

-DRAFT-
The Constitution of
The Thai Alliance in America
B.E. 2552 (2009 A.D.)

Members of the Thai Alliance in America

Desire to forge solidarity among Thais in the United States of America, pursue further the long-standing aspirations to unite Thais and join hands in efforts to restore strength of the Thai Alliance in America, making it a principal organ of Thai community, particularly in the protection and advancement of community interests;

Taking note steps made in compliance with Article 53 of the By-Laws of the Thai Alliance in America of B.E. 2547;

Approved the Constitution of the Thai Alliance in America, as follows:

Chapter I
General Principles

Article 1 Status of the Constitution

This document is entitled the Constitution of the Thai Alliance in America of B.E. 2552 (2009 AD).

Article 2 Revocation

Revoke “The By-Laws of the Thai Alliance in America under His Majesty the King’s Patronage of B.E. 2547”. Any rules and regulations that have been in effect before this Constitution and contain provisions contrary to this Constitution are revoked and superseded by this Constitution.

Article 3 Name of the Association

This Association is named in the Thai language “สมาคมไทย ณ อเมริกา” with its acronym as “สทอ.” and in the English language “Thai Alliance in America”, with its acronym as “TAA”.

Article 4 Logo of the Association

The logo of the Association features a commander riding the Great Elephant, Erawan, under which lies a curved silk banner with both ends fluttering. Engraved in the middle of the banner is the acronym of the Association in Thai and English.

Article 5 Legal Status

The Association holds the status of non-profit and non-partisan organization.

Article 6 Mission Statement

For the unity, synergy and the strength of Thai community in the United States of America, in keeping with the following chief objectives:

1. Forge solidarity of Thais in the United States of America;
2. Advance representation of the community for the protection and advancement of Thais in the United States of America;
3. Strengthen bonds of friendship between Thailand and the United States of America and between Thais and Americans along with other ethnic groups;
4. Elevate economic and social standing of Thais in the United States of America;
5. Instill pride in Thailand's national heritage, particularly in relation to the nation, religion and monarchy, preserve and propagate Thai arts and culture;
6. Encourage participation of Thai youth in Thai community activities.

**Chapter II
Membership**

Article 7 Categories of Membership

Members of the Association consist of three categories:

1. Regular member,
2. Extraordinary member,
3. Honorary member.

Article 8 Qualifications of Members

1. Regular Member

Person of Thai nationality and of Thai descent as well as their spouses and children aged not less than 18;

Person who has faith, interest and desire to take part in activities of the Association;

Past presidents of the TAA are lifetime regular members with membership fees exempted.

2. Extraordinary Member

Person, juristic person or organization that has faith, interest and desire to support activities of the Association and has applied for membership under one of the following sub-categories:

- 2.1 Corporate member
- 2.2 Contributor
- 2.3 Patron

3. Honorary Member

Person that the Executive Committee of the Association agreed to invite as honorary member and has duly acknowledged in writing such an invitation.

Article 9 Person may apply for regular or extraordinary membership of the Association by submitting to the Association a completed application form and pay membership fees at rates set forth.

Duration of Membership

1. Regular member shall have two sub-categories:
 - 1.1 two-year validity;
 - 1.2 Lifetime,

Membership shall be valid from the date that the Association accepted the completed application form.

2. Extraordinary and Honorary membership shall have two year validity unless the membership is extended in accordance with procedure.

Membership fees for regular and extraordinary members are set by the Regular Conference of Members.

Article 10 Rights of Members

1. Regular Member

1.1 To vote in elections of members of the Executive Committee, members of the Advisory Council and on issues of importance to the Association;

1.2 To contest in elections of members of the Executive Committee;

1.3 To have access to information on the state of the Association, particularly in relation to its administration and financial matters;

1.4 To offer views and suggestions relating to the management of the Association;

1.5 To table motion for the impeachment of members of the Executive Committee, as a group or individually, in case that member(s) in question have committed grave offences or mistakes that may have adverse impact on the Association, in accordance with the criteria and procedure prescribed in Article 25 and Article 26;

1.6 To have benefits and privileges entitled to members.

2. Extraordinary Member

2.1 To offer views and suggestions relating to the direction and policies of the Association;

2.2 To have access to information on the state of the Association, particularly in connection with its administration and financial matters;

2.3 To take part in Association meetings. However, extraordinary member is not eligible to vote.

2.4 To have benefits and privileges entitled to extraordinary members.

3. Honorary Member

To offer views and suggestions relating to the direction and policies of the Association.

Article 11 Duties of members

1. Uphold and abide by the constitution, rules and regulations of the Association;

2. Extend cooperation to, and support activities of, the Association;

3. Participate in Association meetings.

Article 12 Termination of membership

1. End of tenure,

2. Death,

3. Resignation,

4. Having had improper conduct(s) that may bring the name of the Association into disrepute; wherein not less than one fifth of the total number of members has jointly tabled a motion to the Regular Conference of Members for his impeachment; and the conference voted, in a simple majority, in favor of the proposed motion.

Chapter III

The Executive Committee

Article 13 Executive Committee

The Executive Committee shall consist of 15 members with the following positions:

- President,
- Vice President, not more 3 persons,
- Secretary General,
- Executive Director for Member Relations,
- Executive Director for Advocacy Affairs,
- Executive Director for Community Promotion Affairs,
- Executive Director for Fundraising Affairs,
- Treasurer,
- Other positions that may be deemed appropriate.

Article 14 Appointment of the Executive Committee

The Regular Conference of Members shall hold elections of President and Secretary General among candidates running as a team for the positions.

The elected President and Secretary General shall jointly recruit appropriate individuals to serve in respective positions stated in Article 13.

The Executive Committee shall serve for a two-year term. President and Secretary General shall not serve more than two consecutive terms.

Article 15 Election of the Executive Committee

1. Application for Candidature

The Regular Conference of Members shall hold election of the Executive Committee every two years;

The application for the position stated in Article 14 shall be on a team basis;

Forty-five (45) days prior to the Regular Conference of Members, the Association shall openly invite applications from regular members who are interested in running for the positions of President and Secretary General. The applicants shall provide their names, curriculum vitae and their platforms for the administration of the Association;

The application period for the said positions shall be for seven (7) days, the deadline of which shall be 21 days prior to the scheduled Regular Conference of Members;

The Association shall provide members with information relating to the candidates immediately after the end of the application period or not exceeding three days thereafter at the latest;

Candidates may, at their discretion, announce the names of other individuals designated for other positions in the Executive Committee.

2. Voting

Eligible to vote is a regular member, who has been a member of the Association for not less than 30 days prior to the Regular Conference of Members where the said elections are to be held.

Prior to the Regular Conference of Members, an early voting shall be held, in an electronic or other appropriate system, for a period of seven (7) days.

The candidates shall present their policy platform and work plans to the conference. Time shall be evenly allotted to each team, in the case that more than one team run for the positions;

Formal voting, through secret ballots, shall be held in the Regular Conference of Members.

Candidates, who received the most votes from the two voting systems combined, shall be declared the elected.

3. Voting Result Announcement

The counting of votes and the announcement of voting result shall be made immediately at the end of the voting.

Elected President and Secretary General shall see to it that the Executive Committee assumes offices within 15 days after the election date.

Article 16 Rights, Powers and Duties of the Executive Committee

Executive Committee shall see to it that the mission statement of the Association as stated in Article 6 be implemented;

Following the assumption of office, the Executive Committee shall inform Members within 60 days of its annual work plan.

Rights, powers and duties of each of the members of the Executive Committee shall be as follows:

1. President

Shall act as the leader with full responsibilities for the administration of the Association; supervise and control the administration of the Association to ensure that the Association's mission statement and the policy platform presented to the Regular Conference of Members be effectively implemented; and has the authority to order payments in the name of the Association, by co-signing with the treasurer, within the amount set forth by the Regular Conference of Members. Any amount exceeding that given by the conference shall be subject to prior approval by the Executive Committee and/or by the Regular Conference of Members itself.

2. Vice President

Shall assist President as assigned; serve as Acting President, in case the President is temporarily away and has assigned in writing for him to be Acting President. However, Vice President shall not serve as Acting President longer than 60 days.

The Secretary General shall serve as Acting President after the period of 60 days has lapsed.

3. Secretary General

Shall assume responsibilities for the administration of the Association; ensure that the Constitution, rules and regulations of the Association be upheld; schedule meetings, setting agenda for meetings, filing minutes of meetings and presenting reports of activities to members; coordinate with other sections of the Association; has the authority to order payments in the name of the Association, by co-signing with the treasurer, within the amount set forth by the Regular Conference of Members. Any amount exceeding that given by the conference shall be subject to prior approval by the Executive Committee and/or by the Regular Conference of Members itself.

4. Executive Director for Member Relations

Shall administer the rosters of members, campaign for new members, serve as bridge between the Executive Committee and members; hold activities for members and promote benefits and privileges of members.

5. Executive Director for Advocacy Affairs

Shall carry out advocacy activities for the protection and advancement of community benefits.

6. Executive Director for Community Promotion Affairs

Shall carry out activities for the promotion of standing of Thais in the United States of America.

7. Executive Director for Fundraising Affairs

Shall mobilize funds and supports for the Association.

8. Treasurer

Shall be responsible for finance, accounting and assets of the Association; shall be the custodian of receipts and important documents relating to assets of the Association; co-sign payment orders; and submit quarterly financial reports on the financial status of the Association to members and the public.

Article 17 Cessation of Functions of the Executive Committee Members

Members of the Executive Committee shall cease their functions under each of the following circumstances:

1. Death;
2. Resignation;
3. Resignation of the entire Executive Committee;
4. End of tenure;
5. The Regular Conference of Members adopts a no-confidence motion, with a two-third majority, on any of the following grounds: Poor administration performance, serious malfeasance and dereliction of duty in the administration of the Association.

In case that an Executive Committee member leaves his position prior to the end of the tenure, President and Secretary General shall jointly appoint a suitable individual to serve in the vacant position till the end of the term of the Executive Committee.

In case that President leaves his position prior to the end of the Executive Committee, Secretary General shall be made President till the end of the term of the Executive Committee. In the case that Secretary General leaves his post, President may

appoint a suitable regular member to serve as Secretary General. However, unelected Secretary General is not eligible to be made President.

In case that both President and Secretary General, elected by members, leave their position, the entire Executive Committee shall be deemed disqualified and new elections shall be held.

Article 18 Handover of Works to Successor Executive Committee

Upon termination of duties or completion of its term, the Executive Committee shall hand over its works and assets to the new Executive Committee within 15 days. The handover shall formally be done in writing.

Finance-related handover shall be done in accordance with Article 30.

**Chapter IV
Other Organs of the Association**

**Part 1
Advisory Council**

Article 19 Appointment of the Advisory Council

The Advisory Council shall consist of seven (7) members.

Regular members may nominate six (6) persons for the endorsement of the Regular Conference of Members as members of the Advisory Council. In case that more than six (6) persons are nominated, the Conference of Members shall hold a vote through secret ballots. Six persons who receive the most votes shall be members of the Advisory Council.

President of the Youth Council shall, ex officio, serve as a member of the Advisory council.

Members of the Advisory Council may come from regular member, extraordinary member, honorary member, or any other individual endorsed by the members at the Regular Conference of Members.

The Advisory Council shall serve for a two-year term beginning at its endorsement by the Regular Conference of Members or until the next Regular Conference of Members, whichever comes first.

Upon assumption of duties, members of the Advisory Council shall select among them two (2) members to serve as the President and Vice President of the Advisory Council.

Article 20 Powers of the Advisory Council

The Advisory Council has the authority to give advice and recommendations to the Executive Committee and provide assistance in relation to the Association's operations.

Members of the Advisory Council shall meet regularly and hold a joint meeting with the Executive Committee at least twice a year.

Advice and recommendations of the Advisory Council to the Executive Committee shall be made public, particularly to the Association's members and Thai Community.

Article 21 Cessation of Functions of Members of the Advisory Council

1. Death;
2. Resignation;
3. End of tenure.

In case that a member of the Advisory Council leaves his post prior to the end of the tenure, the subsequent Regular Conference of Members shall select a suitable individual to serve for the remaining period of the Advisory Council's term.

**Part 2
Youth Council**

Article 22 The Youth Council shall be set up, consisting of youth of Thai nationality, of Thai descent, or and individual aged not more than 25 year. The Council shall function as a forum for interaction, discussions and mobilization of youth's support and participation in the Association.

Article 23 Members of the Youth Council shall select among them President and Vice President of the Youth Council to serve for the period of two (2) years.

President of the Youth Council shall, ex officio, serve as a member of the Advisory Council.

In case that President of the Youth Council is away, Vice President shall carry out his duties.

The appointment of the President and Vice President shall be endorsed by the President of the Association.

**Part 3
TAA Goodwill Ambassador**

Article 24 The Executive Committee may appoint any suitable individual in other states as TAA Goodwill Ambassador or, at its discretion, remove him from the position. TAA Goodwill Ambassador shall serve as coordinator, spokesman, and supporter of TAA in such states.

TAA Goodwill Ambassador shall vacate his position upon the end of term of the Executive Committee that appoints him.

Chapter V Administration of the Association

Article 25 Conference

1. Regular Conference of Members

The Executive Committee shall hold a Regular Conference of Members once a year. The Executive Committee shall present to the Conference, for its acknowledgement and endorsement, a State-of-the-Association report, which contains, among others, works during the past year, future work plan, financial status, future spending plan.

The Executive Committee shall inform all the members of the date, time, and venue for the Regular Conference of Members at least 45 days prior to the Conference. The said information shall be made known to the public through press agencies.

2. Extraordinary Conference of Members

In case of emergency, the Executive Committee may call an Extraordinary Conference of Members.

Regular members of not less than one third of their total number may co-sign a written request to the Secretary General calling for an Extraordinary Conference of Members.

At the Conference of Members, members may nominate and endorse suitable individuals as Chairman, Vice Chairman and a rapporteur for the Session. In case that more than one is nominated for any particular position, a vote shall be held and the person receiving the most votes shall serve in that position.

Article 26

1. Quorum

At the Conference of Members, the presence of not less than one-third of all the regular members shall constitute a quorum.

Regular member unable to attend the Conference may, in writing, appoint a proxy to attend on his behalf.

In case that the number of members present at the Conference is not sufficient to constitute a quorum, the Conference may proceed and decisions can be made, through majority votes by members present. However, such decisions shall not be effective until after the Executive Committee or the member, who proposes that particular agenda item, has secured written approvals by members absent at the Meeting in the number required to constitute a quorum.

In such case, the Executive Committee shall inform the rest of the regular members of the pending decisions and give members seven (7) days to send in their written approvals.

This Article shall be considered together with Article 37, when it concerns amendment to the Constitution.

2. Meeting of Executive Committee

The presence of no less than half of the number of the Executive Committee members is required, at their meeting, to constitute a quorum.

Decisions shall be made by majority of votes of the members present at the meeting. When voting result on any given agenda yields a draw, Chairman of the meeting may rule on such agenda.

Regular members and extraordinary members have the right to observe meetings of the Executive Committee.

Chapter VI Finance, Assets, and Documents

Article 27 Financial Management

The Executive Committee shall righteously administer finances of the Association and shall not use its funds for activities not in line with the Association's objectives and mission. All assets of the Association shall be registered with relevant authorities under the Association's name.

Article 28 Finance

Incomes of the Association are as follows:

1. Membership fees,
2. Donations,
3. Proceeds from fundraising activities,
4. Interests on bank accounts,
5. Legally earned funds or assets.

Article 29 Incomes of the Association shall be deposited to the Association's bank accounts within three (3) business days after receiving such amount. With no delay, the Treasurer shall report such transactions to the President and the Secretary General along with the rest of the Executive Committee.

The Treasurer shall administer, in accordance with international standard, the Association's financial statements.

At the end of each yearly quarter, the Treasurer shall submit the Association's financial statement to the Executive Committee, which contains all details on incomes and expenses. The report, certified by the President (or the Secretary General), shall be circulated all the members.

Article 30 The Executive Committee shall present to the Regular Conference of Members a report on the Association's financial status.

During the two month period prior to the end of its term, the Executive Committee shall not make any payment, donation and hand over the Association's assets to anyone, unless it concerns emergency matters. If made, the Executive Committee shall report such transactions to the next Regular Conference of Members.

Article 31 The Executive Committee shall not carry over to its successor financial commitments exceeding 20 per cent of the incomes of the latest fiscal year without prior approval by the Regular Conference of Members.

Article 32 Auditor

The Regular Conference of Members shall appoint an auditor to audit the Association's financial transactions. The auditor shall have full access to the Association's financial records and the rights to question any member of the Executive Committee about financial information. Auditing shall be conducted at least once a year. The Auditor shall send his report to all the members.

Article 33 Documents of the Association

Rosters of the Association's members, financial reports, and relevant documents are properties of the Association, which shall be kept properly under the care of the President and Secretary General. The Executive Committee shall hand over all of these documents to its successor.

**Chapter VII
Amendment to the Constitution**

Article 34 Amendment to the Constitution may be made, if no less than two-third of all the members of the Executive Committee or no less than one-fifth of all regular members have endorsed proposed amendment.

Article 35 The Executive Committee shall appoint a working group to draft the amendment following its decision to amend the Constitution.

Article 36 The Executive Committee or representatives of members, who proposed amendment as referred to under article 34, shall present their drafted amendment to the Regular Conference of Members.

Article 37 The amendment shall be effective with two-third of the members present at the Regular Conference of Members approving the draft.

If the number of members present at the Conference is not sufficient to constitute a quorum required under article 26, the Executive Committee shall seek written approvals from members, who are absent at the Conference, for the missing number required.

Chapter VIII Termination of the Association

Article 38 In the event that the Association is to cease its existence by the decision of the members made in accordance with the procedures similar to that concern amendment to the Constitution in Chapter 7 or by any other reasons, all assets of the Association shall be donated to other non-profit organization(s).

This Constitution enters into force on