

THE BYLAWS
Of
THE OPTIMIST CLUB OF HERNDON
Approved by Optimist International July 14, 2009

ARTICLE I. NAME

The name of the organization shall be the "Optimist Club of Herndon". It shall be a member club of Optimist International.

The Optimist Club of Herndon (Club) is incorporated under the Nonprofit Organization Act of the Commonwealth of Virginia for the purposes hereinafter set forth.

ARTICLE II. MISSION

The purposes of the Optimist Club of Herndon 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; and to aid and encourage the development of youth in the belief that giving of one's self in service to others will advance the well being of people, the community, and the world.

ARTICLE III. DEFINITIONS

In these bylaws and in any existing or future policy and/or resolution, and unless contents otherwise stipulate:

"Administrator" – shall mean the individual employed by the Club for the purpose of managing activities prescribed by the Board of Directors.

"Board of Directors" - shall mean the President, the Past President, the President-Elect, the Chief Commissioner, the Secretary/Treasurer, the two Directors-at-Large, the Youth Sports Program Representatives, and the Administrator, if one is employed by the Board of Directors.

"Bylaws" - shall mean these bylaws of the Club as they may be adopted or amended.

"Chief Commissioner" – shall mean the Commissioner or President of one of the Youth Sports Programs who has been elected to represent all of the youth sports programs as an Officer of the Club.

"District" - shall mean the Capital-Virginia District of Optimist International.

"Executive Committee" – shall mean the Officers of the Club and the Administrator, if one is employed by the Board of Directors.

"Fiscal Year" - shall be as defined by the Club policies.

"Officers of the Club" - shall mean the President, the Past President, President-Elect, Chief Commissioner, the Secretary/Treasurer, and the two Directors-at-Large.

"Policies" - shall mean the resolutions that may be adopted or amended by the Board of Directors.

"Program Chairperson" – shall mean the individual appointed by the Officers of the Club for the purpose of managing a program organized and indemnified as an official program of the Club. Program Chairpersons shall be members of the Club.

"Youth Sports Program Representative" – shall mean the Commissioner or President, or their designee, of each Youth Sports Program organized and indemnified as an official program of the Club. Youth Sports Program Representatives shall be members of the Club.

ARTICLE IV. MEMBERSHIP

Section 1. General Membership. Membership in the Optimist Club of Herndon shall consist of adult men and women of good character residing in and having interest in the greater-Herndon community. Such persons shall be eligible for membership as provided by Board policy. Members who leave the greater-Herndon community may retain their membership, provided his/her dues are kept current.

Section 2. Life Membership. Upon recommendation of a member of the Board of Directors, and by a simple majority vote by the Board of Directors, an Optimist International Life Membership can be conferred upon a member.

Section 3. Resignation. Any member desiring to resign from the Optimist Club of Herndon shall submit a resignation in writing to the Secretary/Treasurer, who shall present it to the Board of Directors for action. A simple majority vote by the Board of Directors shall be sufficient to accept the resignation. Non payment of dues for 60 days beyond the due date as established annually by the Board of Directors shall be considered a suspended membership. Suspended memberships not restored to good standing within 30 days thereafter shall be considered automatic resignation by the member.

Section 4. Paid Employees. From time to time, the Board of Directors may cause to be employed one or more persons to carry out duties as assigned by the Board of Directors in support of the mission of the Club. The Board of Directors shall cause a Position Description to be approved and kept current for each such position.

Section 5. Administrator. From time to time, the Board of Directors may cause to be employed a paid Administrator to carry out duties as assigned by the Board of Directors in support of the mission of the Club. The Administrator shall be a non-voting member of the Board of Directors and Executive Committee. The Board of Directors shall cause a Position Description to be approved and kept current for the Administrator.

Section 6. Commissioner. The Commissioner or President of each Youth Sports Program shall be a member of the Club. Initiation fees shall be waived by the Club and annual dues paid by the respective Youth Sports Program.

ARTICLE V. ADMINISTRATION

Section 1. Administration. The Optimist Club of Herndon shall be governed by the Board of Directors.

Section 2. Vacancies. Upon the death, resignation, or incapacitation of any member of the Board of Directors, or in the event of the failure of any member of the Board of Directors to carry out the assigned duties of the office, the remaining Board of Directors may declare said position vacant and shall elect a successor to fill the remainder of the term.

ARTICLE VI. ELECTION AND TERM OF THE BOARD OF DIRECTORS

Section 1. One Year Term. The following members of the Board of Directors shall be elected and hold office for a term of one year: President, President-Elect, Secretary/Treasurer, and Chief Commissioner. The Past President shall serve as a member of the Board of Directors for a term of one year, the year immediately following his/her term as President.

Section 2. Two Year Term. The two Directors-at-Large shall be elected and hold office for a term of two years. One Director-at-Large shall be elected in even-numbered years and one Director-at-Large shall be elected in odd-numbered years.

Section 3. Nominations. Nominations for the Board of Directors shall be presented to the general membership by a nominating committee appointed by the President and consisting of the President-Elect, past Presidents and others selected by the President. Any additional nominations from the floor shall be accepted and presented to the general membership at the time of the elections.

Section 4. Election and Installation. Except for the Chief Commissioner, elections for the Board of Directors shall be held each year at a regular general membership meeting. The Chief Commissioner shall be elected by the Commissioners, or Presidents, of the Youth Sports Programs prior to such regular general membership meeting. Installation of officers shall be held in September.

Section 5. Multiple Offices. No member shall hold more than one office on the Board of Directors at one time.

Section 6. Consecutive Terms. Each member may serve one consecutive term, subject to election by the membership, except that the Secretary/Treasurer may serve four consecutive terms subject to election by the membership.

ARTICLE VII. REVENUE AND DISBURSEMENTS

Section 1. Revenue. The Club shall derive revenue from annual dues, fund raising events, registration fees, team sponsorships, and such other sources as may be approved by the Board of Directors.

Section 2. Disbursements. The Board of Directors may authorize purchases and the payment of such expenses, reimbursements, and obligations as it may deem necessary. Disbursement of all funds must be approved as directed by the Board of Directors. Program Chairpersons and Youth Sports Program Representatives must each submit an operating budget as prescribed and approved by the Board of Directors before any disbursements of funds can be made for a program.

Section 3. Separation of Funds. Revenues and expenditures pertaining to Programs and Youth Sports Programs shall be segregated from those pertaining to the General Club Operating Activities.

ARTICLE VIII. DUES AND FEES

Section 1. Annual Dues. Annual dues per member shall be as approved by the Board of Directors during the annual budget approval process and shall be exclusive of incidental costs, such as dinners and beverages. New member's dues shall be prorated quarterly except there will be no dues for members joining in the fourth quarter. Annual dues for continuing membership shall be received by the Secretary/Treasurer by January 31st.

Section 2. Initiation Fee. Each new member may be assessed an initiation fee as prescribed by Board policy.

Section 3. Life Membership. An individual receiving recognition as a Life Member shall pay annual dues as prescribed by Board policy.

ARTICLE IX. DUTIES OF THE BOARD OF DIRECTORS

Section 1. General Duties. The Board of Directors shall meet at least quarterly and is responsible for the policies of the Club and to ensure that all programs are operated in accordance with the purposes of the Club while maintaining the highest degree of fiscal responsibility. Operating issues shall include, but are not limited to the approval of:

1. Program Chairpersons or Youth Sports Program Representatives.
2. Each program and youth sports program budget.
3. Modification of a program's or youth sports program's goals, policies and procedures.

Section 2. Specific Duties.

1. Past President. The Past President shall facilitate relations with government organizations and other Optimist Clubs and serve as chairman of the nominating committee.
2. President. The President shall preside at all meetings of the general membership and of the Board of Directors and Executive Committee and shall be the chief executive officer exercising general supervision over the interests and affairs of the Club, subject to the direction of the Board of Directors and Executive Committee. The President shall be ex officio a member of all event committees, program committees, and youth sports programs.
3. President Elect. The President Elect shall be responsible for the recruitment of new members and for insuring the active participation of all members in the activities of the Club.

4. Secretary/Treasurer. The Secretary/Treasurer shall function as the chief financial officer and shall maintain all records and reports required by Optimist International. The Secretary/Treasurer shall see that the minutes of the meetings of the Board of Directors and Executive Committee are recorded and maintained and shall ensure that all resolutions passed by the Board of Directors and Executive Committee are published in the Newsletter.
5. Directors-at-Large. The Directors-at-Large shall share responsibilities to ensure the long term financial health of the Club by planning funding activities and raising funds to meet the organization's financial obligations as well as providing for the administration of programs for general membership meetings.

ARTICLE X. MEETINGS

Section 1. General Membership Meetings. At least six regular general membership meetings shall generally be held at a time and place as determined by the Board of Directors.

Section 2. Board of Directors Meetings. These meetings shall be held at least quarterly at a time and place determined by the President and approved by a majority of the Board of Directors.

Section 3. Special Meetings. Special meeting and functions may be called at a time and place as determined by a majority of the Board of Directors.

Section 4. Quorum. Thirty percent (30%) of the members in good standing shall constitute a quorum at any regular general membership meeting or special meeting of the Club. No business will be presented unless a quorum is present. Sixty percent (60%) of the voting members of the Board of Directors shall constitute a quorum at any Board of Directors meeting of the Club. No business will be presented unless a quorum is present. A majority of the voting members of the Executive Committee shall constitute a quorum at any Executive Committee meeting of the Club. No business will be presented unless a quorum is present.

ARTICLE XI. AMENDMENTS

Section 1. These Bylaws may be amended by two-thirds (2/3) vote of the members present provided that notice of the proposed amendment has been given to the membership at least thirty (30) days prior to the date at which said amendment is to be voted and that notice of the proposed amendment has appeared in two successive editions of the Newsletter.

Section 2. No amendment shall be valid which is in conflict with these Bylaws and bylaws of Optimist International.

Article XII. Not for Profit Organization

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 lay; 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 of live and the world.

Article XIII. 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 assets of the Club exclusively for the purpose 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 Herndon

(President) Approved by _____

(Secretary) Date Approved _____

Date Adopted _____