

Bylaws
of
District 3360 Rotary Club to Chiang Mai Wattana
(Also known as The Rotary Club of Chiang Mai Wattana)

Rotary ID number: 84737
DRAFT (21 February 2026)

Article 1 Definitions

Board: The Board of Directors of this Club.

Club: The Rotary Club of Chiang Mai Wattana

Committee: A logical area of service required by the Club to conduct Club operations and to otherwise remain consistent with the structure, goals and objectives of Rotary International.

Committee Chair: A Club Member elected by the Board to oversee a Committee.

Director: A member of this Club's Board of Directors.

District: Rotary International District 3360 (Sponsoring District)

RI Foundation: Rotary International Foundation/Paul Harris Fund

Member: Individuals who have been approved by the board, stay current with their dues and support club priorities by giving of their time and money.

Executive Officers: President, President-Elect, Secretary, Treasurer, Membership Chair, and Immediate Past President/RI Foundation chair.

Officers: Committee chairs

RI: Rotary International.

Year: The twelve-month period that begins on 1 July.

Article 2 Purpose

Ending the humanitarian crisis of human trafficking by engaging partners and local communities through the advancement of non-sectarian and non-partisan

education and advocacy, in support of the defense of human rights secured by law.

Article 3 Board of Directors

The governing body of this Club shall be the Board of Directors consisting of 5 Officers of this Club:

1. President
2. Vice-President/President-Elect/Membership Chair
3. Secretary
4. Treasurer
5. Immediate Past President/ RI Foundation liaison.

At the discretion of the Board, additional Directors may be elected.

Article 4 Election of Directors and Officers

Section 1 – Nominations: During February, two months before election of Directors and Officers, the President shall ask for nominations by Members of the Club for Secretary, Treasurer, and any other Director positions approved by the Board as being open for election.

Section 2 - Presidential succession; is a series of 4 one-year commitments: Positions are:

- a. President Nominee
- b. Vice President/President Elect/Membership Chair
- c. President
- d. Immediate Past President/RI Foundation liaison

The Treasurer will be approved for 3 years.

The remaining Director positions are a 1-year commitment unless otherwise authorized by the Board. The Board will elect the Committee Chairs.

Section 2 – Elections: The candidates receiving a majority of the votes at the annual Club meeting shall be declared elected to their respective offices effective as of the following July 1.

Section 3 – Vacancies: If any Officer or Director vacates his or her position, the remaining Directors will appoint a replacement to serve until the next annual election.

Section 4 – Elect Vacancies: A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining Directors-elect.

Section 5 – Term: The term of office for the President, Vice-President, Secretary, and immediate Past President/RI Foundation liaison is one year unless otherwise authorized by the Board. The term of office for the Treasurer is three years.

Article 5 Duties of Officers:

Section 1 – President. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties ordinarily pertaining to the office of President.

Section 2 – Vice President/President-Elect. It shall be the duty of the Vice President/President-Elect to prepare for his or her year in office and to preside at meetings of the Club and the Board in the absence of the President and to perform other duties ordinarily pertaining to the office of Vice-President.

Section 3 – Membership Chair. It shall be the duty of the membership chair to:

- a. Govern the membership committee which may consist of all members of the club
- b. Encourage all members to recommend potential members who are of the highest quality.
- c. Conduct exit interviews with any departing members.
- d. Recommend any structural changes which may be hindering membership growth or retention.

Section 4 – Immediate Past President/RI Foundation Liaison. It shall be the duty of the Immediate Past President/RI Foundation Liaison to manage District relations and to serve as the Club liaison to the Foundation. The immediate Past President will also serve as the Chair of the Club Foundation/non-profit board.

Section 5 – 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 and perform other duties ordinarily pertaining to the office of Secretary.

Section 6 – 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 upon demand by the Board, and to perform other duties ordinarily pertaining to the office of Treasurer.

Article 6 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held each year during the month of April, at which time the election of Officers and Directors to serve for the upcoming year shall take place. One-third of the membership shall constitute a quorum at the annual meetings of this Club.

Section 2 – Regular Meetings: This club is an e-club and as such, regular meetings shall be held electronically using video meeting tools such as Zoom, Microsoft Teams or

others identified by Club leadership. Meetings will be held at least twice a month. Specific meeting times will be determined by the Board. **May need to re-write depending on membership survey/board decision**

Section 3 – Change: Reasonable notice of any change or cancelation of meetings shall be provided electronically to all members of the Club.

Section 4 – Board Meetings: Regular meetings of the Board shall be held monthly. 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. A majority of the Directors shall constitute a quorum of the Board.

Article 7 Membership:

Section 1- The Board will establish membership categories that reflect the strategic priorities of the club and will assess the categories on a regular basis.

Section 2- Membership categories include:

- Active Member (Individual Member).
- ~~Organizational membership. This membership requires that the organization name one primary representative who will be considered “the full paying member”. Dues will be assigned to this member with the understanding that the organization will cover the costs. Subsequent members from that organization can join and pay a lesser dues amount, as determined by the board. All Organizational members will be full Rotary members, can hold office and vote.~~
- Associate members. Members of another Rotary Club. All Associate members will be full Rotary members and can vote. They are not eligible to hold a board position.
- Honorary member. This member is not required to pay dues and has no voting rights. Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered friends of Rotary for their support of Rotary’s causes.
- ~~Volunteer Corps. Not members of another Rotary Club. They are not eligible to hold a board position or vote as club members. This category is only for individuals who bring specific talent to projects or task forces identified as very important to our mission and have no interest in otherwise being a part of Rotary.~~
- ~~District Liaison. Named by the District to head the human trafficking cause for their district. All District Liaisons will be full Rotary members and can vote. They are not eligible to hold a board position.~~

Article 8 Fees and Dues

~~**Section 1** – The admission fee shall be determined by a majority vote of the Board. Transferring or former members, Rotary alumni, or others as determined by the Board will not be required to pay the admission fee.~~

Section 1 – The membership dues shall be determined by a majority vote of the Board, with the understanding that a portion of the dues shall be applied to Rotary International and District per capita dues, Club fees, each member's subscription to the RI official magazine, and any other Rotary or District per capita assessment.

As of 1 July 2026, dues are:

- Active Member: ฿3,200 per year. Dues are pro-rated for members joining during the year.
- Associate Member: ฿1,600 per year.

Section 2 – Required Fees the club must pay:

- Rotary International: \$42.75 every half year, plus \$1.00 per member (active and honorary) – Approximately ฿3,200
- Rotary District 3360: ฿370 per member (note this is from 2020 and is likely not accurate). Approximately ฿6,600 (based on 18 members)

This article needs to be very carefully examined before approval.

Article 9 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 electronically through the Membership Committee Chair. 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 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 Chair of the Membership Committee or President, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be invited to join the Club, informed of the purposes of Rotary and of the privileges and responsibilities of membership.

Article 10 Leave of Absence for Members

Upon written application to the Board, setting forth good and sufficient cause, leave of absences may be granted by the Board excusing a Member from attending the meetings of the Club for a specified length of time. Those on leave are still expected to pay dues in full.

Article 11 Method of Voting

Election of Officers, Committee Chairs and Directors shall be by show of hands or via another method deemed appropriate at the time. The Board may also vote on actions electronically.

Article 12 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club. Committee chairs shall periodically report to the Board on committee activities.

Article 13 Duties of Committees

The duties of all Committees shall be established and reviewed by the President each year. The President shall be ex officio a member of all Committees and, as such, shall have all the privileges of membership thereon.

Article 14 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.

Section 2 – The Treasurer shall deposit all Club funds in a bank chosen by the Board. The Club funds shall be accounted for based on standard Club operations and various Committees and service projects.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer only when approved or reviewed by at least one other Officer or Director.

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

Section 5 – The fiscal year of this Club shall extend from 1 July to 30 June.

Section 6 – An audit committee will be appointed by the board and will elect its chair from among its members. The committee will consist of at least 3 members with the current Treasurer being one and 2 members not being from the board. At least one person on the audit committee must have knowledge and skills in finance. The committee will:

1. Conduct a thorough annual review of all financial transactions for the club.
2. Ensure that proper financial management practices are in place and adequate systems of internal controls are being used.
3. Review all financial reports.
4. Monitor compliance with laws and regulations.
5. Review form 990 that is filed with the IRS.

Section 7 – The club will operate as a 501(C)(4) - adopted November 2, 2021.

Article 15 Amendments

Membership committee

Article 7 Satellite Club: The Club may form a Satellite Club to hold regular meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the Club's regular meetings. This Satellite Club will be governed according to the standard Rotary club Constitution, article 14, Section 6. Article 7 Membership