

*Rotary Club Bali Nusa Dua By-Laws
As Amended 15 August 2019*

ARTICLE I

Election of Directors and Officers

Section 1

At a regular meeting one month prior to the meeting for election of officers nominations shall be called by the presiding officer for candidates for the Board of Directors; any number of nominations may be made by the members from the floor. These nominations shall be placed upon a ballot and voted for at the annual meeting and the five candidates securing the highest number of votes shall be declared elected.

Section 2

The Board of Directors elect shall meet within one week after the annual meeting and shall elect from its members the following:

- (1) a President who shall serve as a member of the Board as President-elect for the year commencing on the first day of July next following his election as President-elect, and shall assume office as President on the first day of July immediately following his year of service on the Board as President-elect;
- (2) one or more Vice Presidents;
- (3) one or more Directors;
- (4) a Secretary and a Treasurer both of whom may or may not be members of the Board.

If not otherwise members of the Board, the Secretary and the Treasurer elected at this meeting shall become ex officio members of the Board in the year for which they are elected to serve and shall have such responsibilities and privileges of membership thereon as the Board may determine.

Section 3

A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

ARTICLE II
Board of Directors

Section 1

The governing body of this club shall be the Board of Directors, elected in accordance with Article I, Section 1, of these by-laws.

The Board of Directors will consist of a President, Immediate Past President, President Elect, one or more Vice President(s), one or more Directors, a Secretary, Treasurer and Rotary Foundation Chairperson.

ARTICLE III
Duties of Officers

Section 1

President.

It shall be the duty of the President to preside at the meetings of the club and board and to perform such other duties as ordinarily pertain to his office.

Section 2

Immediate Past President.

The Immediate Past President shall serve as a director.

Section 3

President-elect.

It shall be the duty of the President-elect to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President or the Board.

Section 4

Vice President.

It shall be the duty of the Vice President to preside at meetings of the club and Board in the absence of the President and to perform such other duties as ordinarily pertain to his office.

Section 5

Secretary.

It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on 1 January and 1 July of each year including prorated reports to the general secretary on 1 October and 1 April of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the District Governor immediately following the last meeting of the month,

collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to his office.

Section 6

Treasurer.

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the President all funds, books of accounts or any other club property in his possession.

The Treasurer may not serve for more than three (3) consecutive years in office, or for more than three years in any five (5) year period. If a member is elected Treasurer at any time during a Rotary year, the maximum period of office will be limited to a further two consecutive years. After serving as Treasurer for three consecutive terms, a member will not be eligible to serve again until a period of 10 years has elapsed.

Section 7

Rotary Foundation Chairperson.

The duties of The Rotary Foundation Chairperson shall be to communicate with and report as needed to The Rotary Foundation on all matters arising with Foundation matters and Global Grants.

Section 8

Director.

The position of Director will be without portfolio. The duties of the Director shall be to assist the President as requested, provide advice and to ensure continuity and efficient functioning of the Board in procedural matters, i.e. forming a quorum and voting.

ARTICLE IV

Meetings

Section 1

Annual Meetings.

An annual meeting of this club shall be held no later than 31 December each year, at which time the election of directors to serve for the ensuing year shall take place.

Section 2

Regular Meeting Schedule

Regular meetings of the club shall be held on the first and third Thursdays of each month at 6:00 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 by the Board of Directors of this club, pursuant to Article VII, Section 3 of 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 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.

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 not less than once every three months. Special meetings of the Board, shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5

A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V
Fees and Dues

Section I

The membership dues comprise Rotary International dues, District dues and Club dues. Towards the end of each Rotary Year the Board shall prepare or cause to be prepared a budget of estimated operational expenditures for the next Rotary Year, which, divided by the expected number of members shall after approval by the Board constitute the Club dues per member for the next Rotary year.

Each member is also required to contribute to The Rotary Foundation. This contribution has been set at USD 100 dollars per Rotary Year.

Any member failing to pay dues and/or contribution to The Rotary Foundation within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may be terminated, subject to the discretion of the Board.

ARTICLE VI
Method of Voting

Section I

The business of this club shall be transacted by voice vote or show of hands except the election of officers and directors, which shall be by ballot.

ARTICLE VII
Committees

Section I

(a) The President shall, subject to the approval of the Board, appoint the following standing committees: Club Service, Vocational Service, Community Service, International Service and Youth Service.

(b) The President may, subject to the approval of the Board, also appoint additional committees as needed.

(c) The Club Service, Vocational Service, Community Service, International Service and Youth Service committees shall each consist of a chairperson and not less than two (2) other members.

(d) The President shall be an ex officio member of all committees and, as such, have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the by-laws 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 committee shall not take action until a report has been made to the Board and approved by the Board.

(f) Should the President deem it necessary, he may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any or all of the Vocational Service, Community Service or International Service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(g) 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.

ARTICLE VIII

Leave of Absence

Section 1

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 specified length of time.

ARTICLE IX

Finances

Section 1

The Treasurer shall deposit all funds of the club in financial institution(s) designated by the Board. The Treasurer may maintain a petty cash box to cover smaller payments or reimbursements. The petty cash box shall regularly not exceed IDR 5,000,000.

Section 2

Bills are paid by the treasurer or another authorised officer when approved by a total of two officers or directors.

Section 3

At least one thorough annual review of all financial transactions shall be completed by a qualified person latest within 6 months after end the Rotary Year.

The annual financial statement such reviewed shall be presented to the club members within one month of completion of the review.

Section 4

The fiscal year of this club shall extend from July 1st to June 30th.

Section 5

At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 6

The Club shall maintain a minimum cash reserve of IDR 100,000,000. The cash reserve may only be utilized if agreed by a 2/3 majority of the Board members present at a meeting.

ARTICLE X

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.

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 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 Board 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 XI

Termination of Club

Section I

If the club for any reason disbands, fails or is prevented by Indonesian Law to meet regularly, or otherwise fails to function, the Board may terminate the membership. The Board of Directors with a minimum of five such members present shall be authorized to terminate the existence of the club. Members will be duly notified of such action in writing with the signature of each Board member affixed attesting to the validating of such action. At the same time the Board will immediately forward any funds still in possession of the club to Rotary International. The cost of transferring such funds to be borne by the club. Should it not be possible to repatriate such funds to Rotary International, all funds will be taken out of the country by one of the Board Members and transferred to Rotary International within 30 days of leaving Indonesia. All members shall be duly notified of such action in writing.

ARTICLE XII

Fines

Section 1

The Sergeant-at-Arms, at his or her discretion, may fine members or use other fund raising methods during the weekly meeting.

ARTICLE XIII

Resolutions

Section I

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE XIV

Order of Business

Section I

- Meeting called to order
- Introduction of visiting Rotarians/Visitors
- Correspondence and announcements
- Committee reports
- Old business
- New business
- Address or program
- Adjournment.

ARTICLE XV

Amendments and Member Notification

Section 1

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.

ARTICLE XVI

Establishment of Yayasan Rotary Klub Bali Nusa Dua

Section 1

Pursuant to the Club Assembly held on 09 May 2109 wherein club members, constituting a duly recognised quorum, voted unanimously to establish a yayasan for the purpose of creating a legally recognised entity to conduct banking and other business affairs as may be required for the successful operation of the club the members agree that:

- i. The name of the Yayasan to be established will be: Yayasan Rotary Klub Bali Nusa Dua*
- ii. All costs to manage and maintain the Yasyasan Rotary Klub Bali Nusa Dua (herein after referred to The Yayasan) in a current legal status and consistent with the laws of the Republic of Indonesia will be borne by all club members in equal amounts and to be included as part of annual club dues as set forth in Article V, Section 1 of these by-laws.*
- iii. The Yayasan will be under the control and direction of the Board of Directors of Rotary Club Bali Nusa Dua. The Yayasan can not undertake any business or other activity without receipt of the expressed written consent and instruction from the Board of Directors of RCBND, signed by the current President or, as need be, Secretary and witnessed by any other two current members of the Board of Directors.*
- iv. Any RCBND Board member who is also a Board Member of The Yayasan and serves as an agent for the Yayasan and who would be charged with carrying out said instructions may vote on the adoption of any such instruction but, if approved by the Club Board, is ineligible to witness or sign said instructions to The Yayasan.*