



**ATPAC BY-LAWS**  
**Drafted 2009**

**ARTICLE I**

**Name**

The name of the corporation is Association of Thai Professionals in America and Canada (ATPAC).

**ARTICLE II**

**Incorporation and Principal Office**

- Section 1:* The Association of Thai Professionals in America and Canada (hereinafter referred to as the “Association”), was incorporated under the laws of the State of Texas in 1992.
- Section 2:* The period of the incorporation is perpetual.
- Section 3:* The management of the affairs and funds of the Association shall be vested in the Board of Directors as the Bylaws provide.
- Section 4:* In the event of the dissolution of the Association, all of its remaining assets shall be distributed exclusively for charitable, scientific, technological or educational purposes in Thailand as required by the Internal Revenue Service (IRS) Code of the United States of America for charitable organizations.
- Section 5:* The principal office of the Association shall be located according to the location of the president. The Association may have other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association according to the IRS regulation.
- Section 6:* No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding

any other provision of the Articles of Incorporation, the Association shall not carry on any other activity not permitted to be carried on (a) by a Association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Association, contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III**

#### **Objectives**

The objectives for which the Association is formed and its general purposes are:

- 1) To promote the advancement of scientific knowledge, technology, and education in Thailand.
- 2) To establish liaison and promote cooperation among Associations and related organizations in Thailand, the United States, Canada and other countries.
- 3) To maintain close association and fraternity among members.

### **ARTICLE IV**

#### **Members**

- Section 1:* All memberships shall be by application and/or invitations and approved by the Membership Committee.
- Section 2:* The Association shall have three (3) classes of membership: Members (and Life Members), Honorary Members, and Institution Members.
- Section 3:* Members and Life Members: ATPAC Members shall be professionals who are interested in the objectives of the Association. Only those who currently work in the USA and Canada can apply for ATPAC membership. Members who have paid life membership fees as determined by the Board of Directors shall be Life Members. Members who pay a membership fee biennially shall renew their membership to remain the current member status. Current Members and Life Members shall be entitled to hold office (if applicable) and vote on matters submitted to a vote by Members.
- Section 4:* Honorary Members: The Board of Directors may elect as "Honorary Members" individuals:
- a) Who have rendered distinguished services to Thailand in the field of science, technology or education; or

b) Who have supported and furthered the causes of the Association.

The Honorary Members shall not be required to pay fees or dues but shall enjoy all the privileges of the Members except that they shall not have the right to vote or hold office.

*Section 5:* Institution Members: This class of members consists of institutions which have contributed to or supported the objectives and activities of the Association. The Institution Members shall not be required to pay fees or dues but shall enjoy all the privileges of the Members except that they shall not have the right to vote or hold office.

*Section 6:* Non-Confidence Vote: Any current member of the Association may initiate a letter in writing to the Board of Directors for a non-confidence vote of any director or any officer of the Association. When such document is filed, the Board of Directors shall investigate and take a proper action thereafter.

*Section 7:* Termination of Membership: The Board of Directors shall have the power to terminate membership in any category for any cause which in their judgment shall be deemed sufficient. This may occur only after the member involved has been notified in writing of the cause for termination.

## **ARTICLE V**

### **Board of Directors**

*Section 1:* Election and Number. The Board of Directors shall consist of five (5) members, representing the five (5) ATPAC regions as defined at the end of this document.

Members of the Board of Directors shall be nominated by a search committee and elected by the Members.

*Section 2:* Qualifications. A director shall have at least ten years of professional experience after graduation and at least five years of ATPAC membership.

*Section 3:* Term of Office. Each member shall serve four years with a staggered two-year term.

*Section 4:* Chairperson. The Chairperson of the Board of Directors shall be elected annually by its members. The President shall serve as a non-voting member and give reports at board meetings.

*Section 5:* Duties. The Board of Directors shall have the following duties:

1) To oversee the officers in the performance of their duties as prescribed in the Bylaws. The Board of Directors, by 80% of the vote, shall have

the authority to suspend and recommend the removal of the President if he/she fails to perform his/her duties. In the event of the removal of the President from office or the President resigns prematurely, the Board of Directors shall elect one of the board members or appoint a qualified Member in good standing to be Acting President until a new President is appointed.

- 2) To set the policy governing all business affairs of the Association to achieve its objectives.
- 3) Any member of the Association can attend any meetings called for by the Board of Directors. In a closed door session, only members of the Board of Directors may be present to discuss matters. However, the outcome of the votes by board members shall be made public and recorded in the meeting minutes.

*Section 6:* Act of Board of Directors. The act of the majority of board members present in person or by proxy at a meeting in which a quorum is present shall be the act of the Board of Directors. The votes of at least four directors are required to pass any item that requires an approval from the Board of Directors.

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable.

*Section 7:* Meeting. The Board of Directors shall convene not less than once a year, at the time and place designated by the Chairperson of the Board. Special meetings may be called at any time by the Chairperson of the Board of Directors and shall be called within seven (7) days of the receipt of a request signed by not less than three (3) members of the Board of Directors. Should the Chairperson of the Board of Directors fail to call the meeting, the Directors who request it shall direct the Secretary of the Association to call such a meeting. The Secretary of the Association shall give not less than fifteen (15) days notice of the time and place of the meeting to each member of the Board of Directors. The notice shall be sent to the Directors' addresses or numbers as shown on the record of the Association.

Members of the Board of Directors may participate in and hold a meeting of the Board by means of telephone conference or similar communication equipment by which all persons participating can hear and talk to one another.

*Section 8:* Quorum. At least four (4) members of the Board of Directors shall constitute a quorum for the transaction of businesses at any meeting of the Board of Directors.

**ARTICLE VI**  
**President**

*Section 1:* The President. The President shall be nominated by a search committee and approved by the Board of Directors. The President shall serve a two-year term. The term of presidency can be renewed with an approval of the Board of Directors. The President shall serve no more than three (3) consecutive terms.

*Section 2:* Duties: The President shall:

- 1) be the chief executive officer of the Association under the policy set forth by the Board of Directors,
- 2) manage and transact all of the business affairs of the Association,
- 3) manage and oversee the funds and assets of the Association,
- 4) preside at all meetings of the officers,
- 5) perform such other duties as may be assigned by the Board of Directors, and
- 6) periodically update the Board of Directors of the Association activities with one activity report every 6 month.

**ARTICLE VII**  
**Officers**

*Section 1:* Executive Board. The Executive Board shall consist of President, Vice Presidents, Treasurer, Secretary of the Association and at least three (3) representatives of professional group leaders as outlined in the Standard Operating Procedures.

*Section 2:* Vice Presidents: The President shall appoint Vice Presidents to carry out specific duties. The number of the Vice Presidents shall be determined by the President as deemed appropriate. Each vice president will perform functions assigned by the President. Their terms shall end concurrently with the term of the President, or can be terminated by the President.

*Section 3:* Treasurer. The Treasurer shall be appointed by the President and approved by the Executive Board. The Treasurer must be a Member in good standing of the Association. The Treasurer shall administer the funds and handle assets of the Association under the supervision of the Executive Board and shall make financial information available to the Board of Directors. The Treasurer, with an approval of the President, shall designate the depositories into which the monies and securities will be

deposited. The Treasurer shall report at least twice per year to the Executive Board and the Board of Directors, the financial condition of the Association. The Treasurer shall also have the books and accounts of the Association ready and can be audited by a Certified Public Accountant when necessary. The term of Treasurer shall end concurrently with the term of the President, or can be terminated by the President.

*Section 4:* Secretary. The Secretary shall be appointed by the President and approved by the Executive Board. The Secretary shall keep the minutes of all the meetings of the Association, give notices in accordance with the provisions of the Bylaws, keep records of the Association, and perform such other duties as assigned by the President. Their term of Secretary shall end concurrently with the term of the President, or can be terminated by the President.

*Section 5:* Quorum. At least 80% of the Executive Board members shall constitute a quorum for the transaction of businesses at any meeting. The votes of at least 80% of the Executive Board are required to pass any motions.

## **ARTICLE VIII**

### **Search Committees**

*Section 1:* Search Committee for new members of the Board of Directors. The search committee shall consist of three (3) members appointed by the standing Board of Directors six (6) months prior to the end of the expired Directors' terms. The search process should be conducted in consultation with representatives of the following Thai organizations: the Ministry of Science and Technology (MOST); the Commission on Higher Education (CHE); the National Science and Technology Development Agency (NSTDA); the Reverse Brain Drain Project (RBD), and the Thailand Research Fund. The search committee shall make every effort to nominate at least one candidate for each ATPAC region defined at the end of this document.

*Section 2:* Search Committee for the President. The search committee shall consist of three (3) members appointed by the Board of Directors, six (6) months prior to the end of the term of presidency. The search committee shall identify a qualified individual as President to lead the Association operations as described in ARTICLE VI Section 2.

## **ARTICLE IX**

### **Standing Committees**

The following standing committees can be appointed as deemed necessary. The standing committees shall perform duties as assigned by the Board of Directors or the President.

- Section 1:* Bylaws Committee. The Board of Directors, at the recommendation of the President, shall appoint three (3) Members of the Association, one (1) of whom shall be the Chairperson. This committee shall recommend revisions and/or amendments of the Bylaws. The Committee shall function under the supervision of the Board of Directors.
- Section 2:* Finance and Fund Raising Committee. The President shall appoint three (3) Members of the Association, one (1) of whom shall be the Chairperson, to serve on the Finance and Fund Raising Committee. In addition, the Treasurer of the Association shall serve as a member of this Committee. The Finance and Fund Raising Committee shall supervise and direct the financial affairs and fund raising of the Association with the supervision of the Executive Board.
- Section 3:* Communications Committee. The President, with the approval of the Executive Board, shall appoint three (3) Members of the Association, one (1) of whom shall be the Chairperson. The Committee shall communicate the businesses and affairs of the Association to Members and the public. The committee shall promote the Association to the public. The Committee shall function under the supervision of the Executive Board.
- Section 4:* Professional Activities Committee. The President, with the approval of the Executive Board, shall appoint at least three (3) Members of the Association, one (1) of whom shall be the Chairperson, to serve on this committee. It shall consist of several professional groups, as many as deemed appropriate, each of which shall have its own leader and each shall organize the scientific, technical and educational missions for the Association. The President, in consultation with the professional activities committee, shall appoint the leader for each professional group and shall facilitate the activities of the Committee. Professional group leaders shall elect among themselves at least three (3) representatives to serve on the Executive Board.
- Section 5:* Membership Committee. The President, with the approval of the Executive Board, shall appoint three (3) Members of the Association, one (1) of whom shall be the Chairperson, to serve on this committee. The committee shall carry out appropriate membership drive activities, adopt and amend application procedures and qualifications for membership in the Association, consider and vote upon the admission of all applicants, and recommend to the Board of Directors individuals for election to be Honorary Members of the Association. The committee shall function under the supervision of the Executive Board.
- Section 6:* Grievance Committee. The Board of Directors shall appoint three (3) Members to serve on the Grievance Committee which shall consider all grievances forwarded by Members and make recommendations to the Board.

*Section 7:* Ad-hoc Committee. The Ad-hoc committee can be appointed by the President and approved by the Executive Board.

*Section 8:* Meeting of the Committees. Members of any committee may participate in and hold meeting of the Committee by means of telephone conference or by any other means of communication by which all persons participating in the meeting can hear and talk to one another.

## **ARTICLE X Meetings**

*Annual Meeting.* The Association shall convene not less than once yearly at the time and place as deemed appropriate by the Executive Board. The Annual Meeting shall include at least (a) Scientific Sessions and (b) Association Business Meeting.

## **ARTICLE XI Finances**

*Section 1:* Fiscal Year. The Association fiscal year is defined as October 1 (current year) to September 30 (next year), which is the same as the fiscal year of the Thai Government.

*Section 2:* Budget. The Treasurer shall maintain a budget sheet that identifies projected income and expenses for the fiscal year. The Executive Board shall propose the budget at the beginning of each fiscal year to the Board of Directors for final approval. Any deviations from the approved budget shall be resubmitted by the President to seek the approval from the Board of Directors

*Section 3:* Receipts. Every expense item stated in an expense report must be accompanied with a receipt; otherwise, a loss of receipt form must be submitted. All receipts shall be submitted to the Treasurer.

*Section 4:* General Expenses. In general, the funds of the Association shall be used only for the purpose of conducting the Association's related activities. Any other use of these funds must be approved by the Board of Directors prior to spending.

*Travel Expense.* Typically, for travels within USA and Canada to conduct or attend the Association's related activities, the Association only reimburses for airfares and accommodations. These expenses must be pre-approved by the Executive Board.

*Expenses Incurred for the Benefits of Thailand.* When any member wishes to organize an activity that will benefit Thailand in general and there is no funding available from agencies in Thailand, the member shall submit a request and a statement of justification to the Executive Board

for approval. Upon approval by the Executive Board, the expenses will be granted to the member in accordance to the Association's Standard Operating Procedures.

*Section 5:* Books and Records. The Treasurer shall keep correct and complete books and records of assets, bank account and all expenditures.

*Section 6:* Audit. The Board of Directors shall have the right to examine, in person, or by agent or attorney, the Association's financial records at anytime and upon resignation of the Treasurer.

## **ARTICLE XII**

### **Amendment of Bylaws**

The proposition to amend the Bylaws may be initiated by the Board of Directors, the Executive Board, or by Members with the approval of the Board of Directors. Comments from Members on the proposed amendments shall be compiled by the Bylaws committee and submitted to the Board of Directors for approval. Copies of the approved amendments of the Bylaws shall be circulated to Members by the Secretary of the Association by mail, e-mail, or fax at the addresses or numbers as shown in the records of the Association. The amendment of the Bylaws shall be approved by a majority vote of members.

## **ARTICLE XIII**

### **Miscellaneous Provisions**

*Section 1:* All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authority cited, or their successors, as they may be amended from time to time.

*Section 2:* If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability, shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

*Section 3:* Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

*Section 4:* The Bylaws shall be binding upon and inure to the benefit of the Members, Directors, Officers, Committee Members, employees and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.



### **Definitions of the five ATPAC regions**

The five ATPAC regions consist of the Eastern region of the United States, the Northern region of the United States, the Southern region of the United States, the Western region of the United States, and the Canada region

The Eastern region includes the States of New York, Pennsylvania, Virginia, West Virginia, Maryland, Delaware, New Jersey, Connecticut, Rhode Island, D.C., Massachusetts, New Hampshire, Vermont and Maine.

The Northern region includes Ohio, Kentucky, Michigan, Indiana, Wisconsin, Illinois, Minnesota, Iowa, Missouri, North Dakota, South Dakota, Nebraska and Kansas.

The Western region includes Montana, Wyoming, Colorado, New Mexico, Idaho, Utah, Arizona, Washington, Oregon, Nevada, California, Alaska and Hawaii.

The Southern region includes Texas, Oklahoma, Arkansas, Louisiana, Mississippi, Tennessee, Alabama, Georgia, North Carolina, South Carolina and Florida.

The Canada region includes the entire country of Canada.