



# **BYLAWS and HOUSE RULES**

of

**SISTERS ON SAMUI  
FOUNDATION**

**KOH SAMUI, THAILAND**

# **BYLAWS**

## **ARTICLE I: NAME**

Section 1. This Organisation shall be known as: Sisters on Samui Foundation (or SOS).

## **ARTICLE II: MEMBERSHIP**

Section 1. A regular Member of SOS shall be a person who is a woman and or associates as a woman of good character and not under the age of eighteen years.

(a) It shall be the duty of the Members to report any change of personal details as soon as possible to the Secretary.

(b) No Member shall improperly solicit or seek to persuade any person to become a member, nor shall SOS publicly offer or give, directly or indirectly, any prize, premium or anything of value to any member or members, for securing applications for membership.

Sec. 2. A Life Member will be elected by an affirmative secret ballot of two-thirds of those present at a regular SOS meeting. Life Members have the same privileges as regular Members. Past Presidents and Ambassador(s) are automatically Life Members.

Sec. 3. An Honorary Member will be elected by an affirmative secret ballot of two-thirds of those present at a regular meeting, for distinguished services to Sisters on Samui. These Honorary Members shall :

- (a) not vote;
- (b) not hold any club office;
- (c) be entitled to attend all meetings and enjoy all other privileges afforded to Sisters on Samui members.

Persons who have distinguished themselves by meritorious service in the furtherance of SOS ideals and those considered friends of SOS for their support of SOS's cause may be elected to honorary membership.

Sec. 4. An Associate Member is a member who has left Koh Samui. An Associate Member shall:

- (a) receive all general communications
- (b) not be a member of any Committee

(c) not hold an elected office

### **ARTICLE III: MEMBERS MEETINGS**

Section 1. The regular meetings of SOS members shall be held on the third Wednesday at lunch in each month throughout the year. The regular hour of meeting shall be noon; but at any time, however, when convenience requires, the regular meeting may be held at an hour to be determined by vote of SOS to that effect at the previous meeting; provided that written notice of such change of meeting hour shall be given to all the members.

Sec. 2 Annual General Meeting should be held in November each year.

Sec. 3. A minimum of nine members of SOS, at least two of which shall be elected Officers, shall constitute a quorum for the voting of SOS in a regular or special meeting. Thus, a vote can be passed by a simple majority of members present. In the event of a tie, one of the Ambassador(s) will have the casting vote.

### **ARTICLE IV: ELECTIVE OFFICERS AND DUTIES**

Section 1. The elective Officers of SOS shall include the Ambassador(s), a Secretary, and a Treasurer and Managers. An Advisory Board consisting of a minimum of five members including the Ambassador(s) and Secretary shall also be elected.

None of the elective Officers can simultaneously occupy another position in SOS, whether as a paid employee or otherwise, when the relationship between SOS Office held and the other position occupied is such as to give rise to an apparent, potential or actual conflict of interest.

#### **OF THE AMBASSADOR(S)**

Sec. 2. The Ambassador(s) shall preside at all meetings of SOS, call special meetings when necessary, appoint all committees, have general supervision over all matters appertaining to SOS; she shall act as a representative(s) of SOS and perform such other duties as may be required by the Bylaws of SOS.

## **OF THE SECRETARY**

Sec. 4. It shall be the duty of the Secretary to keep correct minutes of all meetings of SOS, keep correct email and mailing lists of the members of SOS. Corrections of the mailing list should be made immediately upon the Secretary acquiring;

She shall attend to all the correspondence, subject to the approval of the Ambassador(s), and she shall promptly present all communications received by her to SOS, having first submitted the same to the Ambassador(s).

It is further the duty of the Secretary to file complaints received against any member or Officer willfully violating such Section.

When she retires from office she shall immediately assist with a handover to her successor in office, or whomsoever SOS may appoint.

## **OF THE TREASURER**

Sec. 5. They shall be the duty of the Treasurer to maintain correct accounts and issue receipts and pay bills and submit reports to the designated Accountant/Firm. Preparing a budget, monthly reports and financial report for AGM.

They shall be the Treasurer of all Committees of SOS, and shall handle all funds of all Committees and of every activity of SOS.

They shall, at such times as the Foundation Board may direct or the Advisory Board require, present for examination all books, papers, vouchers, etc., that may be necessary to a proper auditing of her accounts. Whenever the Treasurer's amount of cash in her possession shall exceed 5,000 baht, she shall notify the Advisory Board. She shall present a report at each regular meeting showing the condition of the funds of SOS.

## **OF THE ADVISORY BOARD**

Sec. 6. The Advisory Board shall meet monthly, who shall be members of such Board. Said Board shall have the following powers subject to the control of SOS; it shall have control of the funds, shall execute all leases, contracts or other papers necessary or proper in the premises when authorized by SOS and shall perform such other duties as may be required by the Bylaws of SOS, and as are compatible with the office.

It shall hold at least one regular meeting each month and such special meetings as may be required for the fulfillment of its duties, keeping correct minutes thereof. In addition to the minute book, it shall keep a separate record of any investments or other assets.

Whenever it may become aware, by notice or otherwise, that the amount of unappropriated cash in the hands of the Treasurer exceeds 5,000 baht, the Advisory Board may request the Treasurer to bank all unappropriated monies in excess of said 5,000 baht and send the receipt to the Accountant and Advisory board.

The Board shall present to the SOS membership, in December following the Annual General Meeting in November, a segregated Budget, making appropriations for each of the several objects for which SOS must or may provide, out of monies known to be in the possession of SOS or estimated to come into it during the ensuing Organisation year, SOS year of SOS commencing on January 1st.

Said Budget, either in its original or modified form, must be adopted by SOS at said meeting or the next following regular meeting. After such a Budget has been adopted, all expenditures by SOS during the said Organisation year must be kept within the limits of the appropriations made. When a proposal is made for any expenditure in excess of such adopted Budget, such proposal shall be promptly referred to the Board for consideration. Such a Budget may include an item for contingent purposes to cover unforeseen emergencies of SOS.

## **ARTICLE V: NOMINATION, ELECTION AND TERMS OF OFFICERS**

Section 1. Nominations for vacant offices roles to be filled at the annual election at any regular meeting of SOS on or after the 1st day of November and prior to the date of the annual election, provided, however, that if no nomination for a particular office shall have been made prior to the date of such election, or if all candidates previously nominated for a particular office shall have declined or withdrawn, nominations for that office may be made on the date of election. If a member has been nominated for more than one office, she must declare that she accepts one nomination and withdraw from other nominations before the close of the last regular meeting of SOS prior to the regular meeting at which the election is to be held, and if she does not do so, she must accept only the first nomination. To be eligible to be a nominee one has to be a regular member of SOS, a lady must have attended the majority of lunches and or is an active member on one of the committees or roles. In the event that no nomination is received that meets this criteria, the Advisory Board may invite a suitable candidate (irrespective of gender) from outside the membership group.

No member, unless nominated in accordance with this Section, shall be eligible to election at any such annual election.

Sec. 2. The annual election shall be held at the Annual General Meeting held in November of each year. Terms shall be for two (2) years for each office.

Sec. 3. At all elections for Officers, the Ambassador(s) or a Past President shall preside. She may appoint two members to act as tellers to receive, sort and count the votes, and the ballot box must be placed in full view of SOS. Nominations will be online prior to the election.

The election shall be by written or printed ballot, uniform in size and color, which shall contain in regular order a list of the offices to be filled. If by written ballot, it shall conform to such other regulations as SOS may direct; if by printed ballot, it shall contain, beneath the title of each office to be filled, the names of the candidates for such offices, and there shall be a blank space beneath each office for which no one has been nominated previous to the night of election. When a printed ballot is used, each member voting shall indicate her choice by a cross or an "x" placed opposite the name of each candidate she votes for and the preparation and casting of each ballot shall be secret and without assistance, except in case of physical disability and suitable arrangements therefore shall be made by SOS. No ballot shall be cast or counted other than ones provided by the Secretary or online which will be received to the SOS website. After all who are entitled to do so have voted, the ballot shall be declared closed; one of the tellers shall then examine each ballot singly and pass the same to her associate, who shall read the name or names written thereon, and the Secretary shall tally the same, from which tally list the presiding Officer shall announce the result to SOS within 48 hours, and shall declare the candidates receiving a majority of the votes cast duly elected. Should no nominee receive a majority of the votes, additional balloting shall be held eliminating from those ballots the nominee receiving the fewest votes on each ballot until a nominee shall receive the majority of the votes cast. When there is but one candidate in nomination, they may direct any Officer to cast the vote of SOS for such candidate.

Sec. 4. The Officers shall be installed at the regular December meeting of SOS. Should any elective Officer fail without good cause to present himself for installation at the regular time for installation or at a regular meeting of SOS within thirty days thereafter, the Ambassador(s) shall declare the office, to which the party so failing to appear for installation has been elected, vacant. A handover from outgoing officers must be prepared.

Sec. 5. Whenever an elective office shall become vacant, or no person is nominated for or elected to an elective office, or a member, who has been elected dies, resigns or is otherwise incapable of serving or who will not be available for installation following her election the Advisory Board shall order an election to fill each office for the unexpired term thereof or the full term, as the case may be. The Advisory Board may, at any time they deems expedient or necessary, appoint any Member in good standing of SOS to fill the vacancy so created, until such office is filled by election as provided herein, such appointee to have full power and authority to do all acts necessary and required of the office to which appointed. The vacancy

caused by the election of another elective Officer to fill such vacancy may be filled at the same meeting.

## **ARTICLE VI: COMMITTEES**

Section 1. At the next regular meeting after her installation, the Ambassador(s) shall appoint the following Committees:

- a. An Accounting Committee consisting of not less than three members. The Auditing & Accounting Committee shall:
  - (1) Be charged with making all arrangements for completion and submission of SOS's Annual Financial Report.
  - (2) Secure a financial report of any other entity affiliated with SOS, having a fiscal year ending other than December 31<sup>st</sup> , within sixty days after the close of that fiscal year.
  - (3) Review the year-to-date financial affairs and compliance with the approved budget of SOS.
  - (4) Act on other financial matters as SOS may direct.

The authority and duties of the Accounting Committee, and the procedure for developing and adopting an annual SOS budget, shall be as follows:

- (1) The Accounting Committee shall have general supervision over the proposed expenditure of funds related to SOS activities, events and programs.
- (2) All applications for expenditures of funds must be referred to the Accounting Committee before the requested expenditures are to be made. (by email or in person)
- (3) The Accounting Committee shall meet to discuss and consider all submitted applications for expenditures as soon as possible after their receipt.
- (4) The Accounting committee shall present to SOS Advisory Board, not later than the December meeting, a segregated Budget that makes appropriations for each of the several objectives for which SOS must or may provide funds from monies known to be in the possession of SOS or from monies estimated to come into SOS during the

- ensuing Organisation year (January 1<sup>st</sup> through December 31<sup>st</sup>). The Advisory Board shall approve, reject or modify the proposed Budget and shall report to SOS members their recommendation for acceptance of the Budget in December.
- (5) The Accounting Committee shall have supervisory authority to review and approve or deny all proposed budgets submitted by the Committees for Organisation activities, events and programs. The Accounting Committee shall also have the authority to require a representative of the Advisory Board to meet with the Budget Committee to review and evaluate the final Profit and/or loss status of each budgeted SOS initiative, activity, event or program.
- b. A Membership Committee consisting of not less than three members. The Membership Committee shall:
- (1) Work to increase the membership of SOS.
  - (2) Prepare a planned program to introduce new ladies to SOS by way of coffee meetings or other such social events.
  - (3) Acknowledge anniversaries.
  - (4) Organisation of member data
- c. An Events Committee consisting of not less than three members. The Events Committee may be liable for:
- (1) Fundraising
  - (2) Organise regular monthly meetings, as well as the Christmas luncheon.
  - (3) All other events
  - (4) Prepare a yearly calendar of events and suggested fundraising goals.
- d. Other Special Committees may be appointed upon any item of business and may consist of as many members as SOS in its discretion may think proper. The Treasurer of SOS shall be Treasurer ex-officio of every such special committee and they shall receive all funds coming to said committee and make disbursements therefrom as authorized by SOS.

All reports (except reports of progress) shall be made via email.

- e. An Advisory Board and shall have the following duties.



- a. To assist the Foundation Board of Directors in adopting rules for the conduct of its business.
- b. To hold meetings and to specify the dates of such meetings.
- c. To make recommendations for Committee appointments and candidates for office.
- d. To assist the Ambassador(s)(s).
- e. To engage in and make recommendations in other activities which will promote the good of SOS.

### **ARTICLE VII: MEMBERSHIP FEES**

Section 1. All Organisation dues hereafter specified shall be payable annually each January.

Sec. 2. All dues from members shall be paid to the Secretary in person at a SOS meeting or by Bank Transfer, and the Secretary shall immediately acknowledge receipt of the same.

### **ARTICLE VIII: BILLS**

Section 1. Payment of bills against SOS shall be signed by the Ambassador(s) and one Manager and it can be done electronically.

Sec. 2. When bills against SOS shall result from the transactions of a committee, either standing or special, each said bill, before being accepted and ordered paid, shall first be endorsed as approved or disapproved, as the case may be, by the committee responsible for the creation of the bill.

### **ARTICLE IX: FISCAL YEAR**

Section 1. The fiscal Year of SOS shall end on the last day of December of each year.

### **ARTICLE X: THAI LAW PROVISION**

The Sisters on Samui Foundation follows the commercial and civil laws of Thailand.

## HOUSE RULES

1. The giving of gratuities to the related officers of SOS is prohibited.
2. No pets shall be permitted except for Service Animals for the handicapped.
3. No political, legal or theological society shall be supported by SOS.
4. No vulgar or profane language or abusive conduct will be tolerated.
5. All refreshments must be paid for when served, either in cash or credit cards.
6. All complaints must be made to SOS in writing and accompanied by an adult beverage.
7. All ladies that are coming into their Autumn years will be celebrated - always sat near a fan and adored for achieving another level of Womanhood!!!
8. If any of our sisters are with child, they will also be adored and sat near a fan and treated like the Queen of the next generation that they are!
9. Babies of SOS members up to the age of 6 months are welcome.