

BYLAWS OF THE AMERICAN WOMEN'S CLUB OF THAILAND

(effective November 2021)

ARTICLE I. NAME

This organization shall be known as the American Women's Club of Thailand, hereinafter referred to as the AWC.

ARTICLE II. MISSION

The American Women's Club of Thailand is a non-political, non-profit group organized to support American women in developing friendships and to help expatriates assimilate into the community by providing opportunities for social, cultural and philanthropic endeavors, thus fostering a positive experience living in Thailand and resulting in a positive reflection on American women.

ARTICLE III. MEMBERSHIP

Section A. Type of Membership

1. Regular
 - a. Regular membership shall be open to female residents of Thailand who are American citizens and shall be effective upon payment of established dues.
 - b. Regular membership shall constitute a minimum of 50 percent of total membership.
2. Associate
 - a. Associate membership shall be open to female residents of other nationalities interested in supporting the objectives of the AWC and shall be effective upon payment of established dues.
 - b. Associate members may hold an appointed position on the Board of Directors, may volunteer for committees, and may hold elected office.
 - c. Associate membership shall not exceed 50 percent of total membership.
3. Honorary
 - a. Honorary members shall be women who have been dues-paying members (either Regular or Associate) for twenty-five (25) years or, women whom the AWC, after recommendation and approval by the Board of Directors, desires to honor by reason of special service or distinction.
 - b. Honorary members shall not pay dues, but shall pay normal donations for all other AWC activities.
 - c. Honorary membership shall be effective for the duration of the recipient's stay in Thailand.
4. Honorary President
 - a. The wife of the Ambassador of the United States of America to Thailand, or the Ambassador, should that office be held by a woman, shall receive the ex-officio title of Honorary President during her stay in Thailand. In the event she is unable to accept the title of Honorary President, the wife of the next senior United States of America government representative shall be asked.
 - b. The Honorary President shall have rights and privileges as a Regular member.
 - c. She shall be exempt from payment of annual membership dues and shall be a guest of the AWC at General Meetings, but she shall make normal donations for all other AWC activities.

Section B. Dues

1. The dues for membership shall be payable annually and are not refundable.
2. The amount for dues shall be determined by the Board of Directors and approved by the membership at a General Meeting or via online / Internet voting.

Section C. Termination of Membership

1. Membership in the AWC shall be terminated either by written notice from the member or by default in the payment of dues.
2. A member may be removed by vote of the Board of Directors according to AWC Policy. Written notice of the Board's decision shall be signed by the President and given to such person.

ARTICLE IV. ORGANIZATION

Section A. Board of Directors

1. All business and affairs of the AWC shall be directed by the Board of Directors, subject to the laws of Thailand.
2. The Board of Directors shall consist of the Executive Committee and the Standing Committee Chairs.
 - a. The Executive Committee shall consist of the Honorary President and the AWC officers elected as per Article V. of these Bylaws: President, Vice-President, Secretary and Treasurer-Accountant.
 - b. Standing Committees shall be formed for the purpose of carrying out the functions of the AWC, and the Chairs shall be appointed by the President with the approval of the Executive Committee.
 - c. Executive Committee positions and Standing Committee positions may be shared by two AWC members.

Section B. Powers and Duties of the Board of Directors

1. The Board of Directors shall have all powers and perform all the acts which the AWC may legally exercise.
2. Each elected Office and each Standing Committee is entitled to one vote. In the case of shared positions, the two people shall agree between themselves how to use the vote.
3. To manage the affairs of the AWC, the Board of Directors shall implement such Policies as it deems necessary.
4. The Board of Directors shall have the power to appoint, compensate and terminate employees as recommended by the Executive Committee.
5. The Board of Directors shall review and recommend the annual AWC budget for approval by the membership.
6. The Board of Directors shall oversee the administration of all donations made to the AWC and all contributions made on behalf of the AWC.
7. Each member of the Board of Directors shall prepare an annual report for the official AWC files at the end of the term.
8. It is the responsibility of Board members to support all AWC functions and to promote the AWC in the community.

Section C. Powers and Duties of the Executive Committee

1. The Executive Committee shall make recommendations regarding AWC business to the Board of Directors for approval.
2. The agenda for the Board of Directors' meetings shall be set by the Executive Committee.
3. It is the responsibility of the Executive Committee to assure that vacancies on the Board of Directors are filled.
4. Elected Officers shall have signatory authority on all bank accounts held in the name of the American Women's Club.
5. The elected Officers shall perform the following duties and shall assume such other responsibilities as may be delegated to them. In the case of shared positions (e.g., Co-Presidents), the two people shall agree between themselves how to share the responsibilities of the Office.
 - a. The President shall preside at all official meetings of the AWC; serve as an ex-officio member of all AWC committees except the Nominating Committee; affix her signature to all

contracts, obligations and correspondence pertaining to the AWC; and serve as the official representative of the AWC in the community.

- b. The Vice-President shall assume the presidential duties in the absence of the President, shall be invited to attend the meetings of all committees except the Nominating Committee, shall serve as Parliamentarian, and shall serve as liaison representative of the AWC with other organizations.
- d. The Secretary shall keep the minutes of all official meetings and shall maintain all non-financial organization records of the AWC.
- e. The Treasurer-Accountant shall be custodian of the AWC funds and shall be responsible for the collection of all donations and dues and for the receipt of all monies. She shall be responsible to make payments in accordance with the approved budget, to keep accurate accounts, to present monthly and annual financial statements to the Board of Directors and to submit the records to an annual audit. The Treasurer-Accountant may appoint an Assistant Treasurer that shall assist the Treasurer-Accountant and assume the duties of the Treasurer-Accountant in her absence.

Section D. General Duties of Standing Committee Chairs

1. Each Standing Committee Chair shall serve as a member of the Board of Directors. If the committee has Co-Chairs, they may attend Board meetings, but there shall be only one vote allowed per committee.
2. It is the responsibility of each Chair to oversee and coordinate the functions of the committee to which she has been appointed.

Section E. Removal / Resignation

1. The members of the AWC may remove any elected Officer at a Special Meeting. Such removal requires two-thirds (2/3) vote of the members present.
2. An appointed Chair may be removed by vote of the Board of Directors according to AWC Policy. Written notice of the Board's decision shall be signed by the President and given to such person.
3. An Officer or Chair may resign from her position by giving written notice to the Board of Directors. Such notice should include the effective date of the resignation.

ARTICLE V. ELECTION OF OFFICERS

Section A. Restrictions

1. Only Regular members of the AWC may be elected as President and Vice-President. Regular and Associate members may be elected as Secretary and Treasurer.
2. An Officer may not serve on the Executive Committee for more than five consecutive terms.

Section B. Term of Office

1. Officers of the Executive Committee shall be elected annually to serve for a term of one fiscal year. The definition of fiscal year is in Article VIII, Section D of these bylaws.
2. If an Officer serves at least six months in a fiscal year, this will constitute one term.

Section C. Nomination

1. The Nominating Committee and its Chair shall be appointed annually, and as needed, by the President from the current membership. The committee shall number at least three and shall be representative of the membership.
2. Candidates from the current membership shall be found by the Nominating Committee which shall present a list of at least one willing candidate for each office.
3. The Nominating Committee shall announce the slate of proposed candidates at least two weeks in advance of the election. Said announcement shall include voting procedures, deadline for ballot receipt, election date, place and times as well as a deadline for submitting proposed candidates.
4. Additional nominees will only be accepted if received a minimum of one week prior to the election and should be accompanied by written approval by the nominee.

Section D. Election

1. Election of officers shall be held in November. The membership will be allowed to vote in person at the Annual General Meeting or by absentee ballot or by online / Internet voting.
2. Election shall be by written ballot, which may include options to vote for or against as well as abstain.
3. A nominee will be elected when she receives a majority of favorable votes based on the number of ballots received.
4. No write in candidates or floor nominations will be accepted at the election.
5. The Nominating Committee shall collect and count all ballots. They will announce the results of the election by email within 48 hours of the election.

Section E. Installation

The installation of officers shall occur at the January General Meeting.

Section F. Vacancies

1. In the event of a vacancy arising between annual elections in any elected office except the President, the Board of Directors shall elect one candidate per office from among a list of candidates recommended by the Executive Committee.
2. The Executive Committee shall make every effort to fill a vacancy in an elected office within 60 days unless the vacancy occurs within 90 days of the term end.
3. If the office of President should become vacant, then the Vice-President shall automatically become the President. If she is unable to serve as President, the membership shall elect a new President who has been nominated by the Nominating Committee and approved by a majority vote of the Board of Directors.
4. The election may take place using online / Internet voting. The voting process and procedures shall be approved by the Board of Directors and distributed to the members.

ARTICLE VI. MEETINGS

Section A. Meetings of the AWC

1. General Meetings of the membership shall be held at a time and place designated by the Board of Directors.
2. Board of Directors meetings shall be held monthly.
3. Executive Committee meetings shall be held monthly prior to the Board of Directors' meeting.
4. Special Meetings of the members may be called by the Board of Directors upon the written request of 10 percent of the total membership or by the President with the approval of the Board of Directors.
 - a. Special Meetings of the members shall be held within 90 days after receipt of a written request.
 - b. Notice of a Special Meeting shall be given ten days prior to the meeting date except in cases of extreme emergency when three days notice should be given if possible.
5. The President may call Special Meetings of the Executive Committee or the Board of Directors with seven days prior written notice, except in cases of extreme emergency when three days notice can be given.

Section B. Quorum

1. The quorum of a General Meeting shall consist of the eligible voting members present at the meeting.
2. The quorum of a Board Meeting shall consist of a majority of Board positions.
3. The quorum of a Special Meeting shall consist of 20 percent of the eligible voting membership.
4. The chair of a meeting shall be responsible for establishing the quorum.
5. The quorum of a Special Meeting of the Executive Committee or the Board of Directors shall consist of a majority.

Section C. Voting

1. Unless otherwise stated in these Bylaws, all current members of the AWC are eligible to vote and are entitled to one vote.
2. When it is necessary for the membership to vote, the voting may take place at either a General Meeting or online via the Internet.
3. Any motions shall be sent to the members at least two weeks in advance via email, including an explanation of the voting process and allowing at least one week for discussion.
4. A vote by the members shall then take place, either online via the Internet or at the next General Meeting if one is scheduled for that timeframe.
5. An affirmative vote by a majority of the members voting shall be required for approval.

Section D. Guests

Guests shall be admitted to General Meetings unless the meeting is declared for members only. In the event that a General Meeting is held at a particular event, the guest shall make a donation as prescribed by the Board of Directors.

ARTICLE VII. POLICIES

There shall be Policies for the operation of the AWC. The Policies shall be binding upon the membership until formally amended by the Board of Directors and shall be made available to the membership in writing.

ARTICLE VIII. FINANCES

Section A. Budget

1. The outgoing and incoming Treasurer-Accountants shall be responsible to prepare the annual budget for presentation at the February Board of Directors' meeting for review and recommendation.
2. The recommended budget shall be presented to the members at the February General Meeting for approval or via online / Internet voting in February.

Section B. Expenditures Within the Budget

1. Expenditures exceeding 20 percent or not more than 20,000 baht, whichever is less, of a budgeted account must be approved by the Board of Directors.
2. Community Projects Committee proposed donations of twenty-five thousand baht or more must be approved by the Board of Directors.

Section C. Expenditures outside the Budget

1. Expenditures not provided for in the annual budget in the amount of ten thousand baht or less may be authorized by the Board of Directors.
2. The Board of Directors may authorize Community Projects Committee expenditures/contributions outside the budget to the amount of five thousand baht.
3. Other non-budgeted expenditures shall require the approval of the members at a General Meeting of the AWC or via online / Internet voting.

Section D. Fiscal Year/Audit

The financial records of the AWC shall open on February 1st and shall close on January 31st and shall be submitted for annual audit to an independent Thai certified auditor.

Section E. Liability

No member, officer or employee of the AWC shall be liable for or subject to any financial obligation incurred by the Executive Committee, Board of Directors, or any other member on behalf of the AWC except for the personal annual membership dues.

ARTICLE IX. AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws or the Policies of the AWC.

ARTICLE X. AMENDMENTS

The Bylaws shall be amended by the following procedure:

1. A proposed amendment bearing the signatures of ten members of the AWC shall be presented in writing to the Vice-President for consideration.
2. At its earliest regular meeting the Board of Directors shall be informed of the proposed amendment by the Vice-President.
3. Within the next month, the Vice-President shall send, or have sent, the proposed amendment to the members via email, including an explanation of the voting process and allowing at least one week for discussion.
4. A vote by the members shall then take place, either online via the Internet or at the next General Meeting, if one is scheduled for that timeframe.
5. An affirmative vote by a majority of the members voting shall be required for adoption.

ARTICLE XI. ENACTMENT

Upon adoption these Bylaws shall supersede all previous constitutions and/or bylaws of the AWC.

ARTICLE XII. DISSOLUTION

Section A. Meeting of Dissolution

1. A meeting of the AWC shall be called for the purpose of considering the question of dissolution of the AWC with two weeks advance notice of the meeting and the reasons for dissolution having been sent to all current members of the AWC.
2. To effect dissolution it shall require a two-thirds vote of the eligible voting members present at the meeting.

Section B. Rules of Dissolution

1. Three or more delegates appointed at the Meeting of Dissolution shall be charged with the liquidation of the affairs of the AWC as designated by action of the meeting.
2. The remaining funds of the AWC shall be disbursed in keeping with the purpose and ideals of the American Women's Club of Thailand, and shall be donated to charitable organizations or scholarships.
3. The delegates shall also determine the disposition of AWC records.