



BYLAWS
Of
The Association of Thai Professionals in America and Canada (ATPAC)

ARTICLE I. NAME

The English name of the corporation is Association of Thai Professionals in America and Canada and shall be known as ATPAC.

The Thai name of the corporation is
สมาคมวิชาชีพไทยในอเมริกาและแคนาดา

ARTICLE II. INCORPORATION AND PRINCIPAL OFFICE

*Section 1: **Incorporation***

The Association of Thai Professionals in America and Canada, hereinafter referred to as the “**Association**” or “**ATPAC**”, was originally incorporated in 1992 under the laws of the State of Texas as a non-profit organization and recognized by the Internal Revenue Service (IRS) as tax exempt under section 501(c) (3) code. In 2012, the Association was reincorporated under the laws of the State of Florida.

*Section 2: **Duration***

The period of the incorporation is perpetual.

*Section 3: **Principal Office***

The principal office of the Association shall be located at the same address where the incumbent President resides. The Association may have other offices in Florida and/or other locations where the **Board of Directors (“BoD”)** may designate. As the affairs of the Association may require from time to time, the BoD may change the location of any office of the Association to any place, permissible under IRS’ regulations.

ARTICLE III. OBJECTIVES

ATPAC is organized exclusively as a center for Thai professionals and foreign friends with diverse expertise to network and collaborate to advance Thailand’s development and progress in the fields of education, science, technology, etc. More specifically,

the objectives 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.
4. Any purpose which the BoD may approve from time to time; provided that such purpose is consistent with the mission and nonprofit nature of the Association, and within the tax exempt purpose of Section 501 (C)(3) of the Internal Revenue Code of 1954, and any amendments thereto.

Officers and volunteers shall undertake projects and programs to fulfill objectives beneficial to Thailand. To ensure an effective and fair determination of which projects to support and undertake, it is required that a methodological and objective evaluation process be met with consensus. To maintain the integrity and proper use of resources, such processes shall be based on topline priorities while accounting for the timeliness and beneficial impact toward the country and people of Thailand.

A panel or committee appointed by the BoD shall be set up to take on such duties. The selecting process must be fair, impartial, and transparent to prevent any misconduct detrimental to the Association and its goals.

ARTICLE IV. LIMITATIONS AND DISSOLUTION

Section 1: **Limitations**

The purposes and activities of the Association shall be subject to limitations set for in these bylaws, in the Articles of Incorporation, and in the operating procedures. While performing duties on behalf of the Association, directors and officers as well as members and representatives are encouraged to work within the rules of law and regulations prescribed in the local, state or provincial and federal or central governments.

1. *No Political Involvement.* No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
2. *Non-Partisanship.* 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.

3. No part of the 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
4. 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 an 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).

*Section 2: **Dissolution***

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.

ARTICLE V. MEMBERS

Any Thai and non-Thai professionals, who live or work in the U.S. and Canada and are interested in furthering the purposes of ATPAC, are encouraged and welcome to join the Association. Membership is voluntary. All members shall abide and be governed by these Bylaws, all policies, procedures, rules and directives including but limited to the Association’s Code of Ethics (Conduct).

*Section 1: **Applying and Approval.*** All memberships shall be by application and/or invitations and approved by the Membership Committee.

*Section 2: **Classes of members.*** The Association shall have two (2) classes of membership: Regular Life Members and Honorary Members.

*Section 3: **Qualifications and Rights.***

- 1) Regular Life Members.
 - a) Members in this category shall be professionals who are interested in the objectives of the Association and are willing to contribute some of their time, effort and expertise for the Association to meet these objectives.
 - b) Only those who currently work in the USA and Canada can apply for ATPAC membership. *Retired professionals with permanent residence in the USA and Canada who are still active can also apply*
 - c) **Membership fees.** Regular Life members are required to pay membership dues, the values of which shall be determined from time to time by the BoD based on recommendations by the Executive Committee. Members who have paid a lifetime membership fee shall be Regular Life Members and shall be exempt from paying further membership dues.
 - d) **Rights.** Regular Life Members (hereinafter referred to as "Current Members") shall be entitled to hold office (if applicable and qualified) and vote on matters submitted to a vote by Members.

- 2) Honorary Members. The BoD may elect individuals who fall into the following categories as "Honorary Members."
 - a) Those who have rendered distinguished services to Thailand in the field of science, technology or education; or
 - b) Those who have supported and furthered the causes of the Association.

Membership fees. The Honorary Members shall not be required to pay fees or dues but shall enjoy all the privileges of the Regular Life Members.

Rights. Honorary Members shall not have the right to vote or hold office.

Section 4: **Termination of Membership.** The Executive Committee 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. The member shall have the right to appeal the decision to the BoD.

ARTICLE VI. OFFICERS

The Officers of the Association shall include members of the BoD,

the President, Vice President(s), Treasurer, Membership Officer, Communications Officer, Secretary and Professional Group Leaders. If necessary, e.g. in the event that not all appointed officers can be recruited, one officer may perform more than one function. All the Officers shall serve the Association on a volunteer basis and shall not seek personal or financial gain from any business affairs of the Association. All the Officers shall be Current Members of the Association.

All positions of the BoD are filled by election, while the remaining officers are appointed.

The BoD, by 60% of its votes, shall have the authority to suspend and removal of any officer or member of the Executive Committee, including the President, if he/she fails to perform his/her duties or found to involve in any misconducts.

ARTICLE VII. BOARD OF DIRECTORS (BoD)

Section 1: **Composition.** The management of the affairs and funds of the Association shall be vested in the Board of Directors (BoD) in full power and authority as the Bylaws provide. *The BoD shall comprise of professionals in diverse fields, skills and talents.* The BoD, through its stewardship, is responsible for setting overall policies, approving procedures, and making decisions to keep the Association moving forward in the direction that will achieve the objectives. BoD members shall receive no compensation other than reasonable expenses incurred, as reimbursement, while on official duties. All positions of BoD are filled by election.

Section 2: **Number.** The BoD shall consist of *five (5)* elected members. The BoD may choose to increase its composition when and if deems appropriate. The total seats of the BoD shall be an odd number to avoid the deadlock when BoD members vote on business matters requiring their decision. From these positions, one shall be the Chair who acts as the leader of the BoD and presides at the BoD meetings.

Members of the BoD shall be nominated by the Election and Search Committee and be elected by the Current Members of the Association. *The Election and Search Committee shall make every effort to nominate candidates in diverse fields from different parts of the USA and Canada for these positions so that the BoD shall have a broad geographic representation and be composed of the most qualified diverse professionals and talents.*

Section 3: **Qualifications.**

- a) A BoD Member shall have at least *fifteen (15)* years of professional experience after graduation and at least *five (5)* years of ATPAC membership in good standing.
- b) A BoD Member shall illustrate leadership qualities or traits such as Competent, Honest, Ethical, Fair-minded, Broad-minded, Courageous, Inspiring, Dedication, Creative or Imaginative.
- c) A BoD Member shall possess management experience and be familiar with fiscal responsibility.

Section 4: **Term of Office.** *For the initial group of elected BoD, two members shall serve a two (2) year term, while the remaining three members shall serve the full four (4) year term.*

Following the completion of the inaugural terms, all subsequent BoD members, either newly elected or re-elected, shall serve the normal full four (4) year term.

Members of the BoD shall not serve more than three (3) consecutive terms.

Section 5: **Chairperson.** The Chairperson of the BoD shall be elected annually by members of the BoD.

Section 6: **Duties.** In addition to fully understand Association's mission and purposes, members of the BoD shall:

- 1) Periodically review and revise them to strengthen the Association's roles in tune with changing time, environment and needs.
- 2) Set policies governing all business affairs of the Association, and provide oversight in its operations to achieve the established objectives.
- 3) Cultivate an organizational culture conducive to success, and foster harmonious and positive working relations so that members can happily and loyally contribute to the success of projects and Association's goals.
- 4) Plan, evaluate, and create ideas, set goals and tone as well as direction for the Association.
- 5) Recognize officers, members of committees and volunteers for their contributions to achieve the Association's goals.
- 6) Ensure legal and ethical integrity as well as accountability.
- 7) Select and appoint the President (CEO), review, reprimand, and remove the individual if found to underperform and/or involve in misconduct and wrongdoing.
- 8) Appoint professional group leaders and members of the Executive

- Committee at the recommendation of the President.
- 9) Attend all Executive Committee meetings where policies and matters important to the survival and well-being of the Association are discussed.
 - 10) Oversee the officers in the performance of their duties as prescribed in the Bylaws.
 - 11) Appoint standing and ad-hoc committees as well as task forces to perform specific task as deemed appropriate.
 - 12) Assess its own performance.
 - 13) Make ATPAC's charter and organization chart available to members performing voluntary work for the Association to be aware of its structure and chain of command.

Section 7: **Act and Voting of BoD.** The act of the majority of BoD members present in person at a meeting in which a quorum is present shall be the act of the BoD. The votes of majority of **60%** are required to pass the motion on any matters that require the approval from the BoD.

Members of BoD shall vote in person or in writing. In the event that the Director is unable to vote in person or in writing, a call for such a vote should be postponed until there is a quorum.

The outcome of the votes by BoD members shall be made public and recorded in the meeting minutes.

Section 8: **Meeting.** The BoD shall convene not less than once a year, at the time and place designated by the Chairperson of the BoD. Special meetings may be requested at any time by members of the BoD. The Chairperson of the BoD shall call for the Special meeting within seven (7) days of the receipt of a request signed by not less than three (3) members of the BoD. Should the Chairperson of the BoD fail to call the meeting, the BoD members who request it shall direct the Secretary of the Association to call such a meeting. No less than fifteen (15) days before the meeting the Secretary of the Association shall notify all members of the BoD the date, time and place of the meeting. The notice shall be sent to the BoD members' addresses or numbers as shown on the record of the Association.

Any member of the Association can attend any open door meetings called for by the BoD. Non-members may be allowed to attend the meeting, with prior approval from the BoD only. In a closed door session, only members of the BoD shall be present to discuss matters.

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

Section 9: **Quorum.** A majority vote of 60% of members of the BoD shall constitute a quorum for the transaction of businesses at any meeting of the BoD.

ARTICLE VIII. PRESIDENT

Section 1: The president shall be the Chief Executive Officer of the Association. The president shall be responsible for the administrative functions and shall effectively ensure that the day-to-day operations will move smoothly and efficiently to attain the organizational goals. The president is appointed by and accountable to the BoD.

Section 2: **Term of Office.** The President shall serve a term of two (2) years. A president shall not serve more than three (3) consecutive terms.

In the event of the President is removed from office or the President resigns prematurely, the BoD shall elect one of the BoD members or appoint a qualified Current Member to be the Acting President until a successor is chosen through a careful screening and competitive selecting process to assume the duties as the new President.

Section 3: **Qualifications.**

- a) The President shall have at least ten (10) years of professional experience after graduation and at least five (5) years of ATPAC membership in good standing.
- b) A President shall possess management experience and leadership qualities or traits such as Competent, Honest, Ethical, Fair-minded, Broad-minded, Courageous, Inspiring, Dedication, Creative and/or Imaginative.
- c) A President shall be familiar with fiscal responsibility and have people skill, in addition to other skills and abilities needed for a good and capable leader.

Section 4: **Duties.** The President's duties shall include:

- 1) Attends all meetings of the Executive Committee and of the BoD where he/she shall serve as a Non-voting participant.
- 2) Manages and transacts all of the business affairs of the Association.

- 3) Ensures and oversees the funds and assets of the Association are efficiently and effectively utilized, with advice from the Executive Committee.
- 4) Recommends the appointment of standing committees, professional group leaders, and members of the Executive Committee.
- 5) Keeps the BoD abreast of the Association activities and provides timely response as may be required by the BoD.
- 6) Coordinates and facilitates (as well as leads, if needed) the functioning of various workgroups and projects.
- 7) Develops and creates an atmosphere of open and constructive exchanges of ideas in the Association.
- 8) Recruits outstanding members in various fields with clear and supportable evidence of excellence and potential for growth.
- 9) Acts as a liaison and serves as the principal official representative in dealing with external organizations.
- 10) Maintains good relationship with volunteer members and external partners.
- 11) Communicates with general members and members in the management team and working groups.
- 12) Participates and coordinates in the preparation of budgets, and presents the budgetary packet to the BoD for review and approval.
- 13) Performs other duties as may be assigned by the BoD.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1: **Composition and Appointment.** The Executive Committee shall consist of the President, Vice President(s), Treasurer, Membership Officer, Communications Officer, Secretary of the Association, and Three (3) Representatives from the professional group leaders. Members of the Executive Committee shall be appointed by the BoD at the recommendation of the President.

Section 2: **Term.** The term of the Executive Committee shall end concurrently with the term of the President or can be terminated by the BoD when necessary and deem appropriate.

Section 3: **Vice President.** The Vice President shall carry out specific duties assigned by the President, and perform the duties of the President in his/her absence. The Vice President shall report to the President and serve in partnership with the President as a leadership team. The term of the Vice President shall be two (2) years, and end concurrently with the term of the President or can be terminated by the President with approval from the BoD.

If required and appropriate, the President may, with the approval from the BoD, appoint additional Vice President(s) to help share

the President's workload and responsibilities.

Section 4: **Treasurer.** The individual chosen to fill the post shall have some accounting backgrounds and financial knowledge. The Treasurer shall be appointed by the BoD, and report to the BoD. The term of Treasurer shall be two (2) years. However, he/she may be reappointed or terminated by the BoD at any time when deemed appropriate.

The Treasurer's duties shall include:

- a) Administers the funds, financial transactions and handles assets of the Association.
- b) Monitors closely the approved budgets and prepares financial statements.
- c) Makes financial information available to the BoD upon request.
- d) Selects, with the approval of the President, the depositories into which the monies and securities will be deposited. The depository(ies) selected must be federally (FDIC) insured.
- e) *Reports at least twice per year to the Executive Committee and the BoD, the financial condition of the Association.*
- f) Deposits money received into the bank in a timely fashion.
- g) Provides information and procedures including requirements and restrictions on traveling and other reimbursement requests.
- h) Ensures that policies and procedures are followed when reimbursing or disbursing funds to volunteer working members of ATPAC. Such procedures include but not limited to the proper authorization with signature(s), receipts, invoice, and/or expense report. *Any payments over \$500 per check shall require two (2) signatures, one from the Treasurer and another from the President, before remitting to the payee.*
- i) Maintains accurate records of receipts and expenditures.
- j) Has the books and accounts of the Association ready for audit by a Certified Public Accountant (or anyone designated by the BoD) when necessary.
- k) Shall serve on the Finance and Budget Committee.

Section 5: **Secretary.** The Secretary shall report to the President. The term of the Secretary shall be two (2) years, and shall end concurrently with the term of the President or can be terminated by the President with approval from the BoD. *The Secretary shall:*

- a) Coordinate, arrange and set up meetings of the BoD and Executive Committee as requested by the BoD or Executive Committee.
- b) Document the minutes of all the meetings of the Association.
- c) Distribute notices in accordance with the provisions of the Bylaws.
- d) Uphold confidential matters discussed in the meetings.
- e) Keep the Association's official records including legal documents,

- and
- f) Perform such other duties as assigned by the President.

Section 6: **Membership Officer.** The Membership Officer shall report to the President. The term of the Membership Officer shall be two (2) years, and shall end concurrently with the term of the President or can be terminated by the President with approval from the BoD. The Membership Officer's duties shall encompass:

- a. Keeping the membership record.
- b. Maintaining and updating the membership database of the Association.
- c. Establishing the list of talent pool and making it available for other authorized officers to reach out for tasks when needed.
- d. Overseeing membership recruitment and service activities.

Section 7: **Communications Officer.** The Communications Officer shall promote the Association and its activities to the public and serve on the Communications Committee. He/she shall report to the President. The term of the Communications Officer shall be two (2) year, and shall end concurrently with the term of the President or can be terminated by the President with approval from the BoD.

Section 8: **Quorum.** A majority vote of 60% of the Executive Committee members shall constitute a quorum for the transaction of businesses at any meeting. The votes of a majority of 60% of the Executive Committee are also required to pass any motions.

ARTICLE X. PROFESSIONAL GROUPS

Section 1: **Formation.** Professional groups shall be established to function as the Association's activity arms. The decision to establish a new group or discontinue the existing ones is made by the BoD based on proposals submitted by the Executive Committee as well as the information provided by group leaders and participants in the activities thereof.

Section 2: **Duties.** Professional groups shall develop collaboration with organizations in North America and Thailand and carry out activities under the supervision of the President to fulfill the Association's objectives.

Section 3: **Number.** The number of professional groups shall be as many as deemed appropriate by the BoD.

Section 4: **Leaders and Appointment.** Each professional group shall have its own leader who shall organize the scientific, technical and

educational missions for the Association. Professional group leaders shall be appointed by the BoD at the recommendation of the President, and shall report to the President. **Professional group leaders shall annually elect among themselves three (3) representatives to serve on the Executive Committee. During the selection process, considerations shall include the extent of contributions each group has made to Thailand, size of members in the group, and the group's level of proactive involvement in ATPAC.**

Section 5: **Term of Leaders.** The term of the professional group leaders shall end concurrently with the term of the President, or can be terminated by the BoD. They may be re-appointed; however, each of them shall serve no more than three (3) consecutive terms.

Section 6: **Meeting of the Professional Groups.** Members of any group may participate in and hold meeting of the group 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 XI. COMMITTEES AND SPECIAL TASK-FORCES

Committees are organized to assist the BoD or the President to perform duties, as assigned by the BoD or the President where and when appropriate, on specific project or matter. For committees appointed by the BoD, they shall serve under the supervision of the BoD and directly report to the BoD. The BoD, at its discretion, may create additional committees not listed herein the Bylaws.

For other committees, they shall serve under the supervision of the Executive Committee, except those specified in this bylaws. After completing the duties (which includes but not limited to investigation), they are required to provide a fair and independent assessment, objective opinions and recommendations to the BoD or the President for further action(s).

There shall be 3 members in each committee. However, for some committees dealing with sensitive and important matters, there shall be 5 members to share the tasks and responsibilities to effectively and efficiently achieve the goal. Committees are expected to collaborate in the systematic manner so that goals can be achieved qualitatively and timely without any impasse.

Two (2) types of Committees are established: Standing and

Temporary (or Ad Hoc) Committees.

Section 1: **Standing Committees.** These committees are formed, with continued existence, to carry out the work on an ongoing basis.

1. Finance and Budget Committee. The Finance and Budget Committee consists of three (3) members with two (2) members **appointed by the BoD** and the other shall **be the Treasurer to serve as the ex-officio member**. The Committee shall advise and direct the financial affairs of the Association and shall function under the supervision of the BoD. The Committee shall devise policies and procedures on financial and accounting matters and recommend them to the BoD for approval and implementation. The Committee shall periodically review and revise the established policies and procedures to ensure their effectiveness in monitoring and controlling the Association's financial matters. The Committee shall also assist, as assigned, in the budgetary process of the Association.
2. Communications and Public Relations Committee. The Communications and Public Relations Committee shall consist of three (3) members with two (2) be **appointed by the President** and other shall **be the Communications Officer**. The Committee shall promote the Association and communicate the businesses and affairs of the Association to members, stakeholders and the public. The Committee shall function under the supervision of the Executive Committee.
3. Ethics and Grievance Committee. The **BoD** shall appoint, at minimum, three (3) members and one (1) of whom shall be the Chairperson, to serve on the Ethics and Grievance Committee.

This committee shall consider and investigate ethical issues and all grievances, including no-confidence motions against officers, forwarded to the BoD by members of the Association. When such items (complaints) are filed, the Committee shall investigate thoroughly, fairly and make recommendations in writing, within 1 month, to the BoD for their consideration and appropriate action in a timely manner.

Upon making decision, the BoD shall respond to those initiating the grievances for its action.

4. Election and Search Committee. The **BoD** shall appoint, at minimum, three (3) members of the Association, one (1) of whom shall be the Chair, to serve on the Election and Search Committee.

The committee shall be appointed six (6) months prior to the termination of elected officers and shall function under the supervision of the BoD.

Its primary function is to search, nominate and recommend qualified candidates for the offices of the BoD and the President. Another main function is to organize and oversee the election process.

The search and nomination process shall be done methodologically in an organized format and well-designed fashion (i.e., *public announcement, application deadline, filtering out unqualified applicants, selecting final candidates based on comparative determining factors*).

The search and nomination effort shall be extensive and thorough. The effort may include consultation with official representatives in Thai organizations, including the Office of the Permanent Secretary of the Ministry of Science and Technology (MOST), the Office of the Higher Education Commission (OHEC) of the Ministry of Education, the National Science and Technology Development Agency (NSTDA), the Reverse Brain Drain (RBD) Project and the Thailand Research Fund (TRF).

Section 2: **Temporary Committees.** These committees are formed for short-term duration to perform a specific task or objective, and dissolved after completing or achieving the task or purpose. The BoD and/or the President shall appoint the committee when necessary.

- 1) Bylaws Committee. The **BoD**, at the recommendation of the President, shall appoint three (3) members of the Association, one (1) of whom shall be the Chairperson, to serve on the Bylaws Committee. This committee shall recommend revisions and/or amendments of the Bylaws. The committee shall function under the supervision of the BoD.
- 2) Audit and Compliance Committee. The Audit and Compliance Committee is organized to help the BoD in its financial oversight responsibilities. The Committee shall be **appointed by the BoD**. This committee shall consist of three (3) members; one (1) of whom shall be the Chair. Its main duties and responsibilities include:
 - a. Performing internal audit whenever requested by the BoD.
 - b. Establishing policies and practices to prevent financial fraud.
 - b. Monitoring internal control process.

- c. Assisting in the hiring and overseeing the performance of the external auditors.
 - d. Ensuring the work and activities are in compliance with applicable rules, standards, regulations and laws established internally and externally by legal authorities and governmental agencies.
 - e. Arranging for a standard ‘whistle-blowing’ procedure.
- 3) Other committees. For any ad-hoc committees not outlined above, **the President** shall have the authority to form it. However, such committee *shall function under the supervision of the Executive Committee.*

Section 3: **Special Task Forces.** When deemed appropriate, **the BoD** may create a temporary team of Task Force to carry out a specific mission to investigate an issue or solve a problem that requires a multi-disciplinary approach. As soon as the mission is accomplished, the Task Force shall immediately disband.

Section 4: **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.

Section 5: **Meeting Quorum.** A majority vote of 60% of each committee shall constitute a quorum for the transaction of businesses at any meeting.

ARTICLE XII. ANNUAL MEETING

The Association shall convene its general assembly not less than once yearly at the time and place as deemed appropriate by the Executive Committee. The Annual Meeting may be held concurrently with technical sessions and the Association business meeting.

ARTICLE XIII. FINANCES AND BUDGET

Section 1: **Fiscal Year.** The Association’s fiscal year begins on October 1 and concludes on September 30 of the following year, which is the same as that of the Thai Government.

Section 2: **Budget.**

- a) The Treasurer shall maintain a budget sheet that identifies projected income and expenses for the fiscal year.

- b) The Executive Committee shall propose the budget at the beginning of each fiscal year to the BoD for final approval.
- c) The President shall resubmit the budgeted items to the BoD for consideration and approval when such items deviate from originally approved.

A member shall not be authorized to solely approve his/her own budget and/or actual expense in material amount for any purposes.

Section 3: **Receipts.** Every expense item listed in an expense report must be accompanied by a receipt; otherwise, a loss of receipt form must be completed and submitted. All receipts along with the expense report shall be submitted to the Treasurer when requesting for reimbursement.

Section 4: **General Expenses.** In general, funds of the Association shall be used only for the purpose of conducting the Association's related activities. Use of funds for any other purposes must be approved by the BoD prior to spending. For general expenses and all other expenses, members are requested to conscientiously and responsibly do their best in saving costs and in keeping the expenses down as much as possible. This may involve advanced planning and shopping around practices.

Travel Expenses. Typically, for travels within the USA and Canada to conduct or attend the Association's related activities, the Association only reimburses for airfares and accommodations. Parking fees, transportation costs and miscellaneous expenses incurred while traveling to/from airport shall not be reimbursable.

Estimated travel expenses must be pre-approved by the Executive Committee. When booking air travel, members shall in good faith and earnest effort, search and shop for the lowest airfares by taking advantage of promotions and/or discounts offered by airlines. Advanced reservations are required for all air travel and hotel accommodation.

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 Committee for approval. Upon approval by the Executive Committee, appropriate financial support will be granted to the member.

The BoD may, from time to time, request the Finance and Budget

Committee to review and revise the policy and procedures for traveling and travel expenses, accommodations and related incidental fees. For questions concerning reimbursements on traveling and other expenses, members shall contact the Association's Treasurer.

Section 5: **Stipend.** No remuneration shall be paid by the Association to the officers, members of professional groups and those who serve on standing and temporary committees as well as task forces of the Association.

Section 6: **Books and Records.** The Treasurer shall keep accurate and complete books and records of assets, bank accounts, all receipts and expenditures.

Section 7: **Audit.** The BoD 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 XIV. CODE OF ETHICS AND CONFLICT OF INTEREST

Section 1: **Code of Ethics.** It is the Association's intent to assist each contributing member in fulfilling their duties under the laws within a positive culture and environment. The BoD shall institute a code of ethics for members to use as a guideline while carrying out their duties for the Association.

The code of ethics will include but is not limited to the values of integrity, impartiality or fairness, responsibility, accountability, courtesy, respect, diversity, trust, teamwork, and sound judgment.

The BoD shall commission an Ethics and Grievance Committee to assist in the formulating and drafting, in greater details, the code of ethics policies and enforcement of procedures for the BoD to review, adopt, implement and use a baseline standard for decision making and behavior. All participants are required to observe, honor, and uphold the code of ethics while promoting positive corporate culture in the Association.

Section 2: **Conflict of Interest.** Based on recommendations from the Ethics and Grievance Committee, the BoD shall adopt a conflict of interest policy and periodically review it to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any Officer, Member of Committees and Professional Groups, volunteer, and their family members.

The Association requires all members to observe and avoid any acts that may involve Conflict of Interest while performing duties on behalf of the Association.

Members who are found to violate the code of ethics policies including but limited to the conflict of interest shall immediately be dismissed from the membership and any post held. The Association reserves the rights to take legal actions against violators.

ARTICLE XV. HONORING VOLUNTEER CONTRIBUTORS

The Association places its highest value and appreciation to members who volunteer on behalf of ATPAC. The Association realizes that its goals cannot be accomplished without the collective efforts and individual dedication by volunteer professionals of supporting ATPAC. To show the appreciation for their hard work, productive and loyal services, the BoD shall establish programs to formally recognize outstanding members who have notably contributed to the success of goals and projects. The BoD, at its pleasure, may designate a committee to develop the procedures to carry out the tasks of selecting, nominating and making recommendations to the BoD. The BoD shall ensure winners and recipients of all awards will be done so in the fair, just, and honest manner.

ARTICLE XVI. INDEMNIFICATION AND LIABILITY

Section 1: As the responsible act to alleviate and minimize potential exposure to financial risk and legal liability, the Association may indemnify, to the fullest extent permissible by State law, a person who serves or has served as a member of the board of directors, officers, committees or volunteers, against reasonable expenses (including attorneys' fees) and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she was or is made a party by reason of the fact that he or she is or was an ATPAC representative performing tasks at the request of and on behalf of the Association; *provided that the indemnified person's acts were done in good faith, and with the reasonable belief that the official conduct was in the Association's best interests while the unofficial conduct was not illegal or against the Association's best interests.* However, the indemnification shall not be for amounts of any judgment, settlement or fine as settlement incurred in connection with legal action or proceeding.

Section 2: Additionally, indemnification shall not be made to any person in respect of any claim, issue or matter if he or she has been adjudged to be liable to the Association. Furthermore, *no person shall be entitled to*

indemnification, in any instance, if his or her action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted negligence, willful malfeasance, misconduct or recklessness.

Section 3: The indemnification provided shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 4: The Association, by action of its Board of Directors, may adopt a resolution authorizing the purchase and maintenance of insurance, the basic comprehensive general liability policy, at its expense, to defend and protect the Association itself, members of BoD, officers, committees and volunteers against any expense, liability or loss as well as any claim by a firm or an individual that alleges damage or injury by the Association or individuals responsible for it even if the claim is without merit.

ARTICLE XVII. AMENDMENT OF BYLAWS

The proposition to amend the Bylaws may be initiated by the BoD, the Executive Committee, or by current members with the approval of the BoD. Comments from current members on the proposed amendments shall be compiled by the Bylaws committee and submitted to the BoD for approval. Copies of the approved amendments of the Bylaws shall be circulated to current 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 60% of voting members.**

ARTICLE XVIII. 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 Current Members, 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.

CERTIFICATE OF SECRETARY

I certify that I have been appointed as acting Secretary of the Association of Thai Professionals in America and Canada and that the forgoing bylaws constitute the Bylaws of the Association. These Bylaws were approved by the majority of voting members on June 8, 2012, and duly adopted by members of the board of directors at the meeting of the BoD held on August 4, 2012.

Secretary of the Association

Date