

The Board of Directors shall meet at 7:00 AM at a place designated by the President.