

Constitution of the Chiang Mai Expats Club



PREAMBLE

Pursuant to Article VIII of the existing Constitution of the Chiang Mai Expats Club (CEC), dated 28 January 2022, we the Members of the CEC, hereby adopt this amended Constitution to replace and supersede the existing Constitution, adopted 28 January 2017.

I. NAME & PURPOSE of the CLUB

- A. The club is called the “Chiang Mai Expats Club,” or “CEC.” Its purpose shall serve to help expats expand friendships and improve their quality of life by exchanging advice and information. CEC operates with the theme of “Expats Helping Expats” to reside safely and legally in Thailand and to adapt to and understand the local customs and traditions.
- B. CEC is operated as a not-for-profit social club, with the club owned by a partnership made up of at least two current BOD members and held in trust by them for the benefit of those persons who now, or in the future, may be admitted to membership.
- C. The assets of CEC include but are not limited to the following.
 - 1. The membership databases.
 - 2. Email lists.
 - 3. Websites.
 - 4. Social media accounts.
 - 5. Bank accounts.

6. Cash collected from CEC activities.
 7. All equipment used to conduct meetings.
 8. The name Chiang Mai Expats Club, CEC and variants are the exclusive property of the CEC, as originally established in 2005.
- D. Should there not be two BOD members willing to form the necessary partnership the BOD shall call an emergency general meeting not to be called after the fourth Saturday of the or next month giving a minimum of 14 days-notice to the membership or at the next regularly scheduled general meeting whichever occurs first.
- E. At that point, the membership shall hold emergency elections to elect at least two BOD members willing to form the partnership. Should these new members cause the BOD to exceed the maximum of 11 members then all members shall serve the balance of their term and the regularly scheduled annual elections shall balance the board membership. Failure of the membership to select two BOD members willing to form the partnership then the BOD shall proceed immediately to liquidate the assets and dissolve the club and shall be exempt from Article VII of this constitution. After all legal obligations are settled including all costs necessary to dissolve the partnership, pay any obligations including taxes or fees owed, they are to donate the excess proceeds to local organizations that serve both Thai and foreign residents in need, all as directed by a vote of the BOD or such a committee appointed by the BOD for this purpose or the funds may be turned over to the Donations Committee for distribution under the current rules of operation for the committee without any further approval of the BOD at large.

II. MEMBERSHIP

- A. Membership in CEC is open to all who wish to further the objectives of CEC, and cannot be discriminate against on the basis of race, sex (including sexual orientation) and gender identity, pregnancy, religion, national origin, disability (physical or mental, including status), age, military service or affiliation, bankruptcy or bad debts, genetic information, or citizenship status. Membership entails a one-time joining fee, plus other fees for admission to events, as set by the Board to offset costs and any other reasonable fees set by the Board of Directors from time to time. Every Member shall respect the laws of Thailand and act honorably toward other CEC Members or they may be suspended and or expelled from the club by the BOD, as described in the Bylaws.

III. MANAGEMENT

- A. CEC is under the control of its members who delegate management of CEC and its property and other assets to a Board of Directors who have been elected, appointed, or removed as provided for in the Bylaws. The Board determines the policies and manages the affairs of CEC, and the Board can establish Bylaws and take appropriate action to ensure their observance.
- B. Members are eligible to become Directors provided they have been Members of the CEC for six (6) months prior to the Annual General Meeting; however, the Board of Directors, at its discretion, may shorten or waive this membership time requirement with respect to any appointments the Board may make to reach either the desired minimum of 7 Board members or the desired maximum of 11 Board members.
- C. No Director may return to the Board within three years of being voted off the Board, by the other Board members.

- D. To ensure convenient and efficient management, it is desired that there shall be between 7 and 11 members of the Board of Directors; however, in the event that less than 7 Directors remain in office (due to death, illness, removal, or resignation) or less than 7 Members are validly nominated to any new Board of Directors, the remaining Members of the Board (old or new) shall constitute a valid Board of Directors and shall have all the powers of a Board of Directors. Further, such old or new Board shall attempt in a prompt manner to appoint enough new Board Members to reach the minimum desired level of 7 Directors but, pending any such appointment(s), the remaining Members of the Board shall have full powers to act on behalf of the CEC.
- E. The Board shall have the ability to establish permanent and ad-hoc committees to manage matters such as management of General Meetings and Friday Morning Breakfast Club, planning of holiday parties, special outings, publicity & marketing, charity projects, etc. These committees will work under the direction of the Board and at least one Board member will serve as the advisor for each committee.
- F. The Board shall hold a formal meeting at least six times annually, with one week's notice being given to the Board members of the meeting. A quorum of the Board, as defined in the Bylaws, must be present for a Board meeting to proceed. In case of a tie vote on a specific agenda item it shall be deemed as a 'no action' vote to be neither approved nor rejected.

IV. MEETINGS & ACTIVITIES

- A. Since CEC is a social club, reasonable effort will be made to have a General Meeting or Special Event with a speaker or program of general interest each meeting. In addition, other more casual

events, such as Friday Morning Breakfast Club and other events may be scheduled on a regular or irregular basis for the entire membership. These meetings are open to both Members and guests.

- B. The Annual General Meeting (AGM) will be held in January in addition or in lieu of the regular General Meeting for January. The primary purpose of the AGM is the election of members of the Board (if such election is necessary pursuant to the Bylaws) and review of the activities of the Board for the past year including an overview of the current membership and financial records.

V. SOLVENCY

If at any time the Board is at risk of operating while insolvent, the Board must promptly notify the Members and to call an Extraordinary General Meeting of Members as soon as practicable (within 30 days) to address the situation.

VI. DISSOLUTION

If circumstances indicate that dissolution of CEC is necessary, such dissolution will take place after a majority two-thirds of Members present at a General Meeting, vote in favour of such dissolution. The Board shall liquidate the assets of CEC and donate the proceeds to local organizations that serve both Thai and foreign residents in need, all as directed by a vote of the Members at such General Meeting. After all legal obligations are settled including all costs necessary to dissolve the partnership, pay any obligations including taxes or fees owed, they are to donate the excess proceeds to local organizations that serve both Thai and foreign residents in need, all as directed by a vote of the BOD or such a committee appointed by the BOD for this purpose or the funds may be turned over to the Donations Committee for distribution under the current rules of operation for the committee without any further approval of the BOD at large.

VII. AMENDMENT OF THE CONSTITUTION

The Constitution of CEC may be amended by a two-thirds majority of the Members present at an Annual General Meeting convened in accordance with procedures established in the Bylaws. The Board is the final arbiter of the meaning of the Constitution of CEC.

Approved and proposed by the Board of Directors this 28th day of
January 2017.

_____ Dave McComas	_____ Date	_____ Barrie Law	_____ Date
_____ Laura McDonald	_____ Date	_____ Frank Sethi	_____ Date
_____ Kathy Osmond	_____ Date	_____ Lent Lamoreux	_____ Date
_____ Julia Merkt	_____ Date	_____ Bill Wood	_____ Date
_____ Gareth Spring	_____ Date	_____ Chris Galate	_____ Date
_____ Nancy Lindley	_____ Date		