

BY-LAWS
OF
OPTIMIST CLUB OF CAPE FEAR OF WILMINGTON, N.C., INCORPORATED

ARTICLE I

NAME

The name of the Corporation shall be OPTIMIST CLUB OF CAPE FEAR OF WILMINGTON, N.C., INCORPORATED. And it is sometimes referred to in these by-laws as the “Corporation”.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely:

1. To function as an Optimist club affiliated with Optimist International; to promote Optimism, to give primacy to the human and spiritual, rather than to the material values of life; to promote the adoption and the application of higher social, business and professional standards; to develop, by precept and example, a more intelligent, aggressive and serviceable citizenship; to render altruistic service, especially designed to better the youth and raise their self esteem and to provide through this club a practical means to form enduring friendships in continuing service and commitment to the youth and the community.
2. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and for public safety, literary, or

educational purposes qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

3. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
6. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.
7. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue of 1954 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III

BASIC POLICIES

The following policies of the Corporation

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.
3. The Corporation shall focus on serving the youth of the community and fostering the ideals promoted by Optimist International.
4. The Corporation shall adhere to all provisions and regulations required in order to maintain its standing as a chartered Optimist Club in the North Carolina East District.

ARTICLE IV

MEMBERSHIP AND DUES

SECTION A: MEMBERSHIP

1. Any individual, only by invitation from a member in good standing, who subscribes to the purpose and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the By-laws. Membership in the Corporation shall be available without regard to race, creed, sex or national origin.
2. The Corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
3. Only members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

SECTION B: PROSPECTIVE MEMBERS

1. A prospective member must be present for one of three readings of their new membership application. Each prospective member's application will be read 3 times at 3 separate meetings, (business & supper meetings).
2. A prospective member must attend an orientation (interview) session before swearing in at an Induction Ceremony.
3. A prospective member must be present for the swearing in at an induction ceremony.
4. All fees must be paid with submitted application.
5. Any member in good standing can reject a new member application, with reasonable objections and a written report of the objections to the Board of Directors.

SECTION C : MAINTAINING MEMBERSHIP IN GOOD STANDINGS

1. In order to maintain a membership in good standing, all dues must be kept up to date.

Note: It is highly encouraged that all members make a conscientious effort to participate in the club activities and fund raisers, such as:

- Christmas Tree Sales
- Concession Stand
- Tournaments and Concessions at said Tournaments
- Pancake Breakfasts
- Baseball & Softball Field Work
- Scheduled Workdays
- Club Fund Raisers

SECTION D: DUES

1. Each member or the Corporation shall pay annual dues as set from time to time by the Board of Directors.
2. A member whose dues are 2 months delinquent are subject to be suspended from the membership.

SECTION E : COMMITTEE CHAIRMAN, TEAM CAPTAINS & LEAGUE PRESIDENTS

1. In order to hold one of the said positions above, a member must be in good standing.
2. In order to hold one of the said positions, a member must attend Board meetings when needed and present periodic updates at said Board meetings.
3. All committee Chairman, Team Captains and League presidents must be approved by the Board of Directors.

ARTICLE V

OFFICERS AND THEIR ELECTION

1. OFFICERS

- (a) The officers of the Corporation shall consist of a President, President Elect, Vice President, Secretary/Treasurer, and the Immediate Past President.
- (b) Officers shall be elected by ballot annually in the month of April. However, if there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the Corporation for the nominee.
- (c) Officers shall assume their duties following the close of the annual meeting in September and shall serve for a term of one year and until the elected successors are to take office.
- (d) A person shall not be eligible to serve more than one term in succession in the same office. The only exception is out of necessity for the continuity of the Corporation.

2. ELECTION

- (a) There shall be a nominating committee composed of three (3) members who shall be appointed by the President at least one (1) month prior to the election.
- (b) The nominating committee shall nominate one or more eligible persons for each office to be filled and report its nominees at the regular meeting in April at which time additional nominations may be made from the floor.
- (c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. VACANCY

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the President Elect shall serve notice of the election.

ARTICLE VI

DUTIES OF OFFICERS

1. The President shall preside at all meeting of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these By-laws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.
2. The President Elect shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
3. The Secretary/Treasurer shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4. The Secretary/Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at each Board meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at an annual meeting. These financial statements are property of the Corporation and must be returned to the Treasurer. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-laws. The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement by the Board of Directors at least two weeks before the annual meeting.
5. The Secretary/Treasurer of the Corporation shall be bonded.
6. All expenditures (checks) made by the Corporation require two designated signatures, none of which can be the Treasurer.
7. All Officers shall:
 - (a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-laws and those assigned from time to time.
 - (b) Deliver to their successors all official material not later than ten (10) days following the swearing in of their successors.

ARTICLE VII

Board OF DIRECTORS

1. The Board of Directors shall consist of six (6) members and shall hold office for a two (2) year term. Each year a total of three (3) Directors shall be nominated and elected at the same time and in the same manner as the election for officers of the Corporation.
2. The duties of the Board of Directors shall be (I) to transact necessary business in the intervals between meetings of the Corporation, (II) to create standing committees, (III) to approve the plans of work of the standing committees, (IV) to present a report at the regular meetings of the Corporation, (V) to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts, (VI) to prepare and submit to the Corporation for approval a budget for the fiscal year, and (VII) to approve routine bills within the limits of the budget.
3. Regular meetings of the Board of Directors shall be held monthly, with the second meeting of each month designated as such. A majority of the board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the president or by a majority of the members of the Board.
4. The Governing Board of the Corporation shall consist of the six (6) Board of Directors, the five (5) Officers, for a total of no more than eleven (11) members.
5. Any member of the Board of Directors who is absent from three (3) consecutive Board of Director meetings shall be removed from office. Notice of said action shall be mailed to all members by the Secretary.

ARTICLE VIII

MEETINGS

1. Regular meetings of the Corporation shall be held at such time as the Corporation may from time to time determine by a majority vote. Business

meetings are to be held on the first Tuesday of each month, The Board of Directors meeting shall be held on the second Tuesday of each month, and the Supper meeting shall be held on the third Tuesday of each month. All meetings, unless otherwise specified, will begin at 7 PM.

2. Special meetings may be called by the President at any time, or by at least five (5) Board members requesting such.

ARTICLE IX

MEETINGS

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year at which time a successor shall be appointed.
2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
3. The power to form special committees and appoint their members rest with the Corporation.
4. The President shall be a member ex officio of all committees except the nominating committee.

ARTICLE X

SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

(Insert Seal)

ARTICLE XI

AMENDMENTS

These By-laws may be amended, repealed, or altered in whole or in part by a majority vote at any regular Business meeting with at least seven (7) days notice.

Note: These By-laws were reviewed and updated March, 2010 by the following:

Pee Wee Moore

Jim Matthews

Calvin Miller

Auston Pusey

Bobby Harker

Charlie Smith

