

Bylaws Of Kelab Rotary Melaka (The Rotary Club Of Malacca)

Article I 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, vice-president, secretary, treasurer, and 5 members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as a club may determine. If it is determined to have 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, vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 5 candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting 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, and shall assume office as president on the first day of July immediately following his year of service on the board as president-elect.

Section 2 -

The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

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, consisting of 11 members of this club, namely, 5 directors elected in accordance with Article I, Section 1, of these by-laws, the president, vice-president, president-elect, secretary, treasurer and the immediate past president.

Article III Duties of Directors & Officers

Section 1 - *President.*

It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to his office. He shall be an authorised signatory for the club together with the Secretary or Treasurer.

Section 2 - *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 3 - *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 4 - *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 January 1st and July 1st of each year, and 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 semiannual 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. He shall maintain a Register of Membership. He shall be an authorised signatory for the club together with the President or Treasurer. He shall be responsible for the submission of the Annual Returns to the Registrar of Societies.

Section 5 - *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. He shall be an authorised signatory for the club together with the President or Secretary. He shall be responsible for preparing timely club accounts which should be made ready for audit by the elected auditors. He shall be responsible for the submission to the Registrar of Societies the audited accounts of the club.

Section 6 - *Sergeant-at-Arms*.

The duties of the sergeant-at-arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or the board.

Section 7- *Immediate Past President*

It shall be the duty of the Immediate Past President to serve as a member of the board of directors of the Club and to perform such other duties as may be presented by the President or the board. In the absence of the President or Vice-President, he shall preside at meeting of the Club and board.

Article IV Duties of Officers

Section 1 - *Sergeant-at-Arms*

The duties of the sergeant-at-arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or the board.

Section 2 - *Bulletin Editor*

The duties of the Bulletin Editor is to weekly publish the Club

bulletin fairly and correctly reporting meeting proceedings and disseminating club and Rotary Information and such other duties as may be prescribe by the president or the board.

Article V Meetings

Section 1 - Annual and Extraordinary General Meetings.

An annual general meeting of this club shall be held on the first week in December in each year for which 14 days notice shall be given, and at which time the election of directors and auditors to serve for the ensuing year shall take place. 21 days notice shall be given for the calling of an extraordinary general meeting.

Section 2 - Regular Meetings

The regular weekly meetings of this club shall be held on Wednesday at 6.00 pm except where the Wednesday falls on a public holiday when there will be no meeting.

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 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.

Section 3 - Quorum

- i) The quorum for the annual and extraordinary general meetings shall be the lower of one-half of the membership or twice the number of members of the governing body of the club.
- ii) The quorum for regular meetings shall be one-third of the membership.
- iii) If half an hour after the time appointed for the annual general meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding seven days) to be decided by the Board of Directors and if a quorum is not present half and hour after the time appointed for the

postponed meeting, the members present shall have the power to proceed with the business of the day but they shall not have power to alter the rules of the Club or to make decisions affecting the whole membership.

- iv) An extraordinary general meeting of the club shall be convened:
 - a) whenever the Board of Directors deems it desirable, or
 - b) at the joint request in writing of not less than twenty members, stating the objects and reasons for such meeting.
- v) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
- vi) Sub-sections (i) and (iii) of this section regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary general meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by members the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.

Section 4 - Board Meetings

Regular meetings of the board shall be held on the second week of each month. 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 of one week having been given. The majority of the board members shall constitute a quorum of a board meeting.

Article VI Fees and Dues

Section 1 -

The admission fee shall be RM10.00 to be paid before the applicant can qualify as a member:

Section 2 -

The membership dues shall be RM130.00 per annum, payable semiannually on the first day of July and of January, with the understanding that US six dollars (US\$6.00) of each semiannual

payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Article VII Method of Voting

The business of this club shall be transacted by viva voce except the election of officers and directors, which shall be by ballot.

Article VIII Committees

Section 1 -

- (a) The president shall, subject to the approval of the board, appoint the following standing committees:
 - Club Service Committee
 - Vocational Service Committee
 - Community Service Committee
 - International Service Committee
 - Youth Service Committee
- (b) The approval shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, International Service and Youth Service as he may deem necessary.
- (c) The Club Service committee, Vocational Service committee, Community Service committee, International Service committee and Youth Service committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.
- (d) The president shall be ex officio a member of all committees and, as such, shall 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.

Section 2 - Club Service Committee

(a) The chairman of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service committee shall consist of the chairman of the Club Service committee and the chairmen of all committees appointed on particular phases of Club Service.

(c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service:

- Attendance committee
- Club bulletin committee
- Fellowship activities committee
- Magazine committee
- Membership committee
- Membership development committee
- Program committee
- Public relations committee

Appoint one member each year to the following committees:

- Classifications committee
- Rotary information committee

(d) Where feasible and practicable in the appointment of club 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.

- (e) The classifications and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.
- (f) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3 - *Community Service Committee*

- (a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chairman of the community service committee and the chairman of all committees appointed on particular phases of community service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:
 - Human Development committee
 - Community Development committee
 - Environmental Protection committee
 - Partners in Service committee

Article IX

Duties of Committees

Section 1 - *Club Service Committee*.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The chairman of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

- (a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (b) *Classifications Committee.* This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, using the guide to classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.
- (c) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.
- (d) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.
- (e) *Magazine Committee.* This committee shall stimulate reader interest in THE ROTARIAN and/or REVISTA ROTARIA; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new

members; provide a copy of the magazine for non-Rotarian speakers; secure International Service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine, and in other ways make the magazine of service to the club members and non-Rotarians.

- (f) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.
- (g) *Membership Development Committee.* This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.
- (h) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (i) *Public Relations Committee.* This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club.
- (j) *Rotary Information Committee.* This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

Section 2 - Vocational Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

Section 3 - Community Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

Section 4 - International Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. The chairman of this committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

Article X 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 a specified length of time.

(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 he attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provision of Art. VII, Sec. 3 of the Club Constitution is not computed in the attendance record of the club.)

Section 1 -

The treasurer shall deposit all funds of the club in some bank to be named by the board. The bank account shall be in the name of the club and operated by any two of the club authorised signatories - the President, Secretary and Treasurer. All expenses must have the approval of the Board of Directors and all project budgeted expenses must be previously approved by the Club.

Section 2 -

All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 -

Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 -

The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st each year on the basis of the membership of the club on those dates.

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 -

As soon as possible after the end of fiscal year, a statement of income and expenditure and a balance sheet for the year shall be prepared and audited by the Auditors. The audited accounts shall be submitted for the approval of annual General Meeting.

Section 1 - Active members (including additional active members).

- (1) The name of a prospective member, proposed by an active, senior active, or past service member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (2) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.
- (3) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.
- (4) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.
- (5) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publications of the name of the prospective member, the prospective member, upon payment of his admission fee, as prescribed in article V of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If not to exceed 2 negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

- Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the General Secretary of Rotary International.

(6) The member shall be formally introduced as a new member at a regular meeting of the club.

Section 2 - Senior Active, Past Service, and Honorary Members.

The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in section 1 of this article and proceed to ballot on the proposed member. If not to exceed 2 negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, provided, however, that any active member or past service member of this club who qualifies for senior active membership as set forth in the constitution of this club shall automatically become a senior active member of this club, no application or election to such senior active membership being required.

Section 3 - Exclusion

As the Club is for business persons and professionals, no student shall be admitted to the club.

Article XIII Resolutions

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

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports if any
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XV Non-Citizens

Any non-citizen Rotarian elected to serve on the Board of Directors shall be eligible subject to there being no objections from the Registrar of Societies

Article XVI Amendments

These bylaws may be amended at an extraordinary general meeting called specifically for the purpose, a quorum being present, a vote of two-thirds of all members present obtained, and provided that notice of such proposed amendment shall have been mailed to each member at least twenty-one days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the Constitution and Bylaws of Rotary International. Such amendments whether to the bylaw or the constitution shall take effect from the date of their approval by the Registrar of Societies.

Article XVII Interpretation & Definition

Section 1

Throughout this bylaws, pronouns of the masculine gender shall include the feminine. The interpretation by the Board of Directors shall be final, subject to the Club at a general meeting.

Section 2

Between Annual General Meetings the Board shall interpret the Constitution and Bylaws of the Club and when necessary, determine any point on which the Constitution and Bylaws are silent.

Section 3

For the purpose of membership an "adult person" shall be a person 18 years of age or more.

Article XVIII Auditor (s)

Section 1

One or more persons or a certified public accountant who shall not be office-bearers of the Club shall be appointed by the Annual General Meeting as Auditors.

Section 2

The Auditor/Auditors shall be required to audit the accounts of the Club for the year, and to prepare a report or certificate for the Annual General Meeting. He/they may also be require by the President to audit the accounts of the Club for any period within his/their tenure of office at any date, and to make a report to the Board of directors.

Article XIX Dissolution

Section 1

The Club may be voluntaryly dissolved by a resolution of not less than three-fifths (3/5) of the total membership at a general meeting specially convened for the purpose.

Section 2

In the event of the Club being dissolved as provided above, all debts and lialibities legally incurred on its behalf shall be fully discharged, and the remaining fund shall be disposed off in such manner as may be decided by a General Meeting.

Article XX Address & Place of Meeting

Section 1 -

The postal address of the club shall be:

P O Box 47
75700 Melaka
Malaysia

Section 2 -

The address of the club shall be:

Malacca Village Park Plaza Resort
Air Keroh
75450 Melaka
Malaysia

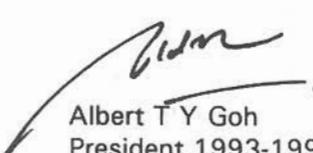
Section 3 -

The place of meeting shall be:

Malacca Village Park Plaza Resort
Air Keroh
75450 Melaka
Malaysia

Section 4 -

The addresses and place of meeting shall not be changed without the prior approval of the Register of Societies.



Albert T Y Goh
President 1993-1994



Ian Eng Wah
Secretary 1993-1994