



ATPAC BYLAWS  
2012  
(Final Draft)

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 สมาคมนักวิชาชีพไทยในอเมริกาและแคนาดา

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:

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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 of America (USA), 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.

- 91 3. No part of the net earnings of the Association shall inure to the benefit of, or  
92 be distributable to its members, trustees, officers or other private persons,  
93 except that the Association shall be authorized and empowered to pay  
94 reasonable compensation for services rendered and to make payments and  
95 distribution in furtherance of the purposes set forth in the Articles of  
96 Incorporation  
97  
98 4. Notwithstanding any other provision of the Articles of Incorporation, the  
99 Association shall not carry on any other activity not permitted to be carried  
100 on (a) by an Association exempt from Federal income tax under Section 501  
101 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision  
102 of any future United States Internal Revenue Law) or (b) by a Association,  
103 contribution to which are deductible under Section 170 (c) (2) of the Internal  
104 Revenue Code of 1954 (or the corresponding provision of any future United  
105 States Internal Revenue Law).

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107 *Section 2: **Dissolution***

108 In the event of the dissolution of the Association, all of its remaining  
109 assets shall be distributed exclusively for charitable, scientific,  
110 technological or educational purposes in Thailand as required by the  
111 IRS Code of the USA for charitable organizations.  
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113 **ARTICLE V. MEMBERS**

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115 Any Thai and non-Thai professionals, who live or work in the USA and  
116 Canada and are interested in furthering the purposes of ATPAC, are  
117 encouraged and welcome to join the Association. Membership is voluntary.  
118 All members shall abide and be governed by these Bylaws, all policies,  
119 procedures, rules and directives including but limited to the Association's  
120 Code of Ethics (Conduct).  
121

122 *Section 1: **Applying and Approval.*** All memberships shall be by application and/or  
123 invitations and approved by the Membership Committee.  
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125 *Section 2: **Classes of Members.*** The Association shall have two (2) classes of  
126 membership: Regular Life Members and Honorary Members.  
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128 *Section 3: **Qualifications and Rights.***

129  
130 1) Regular Life Members.

- 131  
132 a) Members in this category shall be professionals who are interested  
133 in the objectives of the Association and are willing to contribute  
134 some of their time, effort and expertise for the Association to meet  
135 the Association's objectives.  
136 b) Only those who currently work in the USA and Canada can apply

137 for ATPAC membership. *Retired professionals with permanent*  
138 *residence in the USA and Canada who are still active can also*  
139 *apply.*

- 140 c) **Membership fees.** Regular Life members are required to pay  
141 membership dues, the values of which shall be determined from time to  
142 time by the BoD based on recommendations by the Executive  
143 Committee. Members who have paid a lifetime membership fee shall be  
144 Regular Life Members and shall be exempt from paying further  
145 membership dues.  
146 d) **Rights.** Regular Life Members (hereinafter referred to as “Current  
147 Members”) shall be entitled to hold office (if applicable and qualified)  
148 and vote on matters submitted to a vote by Members.

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150 2) **Honorary Members.** The BoD may elect individuals who fall into the  
151 following categories as "Honorary Members."

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153 a) Those who have rendered distinguished services to Thailand in the field  
154 of science, technology or education; or  
155 b) Those who have supported and furthered the causes of the Association.

156  
157 **Membership fees.** The Honorary Members shall not be required to pay  
158 fees or dues but shall enjoy all the privileges of the Regular Life Members.

159  
160 **Rights.** Honorary Members shall not have the right to vote or hold office.

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162 *Section 4:* **Termination of Membership.** The Executive Committee shall have the  
163 power to terminate membership in any category for any cause which in  
164 their judgment shall be deemed sufficient. This may occur only after the  
165 member involved has been notified in writing of the cause for termination.  
166 The member shall have the right to appeal the decision to the BoD.

## 167 168 **ARTICLE VI. OFFICERS**

169  
170 The Officers of the Association shall include members of the BoD, the  
171 President, Vice President(s), Treasurer, Membership Officer,  
172 Communications Officer, Secretary and Professional Group Leaders. If  
173 necessary, e.g. in the event that not all appointed officers can be recruited,  
174 one officer may perform more than one function. All the Officers shall  
175 serve the Association on a volunteer basis and shall not seek personal or  
176 financial gain from any business affairs of the Association. All the Officers  
177 shall be Current Members of the Association.

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179 All positions of the BoD are filled by election, while the remaining officers  
180 are appointed.  
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182 The BoD, by 60% of its votes, shall have the authority to suspend and  
183 removal of any officer or member of the Executive Committee, including  
184 the President, if he/she fails to perform his/her duties or found to involve in  
185 any misconducts.  
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## 188 **ARTICLE VII. BOARD OF DIRECTORS (BoD)**

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190 *Section 1:* **Composition.** The management of the affairs and funds of the Association  
191 shall be vested in the Board of Directors (BoD) in full power and authority  
192 as the Bylaws provide. *The BoD shall comprise of professionals in diverse*  
193 *fields, skills and talents.* The BoD, through its stewardship, is responsible  
194 for setting overall policies, approving procedures, and making decisions to  
195 keep the Association moving forward in the direction that will achieve the  
196 objectives. BoD members shall receive no compensation other than  
197 reasonable expenses incurred, as reimbursement, while on official duties.  
198 All positions of BoD are filled by election.  
199

200 *Section 2:* **Number.** The BoD shall consist of *five (5)* elected members. The BoD  
201 may choose to increase its composition when it deems appropriate. The  
202 total seats of the BoD shall be an odd number to avoid the deadlock when  
203 BoD members vote on business matters requiring their decision. From  
204 these positions, one shall be the Chair who acts as the leader of the BoD  
205 and presides at the BoD meetings.  
206

207 Members of the BoD shall be nominated by the Election and Search  
208 Committee and be elected by the Current Members of the Association. *The*  
209 *Election and Search Committee shall make every effort to nominate*  
210 *candidates in diverse fields from different parts of the USA and Canada for*  
211 *these positions so that the BoD shall have a broad geographic*  
212 *representation and be composed of the most qualified diverse professionals*  
213 *and talents.*  
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215 *Section 3:* **Qualifications.**  
216 a) A BoD Member shall have at least *fifteen (15)* years of professional  
217 experience after graduation and at least *five (5)* years of ATPAC  
218 membership in good standing.  
219 b) A BoD Member shall illustrate leadership qualities or traits such as  
220 Competent, Honest, Ethical, Fair-minded, Broad-minded, Courageous,  
221 Inspiring, Dedication, Creative or Imaginative.  
222 c) A BoD Member shall possess management experience and be familiar with  
223 fiscal responsibility.  
224

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

227 *the full four (4) year term.*

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

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

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

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

- 240  
241 1) Periodically review and revise them to strengthen the Association's roles in  
242 tune with changing time, environment and needs.
- 243 2) Set policies governing all business affairs of the Association, and provide  
244 oversight in its operations to achieve the established objectives.
- 245 3) Cultivate an organizational culture conducive to success, and foster  
246 harmonious and positive working relations so that members can happily  
247 and loyally contribute to the success of projects and Association's goals.
- 248 4) Plan, evaluate, and create ideas, and set goals and tone as well as direction  
249 for the Association.
- 250 5) Recognize officers, members of committees and volunteers for their  
251 contributions to achieve the Association's goals.
- 252 6) Ensure legal and ethical integrity as well as accountability.
- 253 7) Select and appoint the President (CEO), review, reprimand, and remove the  
254 individual if found to underperform and/or involve in misconduct and  
255 wrongdoing.
- 256 8) Appoint professional group leaders and members of the Executive  
257 Committee at the recommendation of the President.
- 258 9) Attend all Executive Committee meetings where policies and matters  
259 important to the survival and well-being of the Association are discussed.
- 260 10) Oversee the officers in the performance of their duties as prescribed in the  
261 Bylaws.
- 262 11) Appoint standing and ad-hoc committees as well as task forces to perform  
263 specific task as deemed appropriate.
- 264 12) Assess its own performance.
- 265 13) Make ATPAC's charter and organization chart available to members  
266 performing voluntary work for the Association to be aware of its structure  
267 and chain of command.

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

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Members of BoD shall vote in person or in writing. In the event that they are 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 Office 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

319 chosen through a careful screening and competitive selecting process to  
320 assume the duties as the new President.

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322 *Section 3: **Qualifications.***

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

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

- 334  
335 1) Attends all meetings of the Executive Committee and of the BoD where  
336 he/she shall serve as a Non-voting participant.  
337 2) Manages and transacts all of the business affairs of the Association.  
338 3) Ensures and oversees the funds and assets of the Association are efficiently  
339 and effectively utilized, with advice from the Executive Committee.  
340 4) Recommends the appointment of standing committees, professional group  
341 leaders, and members of the Executive Committee.  
342 5) Keeps the BoD abreast of the Association activities and provides timely  
343 response as may be required by the BoD.  
344 6) Coordinates and facilitates (as well as leads, if needed) the functioning of  
345 various workgroups and projects.  
346 7) Develops and creates an atmosphere of open and constructive exchanges of  
347 ideas in the Association.  
348 8) Recruits outstanding members in various fields with clear and supportable  
349 evidence of excellence and potential for growth.  
350 9) Acts as a liaison and serves as the principal official representative in dealing  
351 with external organizations.  
352 10) Maintains good relationship with volunteer members and external partners.  
353 11) Communicates with general members and members in the management  
354 team and working groups.  
355 12) Participates and coordinates in the preparation of budgets, and presents the  
356 budgetary packet to the BoD for review and approval.  
357 13) Performs other duties as may be assigned by the BoD.

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359 **ARTICLE IX. EXECUTIVE COMMITTEE**

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361 *Section 1: **Composition and Appointment.*** The Executive Committee shall consist of  
362 the President, Vice President(s), Treasurer, Membership Officer,  
363 Communications Officer, Secretary of the Association, and Three (3)  
364 Representatives from the professional group leaders. Members of the



365 Executive Committee shall be appointed by the BoD at the  
366 recommendation of the President.

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

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

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379 If required and appropriate, the President may, with the approval from the  
380 BoD, appoint additional Vice President(s) to help share the President's  
381 workload and responsibilities.

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

388  
389 The Treasurer's duties shall include:

- 390 a) Administers the funds, financial transactions and handles assets of the  
391 Association.  
392 b) Monitors closely the approved budgets and prepares financial statements.  
393 c) Makes financial information available to the BoD upon request.  
394 d) Selects, with the approval of the President, the depositories into which the  
395 monies and securities will be deposited. The depository(ies) selected must  
396 be federally (FDIC) insured.  
397 e) *Reports at least twice per year to the Executive Committee and the BoD*  
398 *the financial condition of the Association.*  
399 f) Deposits money received into the bank in a timely fashion.  
400 g) Provides information and procedures, including requirements and  
401 restrictions on traveling and other reimbursement requests.  
402 h) Ensures that policies and procedures are followed when reimbursing or  
403 disbursing funds to volunteer working members of ATPAC. Such  
404 procedures include but not limited to the proper authorization with  
405 signature(s), receipts, invoice, and/or expense report. *Any payments over*  
406 *\$500 per check shall require two (2) signatures, one from the Treasurer*  
407 *and another from the President, before remitting to the payee.*  
408 i) Maintains accurate records of receipts and expenditures.  
409 j) Has the books and accounts of the Association ready for audit by a

410 Certified Public Accountant (or anyone designated by the BoD) when  
411 necessary.

412 k) Shall serve on the Finance and Budget Committee.

413

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

418 a) Coordinate, arrange and set up meetings of the BoD and Executive  
419 Committee as requested by the BoD or Executive Committee.

420 b) Document the minutes of all the meetings of the Association.

421 c) Distribute notices in accordance with the provisions of the Bylaws.

422 d) Uphold confidential matters discussed in the meetings.

423 e) Keep the Association's official records including legal documents, and

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

425

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

431 a. Keeping the membership record.

432 b. Maintaining the membership database of the Association.

433 c. Establishing the list of talent pool and making it available for other  
434 authorized officers to reach out for tasks when needed.

435 d. Overseeing membership recruitment and service activities.

436

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

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

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## 449 **ARTICLE X. PROFESSIONAL GROUPS**

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

455 by group leaders and participants in the activities thereof.

456  
457 *Section 2: **Duties.*** Professional groups shall develop collaboration with organizations  
458 in North America and Thailand and carry out activities under the  
459 supervision of the President to fulfill the Association’s objectives.

460  
461 *Section 3: **Number.*** The number of professional groups shall be as many as deemed  
462 appropriate by the BoD.

463  
464 *Section 4: **Leaders and Appointment.*** Each professional group shall have its own  
465 leader who shall organize the scientific, technical and educational missions  
466 for the Association. Professional group leaders shall be appointed by the  
467 BoD at the recommendation of the President, and shall report to the  
468 President. **Professional group leaders shall annually elect among  
469 themselves three (3) representatives to serve on the Executive  
470 Committee. During the selection process, considerations shall include  
471 the extent of contributions each group has made to Thailand, size of  
472 members in the group, and the group’s level of proactive involvement  
473 in ATPAC.**

474  
475 *Section 5: **Term of Leaders.*** The term of the professional group leaders shall end  
476 concurrently with the term of the President, or can be terminated by the  
477 BoD. They may be re-appointed; however, each of them shall serve no  
478 more than three (3) consecutive terms.

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480 *Section 6: **Meeting of the Professional Groups.*** Members of any group may  
481 participate in and hold meeting of the group by means of telephone  
482 conference or by any other means of communication by which all persons  
483 participating in the meeting can hear and talk to one another.

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## 485 **ARTICLE XI. COMMITTEES AND SPECIAL TASK-FORCES**

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

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

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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 assists, 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) members **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 three (5) members, 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, within 1 month, to the BoD for their consideration and appropriate action in a timely manner.*

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

4. Election and Search Committee. **The BoD** shall appoint three (5) 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.

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 to achieve a specific 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.

- 589 c. Assisting in the hiring and overseeing the performance of the  
590 external auditors.  
591 d. Ensuring the work and activities are in compliance with applicable  
592 rules, standards, regulations and laws established internally and  
593 externally by legal authorities and governmental agencies.  
594 e. Arranging for a standard ‘whistle-blowing’ procedure.  
595  
596 3) Other committees. For any ad-hoc committees not outlined above, **the**  
597 **President** shall have the authority to form it. However, such committee  
598 *shall function under the supervision of the Executive Committee.*  
599

600 *Section 3:* **Special Task Forces.** When deemed appropriate, **the BoD** may create a  
601 temporary team of Task Force to carry out a specific mission to investigate  
602 an issue or solve a problem that requires a multi-disciplinary approach. As  
603 soon as the mission is accomplished, the Task Force shall immediately  
604 disband.  
605

606 *Section 4:* **Meeting of the Committees.** Members of any committee may participate in  
607 and hold meeting of the Committee by means of telephone conference or  
608 by any other means of communication by which all persons participating in  
609 the meeting can hear and talk to one another.  
610

611 *Section 5:* **Meeting Quorum.** A majority vote of 60% of each committee shall  
612 constitute a quorum for the transaction of businesses at any meeting.  
613

## 614 **ARTICLE XII. ANNUAL MEETING**

615  
616 The Association shall convene its general assembly not less than once  
617 yearly at the time and place as deemed appropriate by the Executive  
618 Committee. The Annual Meeting may be held concurrently with technical  
619 sessions and the Association business meeting.  
620

## 621 **ARTICLE XIII. FINANCES AND BUDGET**

622  
623 *Section 1:* **Fiscal Year.** The Association’s fiscal year begins on October 1 and  
624 concludes on September 30 of the following year, which is the same as that  
625 of the Thai Government.  
626

627 *Section 2:* **Budget.**  
628 a) The Treasurer shall maintain a budget sheet that identifies projected income  
629 and expenses for the fiscal year.  
630 b) The Executive Committee shall propose the budget at the beginning of each  
631 fiscal year to the BoD for final approval.  
632 c) The President shall resubmit the budgeted items to the BoD for  
633 consideration and approval when such items deviate from originally

634 approved.

635  
636 A member shall not be authorized to solely approve his/her own budget  
637 and/or actual expense in material amount for any purposes.

638  
639 *Section 3:* **Receipts.** Every expense item listed in an expense report must be  
640 accompanied by a receipt; otherwise, a loss of receipt form must be  
641 completed and submitted. All receipts along with the expense report shall  
642 be submitted to the Treasurer when requesting for reimbursement.

643  
644 *Section 4:* **General Expenses.** In general, funds of the Association shall be used only  
645 for the purpose of conducting the Association's related activities. Use of  
646 funds for any other purposes must be approved by the BoD prior to  
647 spending. For general expenses and all other expenses, members are  
648 requested to conscientiously and responsibly do their best in saving costs  
649 and in keeping the expenses down as much as possible. This may involve  
650 advanced planning and shopping around practices.

651  
652 **Travel Expenses.** Typically, for travels within the USA and Canada to  
653 conduct or attend the Association's related activities, the Association only  
654 reimburses for airfares and accommodations. Parking fees, transportation  
655 costs and miscellaneous expenses incurred while traveling to/from airport  
656 shall not be reimbursable.

657  
658 Estimated travel expenses must be pre-approved by the Executive  
659 Committee. When booking air travel, members shall in good faith and  
660 earnest effort, search and shop for the lowest airfares by taking advantage  
661 of promotions and/or discounts offered by airlines. Advanced reservations  
662 are required for all air travel and hotel accommodation.

663  
664 Expenses Incurred for the Benefits of Thailand. When any member wishes  
665 to organize an activity that will benefit Thailand in general and there is no  
666 funding available from agencies in Thailand, the member shall submit a  
667 request and a statement of justification to the Executive Committee for  
668 approval. Upon approval by the Executive Committee, appropriate  
669 financial support will be granted to the member.

670  
671 The BoD may, from time to time, request the Finance and Budget  
672 Committee to review and revise the policy and procedures for traveling and  
673 travel expenses, accommodations and related incidental fees. For questions  
674 concerning reimbursements on traveling and other expenses, members shall  
675 contact the Association's Treasurer.

676  
677 *Section 5:* **Stipend.** No remuneration shall be paid by the Association to the officers,  
678 members of professional groups and those who serve on standing and

679 temporary committees as well as task forces of the Association.

680  
681 *Section 6:* **Books and Records.** The Treasurer shall keep accurate and complete  
682 books and records of assets, bank accounts, all receipts and expenditures.

683  
684 *Section 7:* **Audit.** The BoD shall have the right to examine, in person, or by agent or  
685 attorney, the Association's financial records at anytime and upon  
686 resignation of the Treasurer.

687  
688 **ARTICLE XIV. CODE OF ETHICS AND CONFLICT OF INTEREST**

689  
690 *Section 1:* **Code of Ethics.** It is the Association's intent to assist each contributing  
691 member in fulfilling their duties under the laws within a positive culture  
692 and environment. The BoD shall institute a code of ethics for members to  
693 use as a guideline while carrying out their duties for the Association.

694  
695 The code of ethics will include but is not limited to the values of integrity,  
696 impartiality or fairness, responsibility, accountability, courtesy, respect,  
697 diversity, trust, teamwork, and sound judgment.

698  
699 The BoD shall commission an Ethics and Grievance Committee to assist in  
700 the formulating and drafting, in greater details, the code of ethics policies  
701 and enforcement of procedures for the BoD to review, adopt, implement  
702 and use a baseline standard for decision making and behavior. All  
703 participants are required to observe, honor, and uphold the code of ethics  
704 while promoting positive corporate culture in the Association.

705  
706 *Section 2:* **Conflict of Interest.** Based on recommendations from the Ethics and  
707 Grievance Committee, the BoD shall adopt a conflict of interest policy and  
708 periodically review it to protect the Association's interest when it is  
709 contemplating any transaction or arrangement which may benefit any  
710 Officer, Member of Committees and Professional Groups, volunteer, and  
711 their family members.

712  
713 The Association requires all members to observe and avoid any acts that  
714 may involve Conflict of Interest while performing duties on behalf of the  
715 Association.

716  
717 Members who are found to violate the code of ethics policies including but  
718 limited to the conflict of interest shall immediately be dismissed from the  
719 membership and any post held. The Association reserves the rights to take  
720 legal actions against violators.

721  
722 **ARTICLE XV. HONORING VOLUNTEER CONTRIBUTORS**

723



724 The Association places its highest value and appreciation to members who  
725 volunteer on behalf of ATPAC. The Association realizes that its goals  
726 cannot be accomplished without the collective efforts and individual  
727 dedication by volunteer professionals of supporting ATPAC. To show the  
728 appreciation for their hard work, productive and loyal services, the BoD  
729 shall establish programs to formally recognize outstanding members who  
730 have notably contributed to the success of goals and projects. The BoD, at  
731 its pleasure, may designate a committee to develop the procedures to carry  
732 out the tasks of selecting, nominating and making recommendations to the  
733 BoD. The BoD shall ensure winners and recipients of all awards will be  
734 done so in a just, fair and honest manner.  
735

## 736 **ARTICLE XVI. AMENDMENT OF BYLAWS**

737

738 The proposition to amend the Bylaws may be initiated by the BoD, the  
739 Executive Committee, or by current members with the approval of the  
740 BoD. Comments from current members on the proposed amendments shall  
741 be compiled by the Bylaws Committee and submitted to the BoD for  
742 approval. Copies of the approved amendments of the Bylaws shall be  
743 circulated to current members by the Secretary of the Association by mail,  
744 e-mail or fax at the addresses or numbers as shown in the records of the  
745 Association. **The amendment of the Bylaws shall be approved by a**  
746 **majority vote of 60% of voting members.**  
747

## 748 **ARTICLE XVII. MISCELLANEOUS PROVISIONS**

749

750 *Section 1:* All references in the Bylaws to statutes, regulations, or other sources of  
751 legal authority shall refer to the authority cited, or their successors, as they  
752 may be amended from time to time.  
753

754 *Section 2:* If any Bylaw provision is held to be invalid, illegal, or unenforceable in any  
755 respect, the invalidity, illegality or unenforceability, shall not affect any  
756 other provision and the Bylaws shall be construed as if the invalid, illegal,  
757 or unenforceable provision had not been included in the Bylaws.  
758

759 *Section 3:* Wherever the context requires, all words in the Bylaws in the male gender  
760 shall be deemed to include the female or neuter gender, all singular words  
761 shall include the plural, and all plural words shall include the singular.  
762

763 *Section 4:* The Bylaws shall be binding upon and inure to the benefit of the Current  
764 Members, Officers, Committee Members, employees and agents of the  
765 Association and their respective heirs, executors, administrators, legal  
766 representatives, successors, and assigns, except as otherwise provided in  
767 the Bylaws.  
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**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 duly adopted at a meeting of the BoD held on ... (date)....

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Secretary of the Association

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Date