

CAPITAL VIRGINIA DISTRICT POLICIES 2021-2022

ARTICLE 1 - PURPOSE: NOT-FOR PROFIT ORGANIZATION

SECTION 1. *Not-for-Profit* This District is organized and shall operate as a not-for-profit organization and shall be incorporated within the state/provincial statutes as such as an entity of Optimist International Chartered in the state of Missouri. The District is organized and 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 or as may be amended the ("Code"), including, but not limited to, developing, utilizing the tenets of the Optimist Creed: to promote an active interest in good government and civic affairs; to inspire respect for law; 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 life and the world.

SECTION 2. *District Purpose:* The sole purpose of the district shall be to function as an administrative division of Optimist International in furtherance of the purposes of Optimist International, its Bylaws, and Policies as established by the International Board of Directors. The District shall provide service and support to Clubs for the purpose of enhancing growth, participation, administration, and youth service.

SECTION3. *Dissolution:* Dissolution shall be in accordance with Optimist International Bylaws and Policies.

SECTION 4. *New Club Building:* The District will promote the building of New Clubs in accordance -with the Bylaws, Policies, and Guidelines by the International Board of Directors.

ARTICLE II - POLICIES FOR ADMINISTRATION

SECTION 1. *District Territory and Structure.* The territory of Optimist International, wherever possible or practicable, shall be divided into districts as determined from time to time by the Board of directors of Optimist International. Districts shall be designated by name by the International Board- this being designated as the Capital-Virginia District of Optimist International. All clubs located within the territorial boundaries of a District shall be members of the District, except as requested by the, Club or Clubs involved, and in accordance with the District or Districts involved and the Board of Directors.

Further subdivision of the District for administrative purposes into Zones each headed by a Lieutenant Governor will be directed by the executive Committee of the District from time to time unless a Club requests assignment into another Zone and is approved by the **Governor** in the interim and later ratified at the next Board of Directors meeting. The interests of the District for smooth administration and factors such as geographic location may be taken into account. Every Club must be assigned to a zone.

An annual review of Zones shall be conducted by a District Zoning Review Committee. Recommendations shall be presented to the District Executive Committee and Board of Directors at least 60 days prior to the election of Lieutenant Governors-elect (Second Quarter District Meeting). Committee shall consist of Past Governors from Zones in areas that may be affected.

SECTION 2. *District Administration.*

A. Board of Directors. The business of the District shall be administered by a Board of Directors. The Board of Directors of each District shall consist of the officers of the District, the two immediate Past Governors, the Lieutenant Governors, the district Secretary-Treasurer, and **the President of each Club in the District.** **Should the President of a member Club be** unable to attend, a delegate from that Club would be allowed to speak and act as the President, in the conduct of the business coming before the Board of Directors. The JOI Governor shall serve as a non-voting member on the Board of Directors.

B. Officers. The officers of each District shall be a Governor, Governor-elect, Secretary- Treasurer, and Lieutenant Governors. The duties of the officers shall be as delineated in these District Policies.

C. Executive Committee. A District may delegate, subject to the limitations imposed by these Bylaws, the powers of the District Board of Directors to the District Executive Committee. The Executive Committee shall consist of the District officers and the two most Immediate Past Governors. The JOI Governor shall serve as a non-voting member on the District Executive committee. The Executive Committee is authorized make purchases and pay expenses; travel allowances, reimbursements and obligations as provided and within the limitations of the budget, make plans and establish policy furthering the objectives of the District, and exercise general control over plans, budget, and programs of the District. Meetings of the Executive Committee may be called by a majority of its members or at the call of the Governor.

D. Vacancy. For good cause or upon death, resignation, or incapacitation of any elected or appointed officers or any officer-designate of a District, or in the event of the failure of any officer to carry out the duties of his office, the incumbent District Executive committee may declare said office vacant and shall select a successor to fill the remainder of the term. In the short term, the Governor may make an interim appointment pending the next meeting of the District Executive Committee. Should either of the Immediate Past-Governors be unable to serve as members of the Executive Committee and Board of Directors, the next Immediate Past Governor shall automatically become a member of the Executive Committee and the Board of directors in his place and stead. The foregoing shall apply to any individual who has been elected or appointed to office but for any reason does not assume or carry out the duties of his office.

E. District Policies. The District shall adopt a set of operating policies authorized by the International Board of Directors, which will cover items necessary to administer the District. These policies shall be adopted annually by the District Board of Directors at the Annual Convention or a specially called convention.

F. Meetings. The Governor may call a meeting of the Board of Directors each quarter or at such time and place as he/she may determine with the advice and consent of the Executive Committee. Notices of all meetings of the Board of Directors shall be issued and cause to be delivered to all members of the Board of Directors by the District Secretary-Treasurer at least 30 days prior to said meetings. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of those present and voting shall be necessary to give effect to any action of the Board. The signature of the Governor, Secretary- Treasurer or Meetings Chair shall be authorized to obligate the District on all contracts required for meetings and conferences. The Secretary-Treasurer will maintain accurate minutes of *all* formal District meetings. The governor will direct the order of business and programs for all meetings as presiding officer

G. Committees. The District Board of Directors and Governor shall establish in its District policies, committees as it deems appropriate to carry out the administration of the District. A Finance Committee will be appointed by the Governor to address budgets and fundraising as may be required and will include the current Secretary-Treasurer. Members of these committees may include regular members appointed from the general membership as well as the Executive Committee. The Executive Committee will serve as the Planning Committee as warranted.

The Governor-Designate shall appoint the chairs and the required number of members of all committees and shall announce such appointments not later than October 1st following his election.

SECTION 3. *District Convention.*

A convention of the clubs of the District shall be held between August 1 and September 30 on such dates and at such location as shall be determined by the District Board of Directors. In this district, it is the Governor's responsibility to identify the dates and location to be considered and approved by the Board. The District Board of Directors shall have power to substitute another city in the event circumstances later make such action necessary or advisable. The District Secretary-Treasurer shall issue and cause to be delivered to each member Club in the District an official call for the annual convention at least 30 days prior to the date thereof, in which notice the time and place of said convention shall be set forth. In the event of an emergency, with the approval of the International Board of Directors and the District Board of Directors, a District may hold a special District convention at any time or place. The District Secretary-Treasurer shall issue and cause to be delivered to each member Club in the District, at least 20 days prior to the date of said special convention, a written notice of the time and place of the holding of same together with a general statement of the proposed business to be transacted. The method and means of voting at the convention shall be established by the District Board of Directors.

Convention rules shall be adopted by a majority vote during the first business session of each convention; but may be suspended, rescinded, or amended after the adoption by a two-thirds vote. A quorum of any convention shall consist of a majority of the accredited delegates. To be accredited by the credentials committee and eligible to vote on the convention business, delegates must have registered at the convention, paid the registration fee, and produced such credentials as may be required by the Board of Directors. The number of accredited delegates of a Club shall not exceed the voting strength of the Club. Any Club 60 days in dues arrears to either OI or the Capital Virginia District is not eligible to vote.

SECTION 4. *District Revenues and Disbursements*

A. Annual Dues. The conduct and administration of District business shall be financed by District dues, payable by Clubs for each member enrolled in the office of Optimist International, from convention fees, and as herein before provided from the general fund of Optimist International. :

B. Dues amount and Date. The amount of district's dues, and dates on which such dues shall be payable, shall be established by the Board of directors of Optimist International. The District, by resolution adopted by a two-thirds majority vote of the accredited delegates to its annual or special convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by the board, for adjustment of the annual dues. No financial obligation or assessment of any kind, other than provided in these Bylaws, shall be placed upon, or requested of the Clubs or their members by the District. Current dues are \$12 annually for regular members and \$8 annually for college members, payable in equal parts October 1 and April 1 of each year as directed by the Executive Committee. *Dues in arrears more than 60 days to either the district or Optimist International will cause a Club to "not be in good standing" and lose all privileges of membership until brought current. Subsequent penalties under Optimist International policies may be incurred including revocation of the Club charter.*

C. Hospitality Room. To provide for the hospitality room at District meetings and the District Convention, all clubs will be asked to make a \$40.00 donation annually.

D. Annual Budget. The District Finance Committee shall prepare a proposed budget in accordance with the standards established by Optimist International. This proposed budget should be presented at the first meeting of the District Board of Directors for review, amendments, and/or approval. Upon agreement by the District, the proposed budget shall be forwarded to Optimist International for final approval. The budget shall include income only from authorized sources for the current fiscal year, any accumulated surplus, and shall not authorize expenditures of any money in excess of such income and surplus.

E. Annual Review. An annual review of the books of account of each district as of September 30 shall be performed by an independent Certified Public Accountant, Certified Managerial Accountant, Certified General Accountant, a Chartered Accountant, or a review committee and a report thereon shall be submitted to the District Board of Directors not later than **November 30 of each year**. The District's Form 990 will be forwarded to Optimist International.

F. Depositories and signature. The District Board of Directors shall annually determine the official depositories for District funds and designate officers authorized to endorse, execute and sign checks or orders for payment of money and shall be Co-signed by two such officers. The co-signers shall not be members of the same family, household and/or business partners. Suggested authorized persons shall be Governor, Secretary-Treasurer, Finance Chair, or a Past Governor.

G. Other Committees and Chairpersons. The Governor-Designate shall announce such appointments not later than October 1 following his/her election.

SECTION 5. *Election of District Officers and Governor-Elect*

A. District Candidate Qualification Committee. The Governor shall appoint a Candidate Qualification Committee consisting of at least three members, one of which shall be the Past Governor. This Committee shall be responsible for soliciting Optimists to fill positions of Governor-elect and Zone Lieutenant Governors, to assist them in preparation of the necessary documentation, to verify the

candidate meets the criteria for office, and to present those qualified to the Executive Committee and Board of Directors for final approval. All District officers must have served at least one term or is serving as a Club President. All District officers shall be duly enrolled on the Optimist International roster as a member of a Club in good standing in Optimist International; and for the office of Governor or Governor-Elect, they shall have served all of a term of Club President and is serving or have served all of a term of Lt. Governor. The following criteria is required to be considered for office indicated below:

B. Governor. The Governor-Elect shall become Governor on October 1 of the year following the year in which elected Governor-Elect. Following the District convention, the Governor-Elect shall be known as the Governor-Designate.

C. Governor-Elect. The Governor-Elect shall be elected at the annual convention or a special District convention by a majority vote of the accredited delegates present and voting at the time of the election. He/she must have served as a Lieutenant Governor, have a letter of recommendation from his/her Club, have a letter of approval from his/her employer, and be financially solvent. The Governor-Elect shall not serve in any other elected office while serving as Governor-Elect.

D. Secretary-Treasurer. The District Secretary-Treasurer shall be appointed for a term of one year by the Governor-Elect. The appointment of the Secretary-Treasurer Designate shall be confirmed at the third quarter Board meeting by the District Board of Directors shall take office October 1 next following confirmation. A District Secretary-Treasurer, District Secretary, District Treasurer, or any combination thereof, shall not serve more than three consecutive years.

E. Lieutenant Governors. These positions shall be elected at the third quarter district meeting by the clubs within the zone alignment established by the District. The elected Lieutenant Governor should be a member of a club within the zone. If none are selected, the Governor may appoint an Optimist from either within or outside the zone. Since the Lieutenant Governor is a member of the District Executive Committee, the Governor has the authority to relieve or replace such for cause.

F. Assistant to the Governor. The Governor may appoint an Assistant to the Governor. The individual and responsibilities must be approved by the District Executive Committee.

G. Other Appointments to the District Executive Committee. The Governor may appoint non-elected Optimists as key advisors to the District Executive Committee; however, these people shall not have voting power and cannot be applied as part of a quorum.

SECTION 6. *Additional Items.*

A. Requirements for timely Receipts for Reimbursements. In order to be reimbursed by the Secretary-Treasurer proper receipts must be provided within 60 days of the expense or by September 30, whichever occurs first.

B. Requirements for the timely Report of Income and Disbursement of all District Programs for the Annual Review. In order for the District to complete Section 4E, all records of detailed accounts (ex., line items, receipts of income and expenses) proper receipts must be presented to the Secretary/Treasurer within 60 days of the program's completion or no later than October 1st, whichever comes first.

C. Expenses Exceeding Budgeted Amounts. Expenses exceeding the approved budget shall be approved by the Governor prior to expenditure. This action shall be reported to the District Executive Committee at the next regularly scheduled meeting. If these expenses are related to those incurred by the Governor, the Immediate Past Governor shall be the approving authority.

D. Customary International Guest Expenses. When Optimist International sends a President's Representative, the District shall provide for expenses other than travel to/from the District and shall present a memento gift from the Capital-Virginia District.

E. Clubs' Fees for Contestants. Lieutenant Governors will be responsible to collect funds from their zone to provide for related District contest expenses other than scholarships as published in the contest rules. The fees for each club winner, paid payable to the District, for the Essay, Oratorical, and Communication Contest for the Deaf and Hard of Hearing (CCDHH) shall be \$40.00.

F. Optimist of the Year. The Capital-Virginia District shall honor a single Optimist of the Year for service to the District who is a member in good standing and has served as a Club officer, has provided service at the District, and is nominated in writing by a member in good standing by October 31 of the new administration year. The nominating and selection committee shall be headed by the Immediate Past Governor for whose term the honor is being given. The committee should include the current Governor and Governor-Elect.

G. Protection of Trademarks. In the case of dissolution of a club within the district, the Governor or his designated representative will collect the non-real property of the club and attempt to ascertain proper closing of the books and disposition of club assets in complying with IRS and state regulations. The items will revert to District ownership to be disposed of or retained by direction of the Executive Committee.

H. Club Membership. Any Member, due to relocations, and potential Members to areas where there are no Optimist Clubs convenient for them to join, may remain *as* Members or become Members of the organization except for cause or conduct unbecoming to the Club.

I. Friends of Optimist Memberships. The Friend of Optimist Member shall pay annual Optimist International dues, but shall not be required to pay District Dues, as set forth in these Bylaws and shall have the same privileges as any Member of a Club, except that such Friend of Optimist Member shall be ineligible to serve as an officer of and Optimist Club and/or on the Club Board of Directors, or vote at Optimist International and District Conventions and shall be exempt from any action by the Optimist Club's Board of Directors under Bylaw Article V - Termination of Membership.

J. New Clubs' Banners, Bell, and Gavel. The banner of the new club is ordered at the time of its organization. The International Field Representative is responsible for ensuring the accuracy and completeness of the form. The bell and gavel for the new club will be provided by the District and should be part of the District budget.

K. Impeachment. In case of alleged misconduct of a District Officer being reported by a club or other District officer in a written complaint to the District Executive Committee, a special committee shall be appointed to investigate the charges and make recommendations for action by the District Executive Committee. The special committee shall be composed of three Past Governors.

L. Transfer of District Records. A Secretary and/or Treasurer shall, at the end of his or her term of office, deliver all District records to the incoming Secretary and/or Treasurer.

M. District Website. The District may publish directory information on the District website. Such information shall be password protected and its use is restricted to Optimist International business by authorized representatives of Optimist International. Directory information will not be shared with any party outside of Optimist International.