NAME

ARTICLE I: NAME

The name of the organization is Thai Physicians Association of America.

INCORPORATION

ARTICLE II: INCORPORATION

Section 1: The Thai Physicians Association of America was incorporated under the laws of the State of New York in 1978.

Section 2: The period of the incorporation is perpetual.

Section 3: The management of the affairs and funds of the corporation shall be vested in the Board of Directors as the bylaws provide.

Section 4: In the event of the dissolution of the corporation all of its remaining assets shall be distributed exclusively for charitable, scientific, or educational purposes in Thailand.

OBJECTIVES

ARTICLE III: OBJECTIVES

The objectives for which the corporation is formed and its general purposes are:

- To promote the advancement of medical and scientific knowledge.
- To advance and maintain the highest possible medical standards and ethics.
- To foster measures and conduct activities directed towards the sustenance and advancement of health care delivery and education in Thailand.
- To establish and promote liaison and cooperation between and with related organizations in Thailand, the United States, and other countries.
- To maintain close association and fraternity among its members.
- To render to members any assistance deemed appropriate and feasible by the Board of Directors.

MEMBERSHIP

ARTICLE IV : MEMBERSHIP

Section 1 Members: Members of the Association shall be graduates of medical schools with Medical Doctors (M.D.), Doctors of Osteopathy (D.O.), Doctor of Podiatric Medicine (D.P.M.) or equivalent degrees in Thailand, or other medical schools acceptable to the Association. Regular members: A fee of $50.00 (Fifty dollars) to be paid annually on January 1 of each year. Lifetime members: A onetime fee of $500.00 (Five hundred dollars) shall provide a lifetime membership in the Association.

Section 2 Founding Members: Those members who have initiated the Association and contributed to its formation shall be designated "Founding Members".

Section 3 Honorary Members: The Board of Directors may elect as "Honorary Members" individuals

- who have rendered distinguished humanitarian services especially in the field of healthcare, or

- who have supported and furthered the causes of the Association.

The Honorary Members shall not be required to pay fees or dues but shall enjoy all the privileges of the Members except that they shall not have the right to vote or to hold office. The number of living Honorary Members shall not exceed fifty (50) at any time, and not more than ten (10) of whom may qualify under (b).

Section 4 Associate Member: Spouses of members, medical students, residents in training and children of members who attain the age of 18 may become Associate members by recommendations of Associate Member Council. They shall not be required to pay fees or dues but shall enjoy all the privileges of the Members except that they shall not have the right to vote or to hold office.

Section 5 Courtesy Members: The Board of Directors shall elect the spouse of a deceased member as a Courtesy Member. He/She shall not be required to pay fees or dues but shall enjoy all the privileges of the Members except that he/she shall not have the right to vote or to hold office.

Section 6 Termination of Membership: The Board of Directors shall have the power to terminate membership in any category for any cause which in their judgment shall be deemed sufficient. This may occur only after the Member involved had been notified in writing of the charges preferred against him/her and given an opportunity for a hearing. He/She shall have the option to appeal the decision of the Board of Directors at the regular or special meeting of the Members. The membership body shall be notified of the charges, preferred in writing, not less than thirty (30) days in advance of the meeting.

BOARD OF DIRECTORS

ARTICLE V: BOARD OF DIRECTORS

Section 1 Membership: The Board of Directors shall consist of twenty-five (25) members, twenty-one (21) of whom shall be elected by members, the President, Vice-President, President-Elect, and the immediate past President shall be members of the Board of Directors.

Section 2 Election : Annually, seven (7) Directors shall be elected to the Board of Directors for a three-year term, to replace members of the Board of Directors who have completed their term. The votes are to be cast by pre-arranged mail ballot, which shall be mailed to the general members at least thirty (30) days prior to the voting deadline. Each chapter shall elect its own Board of Directors member(s), according to the membership of each chapter (excluding Thailand chapter), the number of the newly elected Board of Directors member(s) of the chapter with the largest membership shall be three, the chapter with the second largest membership shall be two and the two remaining chapters shall be one each. If newly elected President of TPAA or chairperson of any chapter is a member of the Board of Directors, his or her position on the Board of Directors shall be automatically forfeited and be filled by the candidate with the next highest vote of that chapter who shall hold the office until the expiration of the original term of that person. Voting results are to be announced and approved by the Board of Directors at the following Board of Directors meeting. In the event of a tie vote, Board of Directors members present at the meeting shall vote to untie. These new electees shall begin their term of duty on January 1 of the following year after being elected***. Prior to the beginning of the term of his/her Presidential Office, the President-Elect*** shall nominate one (1) Chairperson and one (1) Vice-Chairperson from the Board of Directors to be approved by the majority of the Board of Directors. The Chairperson shall preside at all meeting of the Board of Directors. In the absence of or inability to act of the Chairperson, the Vice-Chairperson shall preside. The presiding Person shall vote in the Board of Directors meetings only in the event of a tie.

Section 3 Vacancies: Vacancies in the Board of Directors shall be filled by election at the annual meeting following the occurrence of the vacancy. Any members elected to fill a vacancy shall hold the office until the expiration of the original term in which the vacancy occurred.

Section 4 Duty: The Board of directors shall have the following functions:

- To manage and transact all of the business affairs of the Association.
- To manage, conserve and exercise full and complete control over the funds and property interests of the Association.

- To fix the amount of annual dues as well as other appropriate fees.
- Each Board member shall attend not less than one (1) meeting of the Board of Directors in each twelve (12) month period. Failure to attend at least one (1) such meeting during any eighteen (18) consecutive months shall be construed as the resignation of the office.
- To oversee the Officers and the individual members of the Board of Directors in the performance of their duties as prescribed in the bylaws. The Board of Directors, by the majority vote of sixteen (16) at any regular or special meeting, shall have the authority to suspend for forty-five (45) days any officer or *member* who fails to properly perform such duties. Upon such suspension, it shall be mandatory that the Board of Directors call a special meeting of the *Board of Directors* not less than thirty (30) days or more than 45 days after the date on which the suspension become effective in order to remove from or re-instate to office the individual involved. Notification of the grounds of suspension and the time and place of the meeting shall be sent by mail by the Secretary of the Association to each Member at the address shown on the records of the Association not less than thirty (30) days before the meeting. A *two-thirds* majority vote of the Members present at the meeting shall be necessary to effect the removal from the office and in the absence of this two-thirds majority the officer or Board of Director shall be re-instated. Member of the Board of Directors shall have the right to appoint a member as a representative to participate and vote in the matters that come before the Board of Directors by a formed proxy or by notifying the *Chairperson* at least twenty-four (24) hours prior to the meeting.

Section 5 Meeting: The Board of Directors shall convene not less than two (2) times a year. The meeting of the Board of Directors shall be held at the time and place designated by the Board of Directors. Special meetings may be called at any time by the Chairman of the Board and shall be called by him within seven (7) days of the receipt of a request signed by not less than twelve (12) members of the Board of Directors. Should the Chairman of the Board of Directors fail to call the meeting, the Board of Directors, members who have requested it shall direct the Secretary of the Association to call such meeting. Not less than thirty (30) days notice of the time and place of any regular or special meeting shall be given by the Secretary of the Association by mail or electronic mail, addressed to each member of the Board of Directors at his/her address as shown on the record of the Association.

Section 6 Quorum: Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7 Conduct of the Meetings: All meetings shall be conducted in accordance with Robert's Rules of Order.

OFFICERS

ARTICLE VI: OFFICERS

Section 1 Officers: Officers of the Association shall consist of the President, President-Elect, Vice-President, Treasurer and Secretary.

Section 2 Election : Annually, the President-Elect shall be elected by the members. The election shall be conducted in conjunction with the election of Board of Directors members and in accordance with the rules set forth in ARTICLE V – Section 2, Election. The President-Elect shall become the President of the Association after the term of the current President expires on December 31, of that year. ***Prior to the beginning of the term of his/her Presidential Office, the President Elect shall submit to the Board of Directors the list of his/her appointees for the Officers, Chairperson and members of all Committee and Council for its approval.***

Section 3 President: He/She shall preside at all meetings of the Association. The President shall manage, transact and conserve the funds and property interest of the Association subject to the approval of the Board of Directors. The President shall perform such other duties as may be assigned by the Board of Directors. The President shall appoint the Vice-President, Secretary and Treasurer from the members to be approved by the majority of the Board of Directors as the Officers of the Association.

Section 4 Vice-President: The Vice-President shall in the absence of or inability to act of the President, preside at all meeting of the Association and perform the duties and exercise the powers of the President.

He/She shall succeed to the office of President when such office becomes vacant before the expiration of the term. The Vice-President shall also perform such other duties as may be assigned by the President.

Section 5 Treasurer: The Treasurer shall administer the funds of the Association under the supervision of the Finance Committee and shall regularly report to the Finance Committee and Board of Directors. In the absence or inability to act of the Treasurer, his/her duty shall be performed by such person and in such manner as the Finance Committee may direct. He/She shall prepare a financial statement of the Association, *compiled* by a certified public accountant and report to the Board of Directors at the first Board of Directors meeting with the new President. Treasurer shall send notification for membership renewal, collect dues, and keep records of membership for reference.

Section 6 Secretary: The Secretary shall keep the minutes of the Association and the Board of Directors meetings, give notices in accordance with the provisions of the law and the bylaws, keep records of the Association and perform such other duties as may be assigned by the President.

STANDING COMMITTEES AND COUNCILS

ARTICLE VII: STANDING COMMITTEES AND COUNCILS

Section 1 Advisory Council: The Advisory Council of the Board of Directors shall consist of all the past Presidents of the Association. The Council members shall be able to attend all Board of Directors meetings and shall advise the Board of Directors on all matters.

Section 2 Finance Committee: The President shall appoint three (3) members of the Association, one (1) of whom shall be the Chairperson, to serve on the Finance Committee until their respective successors are elected and have qualified. The Treasurer of the Association shall be an ex-officio member of this committee. The Finance Committee shall supervise and direct the financial affairs of the Association under the Board of Directors. It shall designate the depositories in which the moneys and securities shall be deposited. It shall report at least once yearly to the Board of Directors and Members the financial condition of the Association.

Section 3 Committee on Nominations : The President shall appoint five (5) to seven (7) members of the Association, one (1) of whom as the Chairperson, to serve on the Committee on Nominations until their respective successors are elected and have qualified. The Committee shall search and conduct the nomination and election of the President-Elect and Board of Directors as prescribed in the Bylaws, to be voted upon and approved by the Board of Directors at the following Board of Directors meeting.

Section 4 Bylaws Committee: The President shall appoint five (5) members of the Association, one (1) of whom shall be the *Chairperson*. The Bylaws Committee shall review and prepare suggested amendments to the Bylaws as deem necessary under the supervision and direction of the Board of Directors.

Section 5 Publication Committee: The President shall appoint five (5) members of the Association, one (1) of whom shall be the Chairperson who shall function as Chief-Editor. The Committee shall function under the supervision of the Board of Directors to publish the newsletter, periodical, and other publications when appropriate.

Section 6 Educational Council:

- To promote the advancement of medical and scientific knowledge.
- To conduct activities toward advancement of healthcare delivery and education in Thailand and promote cooperation between organizations in Thailand, the United States, and other countries.
- To facilitate and provide help to health-profession graduates both in Thailand and United States to enter the training programs at the approved institutions.
- To conduct Continuing Medical Education sessions at location and time deemed appropriate by the President and Chairperson of the Educational Council.
- The President shall appoint five to seven (5-7) members of the Association, one of whom shall be the Chairperson, for the term of one (1) year. The Council shall function under the supervision of the

Board of Directors and shall receive an annual budget allocated by the Board. The budget may be amended from time to time by the Board of Directors.

Section 7 Associate Members Council: The President shall appoint three (3) members of the Association, one (1) of whom shall be the *Chairperson*. The Council is to recruit and encourage the Associate Members to participate in the activities of the Association.

Section 8 Medical Mission Committee: Objectives: To promote and conduct activities towards medical missions in Thailand and other countries. The President shall appoint a committee of five to seven (5-7) members of the Association. The President shall be the chairperson of the committee.

The council shall direct its own fund-raising activities. The Chairperson shall appoint one member to be responsible for fund-raising activities. The funds raised shall comprise the "TPAA Medical Mission Trust Fund." The committee shall manage and direct the funds under the supervision of the Board of Directors to fulfill the objectives of the committee.

The Chairperson shall submit reports of committee activities and financial statements of the TPAA Medical Mission Trust Fund to the Board of Directors and its members at the annual meeting.

Section 9 Communication Committee: The President shall appoint no fewer than three (3) members of the Association, one (1) of whom shall be the Chairperson, to serve on the Communication Committee. The Communications committee shall be responsible for maintaining the Association's Website and shall facilitate electronic communication between the Association and its members.

Section 10 Membership Committee: The President shall appoint no fewer than three (3) members of the Association, one (1) of whom shall be the Chairperson, to serve on the Membership Committee. The Membership Committee shall be responsible for overseeing the application process for new members, shall keep and maintain membership information and statistics, and shall maintain correspondence with the membership.

Section 11 Other Committees: There shall be such other Committees of TPAA as the Chair, or the Board of directors may, from time to time, designate, and the committees so designated shall perform such duties and fulfill such functions as the Chair or the Board of Directors, as the case may be, shall prescribe in establishing such Committees.

REGIONAL CHAPTER

ARTICLE VIII: REGIONAL CHAPTER

To encourage participation of Members at the local level, the Association by approval of the Board of Directors and Members has adopted creation of four regional Chapters and a fifth Thailand Chapter. Boundaries of the U.S. regional chapters shall adopt the same boundaries as the U.S. geographic division.

The individual TPAA Chapters are:

- Northeastern Chapter.
- Midwestern Chapter.
- Southern Chapter.
- Western Chapter.
- Thailand Chapter

The management of the affairs and funds of each regional Chapter shall be conducted by its Chairperson and its governing body.

Regional Chapter Chairperson shall be elected by its local members and approved by the Board of Directors. If the newly elected chairperson is a member of *the* Board of Directors, his or her position on the board shall be automatically forfeited and be filled by the candidate of the next highest vote from his or her chapter.

The function of the chairperson of each Chapter throughout the United State and Thailand is to promote the local activities for the members. The Chairperson shall appoint the officers which consist of *the Vice-*Chairperson, Secretary and Treasurer. Chapters shall operate according to TPAA's objectives and by-laws.

Allocation of membership due in the amount of $10.00 (ten dollars) to regional chapter for each paid annual membership and $50.00 (fifty dollars) for each new life membership from the region. The Chairperson of the Regional Chapter has the right to participate and vote in the meeting of the Board of Directors. The Chairperson of the Regional Chapter shall submit the report of activities and financial status of each Chapter to the Board of Directors and Members by March of the following year.

MEETINGS

ARTICLE IX: MEETINGS

Section 1 Regular and Special Meetings: There shall be no less than one (1) regular meeting yearly. Special meetings may be called at any time by the President upon request signed by not less than fifty (50) members. Not less than thirty (30) days notice of the time and place of regular and special meeting shall be given by the Secretary of the Association by mail or electronic mail addressed to members at their addresses as shown on the records of the Association.

Section 2 Annual Meeting: The Association shall convene no less than once yearly at the place and time designated by the President of the Association

AMENDMENT OF BYLAWS

ARTICLE X: AMENDMENT OF BYLAWS

The bylaws may be amended by a majority vote of Members who may vote either in person at a duly convened regular or special meeting or vote by pre-arranged mail ballot. The proposition to amend the bylaws may be initiated by the Board of Directors or by Members with the approval of the Board of Directors. Copies of the proposed amendment of the bylaws shall be circulated by the Secretary of the Association by mail or electronic mail addressed to Members at their addresses as shown in the records of the Association not less than thirty (30) days before meeting.

INDEMNIFICATION

ARTICLE XI: INDEMNIFICATION

Section I Indemnification: The Association shall indemnify any person make or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Association, or, at the request of the Association, served by other organization in any capacity, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Association Law or such other applicable statute. Nothing contained in this Section 1 of this Article XI shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise by law. The Association shall have the power to purchase and maintain insurance to indemnify the Association, the directors and officers of the Association, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Association Law or such other applicable statute. Indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal

Revenue Law) and contributions to which are deductible under sections 170(c) (2), 2055(a) (2) and 2522(a) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No indemnification shall be made under this Article XI if such indemnification would be inconsistent with Section 4941 through 4945 of the Internal Revenue Code of 1986, as amended, a provision of the Association's Certificate of Incorporation or these Bylaws, a resolution of the Board of Directors or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

Section II Meaning of "Association": For purposed of this Article XI, references to the "Association" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation of any type or kind, domestic or foreign, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the resulting or surviving corporation as he/she would have with respect to such constituent corporation if its separate existence had continued.

The bold and italic area in ARTICL V-Section 2 and ARTICLE VI-Section 2 are the Amendment approved in 2013