

BYLAWS OF THE ROTARACT CLUB OF ARUBA

Aligned Consolidated Revision - September 2026

Originally adopted on 19 August 2022

Amended by vote of the Club members in September 2026

These bylaws govern the Club's internal operations. They supplement, and may not conflict with, the applicable law of Aruba, the Club's notarized Articles of Association (Statuten), or the constitutional documents and mandatory policies of Rotary International that apply to Rotaract clubs. As a matter of Aruba law, the applicable law and the Statuten control the Club's legal governance. Any conflicting bylaw provision takes effect only after the corresponding Statuten amendment becomes effective.

Article 1 - Definitions

1. **Board** means the Club's board of directors.
2. **Club** means the Rotaract Club of Aruba.
3. **Director** means a voting member of the Board.
4. **Member** means an active ordinary member of the Club.
5. **Voting Member** means a Member in Good Standing who is entitled to vote under the Statuten and these bylaws.
6. **Prospective Member** means a person participating in the Club's admission process who has not yet been admitted as a Member.
7. **Club Fund** means funds available for approved administrative and member-related Club expenses.
8. **Project Fund** means funds reserved for current or future community or international service projects.
9. **General Meeting** means a regular or special meeting of the Club's Members.
10. **Assembly** means a Club meeting devoted primarily to planning, training, evaluation, or member engagement.
11. **Quorum** means, for an ordinary General Meeting, more than half of all Voting Members present in person, participating through an authorized electronic connection, or represented by written proxy. Article 9 establishes the special two-thirds quorum for amendments. For a Board meeting, Quorum is a majority of serving voting Directors, one of whom must be the president or vice president.
12. **RI** means Rotary International.
13. **Year** means the 12-month Club year beginning on 1 July and ending on 30 June.
14. **Rota-Coach** means a former Rotaractor appointed in a non-voting advisory role under Article 3.
15. **Member in Good Standing** means a Member whose dues are paid through the previous month or who is complying with an approved written payment plan, who meets the attendance requirements in Article 6 or has an approved exception, and who is not suspended.

Article 2 - Elections and Terms of Office

1. Elections for president, vice president, secretary, treasurer, and open Director positions shall be held annually before 1 February. Those elected take office on 1 July.
2. The Board shall consist of an odd number of at least five voting Directors: the president, immediate past president if available and eligible, vice president, secretary, treasurer, and any additional Directors required to maintain the prescribed minimum and odd number. The Members shall fix the number of additional positions by resolution before nominations open.
3. Nominations shall open at least one month before the election. Nominations may be submitted in writing, made from the floor at the election meeting, or both. Every nominee must accept the nomination and be a Member in Good Standing.
4. Elections shall be conducted at a General Meeting at which a Quorum is present, using a confidential paper or electronic ballot. Members attending in person, participating through an authorized electronic connection, or represented by a valid written proxy are counted as present or represented. A candidate receiving a simple majority of the valid votes cast shall be elected.
5. If no candidate receives a majority, a runoff shall be held between the two candidates receiving the most votes. If a runoff remains tied after a second ballot, the result shall be decided by lot under the supervision of the secretary.
6. If the office of president becomes vacant, the vice president succeeds as president for the remainder of the term. For another vacancy, the president may appoint an eligible replacement with approval of a majority of the remaining Board. If both president and vice president are vacant, the remaining Board shall appoint an acting president and call a General Meeting as soon as reasonably practicable.
7. For good cause, the Board may declare an officer position vacant by a two-thirds vote of serving voting Directors after written notice and a reasonable opportunity to respond. This does not by itself terminate the person's elected position as a Director. A Director may be suspended or removed by a two-thirds vote of valid votes cast at a General Meeting after the same procedural protections. A suspension expires if it is not followed by removal within three months.
8. The term of office for each elected officer and Director is one Year. The vice president does not automatically become president for the following Year; each elected office is filled annually.

Article 3 - Duties of Officers and the Board

1. The president presides at meetings of the Club and Board. With Board approval, the president appoints standing and special committees and fills vacancies as provided in Article 2. The president is an ex officio member of all committees and maintains regular communication with the sponsor club or clubs, the district Rotaract representative, and RI.
2. The vice president succeeds to the presidency as provided in Article 2 and presides when the president is absent.
3. The secretary maintains the membership register and Club records, issues required notices, records minutes, maintains the current Statuten, bylaws, and amendment register, and provides records to the sponsor club or clubs upon reasonable request.
4. The treasurer safeguards all funds, maintains complete records and the separate accounts required by Article 7, makes disbursements only under approved procedures, provides periodic financial reports and an annual accounting, supports the annual independent review, and completes an orderly handover. Financial records shall be available for inspection by any Member upon reasonable request.

5. The immediate past president, if available, supports continuity and advises the president and Board. Additional Directors perform duties assigned by the Board and oversee designated committees or portfolios.
6. The Board is the governing body of the Club, subject to the applicable law, the Statuten, the Standard Rotaract Club Constitution, and these bylaws. It oversees officers and committees, acts as a board of appeal from officer and committee decisions, approves budgets and expenditures, and presents an annual report to the Members. Regular Board meetings are open to Members in Good Standing, who may address the meeting with permission of the chair.
7. The Board may appoint one or more Rota-Coaches for a term not exceeding one Year. A Rota-Coach advises and supports the Club but is not a Director, has no vote, is not counted toward Quorum, and may not bind or represent the Club unless specifically authorized in writing.

Article 4 - Committees

1. **International Service** identifies, plans, and implements at least one annual activity or service project designed to create sustainable change benefiting the international community and involving all or most Members.
2. **Community Service** identifies, plans, and implements at least one annual activity or service project designed to create sustainable change benefiting the local community and involving all or most Members.
3. **Professional Development** develops opportunities to expand professional networks, exchange ideas with leaders, and build leadership and vocational skills.
4. **Finance** works with the treasurer and appropriate committees to prepare budgets, identify responsible funding methods, and support compliance with Article 7.
5. **Club** supports attendance tracking, membership development, member engagement, activity promotion, public relations, and other internal Club matters.
6. **Foundation** provides learning opportunities, develops appropriate fundraising strategies, and shares information that helps Members support The Rotary Foundation.
7. **Membership** promotes an objective admission process, supports member engagement, reviews membership concerns, and assists with conflict resolution.
8. **Project-Specific Committees** may be appointed by the president with Board approval for a specific project, event, or fundraising activity. At appointment, the Board shall record the chair, purpose, responsibilities, approved budget, reporting requirements, duration, and the Director assigned to the committee. The committee shall submit a final activity and financial report. All funds raised or spent remain subject to Article 7 and the approved financial procedures.
9. The president, with Board approval, may appoint additional standing or special committees and shall state their duties at appointment. Every committee must include at least one Director. A special or project-specific committee ends when its duties are completed or when discharged by the Board.

Article 5 - Membership

1. Admission is open to individuals aged 18 through 35, inclusive, who reside in Aruba. Age is determined on the effective admission date. The entry-age limit does not affect existing Members. A Member who reaches age 40 during a Year may remain active through 30 June of that Year. Membership automatically ends before the next Year begins on 1 July, and the Member is not eligible for election or appointment to office for that next Year.

2. No Member may simultaneously belong to more than one Rotaract club. Membership in another service, professional, civic, or community organization is permitted unless the Board, after written disclosure and an opportunity for the Member to respond, determines that a specific conflict of interest materially interferes with Club responsibilities. A Member with an unresolved material conflict may not hold Club office.
3. A Member may request leave of absence in writing. The Board may approve leave for up to six months and may extend it case by case. Approved leave excuses attendance during the stated period but does not automatically waive dues. Any waiver, payment arrangement, voting limitation, or condition must be stated in the written approval. A Member on leave may not be elected to office, and the Board shall determine whether an officer taking leave can continue to perform the office.
4. A Member may resign by written notice to the secretary. The resignation is effective upon receipt or on a later date stated in the notice. It does not cancel dues or other obligations accrued through the effective date.
5. Membership ends automatically upon termination of the Club, on the age-based date in paragraph 1, or upon resignation. Membership may also be terminated for failure to meet attendance or financial requirements, failure to remain eligible, or for cause. Termination requires at least a two-thirds vote of all Voting Members after written notice of the grounds and a reasonable opportunity for the affected Member to respond. The affected Member does not vote on the Member's own termination.

Article 6 - Meetings and Attendance

1. An annual planning and sponsorship meeting of the Club and Board shall be held no later than 1 June to review the current Year, discuss plans and objectives for the coming Year, and reaffirm responsibilities with the sponsor club or clubs. This meeting may also serve as one required Assembly.
2. General Meetings shall be held every three weeks. Members shall receive reasonable written notice of the schedule and of any change or cancellation.
3. Meetings may be held in person, online, or in a hybrid format, provided the identity of each Voting Member can be established and each remote participant can follow the deliberations directly and exercise the right to vote. The Board may cancel a meeting during a holiday or vacation period or for good cause upon reasonable notice.
4. A special General Meeting may be called by the president, by a majority of the Board, or upon written request of Voting Members holding at least one-tenth of all voting rights. The Board shall hold a properly requested meeting within four weeks. If it does not act within fourteen days, the requesting Members may call the meeting as permitted by the Statuten and Aruba law. At least seven days' written notice, including the purpose and agenda, shall be given. Only announced business may be decided. Amendments remain subject to Article 9.
5. Each Member shall attend at least 60% of the Club's regularly scheduled General Meetings during the Year. Approved leave is excluded. Attendance for a Member admitted during the Year is calculated from the effective admission date.
6. A Member who, without advance notice or good cause, misses every regularly scheduled General Meeting in any consecutive three-month period shall receive written notice and an opportunity to explain. The Board may excuse the absences, issue a written warning, or refer the matter for termination under Article 5.
7. The Board shall meet at least once per month. A special Board meeting may be called with reasonable notice by the president or at the request of two voting Directors.

8. The Club shall seek to arrange for one or more representatives of the sponsor club or clubs to attend at least ten regular General Meetings annually to encourage collaboration and communication.
9. A Member may make up an absence during the same Year by attending a regular meeting of another Rotaract, Rotary, or Interact club; participating in a Club service project or Club-sponsored community event; attending an RI, district, or multidistrict meeting authorized by the Board; or attending a committee meeting.
10. The Quorum requirements in Article 1 apply to ordinary General Meetings and Board meetings. The special rules in Article 9 apply to amendment votes.
11. At least two Assemblies shall be held each Year. An Assembly is for planning, learning, evaluation, and engagement and does not exercise legislative authority unless it was also announced as a General Meeting.
12. A Voting Member may authorize another Voting Member in writing to vote by proxy. No person may hold more than one proxy. The written proxy shall be delivered to the secretary before voting and attached to the minutes.
13. If an ordinary General Meeting lacks Quorum, a second meeting on the same announced business may be held after at least seven and within thirty days. Unless a special rule applies, the second meeting may decide regardless of attendance.

Article 7 - Fees Dues and Financial Administration

1. Annual dues are AWG 600.00 per Member and shall normally be invoiced in twelve monthly installments of AWG 50.00. The annual budget shall identify the Club, district, and RI administrative obligations covered by dues.
2. A Member's dues must be paid through the previous month, or the Member must be complying with an approved written payment plan, to remain in Good Standing. Accrued dues remain payable through the effective date on which membership ends.
3. The Board shall review dues annually and present any proposed change to the Members for approval before the next Year begins.
4. For an unrestricted general Club fundraising activity that is not represented as benefiting a specific service project, beneficiary, or restricted purpose, and after documented direct fundraising expenses, 25% of the net proceeds shall be allocated to the Club Fund for approved Club expenses related to Members. The remaining 75% shall be allocated to the Project Fund for current or future community projects approved by the Club. The 25/75 allocation shall be disclosed in advance in fundraising information and solicitations.
5. Funds raised for a designated service project, beneficiary, or restricted purpose shall be recorded separately and used only for that purpose. The 25/75 allocation does not apply. Any direct fundraising expenses deducted from restricted proceeds must be disclosed and documented.
6. Membership dues and Club Fund money shall be maintained separately from Project Fund and other restricted money. Project and restricted money shall be placed in one or more separate accounts. The accounting records must clearly identify each fund, restriction, receipt, transfer, and disbursement.
7. Before each Year, the Board shall prepare a proposed budget for approval by the Members. Expenditures must fall within an approved budget or receive specific Board approval and follow documented authorization and reimbursement procedures. Club funds shall not be distributed for a Member's private benefit except as reimbursement of properly approved and documented expenses.

8. The treasurer shall provide periodic financial reports and a complete annual financial statement. If an appropriately qualified external expert does not issue a statement on the annual accounts, the Members shall appoint an annual cash review committee of at least two Members who are not Directors and did not prepare the records under review. No reviewer may be a current authorized bank signatory for the accounts being reviewed.
9. If the Club disbands or is terminated, liabilities shall first be settled. Restricted balances shall be transferred to their designated purpose or, if that is no longer possible, to an eligible organization with a substantially similar community purpose. No remaining assets may be distributed among Members.
10. The Club shall not make general solicitations for financial assistance from Rotary or Rotaract clubs. A sponsor club may provide financial support when mutually agreed.
11. Advance approval of the General Meeting is required for acquiring, disposing of, or encumbering real property; guaranteeing or securing a third party's debt; a transaction exceeding AWG 5,000.00; borrowing money; or renting or leasing real property. More than half of all Voting Members must be present or represented and at least two-thirds of valid votes cast must approve. If the required attendance is not reached, a second meeting may be held after at least seven and within thirty days and may decide the same proposal regardless of attendance by a two-thirds vote.
12. The Club shall retain its books, financial records, minutes, and other legally material records for at least ten years or any longer period required by law.

Article 8 - Method of Admitting Members

1. A Member may propose a candidate, a prospective candidate may request membership, or another club may propose one of its transferring or former members.
2. The Membership Committee or Board shall explain the Club's purpose, residence and age requirements, attendance expectations, dues, admission process, governing documents, and applicable code of conduct before the formal process begins.
3. The admission period begins when the Club records a completed request or proposal. A 30-day introductory trial applies. Beginning after that period, the Prospective Member shall pay 50% of regular monthly dues until admission or rejection. Full monthly dues begin in the first full month following admission.
4. The Club shall approve or reject the candidate within 90 days after the admission period begins. Voting shall take place by confidential paper or electronic ballot at a General Meeting at which a Quorum is present. A simple majority of valid votes cast by Voting Members is required. The candidate shall be notified promptly.
5. When a former Interact member becomes a Prospective Member, the Club should decide within 60 days and notify the candidate promptly.
6. Before the applicable period expires, the Board may approve one extension of up to 60 days when additional participation or information is reasonably needed. Written notice shall state the expected end date.
7. An objection shall be submitted confidentially to the Membership Committee or Board and state a specific membership-related concern. The candidate shall have a reasonable opportunity to clarify relevant information. Decisions may not be based on a characteristic protected by applicable law or contrary to RI policy.
8. A candidate may not be admitted while simultaneously belonging to another Rotaract club. Membership in another organization is governed by Article 5.
9. After admission, the secretary shall update the Club membership register and any required RI or district records.

Article 9 - Amendments

1. A proposed amendment must be submitted in writing. The exact proposed text and notice of the vote shall be distributed to all Voting Members at least fourteen days before the regular or special General Meeting at which it will be considered.
2. These bylaws may be adopted or amended only when at least two-thirds of all Voting Members are present or represented and at least two-thirds of the valid votes cast approve the proposal.
3. If the required Quorum is not reached, a second meeting on the same proposed text may be held after at least seven and within thirty days. At the second meeting, the proposal may be adopted regardless of attendance by at least two-thirds of valid votes cast.
4. If all Voting Members are present or represented and unanimously approve the proposal, the formal notice requirements may be waived to the extent permitted by the Statuten and applicable law.
5. Sponsor-club approval shall be obtained when required by the Rotary International Code of Policies, the Standard Rotaract Club Constitution, applicable law, or these bylaws. For amendments where sponsor-club approval is not required, the adopted amendment shall be provided to the sponsor club or clubs, if any, for information. The one-time transitional sponsor approval recorded in the certification applies only to this September 2026 consolidated revision.
6. No amendment may conflict with applicable Aruba law, the Statuten, or mandatory RI constitutional documents. If an amendment also requires a change to the Statuten, the conflicting portion does not take effect until the notarial amendment is executed.
7. The secretary shall record the proposal, attendance and proxies, vote totals, effective date, and any second-meeting procedure in the minutes and amendment register and maintain a current consolidated copy.

Certification and Transitional Approval

This consolidated revision incorporates the amendments approved by the Members in September 2026, including the entry-age limit of 35, the age-40 exit rule, the 25/75 allocation of unrestricted general fundraising proceeds, General Meetings every three weeks, and the governance changes required to align the bylaws with the amended Statuten. Because the bylaws immediately preceding this revision required sponsor-club approval, the sponsor approval below applies only to this consolidated revision. Future amendments are governed by Article 9.

Original adoption	19 August 2022
Member ratification	_____
Transitional sponsor approval	_____
Effective date	Upon execution of the notarial Statuten amendment, unless a later date is entered: _____

Club President Signature and Date

Club Secretary Signature and Date

Sponsor Club Representative Transitional
Approval and Date

Sponsor Club Name

[END]