

By-laws of Mai Expats Club (CEC)



I. MEMBERSHIP

- A.** Lifetime membership requires a completed application form, signed by a BOD member, and a payment of 1,000 Thai baht, at which time a CEC Member card will be issued.
- B.** Members generally will be required to pay an entry fee to partially offset costs for General Meetings (GM) and Special Events; the fees are to be determined by the Board of Directors (BOD). Non-member entry fees will be higher and shall not be subsidized by CEC funds.

II. ANNUAL GENERAL MEETING

- A.** The Annual General Meeting (AGM) will be held in January and can be in addition to or in lieu of the GM for January.
- B.** Members shall be notified of the date of the AGM via a notice in the CEC newsletter, website, and Facebook page at least four weeks prior to the meeting.
- C.** The purpose of the AGM is to elect the BOD for the upcoming year (if such an election is required) and for the BOD to present to the membership the state of affairs of the CEC. The reports should include sharing the Club's financial condition, budget for the upcoming year, the membership status, and any other issues the BOD deems appropriate and necessary.
- D.** If an election for BOD is required, it shall be conducted as provided in Article III immediately below.

III. NOMINATION AND ELECTION OF MEMBERS TO THE BOD

- A.** To be eligible to sponsor a Board nomination or vote at an AGM, CEC membership must have commenced on or before October 01st, immediately preceding the AGM.

- B.** The BOD, not later than the BOD Meeting or the GM held in October, shall appoint an Electoral Officer (a voting member who is not a candidate for the new Board) to organize and supervise the nomination process and, if needed, the election. The BOD shall act as the final arbiter of any question or dispute related to any decision made by the Electoral Officer.
- C.** Nominations must be submitted to the Electoral Officer no later than the last Saturday in November. Proposed nominees must be sponsored by two members eligible to vote and approved by the Electoral Officer, as qualified to stand for election as outlined in Article IV of the Constitution.
- 1.** Whenever possible, candidates for the Board will be invited to an informational meeting with the EC, or an ad hoc committee appointed for this purpose.
 - 2.** Candidates will have the opportunity to introduce themselves and to ask questions about CEC and the Board. Committee members may ask candidates questions to help them understand their background and interests and better advise them about the possible roles they may fill on the Board.
 - 3.** The committee may provide a written summary of the meeting to the candidate and the Board, along with non-binding suggestions and recommendations for the candidate.
- D.** The Electoral Officer shall notify the BOD and the approved candidates of their acceptance as Board nominees within the first two weeks of December. Suppose less than 12 candidates are validly nominated. In that case, there will be no election, and the Electoral Officer at the AGM will declare the accepted candidates as the new BOD, who will begin their term after the AGM.

E. If more than 11 candidates are validly nominated for election to the Board, then an election will be held by secret ballot at the AGM, and the 11 candidates with the highest number of votes shall constitute the new BOD. Concerning any required election.

- 1.** Each candidate may submit written material, in electronic form, of less than 300 words with one photograph supporting their candidacy for inclusion in the CEC e-newsletter to be distributed ahead of the AGM. Campaign materials must be submitted to the Electoral Officer for approval no later than three days prior to publication of the e-newsletter.
- 2.** The Electoral Officer shall perform the following duties.
 - a)** They may appoint sub-officers to assist with the election.
 - b)** Will distribute the written ballots for voting at the AGM to Members qualified to vote, with the Secretary verifying proper membership.
 - c)** Will accurately tally the votes.
 - d)** We will announce the results of the votes and, absent valid objections, will announce the new BOD members.
- 3.** The written ballots.
 - (a)** Will be printed legibly in English.
 - (b)** Will state the Board nominees in alphabetical order.
 - (c)** Will clearly say that a member can vote for no more than 11 of the nominees.
 - (d)** Provide a space next to a nominee's name for the member to mark an "X" or another appropriate sign to indicate a vote for that nominee.

- (e) Ballots with more than 11 names marked will be deemed invalid.
- 4. Candidates nor their representatives shall not interfere in the voting process but may be present to observe the vote count by the Electoral Committee. If any candidate challenges the number of votes cast for them, they may demand a recount. The President may designate one or more members other than the Electoral Officer or Sub-Officers to conduct the recount.
- 5. In the event of a tie for the last vacancy, the member with the longest club tenure membership period shall take the vacancy.
- F. The Secretary will record the results of the voting by listing the winning candidates in the Official Minutes of the AGM. The Secretary will retain the list of voters, vote tallies, and the original ballots.
- G. A report of the election results will be published in the first e-Newsletter after the election or sooner as the new Board may determine. The report will include the number of ballots cast and the number of invalid ballots (along with the reason for their invalidity). The number of votes cast for each candidate will not be reported.

IV. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. The BOD assumes total responsibility for the administration of the CEC and shall take all measures necessary to fulfill the objectives of the CEC; furthermore, the BOD will solicit and encourage suggestions and the participation of the Members.
- B. When a member agrees to serve as a Board member, this acceptance establishes an agreement to abide by all the rules of the CEC Constitution and Bylaws and carry out the duties contained within.

- C.** No Board member will solicit for or promote any enterprise or service in which they have a professional, financial, or personal interest using the CEC, its meetings, or facilities without prior disclosure to the Board of their interests and activities. All such presentations or solicitations should be evident and transparent. Board members shall declare any actual, perceived, or potential conflicts of interest, and the Secretary will note such conflicts in a register available at each BOD meeting. The President will ask Board members if there are any new conflicts at each BOD meeting. If any member of the Board has a conflict of interest, then that Member will not take part in any decision relating to that matter and may be asked to leave that part of the meeting.
- D.** The BOD shall appoint a member to publish a Hypertext Mark-up Language (HTML) Email Newsletter intended to inform the membership of the activities of the Club. The appointed Member or another qualified person shall chair the Media Committee and report on the meetings, including information that would be helpful to Members, announce speakers for future meetings, list coming events and promote the CEC website, Facebook page, and other social media outlets CEC may establish.
- E.** The BOD shall appoint a Board member responsible for establishing, maintaining, editing, updating, and improving an Internet site and mailing list. The mailing list is for distributing the CEC e-newsletter and making Board-authorized email communication. Any BOD or Member having custody of, access to, or possession of any such list must keep the information confidential and restrict access to only those specifically authorized by the BOD. They shall not distribute or disseminate the mailing list(s) or database(s) to any person, organization, commercial enterprise, or any other entity or enterprise. Suppose the BOD decides to employ an outside contractor to perform services that will cause that contractor to have access to the mailing list(s) or

databases(s). In that case, that contractor must agree to a similar use restriction. The BOD can decide, by simple majority, to remove from CEC membership anyone who uses the mailing list(s) or database(s) for inappropriate purposes.

- F.** A CEC Director may remove any literature, advertisement, or handouts distributed at CEC meetings that did not originate from CEC sponsors or approved Local Group Activities. The director taking this action will bring this matter to the attention of the BOD at or before their next meeting.
- G.** Board members are expected to share in the workload of the BOD, including accepting committee assignments, actively participating in such committees, and showing appropriate interest in the activities of the Club. Chronic absence from CEC meetings and absence without justification from three consecutive Board meetings can lead to removal from the BOD. The BOD may vote for the removal of a Board member if the BOD lacks confidence in their ability to serve as a Board member effectively. Removal from the Board requires a quorum defined in Section VII Paragraph D and an affirmative vote of at least two-thirds of the Board members present.
- H.** The BOD may fill vacancies on the Board occurring between AGMs. Such appointed Directors, like elected Directors, serve until the end of the next AGM.
- I.** All BOD members and committee members shall deliver the original form of any agreement, policy, procedure, or other official CEC document to the Treasurer within seven days of its creation. Failure to do so will, as a matter of policy, void the document and revoke any BOD approved that may have been given to support the document.
- J.** Voting Procedures:

1. Voting should occur only at scheduled BOD meetings except under extremely rare circumstances, as described below. The executive committee shall approve an email vote. After approval, the President or designee shall email the members the motion at hand, establish a response time of not less than 24 hours, collect and tabulate the results and report the outcome to the Board within 24 hours. Failure to respond will be considered an abstention, and those directors casting a vote on the issue will be used to establish a quorum, according to the By-laws.
2. If the email vote is urgent and potentially controversial and if an in-person or video chat meeting is impossible, the President will lay out both sides of the issue in specific, neutral terms and request a vote only on aspects of the matter that the executive committee has determined are urgent. This option should rarely if ever, be used.

V. DUTIES OF THE OFFICERS

- A. The new BOD will meet as soon as possible following the AGM. The President of the outgoing Board will open and chair the meeting until a President is elected. The new BOD will then select a Secretary, Treasurer, and other Officers, as the BOD deems appropriate.
- B. The duties of the EC Officers are explicitly described in the Duties Documents approved by the BOD and as contained in Exhibits A through C. In general, the elected Officers shall have the following duties.
- C. The President normally shall preside over all BOD and Membership meetings. In the absence of the President, the Secretary will preside over the BOD and Membership meetings, or the Treasurer will preside in the absence of the President and the Secretary. If no officers are willing or able to preside, the EC shall appoint a member to preside over the meeting. The President oversees all activities of CEC and ensures adequate preparation for the monthly GMs, Friday Morning Breakfast Club, and other events offered to the entire CEC membership. The President or an appointed representative, usually another Board

member appointed by the President, represents CEC at outside functions. A detailed listing of the duties and authorities of the President is listed in Exhibit A of the By-laws.

D. The Secretary shall provide all Board members with written notice of the time, location, and Agenda for regularly scheduled BOD meetings no later than forty-eight (48) hours before the meeting. The Secretary records draft minutes of each BOD meeting and distributes them to Board members within five (5) days for comment. The draft minutes will be submitted to the BOD for approval at the next regularly scheduled BOD meeting. The Secretary shall maintain the membership database and original membership applications and, when necessary, at an election, will verify membership information to the Electoral Officer. A detailed listing of the duties and authorities of the Secretary is listed in Exhibit B of the By-laws.

E. The Treasurer shall oversee the organization's financial administration, maintain the funds of the CEC, review policies, procedures, and financial reporting, and advise the BOD on financial strategy and fundraising. A detailed listing of the duties and authorities of the Treasurer is listed in Exhibit C of the By-laws.

VII. EXECUTIVE COMMITTEE

A. The Executive Committee (EC) shall be comprised of all elected Officers, to be chaired by The President, and shall have the authority to act on behalf of the CEC and its BOD, as authorized by the BOD. The EC's principal function is to manage the day-to-day operations of the Club. If there is a tie vote within the EC, the motion will be put before the Board for approval.

B. The Executive Committee's specific responsibilities may include.

- 1.** Serving as a sounding board for management on emerging issues, problems, policies, and initiatives brought forward by the BOD or membership.
- 2.** Reporting to the BOD at the Board's next meeting on any official actions proposed or taken by the Executive Committee.

3. Acting on matters such as, but not limited to, the following.
 - a) Preparing motion(s) to Amend Bylaws.
 - b) Policy review.
 - c) BOD succession planning.
 - d) New member orientation.
 - e) BOD education.
 - f) BOD self-assessment.
 - g) Investigate the potential removal of a board member from office.
 - h) EC to assist in the selection of interim Board member(s).
 - i) EC to meet when emergency decision-making is necessary between BOD meetings.
4. These actions will be subject to BOD approval before being implemented when possible. In the case of expenses, consent will not be possible if the expenditure has been incurred.
5. Meetings: The EC shall meet as needed; a summary may be prepared for BOD review as part of the President's report.
6. The Executive Committee may approve normal and ordinary expenses that the Board inadvertently failed to approve in the ordinary course of club business or when brought to the Treasurer's attention after the BOD Meeting and are normal and ordinary or is an urgent matter. The Board, at the next BOD Meeting, must approve these payments.
7. The EC has a 3,500 thb per item limit on non-BOD-approved expenses.

VIII. BOARD OF DIRECTOR MEETINGS

- A. There shall be a minimum of six BOD meetings annually (i.e., between AGMs).

- B.** The BOD determines at the end of each meeting the date and locale of the next meeting, or the chair may opt to use a Doodle survey or the like to schedule the next BOD Meeting.
- C.** The Secretary will schedule a Special BOD Meeting to occur within seventy-two (72) hours of receiving a request from two Board members or the President stating the need and purpose for a Special BOD Meeting. The notice shall include the meeting's date, time, location, and purpose.
- D.** All Board actions to be valid shall require a quorum. A quorum is the presence or participation, as otherwise allowed in the Bylaws, of a majority of the current sitting Directors. An affirmative vote of at least a majority of such Directors present at any given meeting is required to adopt a motion.
- E.** The BOD should strive to reach its decisions on substantive matters by consensus. The President shall allow ample debate to facilitate a decision. If a consensus cannot be reached, the issue can either be postponed for further consideration by the chair or by motion and vote of the BOD. Absent Board members can indicate their vote in writing for a specific Agenda item when they submit their 'Apology for Absence' to the Secretary prior to the Board Meeting. However, this does not allow for general proxy voting in Board meetings.
- F.** BOD meetings and any record of BOD meetings are private, except for the minutes after acceptance and approval by the Board. Any current CEC member may ask to see a copy of the approved minutes. The BOD may choose to authorize others to attend meetings from time to time, including but not limited to past Directors and Board members, members of the CEC, or selected experts, to assist in the consideration of a question on the agenda or any other matter at the BOD's sole discretion.
- G.** All decisions of the BOD that may be of interest to the membership should be made public either by announcement at GM's or by inclusion in the e-newsletter as appropriate. In the interest of transparency, any

current Member can request the Secretary to see the approved minutes of a BOD meeting,

H. Robert's Rules of Order shall govern BOD meetings unless inconsistent with the Bylaws. Below are listed a few references for the BOD.

1. www.robertsrules.org
2. www.rulesonline.com
3. dphi.web.unc.edu/files/2012/02/MSG-ROBERTS
4. www.dummies.com/.../roberts-rules-for-dummies-cheat-sheet

IX. Financial Matters

A. All General Funds and assets must be retained by the CEC and may only be used with BOD approval. The General Fund of the CEC shall be used to pay the debts and obligations of the CEC, subsidize member activities, and make donations to charities and non-profits, as defined in the CEC Donation Policy.

B. The Treasurer, prior to the end of the calendar year, shall prepare a budget for the following year to be reviewed and voted upon by the BOD, preferably at the last calendar year BOD meeting or the first BOD meeting in the succeeding year.

C. Expenditures shall be following the current 'Expense Reimbursement Policy & Procedures' document. There shall be no financial compensation provided to members beyond reimbursement for actual pocket expenses incurred on behalf of the CEC. Additionally, when a member carries out duties on behalf of the CEC, the BOD may approve a rate per kilometer reimbursement for each kilometer traveled by the Member in their personal motor vehicle. Board members will present their original expense receipts to the Treasurer monthly.

D. The BOD will develop, approve, and maintain a Banking Procedures Policy, to manage and protect all CEC funds.

1. The Board of Directors (BOD) now authorizes and appoints the Executive Committee (EC) of the CEC as the manager and trustee of all CEC bank accounts.
2. The BOD now directs the EC to minimize access to all CEC bank accounts and only authorize those individuals who have been deemed proper and necessary to manage the CECs banking and accounting functions effectively.
3. When signing any Banking documents naming an individual as a binding representative of the CEC, the individual must simultaneously execute the documents necessary to remove them from such authority and representation. The Secretary will hold these banking documents, and such documents may not be used to remove the individual without BOD approval.
4. The EC must obtain BOD approval to open, close, or modify a CEC bank account.
5. The EC will manage and approve access to all CEC accounts, including who may access each account, what access level everyone will have, and the authority to make such changes.
6. Only CEC board members may have any access to CEC bank accounts.
7. The EC will appoint and maintain a list of authorized individuals (a minimum of 4 signatories) who may represent the Club, for in-person banking, at the Club's various banks. Any changes in authorized personnel must be reported to the BOD (via email or BOD meeting) prior to making the changes. These authorized banking individuals must be on the BOD prior to being added to the list of authorized banking personnel.
8. The Treasurer will maintain cash in the Treasures float sufficient to cover all normal CEC activities and events operations. The Treasurer will report the status and balance of the Treasurer Float to the BOD during each board meeting.

- 9.** The Treasurer will provide the BOD financial statements bank statements, and reconcile the BOD, will determine cash balances, the frequency of these reports
- E.** If the Treasurer reports to the BOD that there is an anticipated surplus of revenue in the General Fund, a portion, as agreed by a majority vote of the BOD, may be used as follows.
 - 1.** To fund qualified charitable causes and non-profits, as is defined by the CEC Donation Policy.
 - 2.** To subsidize member activities and events.
 - 3.** To carry the excess funds into the following year.
- F.** When allocating the excess revenue, the Board shall use a 50/50 ratio as a guideline concerning donations vs. member subsidies. GM subsidies are not to be included in the 50/50 ratio calculation. The Board shall notify the membership of all donations made, as they occur, during GMs or via newsletters. It will be included in the Financial Report given at the Annual General Meeting.
- G.** No club member shall participate in the Donation Committee or any donation process if such committee is considering a funding request from any organization to which said club member, or a member of their household is.
 - 1.** A board member, trustee, director, advisor, agent, organizer, or officer.
 - 2.** A consultant or contractor to the organization.
 - 3.** Actively involved in the formulation of the funding request.
 - 4.** A management or executive employee paid or not, of the organization.
- H.** No club member serving as a CEC Director or a member of any committee of the Club shall participate in the discussion of or vote upon any award or other funding for the benefit of the immediate family of

the Member or any funding request from any organization on which said club member, or a member of their household is.

1. A board member, trustee, director, advisor, agent, organizer, or officer.
2. A consultant or contractor to the organization.
3. Actively involved in the formulation of the funding request.
4. A management or executive employee of the organization.
5. However, the Director or Member may speak on behalf of the organization under consideration prior to the debate beginning.

I. Definition of terms as used herein, the term "immediate family" means the Member's spouse, parents, grandparents, children, stepchildren, grandchildren, step-grandchildren, siblings, and the spouses of each. In addition, the term "household" means a domestic unit consisting of a family living together with non-relatives.

J. A suitably qualified person or Tax/Accounting company that is not a member should conduct an annual inspection of CEC financial records. That person's or Tax/Accounting company's resultant report should become part of the Treasurer's report to the Members at the AGM.

X. SPONSORSHIP POLICY

A. Sponsors shall provide valuable services, information, and activities to CEC Members and shall contribute sponsorship fees to defray the operational costs and support the charitable projects of CEC.

B. The BOD will select sponsors to provide Members with opportunities to benefit from the Sponsors' goods, services, and activities. Sponsors are responsible for the legality of products/services/activities provided. Neither the CEC nor the BOD assumes any responsibility for its Sponsors' products/services/activities.

- C.** Sponsors contribute a monthly fee, as set by the BOD, for a contract period of at least six months; the Sponsor and BOD may make changes during the contract period with mutual agreement. The BOD can unilaterally decide not to renew a Sponsor's contract upon expiration.
- D.** Business Sponsors and Community Service Sponsors shall be charged sponsor fees according to the fee schedule contained in our Sponsor Guidelines document, as approved by the BOD and changed from time to time. Sponsors shall have the option of signing up in six-month increments. As noted, the BOD may alter at its sole discretion these requirements.
- E.** Sponsors may display, with advance approval, their products and promotional material at CEC meetings. They can submit electronic promotional material for consideration for inclusion in the CEC e-newsletter and Facebook page. Each Sponsor's logo is displayed on the wall at the GM and the CEC website, along with a descriptive paragraph on the website. Sponsors cannot promote more than two products or services per event.
- F.** Sponsors cannot seek business by claiming their organization is an official representative or spokesperson for CEC.
- G.** At least one person in a Sponsor's organization must be a Life Member of CEC. However, suppose a Sponsor requests the Life Membership in the organization's name rather than an individual due to personnel issues. In that case, the CEC will make an exception if the Life Membership form is signed by an authorized Director of the Sponsor organization.

XI. LOCAL GROUP ACTIVITIES

- A.** Outside Group Activities (OGA) are special interest groups informally connected to the CEC. The CEC shall assist in initiating a new LGA as requested and encourage CEC Members to join/attend via publicity on the CEC website, Facebook page, and newsletters. An OGA is

a valuable opportunity for Members to meet and explore common interests at a time outside of the CEC meetings.

B. Notifications submitted by an OGA shall be in a format that can be easily added to the Facebook or E-Newsletter. The CEC will make no edits. (Insert size, type of file, etc., as required for both FB & E-newsletter). Venues listed shall be kept to listing the name and address only; no photos or advertisements of the venue shall be allowed.

C. An OGA shall be managed and directed by a CEC member. However, the OGA shall operate independently of the CEC, and Members of an OGA do not need to be Members of the CEC. If questions arise about the OGA activities or conflicts occur within a group, it is the group's responsibility to resolve the issues on their own. If it becomes evident that an OGA exists as a vehicle for a person or group to promote their business enterprise, then that OGA will be de-listed as an OGA and invited to apply as a Sponsor.

D. Neither the CEC nor the BOD assumes any responsibility for any activities of the OGA.

XII. COMPLAINTS

A. The BOD shall not typically get involved in private disputes between Members. Members or guests who are disruptive at CEC meetings will be issued a call to order. If necessary, the President, the President's designee, or a CEC official may ask the person(s) concerned to leave the meeting.

B. The BOD will examine complaints only in matters concerning the CEC directly, such as misuse of the name of the CEC, misrepresentation of the activities of the CEC, improper or offensive actions or comments at CEC meetings, misappropriation, or improper use of the CEC funds and property.

C. If any complaints against a Board member for violation of the CEC Bylaws or Board Resolutions or conduct that tends to bring the CEC into discredit and disrepute, the matter shall be brought to the attention of

the BOD. If the BOD finds the complaint valid, it may vote to censure, suspend, or remove from the BOD the Board member against whom the complaint was brought. In the case of removal or suspension, a two-thirds affirmative vote of the BOD is required.

D. In dealing with complaints, the BOD shall act with all due diligence to protect the integrity and image of CEC in all its members' interests.

XIII. AMENDMENT OF THE BYLAWS

A. The Bylaws may be amended by a two-thirds vote of the BOD, provided a quorum exists. Proposed Bylaw changes must be announced, and the proposed changes should be submitted to all members via email four days before a BOD meeting. The approved amendments to the Bylaws shall not take effect until the next regularly scheduled BOD meeting.

XIV. INDEMNIFICATION CLAUSE

A. Indemnification is the Chiangmai Expats Club's (CEC) direct expression of willingness to protect its board members, officers, directors, and employees ("indemnified persons") from the financial burdens of liability. The CEC makes a financial commitment to rely on its resources to pay a board member's legal costs in case they are called as a defendant in a lawsuit relating to his role as a board member. The financial commitment shall be no more than Baht 250,000.

B. The Chiangmai Expats Club agrees to indemnify and keep indemnified the indemnified persons to the extent specified from and against liability, loss, cost, or expense (including reasonable legal fees) because of liability imposed on them, arising out of or related to Chiangmai Expat's Club activities, whether caused by or contributed to by the indemnified persons unless caused by the sole negligence of the indemnified persons.

C. This Article constitutes a contract between the Chiangmai Expats Club and the indemnified persons. No amendment or repeal of the


provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such indemnified persons with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Amended & approved by the BOD this xx day of xxxx 2022

Signature Page



Darryl L. Jones, President



David McComas, Treasurer



Board Member



Janet Greenleaf, Board Member



Jenny Croyston, Board Member



Al Pezzuto, Board Member



Pamela Manning, Board Member



Leif Ljungstrom, Board Member

Exhibit A — Duties of the President

The CEC President shall have duties specific to the role, including, but not limited to, the following.

- I. President Qualities, Skills & Knowledge:** The President shall have the following.
 - A.** Good leadership skills include wisdom, creative thinking, insight, problem-solving, judgment/decision-making, organizing, social and interpersonal abilities, and emotional maturity.
 - B.** The candidate should have no financial interest or conflict in a sponsor or supplier organization.
 - C.** Working knowledge of Excel, Word, and PowerPoint programs with recent-edition programs loaded on a newer personal computer.
 - D.** Shall be trained on how to use the Xero accounting program and can create PDF files and upload files into Xero.
 - E.** Able to carry out the duties as described in this document in a timely fashion.
- II. Strategic Direction of the CEC**
 - A.** The President's role is to guide the BOD in setting the Strategic Direction of the CEC as to what will be done with the Club's Excess Revenue. This Strategic Direction should be established early in the calendar year, ahead of adopting the Annual Budget, and will help to guide decision-making for the BOD about charitable donations, special events, setting fees for member participation in club activities, etc.
 - B.** Preside over all Board meetings
 - 1.** Usually, the date/time/location of a Board meeting is set at the close of the previous BOD meeting. Still, a BOD meeting can be scheduled at the request of the President or two Board members if it appears that the majority of the BOD is

available. The President develops the Agenda with Board members and distributes it to the BOD at least 48 hours before the BOD meeting.

- 2.** During the BOD meeting, the President ensures that the meeting follows the agenda, and that each person has an opportunity to present their views. If it appears the issue will not be resolved in a timely fashion, then the President shall suggest a compromise course of action, call for a vote, or table the motion for future consideration.
 - 3.** At their absolute discretion, the President may end debate on any matter.
 - 4.** The President should ensure that the Secretary uploads the BOD meeting minutes into Xero in a timely fashion and that the minutes are distributed to Board members by email for their review prior to the next BOD meeting.
 - 5.** At his/her absolute discretion, the President may create or disband any ad hoc committee and appoint members to such committees to explore courses of action or perform specific tasks.
 - 6.** The President may add or remove members of standing Committees.
- C.** Coordinate GM with Sponsor and Program Event Committees.
 - D.** President shall serve as an advisor to the Sponsor and Program Events Committees.
 - E.** Consult with other Board members and Committee chairs in advance of the GM to develop a Meeting Agenda to be used by all Committee Chairpersons.
 - F.** The President does not necessarily need to be the lead Master of Ceremonies (MC) during the meeting but should be visible and available to the members unless away from Chiang Mai.
 - G.** Assist the Welcome Committee with the Friday Morning Breakfast Club.

- H.** Monitor potential holiday conflicts and set future non-standard Breakfast Club dates with restaurant management at least three months in advance.
- I.** Whenever possible, the President should be present during the entire time of all Breakfast Clubs to be available to assist the Welcome Committee in greeting newcomers and consult with non-members and members who may have questions or concerns.
- J.** Preside over the AGM.
 - 1.** In conjunction with the Program Events Committee, select a date/time/location for the AGM and arrange appropriate publicity for the members at least four weeks in advance.
- K.** Ensure that the Electoral Officer has the resources and assistance needed to conduct an election of Board members if required.
- L.** Develop an agenda for the AGM with other Board members.
- M.** Preside over the meeting, maintaining order yet allowing members to question their BOD to understand club operations.
- N.** After the AGM, have appropriate reports placed on the CEC website.
- O.** Represent CEC at Outside Events: From time to time, the President may be invited to represent the CEC or the English-speaking ex-pat Chiang Mai community at events or media interviews organized by various Thai government agencies, non-profit organizations, foreign consulates or embassies, news media, universities, other ex-pat organizations, etc. It is the President's responsibility to.
- P.** Consider the response to the invitation in a timely fashion and seek input from the BOD if uncertain whether it is appropriate to accept the invitation to represent CEC.
 - 1.** If it is deemed that the CEC should accept the invitation and the President is unable or not the best person to accept, then another Board member may be appointed, by the President, to represent the CEC.
 - 2.** Whenever the President or an appointed representative represents the CEC at an outdoor event, they must maintain

appropriate decorum in actions, speech, and appearance and not accept any gifts or remuneration beyond nominal tokens considered "party favors."

- 3.** The President should report on the outcome of events attended as part of the Presidents report at the next BOD meeting.
- 4.** Suppose the President participates in an interview with the news media or assists university students with research. In that case, an effort should be made to access the final product, which shall be circulated among the BOD.

Exhibit B - Duties of the Secretary

The CEC Secretary shall have duties specific to the role, including but not limited to the following.

I. Secretary Qualities, Skills & Knowledge.

A. The Secretary shall have the following.

1. Qualities shall include having an orderly mind & systematic way of thinking as it applies to recording notes, having effective communication & interpersonal skills.
2. Working knowledge of Excel & Word programs with programs loaded on a newer, personal computer.
3. Shall be trained on how to use the Xero accounting program.
4. Working knowledge of how to create PDF files and upload files into Xero.
5. Working knowledge of PowerPoint or similar type program for presentations.
6. Able to carry out the duties as described in this document.

II. Meeting Management

A. Agenda Preparation.

1. The President shall provide all Board members with written notice of the time, location, and Agenda for regularly scheduled BOD meetings, no later than forty-eight (48) hours before the meeting. The Secretary shall upload draft and final agendas to the Xero accounting program.

- B.** Meeting Minutes: The Secretary shall record draft meeting minutes of each BOD meeting, Special BOD meetings, and the AGM and distribute them to Board members within five (5) days for comment. The draft meeting minutes will be submitted to the BOD for approval at the next board meeting. Draft and approved BOD meeting minutes shall be uploaded to Xero.
- C.** Secretary shall prepare a Sign-in sheet for AGMs & upload completed forms to the Xero program.
- D.** Membership Database: The Secretary shall maintain the membership database (Excel file), original membership applications, and membership cards. The Secretary shall be responsible for obtaining new membership forms and cards. The membership database shall be regularly uploaded into Xero.
 - 1.** In the event of a BOD election, the Secretary shall do the following.
 - a)** Verify membership information and advise the Electoral Officer.
 - b)** Record the results of the voting, listing the winning candidates in the Official Minutes of the AGM.
 - c)** Retain the list of voters, vote tallies, and the original ballot slips and upload them to Xero.
- E.** Special BOD Meetings: The Secretary will schedule a Special BOD Meeting to occur within seventy-two (72) hours of receiving a request from the President or two Board members, stating the purpose for a Special BOD Meeting. The notice shall include the meeting's date, time, location, and purpose.
- F.** Templates: The Secretary shall be responsible for maintaining and creating the BOD meeting Agenda and Meeting templates as necessary. In addition, develop and manage CEC template documents and forms

as required and provide a supply of blank membership forms and cards for various meetings.

G. CEC Member Notebook: The Secretary shall maintain notebook(s) with all the completed member applications filed alphabetically.

H. BOD Meeting & Agenda Notebook: The Secretary shall be responsible for uploading these documents to the Xero program under the appropriate folder. If directed, assist the management of the sign-in sheet for AGMs and process and upload completed forms into the Xero program if required.

Exhibit C — Duties of the Treasurer

The CEC Treasurer shall have duties specific to their role, including, but not limited to, the following.

- I. Treasurer Qualities, Skills & Knowledge.**
 - A. The Treasurer shall have the following.**
 - 1.** Qualities shall include having an orderly mind & systematic way of thinking; an eye for detail; being capable of handling figures & cash; having experience with financial control & budgeting; and having effective communication & interpersonal skills.
 - 2.** Working knowledge of Excel & Word programs with programs loaded on a newer, personal computer.
 - 3.** Shall be trained on how to use the Xero accounting program.
 - 4.** Working knowledge of how to create PDF files and uploading of files into Xero.
 - 5.** Working knowledge of PowerPoint or similar type program for presentations.
 - 6.** Able to carry out the duties as described in this document.
 - B. Bank account maintenance.**
 - 1.** Treasurer shall update the current Bangkok Bank passbook as necessary and maintain the Treasurer's Float (Cash-on-hand kept in a cashier's box). Typically, the passbook, when updated, is scanned & uploaded to the Xero program.
 - 2.** The Treasurer's Float balance must be maintained at 65,000 to 70,000 Thai Baht to ensure enough cash to pay bills, expense claims, etc. This will save having to frequent the bank as often. If possible, the cashier's box must be kept in a safe place, preferably in a lockable safe box.

- C.** Financial transaction oversight: Knowledge of who has access to the organization's funds and any outstanding bills or debts owed and develop systems for keeping cash flow manageable. Major expenses typically are as follows.
1. GM venues.
 2. Clerical assistant (typically gets paid on the day of the GM).
 3. Mad Mimi for HTML Email Newsletters.
 4. Xero accounting software.
 5. Tax preparation and consultation.
 6. Board-approved charitable purposes.
- D.** Budgets: Developing the annual budget and comparing the actual revenues and expenses incurred with the budget. The annual budget will consider income received for the following year and the previous year. This item will be part of the Financial Committee review.
1. The Treasurer or the Finance Committee will work with the Program Events Chair, Welcome Committee Chair & the OGA Chair regarding budgets for the events or subsidies.
- E.** GM's & Program Events: The Treasurer shall be responsible for coordinating with the Clerical Assistant the setup of the cashier's table & shall be responsible for providing cash on hand for each cashier along with the cashier's worksheet for use when selling tickets, etc.
1. Prior to the GM, the Treasurer shall prepare the Cashier's Worksheets & draw from the Treasurer's Float the amount needed for each cashier, typically 7,000 Thai Baht for each of 3 cashiers, as noted on the Excel spreadsheet (Total of 21,000 Thai baht).
 2. The Treasurer should send out an email to confirm cashiers will be able to make the meeting or by other means prior to the meeting.
 3. After the meeting, the Treasurer is responsible for reconciling the cash count, paying the venue invoice(s), paying the clerical assistant, and preparing and uploading to Xero the Treasurer's Float Report.

- F. Financial Policy.**
 - 1.** The Treasurer shall oversee the development, updating & monitoring of the organization's monetary policies.
- G. Contingency:** The Treasurer shall monitor and revise the CEC Contingency Reserve as needed. The contingency shall cover total liquidation costs, as determined by the Treasurer. Any change in the amount or the status of the reserve must be reported to the BOD immediately.
- H. Reports:**
 - 1.** The Treasurer shall keep the Board informed regarding, important financial events, concerns, and a current assessment of the general financial health of the CEC. Additionally, they shall facilitate the completion of required financial reporting forms in a timely fashion and make these forms available to the BOD.
 - 2.** Treasurer's Float report to be prepared after each GM or Program Event & uploaded to Xero.
 - 3.** Quarterly reports are to be ready using Xero & uploaded to the Xero file folder.
 - 4.** Bi-annual Treasurer's reports for posting on the CEC website.
 - 5.** Quarterly reports regarding budget & budget variance as downloaded from Xero.
 - 6.** Annual FY report & budget to be prepared as part of the Treasurer's report at the AGM.
- I. Expense Claims.**
 - 1.** The Treasurer shall regularly process payment(s) for expense claims posted to Xero.
 - 2.** This should occur monthly or bi-monthly, depending on the claims posted. No claim is to be approved unless an original receipt &/or invoice is provided & copy of the receipt/invoice is attached to the expense claim.
 - 3.** Claims can be either paid in cash from the Treasurer's Float or by bank transfer to the claimants' account.

- J. Clerical Assistant:** The Treasurer shall pay the Clerical Assistant at each GM or Special Program Event. The Wage Receipt document (Excel spreadsheet) shall be updated each month & sent to the Clerical Assistant in PDF format.
- K. Liaison with the Tax Preparation Co.:** The CEC must file a tax form(s) twice a year, and an Accounting/Legal company shall prepare the document (s). The BOD usually approves the tax preparation company after submitting a proposal. The Treasurer's role is to provide the tax preparation company with all necessary accounting information requested. Information required shall be as follows.
- 1.** A Profit & Loss report as downloaded from Xero.
 - 2.** Original receipts & invoices with Xero account code marked on the receipts & invoices.
 - 3.** Expense claim reports for various categories.
- L. Accounting Program:** The official accounting program utilized by the CEC is currently the program entitled Xero. The Treasurer will be responsible for maintaining and reconciling all funds using this program. The Treasurer shall retain access rights to the Xero program based on Board member needs. Currently, the President is responsible for paying the Xero program monthly fee and reimbursed through the expense claim procedure.
- M. Finance Committee:** The Finance Committee shall consist of the Treasurer (as Chair of the Committee) and other persons (hopefully to include one other Board member) as the BOD may appoint from time to time. The BOD must approve the budget, and all expenditures must be within budget. The BOD must approve any significant change in the budget. The Finance Committee is responsible for the following.
- 1.** Develop and review fiscal procedures, fundraising plans, and the annual budget with the BOD.
 - 2.** Be familiar with, approve, and review the organization's annual budget at the end of each quarter and amend it as necessary.

3. Make sure funds are being expended according to the CEC budget requirements.
 4. Flag potential issues such as.
 - a) income might look like it's going to be lower than anticipated.
 - b) Expenses higher than budget.
 - c) Income-producing activities, fundraising, and paid services might be delayed or not proceed according to the plan.
 - d) There may be unnecessary or unnecessarily high expenditures.
 5. Ensure that financial reporting requirements, including tax filings to the Thai Revenue Department, are filed in accordance with the law.
 6. Ensure approved financial policies and procedures are being followed.
 7. Flag any illegal, unethical, or incompetent financial dealings engaged in by individuals or groups that the organization deals with or financial arrangements that may harm the organization.
 8. Create, approve, and update (as necessary) policies that help protect the organization's assets.
- N.** Financial Transactions: Deposits, transfers, and withdrawals shall be performed as follows.
1. CEC shall have a minimum of four (4) bank signatories, including the Treasurer.
 2. Due to the inability to have Internet access to withdraw & transfer funds, the Treasurer & one signatory must meet at the bank at a time convenient to both parties to conduct business. Each person must bring their passport.
- O.** The Treasurer will keep a record of any money received and spent by the Club and present a written financial report of income and expenditure to the BOD at least semi-annually; however, quarterly reports that Xero can produce are recommended.

- P.** The Treasurer will present an annual P&L Statement and balance sheet at the BOD meeting prior to the next AGM. Upon approval by the BOD, the Treasurer's Annual Financial Report will be included in the Present's Annual Report to the membership at the AGM.
- Q.** The Treasurer will act professionally and shall act with due diligence at all times. S/he shall collect all monies belonging to CEC. If temporarily absent from Chiang Mai, the Treasurer may delegate this responsibility to another Board member who will act in the same professional manner and with due diligence.
- R.** The Treasurer shall prepare Sponsor invoices and invoice receipts, update the Sponsor List as required, and coordinate with the Sponsor Manager. Treasurer to follow the following procedures.
- 1.** Procedure for Preparing CEC WHT Invoices.
 - 2.** Procedure for Preparing WHT Invoice Receipts.
 - 3.** Procedure for Preparing CEC Sponsor Invoices
- S.** The fiscal year shall be the calendar year (January 01st to December 31st).
- T.** The organization's financial records are public information and shall be made available to the membership, Board members, and the public as required.
- U.** Ensure that financial reporting requirements, including tax filing to the Thai Revenue Department, are filed.
- V.** Ensure approved financial policies and procedures are being followed.
- W.** Flag any illegal, unethical, or incompetent financial dealings engaged in by individuals or groups that the organization deals with or financial arrangements that may harm the organization.
- X.** Create, approve, and update (as necessary) policies that help protect the organization's assets.