



PROGRESSIVE OPTIMIST CLUB OF BARBADOS BY-LAWS

Club Number 78-008
Effective March 31, 2010
Amended March 26, 2012

ARTICLE I – NAME

This Club shall be known as Progressive Optimist Club of Barbados, an affiliate of Optimist International (hereinafter called “the Club”). The name of the Club will serve as the name under which to be registered as a charitable organisation under the Charities Act, Chapter 243 of the Laws of Barbados.

ARTICLE II – MISSION

By providing hope and positive vision through the members of this Club, this Club will bring out the best in Children and provide for the welfare of children, including prevention of cruelty to them; contribute to the relief and prevention of poverty, howsoever caused; the provision of social welfare services for those in need of them; and such other purposes tending to promote the economic, social and moral welfare of the community.

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. 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.

Section 1 The membership of this Club shall represent a 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 Barbados and who have been duly elected to membership in the manner prescribed in these bylaws. All memberships shall be held by individuals and shall not be transferable. Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member in the manner prescribed in these bylaws.

Section 2 The membership of the Club shall consist of regular members and honorary members.

Section 3 Any resident of Barbados who is at least 18 years of age is eligible for admission to membership as a regular or honorary member.

Section 4 Rights and Obligations of Members. These rights and obligations may be expanded as determined by the Board of Directions and shall include (except in relation to Honorary Members):

- a) Every member will have the right to be elected to executive capacity;
- b) Each member has the right to vote.
- c) Members are required to participate in any activities or projects organized by the club.

Section 5 Regular Membership
A regular member is entitled to all privileges of membership including the right to vote at meetings of members.

Section 6 Honorary Membership
Honorary Members are entitled to all privileges of membership except the right to vote at meetings of members; the right to hold office in the club and the right to move or second motions.

Section 7 Former Member
One who ceases to be an active member of the club by way of either of the following: through voluntary resignation; through having been expelled by the Board for non-payment of dues or any other infraction by which the Board deems the individual to no longer be an eligible member of the Club.

Section 8 Reserve Member
Any individual who is a Member in good standing of one or more Optimist Clubs and who is no longer able to maintain active participation, or a Life Member, or a Member of a Club who shall have been retired from active business, shall be elected to reserve membership upon his written application to the Club. A reserve member may pay annual dues and shall have the same rights and privileges of a Club, except that such Reserve Member shall be ineligible to hold elective office in Club, Zone, District or International.

Section 9 Applications and Elections to Membership
Applications for membership shall be in writing, in the form prescribed by the Board of Directors, endorsed by one member, and shall be sent to the Chair of the Membership Committee. Each application shall be accompanied by the required application fee as set out in these Bylaws.

Section 10 The Membership Chair shall report to the Board of Directors, which shall then consider the application. The Board of Directors may, if it thinks fit, reject any application without giving reasons.

Section 11 If the Board of Directors approves the application of any candidate, they shall report such action to the Club membership at the next regular meeting.

Section 12 Applicants for membership may be brought as guests to meetings of the Club during the interval between the submission of their applications and their election to membership.

- Section 13 If the candidate is approved, then upon payment of the initiation fee to the Treasurer, the applicant shall be elected to membership and his/her name placed on the roll by the Secretary as a new member and the Secretary shall notify applicant and Optimist International of such actions. This fee shall be waived for an Optimist member in good standing who transfers from another Optimist Club, if such transfer is within six months of the separation from the previous Club.
- Section 14 In case of rejection by either the Board of Directors or the Club membership, the applicant shall not be reconsidered for membership for a period of one year from time of rejection.
- Section 15 Any member in good standing with another Club of Optimist International may apply for dual membership subject to the normal application and election process.
- Section 16 The Club, by simple majority vote, may invite such persons as recommended by the Executive Committee to be Honorary Members of the Club.
- Section 17 Membership fees payable to the Club are as prescribed in these Bylaws except that no fee is prescribed for honorary membership.

Membership fees are not refundable.

ARTICLE V-TERMINATION OF MEMBERSHIP

- Section 1 Any member may resign from the Club provided that all dues and fees have been paid. That member should signify his desire to resign from the Club in writing to the President who will tender the resignation to the general floor of the member is holding an executive position at least one month's notice should be given in order that an acting member or a substitute can be invited to act.
- 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 or she will be provided written notice by the Secretary. Upon payment of arrears within 30 days of said notice, the member's suspension shall end automatically. If such member has not paid within said 30 days, his membership shall automatically be terminated and the secretary shall so notify him 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 his or 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 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-DIRECTORS

Section 1 There shall be a Board of Directors which shall consist of the officers of the club, six (6) elected members, and the immediate past president. The management and the administration of the Club shall be vested in the Board of Directors. Directors shall serve for a period of two (2) years or until their successors are duly qualified and elected and three (3) 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 not less than monthly, 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 provided not less than 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 The Board of Directors shall keep a proper record of accounts with respect to the affairs of the Club and the Treasurer shall prepare consecutive statements of account consisting on each occasion of an income and expenditure account relating to a period of not more than 15 months, and a balance sheet relating to the end of that period. The records and statements of account relating to the Club shall be preserved for a period of seven (7) years at least, unless the Club ceases to exist.

Section 5 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 mailed to all members by the Secretary.

ARTICLE VII-OFFICERS

Section 1 The officers of this Club shall be determined by the Club as per local laws. The officers of the Club shall be the following:

President , President Elect and two (2) Vice Presidents, all elected annually by the membership, and a Secretary and a Treasurer, both appointed annually by the President subject to approval of such appointment by the Board of Directors.

- a) 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 Presiding Officer; 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 Presiding Officer 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.
- b) The President Elect shall assume office on October 1st of the year following his/her election and shall assume the duties of the President in case of the President's absence and such other duties as may be assigned by the President or the Board of Directors.
- c) 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.
- d) 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.
- e) 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. 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 2 All officers shall hold Office for one year (October to September 30) or until their successors are duly elected or appointed as provided in these Bylaws. In the event that an Office becomes vacant for any reason, the President shall appoint a member in good standing to fill the remaining term of such Office, subject to approval of such appointee by an affirmative vote of a majority of the Board of Directors in attendance at the regularly scheduled or special meeting called for such purpose.

(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 3 No member of the Club shall be eligible to serve two (2) consecutive terms as an Officer except for the year of organization and the following year provided that the year of organization falls after March 31⁵¹ of the fiscal year.

ARTICLE VIII-ELECTION PROCEDURE

The election of Club officer(s) and Directors should be completed not later than April30.

Section 1 On or before the first day of March in each year the President shall appoint a nominating committee of not less than three (3) members. Notice of the appointment of the nominating committee, together with the names of the members thereof, shall be announced at each regular meeting of the Club until elections are held.

Section 2 The Nominating Committee shall receive nominations from members in good standing in the prescribed form and in addition each member of the Nominating Committee shall nominate one member for each elective office in the Club for the ensuing year. They shall report such nominations to the Club not later than the regular meeting one week prior to Election Day. The Election Day shall be completed no later than April 30th.

Section 3 On Election Day any member in good standing may make nominations from the floor for any office provided the nominee formally indicates, whether present or not, their willingness to accept if elected.

Section 4 Separate balloting shall be conducted for each office. Where there is only one 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 5 Nothing in this article shall be construed as precluding nominations from the floor.

Section 6 Only members in good standing shall be eligible to hold office or vote.

Section 7 Voting shall be by individuals and no person may cast more than one vote. Proxies will not be recognized.

Section 8 All officers and directors shall assume the responsibilities of their respective offices on October 1 following their election.

Section 9 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 held at such time and place as may be determined by the Board of Directors.

Section 2 Special meetings may be called by the Presiding Officer, 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 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 ($\frac{1}{3}$) 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 (or Code Morin for French-speaking Clubs) 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 BDS\$100 for regular members, payment of said fee to be a prerequisite for admission to membership, payable on demand of the Treasurer. ***Each former member of the club who wishes to reinstate their membership within one year of resignation shall pay a fee of BDS\$60 as a prerequisite for readmission to membership, payable on demand of the Treasurer.***

Section 2 Annual dues shall be \$200 for regular members 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 International for each member. (Note: Membership dues may be voluntary as administrative costs may be offset by fundraisers, grants or business sponsorships.)

Section 3 The Board of Directors may plan or recommend the raising or accumulations of revenue from sources other than those stated in this article.

Section 4 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 5 The fiscal year of the Club shall be from October 1 of each year until September 30 next following. ***A statement of account made up to the end of each fiscal year shall be presented to the Board for approval within 20 days of the closing of the said fiscal year. The Board shall thereafter transmit such statement of account to the Registrar of Corporate Affairs and Intellectual Property, pursuant to Sections 41 and 42 of the Charities Act, Chapter 243 Laws of Barbados.***

Section 6 All revenue received by or on behalf of the Club shall be handed to the Treasurer, who shall pay the same into the bank account(s) of the Club. Cheques shall be signed by no less than two (2) persons authorised by the Board.

Section 7 The property of the Club, whatever its source, shall be used for furthering the mission of the Club and no other purpose. No Director may receive any payment or other benefit other than repayment of his expenses incurred on behalf of the Club.

Section 8 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 members not also members of the Board of Directors.

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 each Standing Committee. The President shall announce the approved appointments not later than the second meeting of the new term.

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 meeting and conventions of Optimist International and the Caribbean 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.

ARTICLE XIII-NOT-FOR-PROFIT ORGANIZATION

Club is organized and shall operate as a not-for-profit organization and shall be incorporated within the state/province national statutes as such, 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 ($\frac{2}{3}$) 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 pertinent 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 so as not to jeopardize tax exempt status, as the Board of Directors shall determine.

It shall be the duty of the Board of Directors as long as the Club remains registered as a Charity to notify the Registrar if it ceases to exist, or if there is any change in its particulars entered in the register, and to supply to the Registrar the particulars of any such changes.

Please sign below:

Name of Club: **PROGRESSIVE OPTIMIST CLUB OF BARBADOS**

Date Adopted as amended: ____ Monday March 26th, 2012

