



Bylaws of the Rotary Club of Patong Beach
December 15th 2017

Table of Contents

Bylaws of the Rotary Club of Patong Beach	2
Article 1 Definitions	2
Article 2 Board	2
Article 3 Election of Directors and Officers	2
Article 4 Duties of Officers	3
Article 5 Meetings	3
Article 6 Fees and Dues	4
Article 7 Method of Voting	4
Article 8 Committees	4
Article 9 Finances	5
Article 10 Method of Electing Members	5
Article 11 Attendance	6
Article 12 Emeritus Members	6
Article 13 Resolutions	6
Article 14 Past President's Council	6
Article 15 Amendments	6

BYLAWS OF THE ROTARY CLUB OF PATONG BEACH

Article 1 Definitions

As used in these bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.
7. Past President's Council: The Past Presidents of RCoPB will be the Past Presidents Council.
8. AGM: Annual General Meeting

Article 2 Board

Section 1— The governing body of this club shall be the Board of Directors consisting of the following elected positions:

President,
Vice-president,
President-elect,
Secretary,
Treasurer
Immediate Past President

The appointed Committee Chairpersons will be invited to all board meetings to discuss and report on items from their committees. Additionally all members are welcome to attend any board meeting.

Section 2— Conflict of Interest - No member of the Board of Directors shall participate in any lobbying or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict and disqualify himself or herself from voting on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Article 3 Election of Directors and Officers

Section 1— One month prior to elections of directors and officers for the following Rotary year, members may nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The Directors, so elected, together with the immediate Past President shall constitute the board. Following their election the board of directors-elect shall meet and elect one member of the club to act as Sergeant-at-arms, failing which the President Elect shall appoint the Sergeant at Arms.

Section 3 — A vacancy in the board or any office shall be filled by action of the remaining directors and shall be presented to the membership at the next club assembly for a vote of confirmation.

Section 4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect and shall be presented to the membership at the next club assembly for a vote of confirmation.

Section 5 — *Nominating Committee* - Each Rotary year the Nominating Committee of the club shall be responsible for nominating the President Nominee. The members of the Nominating Committee are the Past Presidents of the club.

Article 4 Duties of Officers

Section 1 — The duties of the club directors and officers shall be as listed in the most current Rotary International club leader manuals or as otherwise assigned by the board.

Article 5 Meetings

Section 1 — *Annual Meeting* - An annual meeting of this club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — The regular weekly meetings of this club are held at least twice each month on Fridays at 12 noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members. Dress code and policies regarding prior registration for meeting attendance shall be defined by the board.

Section 3 - Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors. Minutes of all Board meetings shall be posted in the members only section on the home page of the club website within 7 days of such meeting. The agenda of all board meetings shall be sent to all Board members at least 24 hours before such meeting stating the time and location of such meeting and the agenda of all board meetings shall also be posted on the members only section of the club website.

Section 4 - The appointed Committee Chairpersons or their designated representative shall attend any board meeting at which they have a proposal before the board, to discuss such proposal and report on items from their committees. Additionally, all members are welcome to attend any board meeting.

Section 5 - Regular Club assemblies will be held at least 4 times per year and shall include an update to the membership on club finances, board decisions and committee activities. Attendance by one-third of the club membership shall constitute a quorum at all club assemblies.

Article 6 Fees and Dues

Section 1 — The admission fee, shall be set by the board at the first board meeting following the beginning of each Rotary year and shall be paid before the applicant can qualify as a member.

Section 2 — The membership dues shall be set by the board at the first board meeting following the beginning of each Rotary.

Section 3 — An increase of the club administration portion of the annual membership dues needs the approval of a club assembly.

Section 4 — A new member who joins during the year will pay the pro-rata annual membership dues based on their date of joining.

Article 7 Method of Voting

Section 1 — The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Section 2 — In the case of a tie vote the Chairperson shall have the deciding vote.

Article 8 Committees

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. Standing committees are:

Club Administration
Membership
Rotary Foundation
Service Projects
Fundraising
Past Presidents Council
Public Image (formerly PR)

Section 2 — Additional committees may be appointed as needed.

Section 3 — The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — 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 at least quarterly.

Article 9 Finances

Section 1 — Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors within five working days following such approval. For any District and/or Global Grant, the Chairperson of the Foundation Committee or his designated representative shall be one of the required signatories.

Section 4 — Regarding District and/or Global Grants, no expenses which had not been approved in the budget for such grant by RI or the district shall be allowed.

Section 5 — A thorough annual review of all financial transactions shall be completed by a qualified person other than the current or immediate past President or Treasurer.

Section 6 — An annual financial statement of the club shall be provided to club members in the club assembly prior to the end of the Rotary year.

Section 7 — The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements. Any club membership requirements must be approved by the board.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favourable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6 — The club may elect honorary members proposed by the Board.

Article 11 Attendance

Members must attend or makeup at least 40% of regular club meetings or meetings of another club. Members who do not meet the 40% attendance requirement will be requested to donate to the club an amount determined by the board on an annual basis.

Monthly dinners out are considered a regular club meeting.

Article 12 Emeritus Member

Emeritus membership status is available to club members based on achievement of 130 points, where points is the sum of years of age and years of Rotary membership (In RCoPB or elsewhere) plus 10 points for every PHF-Level achieved. Exceptions to these criteria can be made by the Board. Members can self-nominate to the Membership Committee for Emeritus status consideration. All nominations will be submitted by the Membership Committee to the Board for approval. Nominees are to be members in good standing with no outstanding dues or assessment obligations. The award of 'Emeritus' membership shall be recognized at a regular weekly meeting and shall celebrate the members' long held connection with and support of Rotary. Honourees will receive at their option a commemorative certificate.

Emeritus honourees will have dues obligations as follows:

- The honouree is excused of complying with any attendance requirements set by the club.
- If the honouree attends weekly meetings, the attendance shall be recorded.
- All other rights and obligations as an active Rotary club member shall remain.

Article 13 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 14 Past President's Council

The Past President's Council are active members of RCoPB who have previously served as President of RCoPB. They serve as a resource, and if desired, an advisory body to support the current club president and board. The PPC is also the appointed nominating committee for recruiting new candidates to stand for election as President. The PPC shall elect from among their ranks a chair for each year.

Article 15 Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.