

# CHIANG MAI INTERNATIONAL ROTARY CLUB

## BYLAWS

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### **Article 1 Definitions**

1. Officers: The officers are the President, Immediate Past President, President Elect, Secretary and Treasurer.
2. Board: The Board of Directors of this club shall consist of the officers and duly appointed directors.
3. Director: The Chairman of the Foundations Committee, Membership Committee and Service Projects Committee shall serve as directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

### **Article 2 Board**

The governing body of this club shall be the board consisting of up to **eight (8)** members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, chair of the membership/public information committee, chair of the foundations committee and the chair of the service projects/fundraising committee. At the discretion of the board, also added can be an additional director elected in accordance with article 3, section 1 of these bylaws.

### **Article 3 Election of Directors and Officers**

**Section 1** – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, secretary, treasurer, chair of the membership committee, chair of the foundations committee, and chair of the service projects committee. The nominee for president should, if at all possible, have served on the club board prior to being nominated.

The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, secretary, treasurer and, chair of the service projects, membership and foundations committees receiving a majority of the votes shall be declared elected to their respective offices. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer

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during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

**Section 2** – The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant at-arms.

**Section 3** – A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

## **Article 4 Duties of Officers**

**Section 1** – *President*. It shall be the duty of the president to preside at meetings of the club and the board. If the president is unable to preside at a club or board meeting, then it is his or her responsibility to designate a board member to do so; usually the Immediate Past President or President Elect. The president shall perform other duties as ordinarily pertain to the office of president.

**Section 2** – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3** – *President-elect*. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 4** – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 5** – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time demanded by the board, and reporting to the board at monthly meetings and to perform other duties as pertains to the office of treasurer. At the end of the CMIRC Fiscal Year the treasurer for that year shall prepare the appropriate club records and account information for an annual external review by an accountant or an experienced financial officer of another voluntary organization. The external reviewer shall be selected by a vote of the Board. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

## **Article 5 Duties of Directors: The duties of the Chair of the Membership**

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**Committee, Foundations Committee and Service Projects Committee shall be as prescribed by Rotary International.**

## **Article 6 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be the first regular meeting of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular meetings of this club shall be held on the **1<sup>st</sup> and 3<sup>rd</sup> Tuesday of each month at 7:00 PM.** Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

**Section 3 –** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 –** Regular meetings of the board shall be held each month. The day, time and location shall be at the discretion of the President.

Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5 –** A majority of the directors shall constitute a quorum of the board.

**Section 6 – Club Assemblies. Club assemblies will occur during months which have 5 Tuesdays.**

## **Article 7 Fees and Dues**

**Section 1 –** The admission fee shall be **zero (0) Baht** to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2 –** The membership dues shall be **ten thousand (10,000) Baht** per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. **Membership dues for family members shall be five thousand (5,000) Baht each** per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine or Regional Rotary magazine. \$50.00 USD of each member's dues will be contributed to the Rotary Foundation Every Rotarian Every Year (EREY) program in support of The Rotary Foundation. Membership dues are not refundable.

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## **Article 8 Method of Voting**

The business of this club shall be transacted by *viva voce*\* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

\_\_\_\_\_ (Note: *Viva voce vote is defined as when club voting is conducted by vocal assent.*)

## **Article 9 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

## **Article 10 Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of his or her year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing committees should be appointed as follows:

- Membership / Public Information- This committee shall develop and implement a comprehensive plan for the recruitment and retention of members. The Public Relations arm of this committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- Administration - This committee should conduct activities associated with the effective operation of the club.
- Service Projects / Fund Raising - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. The Fund Raising arm of this committee shall be responsible for fund raising activities to support our service projects.
- The Rotary Foundation - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- Additional ad hoc committees may be appointed as needed.

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(a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

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*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)*

## **Article 11 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

## **Article 12 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve months. \_\_\_\_\_

*(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except*

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*that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

## **Article 13 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The treasurer shall deposit all club funds in a bank or banks, named by the board. The club revenues and expenditures shall be divided into categories including dues, funds raised, club operation costs, service projects expenditures, and other charitable donations.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer when proper receipts and/or invoices are submitted. For amounts larger than 10,000 Baht, which have not been previously authorized by the Board, approval by the Board is required.

**Section 4** – A thorough external review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and council on legislation is calculated by Rotary International based on the membership as of 1 January and 1 July each year. Payment is made on or before 15 July and 15 January. Payment to Rotary Thailand shall be made annually in September.

## **Article 14 Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

**Section 4** – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee

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(if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## **Article 15 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article 16 Order of Business**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features. Adjournment.

## **Article 17 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI