

# **Bylaws of the Pattaya City Expats Club**

Adopted 20 May, 2007

(Revised December 16, 2007, February 24, 2008, March 30, 2008, July 27, 2008 January 18, 2009, June 20, 2010, December 12, 2010, November 4, 2012, May 19, 2013, December 8, 2013, August 24, 2014, September 20, 2015, November 8, 2015, November 12, 2017, May 27, 2018, March 10, 2021, April 22, 2022, June 10, 2022, July 13, 2022, May 17, 2023, and June 19, 2024)

## **I. Membership**

1. The Board determines the conditions of membership and controls the issuance of membership cards.
2. The Treasurer of the Club is authorized to issue a membership card to applicants who pay a contribution towards the administrative costs of the Club, presently fixed at 500 baht per annum.<sup>1</sup> The Board may adjust the amount of this contribution as it deems appropriate.
3. The Board may authorize the issuance of a membership card to persons proposed by members who have made a significant contribution to the activities of the Club. Such persons are declared non-voting honorary members of the Club for one or more years.<sup>2</sup>
4. [Deleted – May 17, 2023]

## **II. Annual General Meeting**

1. The Chairman of the Club or his representative declares the Annual General Meeting open.
2. The first item of business is the filling of vacancies on the Governing Board. The Board appointed Electoral Officer presents the names of candidates for nomination to the Governing Board to the members. If the number of candidates is equal to or less than the number of vacancies, the Electoral Officer will declare the nominees to be the new Board members and certify the same in writing for the Secretary to include in the minutes. In the event that there are more candidates than there are vacancies, there will be a casting of secret ballots supervised by the Electoral Officer and his appointed assistants.
3. The Chairman or his representative presents the Annual report of the Club, which may take place during the casting of the ballots. The Chairman or his representative then invites members comments and suggestions regarding the Club
4. Upon completion of the counting of the ballots as set forth in Section III, the Electoral Officer will certify the results of the election to the Secretary of the current Board and

<sup>1</sup> Revised on 16 December 2008 - effective 1 January 2008 and on 13 July 2022 – effective 1 September 2022

<sup>2</sup> Revised on 4 November 2012 and 12 November 2017.

<sup>3</sup> Added on 12 November 2017.

Will then announce the results and introduce the new Board members to the membership.

5. At the conclusion of business, the Chairman or his representative will declare the Annual General Meeting closed.

### **III. Nomination and Election of Members of the Governing Board**

1. In order to be eligible to vote, Club membership must be current as of the Annual General Meeting.<sup>4</sup>
2. Club members for six month or more immediately prior to an election shall be eligible to be nominated as a candidate for the Board. For this purpose, any member whose membership may have lapsed, will be considered eligible if they have renewed their membership within 60 days of the expiration date.<sup>4</sup>
3. Nominations must be proposed to the Board no later than the end of the third regular Club meeting in June. Proposed nominees must be sponsored by two Members eligible to vote at the next General Meeting and be approved by a majority of the Board in order to qualify to stand for election or reelection.<sup>5</sup>
4. The nomination of candidates and approval of the candidates by the Board shall take place during the first three weeks of June. No nomination will be accepted by the Board after the end of the regular Club meeting on the third regular meeting in June.<sup>6</sup>
5. <sup>7</sup>
6. The Board, no later than five weeks prior to the Annual General Meeting, shall appoint an Electoral Officer to organize and supervise the process of filling vacancies on the Board. The Governing Board shall act as the arbiter of any question or dispute resulting from a decision by the Electoral Officer.
7. The Electoral Officer shall ensure that nominees are eligible to stand for election to the Board prior to submitting the nominations to the Board for review and approval.<sup>5</sup>
8. The Electoral Officer shall ensure that a list of those whose nomination has been properly proposed, sponsored and approved by the Board is prepared and ready for distribution to the membership no later than the fourth Club meeting in June. Promptly after the Board's action on the nominations, the Electoral Officer will notify each nominee of the Board's decision.<sup>3</sup>
9. Each candidate or his representative shall have an opportunity at the last meeting in June to make a short speech and to distribute material in support of his candidature. Campaign materials must be submitted to the Electoral Officer for his approval no later than 5:00pm on the Thursday before the last Club meeting in June.<sup>8</sup>

<sup>4</sup> Revised on 4 November 2012 and 12 November 2017.

<sup>5</sup> Revised on 12 December 2010.

<sup>6</sup> Revised on 4 November 2012 and 10 March 2021.

<sup>7</sup> Revised on 24 August 2014; deleted 12 November 2017.

<sup>8</sup> Revised on 19 May 2013

10. The Electoral Officer may appoint one or more members as sub-officers to an Election Committee to assure a speedy and accurate identification of members eligible to vote and establish proper voting procedures and accurate counting of the votes.<sup>9</sup>
11. The Electoral Committee must provide a secure voting area that ensures votes can be cast secretly. Each ballot will be numbered and have printed on it the list of all candidates, each on a separate line and in alphabetical order (according to surname). A box in which a mark may be placed will precede each name.
12. Instructions for casting the ballots shall be printed legibly in English. The number of vacancies must be headlined at the top. The instructions must explain clearly that only as many or fewer names can be marked as there are vacancies on the Board. Ballots with more names marked than there are vacancies will be deemed invalid.
13. The Electoral Officer shall ensure the membership card of each member is current before issuing the ballot. The names of those given ballots will be marked and the total number of marked names and the number of ballots handed out should match.<sup>10</sup>
14. Candidates or their representative 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 themselves, they may demand a recount. The Chairman may designate one or more Board members other than the Electoral Officer or Sub-Officers to conduct the recount. The Board shall adopt procedures for conducting any recounts at the Board meeting preceding the Annual General Meeting. The Electoral Officer will announce the names of the winning candidates to the Membership in accordance with Section II, Paragraph 4.<sup>6</sup>
15. The candidates receiving the most votes for the existing vacancies shall serve on the Board for two years. In the event of a tie vote, the two candidates will fill the next two vacancies. In the event of a tie for the last vacancy, the member with the longest period of continuous membership shall take the vacancy.
16. The Secretary will record the results of the voting by listing the winning candidates in the Official Minutes of the Annual General Meeting. The list of voters, vote tallies, and the ballots will be kept as a separate record by the Secretary.<sup>6</sup>
17. A report of the election results will be published in the first Newsletter after the election, and/or sent within seven days by special notice to the mailing list of the Club. The report will include the number of eligible voters, the number of ballots actually cast, , the number of invalid ballots and the reason for their invalidity. The number of votes cast for each candidate will not be reported.<sup>6</sup>

#### **IV. Governing Board Duties and Responsibilities**

1. The Governing Board assumes general responsibility for the administering of the Club in all its aspects. The Board takes all measures to fulfill the objectives of the Club. It

<sup>9</sup> Revised on 12 November 2017.

<sup>10</sup> Revised on 4 November 2012, 12 November 2017, and 19 July 2024.

counts on the help and support of the members of the Club. It deals with ideas, suggestions or complaints it receives from the membership.

2. When a member accepts to serve as a Board member, this acceptance establishes an agreement to abide by the rules of the Club and to carry out the duties as described therein.
3. No Board member will solicit or promote any enterprise or service in which they have a personal or financial interest using the Club, its meetings or facilities, without a prior disclosure to other Board members of their interest. All such presentations or solicitation should be completely clear and transparent.<sup>11</sup>
4. The Board shall appoint another Board member or regular member to publish a Newsletter intended to inform the membership of the activities of the Club, report on the Sunday meetings, include information which would be helpful to members, announce speakers for future meetings, list coming events and promote the Club's Internet site.
5. Board shall appoint a Board member to be responsible for establishing, maintaining, editing, updating, and improving an internet site and/or mailing list. The mailing list is for the purpose of distributing the Club newsletter and making Board authorized email communication. Other than the Newsletter, the Board must approve each individual email communication using the mailing list. Any Board or regular member having custody of, access to, or coming into possession of any such list must keep the information confidential and restrict access to only those specifically authorized by the Board. 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. A two-thirds majority of the full Board is required to designate or remove such a person. Board and regular members violating the restrictions on the use of Club mailing list(s) are subject to immediate suspension by the Chairman from the Board and the Club and subsequent dismissal upon a two third majority vote of the current Board membership. The Vice-Chairman with the concurrence of the Secretary and Treasurer has the authority to suspend the Chairman for such violation.<sup>12</sup>
6. The Board also may appoint a Board or regular member to establish, maintain, update, and improve a membership database. Since such a database has the same sensitivity as the Club mailing list, the same restrictions and requirements contained in Paragraph 5 above shall also apply to this appointment.
7. The Sergeant at Arms or a designated member may remove any literature, advertisement or handouts distributed at Club meetings. The Club officer taking this action will bring this matter to the attention of the Board at or before their next meeting.<sup>11</sup>
8. Board members are expected to share in the workload of the Board and to show an appropriate interest in the activities of the Club. Regular absence from Club meetings as well as absence without justification from three Board meetings during a twelve month period can lead to their removal from the Board. If a Board member's membership expires during their tenure, the Board may declare their position vacant if

<sup>11</sup> Revised on 12 November 2017.

<sup>12</sup> Revised on 4 November 2012.

they have not renewed their membership within 60 days of the expiration date. The Board may also vote for the removal of a Board member if the Board lacks confidence in their ability to adequately serve the Club as a Board member. Removal from the Board requires an affirmative vote of at least two thirds of the entire membership of the Board.<sup>10</sup>

9. Vacancies on the Board occurring between Annual General Meetings may be filled by the Board. Such appointed members to the Board serve until the next Annual General Meeting.
10. The Board may honor a retiring Board member who has served on the board continuously for an extended period of time and who has made a significant contribution to the board and the activities of the Club, by declaring the person to be a Board Member Emeritus. The Chairman may from time to time invite a Board Member Emeritus to attend a Board meeting.<sup>13</sup>

#### **V. Governing Board Meetings<sup>14</sup>**

1. There shall be a minimum of six Board meetings per year (i.e. between Annual General Meetings).
2. The Board determines at the end of each regular meeting the date and locale of the next meeting.
3. The Secretary will Schedule a special Board meeting to occur within two weeks of receiving a request from two Board members or the Chairman stating the need and purpose for a Special Meeting.<sup>15</sup>
4. A quorum of the Board is three if there are five members, four if there are seven members, five if there are eight to nine members. A Regular Board meeting will proceed only on the basis of the draft agenda distributed by the Secretary at least one day before the meeting, as approved or modified at the beginning of the meeting. Other items of business may be added as provided for in the Appendix. A Special Board meeting will proceed on reasonable notice by the Secretary that affords all Board members sufficient time to attend the meeting. The Notice shall include the date, time, location, and purpose of the meeting.<sup>16</sup>
5. For matters that the Chairman and at least one other Club Officer deem requires a vote of the Board before the next Regular meeting, the vote may be solicited and conducted by electronic mail unless a provision of these By Laws requires it be done at a regular or special meeting of the Governing Board. The electronic mail soliciting the vote shall be sent to the electronic mail address of each Board member. It must be specific as to the matter to be voted on, the necessity for obtaining the vote before the next Board meeting, and specify a time frame of not less than 24 hours for the Board members to respond with their vote. The matter shall be approved if it receives affirmative votes by

<sup>13</sup> Revised on 4 November 2012.

<sup>14</sup> Revised on 18 January 2009 (deleted Paragraphs 6 and 7 and renumbered remaining paragraphs accordingly)

<sup>15</sup> Revised on 24 February 2008 and on 8 December 2013.

<sup>16</sup> Revised on 30 March 2008, 8 December 2013, 24 August 2014, 22 April 2022, and 10 June 2022.

electronic mail from a majority of the Board members. The Secretary shall report the results at the next meeting of the Board.<sup>17</sup>

6. The Board should strive to reach its decisions on substantive matters by consensus. The Chairman shall allow ample debate to facilitate a decision. If it becomes clear a consensus cannot be reached, the matter can either be postponed for further consideration by general agreement, or put to a vote and decided by a simple or qualified majority.
7. Board meetings and communications are held privately and are normally restricted to Board members except for the following:
  - a. The Board may designate Members involved with the operation of the Club as Advisors to the Board. Advisors may attend Board meetings as nonvoting participants and receive and comment on Board communications by email or other means. Advisor appointments or terminations are by majority vote of the Board.<sup>18</sup>
  - b. The presence of experts or non-members can be authorized at the beginning of the meeting in order to assist in the consideration of questions on the agenda.
  - c. The Board can also authorize the presence of the immediate past Chairman of the Club as a nonvoting member if he is not currently on the Board.
8. All decisions of the Board that may be of interest to the membership should be made public either by announcement at the weekly meetings of the Club or by inclusion in the newsletter as appropriate. In the interest of transparency, any current member can request of the Secretary to see the approved minutes of a Board meeting.
9. Board meeting procedures will be guided by the principles set forth in Robert's Rules of Order and outlined in the Board Meeting Guidelines in an appendix to these Bylaws.

## **VI. Governing Board, Duties of the Officers of the Club**

1. The following Officers of the Club will be elected by the Board from members of the Board for two year terms of office: Chairman, Vice-Chairman, Secretary, and Treasurer. The Board may also appoint a Sergeant-at-Arms who shall also be an Officer of the Club. The new Governing Board will meet as soon as possible following the Annual General Meeting and elect new Officers from the Board to fill Officer position vacancies. The Board may also designate Alternates to the above positions who may assume the duties and responsibilities of the principal if the latter is unavailable or unwilling to carry out their duties as prescribed in the By Laws. The Board at a regular or special meeting may remove an elected Officer by majority vote if they are deemed incapable or unwilling to carry out the duties in accordance with these By Laws. Within 30 days of the completion of their term as a Club Officer, the records required to be kept and maintained along with any records

<sup>17</sup> Revised on 24 February 2008 and 22 April 2022.

<sup>18</sup> Added on 22 April 2022.

received from their predecessors are to be provided to their successor in Office.<sup>19</sup>

## 2. **The Chairman**

- a. The Chairman is elected by a majority of the full Board.
- b. The Chairman normally presides over all Board meetings and the Annual General Meeting. If the Chairman is unable to attend a Board Meeting, the Vice Chairman will preside. If both the Chairman and Vice Chairman are unable to attend a Board meeting, the Board will designate another officer of the Club to chair the meeting. If for urgent reasons the Chairman must absent himself in the course of a Board meeting, the Vice Chairman will assume the Chair or in the absence of the Vice Chairman another officer of the Club will be designated to chair the meeting to its conclusion.
- c. The Chairman ensures that all Board decisions are carried out in an appropriate manner. With the assistance of the Vice Chairman and other officers of the Club, he oversees all the activities of the Club and in particular ensures the adequate preparation of the weekly meetings of the Club.

## 3. **The Vice Chairman** The Vice Chairman will assume temporarily the responsibilities of the Chairman when the latter is unable to do so. In the event the Chairman stops serving in that role, the Board will elect a new Chairman. The Secretary shall act as the Alternate Vice Chairman to carry out these duties in the event the Vice Chairman is unable to do so.<sup>20</sup>

## 4. **The Secretary**<sup>21</sup>

- a. The Secretary provides all Board members with written notice of the time and location of regularly scheduled Board meetings no later than two days before the meeting.<sup>22</sup>
- b. The format and presentation of the agenda is the responsibility of the Secretary.
- c. The Secretary records draft minutes of each Board meeting and distributes them to Board Members at least two days prior to the next regular Board meeting. The final draft of the minutes will be submitted to the Board for its approval. Any needed corrections will be made by the Secretary. The Secretary will maintain a file of all approved minutes with the Chairman's signature.<sup>21</sup>
- d. The Secretary maintains a file of all the adopted and signed minutes as well as any other documents pertaining to the responsibilities of the Board.

The Secretary also maintains a file of the financial and membership reports prepared by the Treasurer after they have been approved by the Board and signed by the Chairman. The secretary will maintain a collection of Board

<sup>19</sup> Revised on 4 November 2012, 12 November 2017, and 22 April 2022.

<sup>20</sup> Revised on 27 July 2008.

<sup>21</sup> Revised on 4 November 2012.

<sup>22</sup> Revised on 12 November 2017.

Motions in chronological order that have been approved by the Board since July 1, 2017, but only for Motions that impact on the continuing operations of the Club.<sup>21</sup>

#### **5. The Treasurer<sup>14</sup>**

- a. The Treasurer will keep a record of any money received by the Club and present a written financial report of income and expenditures to the Board at least quarterly from June 1 of the year.<sup>23</sup>
- b. The Treasurer will present an annual report of revenue and expenditures as of May 31 to the Board at the last Board meeting before the Annual General meeting. Upon approval by the Board, the Treasurer's Annual Financial Report will be signed by the Chairman and be included in the Chairman's Annual Report to the membership at the Annual General Meeting.
- c. The Treasurer will prepare accounts for Government inspection as needed.<sup>24</sup>
- d. The Treasurer shall collect and be personally responsible for all monies belonging to the Club. He shall, before a period of absence from Pattaya, delegate his responsibilities to another Board Member.
- e. The Treasurer is responsible for distributing and collecting membership applications in a format that has been approved by the Governing Board. The Treasurer is also responsible for producing membership cards and entering information from the application and inserting the member's photograph into the membership database; application forms need not be retained.<sup>25</sup>
- f. The Treasurer will provide Membership Reports at least quarterly from June 1 of the year and an Annual Membership Report at the last regular Board Meeting before the Annual General Meeting. Upon approval by the Board, the Treasurer's Annual Membership Report will be signed by the Chairman and included in the Chair's Annual Report to the membership at the Annual General Meeting.<sup>17</sup>

### **VII. Representation of the Club**

The Chairman or his representative from the Board shall represent the Club at outside functions. Non-Board members may represent the Club with the approval of the Chairman.<sup>26</sup>

### **VIII. Financial Policy**

1. The Club's name or Logo cannot be used directly or indirectly to market any product or service.

<sup>23</sup> Revised on 8 November 2015

<sup>24</sup> Revised on 12 November 2017.

<sup>25</sup> Revised on 20 September 2015.

<sup>26</sup> Revised on 20 June 2010 – effective 4 July 2010.



2. The Treasurer accounts for all income and expenditure supported by adequate documentation including an official receipt book used by the Treasurer or his representative to record the collection of all fees and any other money collected on behalf of the Club.
3. The Treasurer provides quarterly and annual accounting reports to the Board. The Board shall appoint a minimum of two Club Members to act as auditors for the Club to review the backup documentation for the accounting reports to ensure the documents adequately support the transactions recorded by the Treasurer in the Club's accounts.<sup>27</sup>
4. All funds and assets must be retained by the Club and can only be used with Board approval.
5. Should the Board need to acquire an asset to assist the Club in its operations or to provide an additional facility to members, any such asset becomes the property of the Club.
6. The Board must approve any expenditure above 3,500 Baht.<sup>28</sup>
7. There is no financial compensation provided to Board Members beyond their reimbursement for actual 'out of pocket' expenses incurred for direct Club costs or promotional expenses. Board Members will group their expense receipts to present to the Treasurer monthly; only receipted expenditures are acceptable.

## **IX. Complaints**

1. The Board shall not normally get involved in private disputes between members. Members or guests who are disruptive at Club meetings will be issued a call to order. If necessary, the Chairman, the Sergeant at Arms, the Chairman's designee or a Club official may ask the person(s) concerned to leave the meeting.
2. The Board will examine complaints only in matters concerning the Club directly such as misuse of the name of the Club, misrepresentation of the activities of the Club, improper or offensive actions or comments at Club meetings, misappropriation or improper use of the Club funds and property.
3. In the event of any complaints against a Board member for violation of the Club's By-Laws or Board Resolutions or conduct that tends to bring the Pattaya City Expats club into discredit and disrepute, the matter shall be brought to the attention of the Board. If the Board finds the complaint valid, it may vote to censure, suspend and/or remove from the Board the Board member against whom the complaint was brought. In the case of removal or suspension, a two-thirds affirmative vote of the entire Board is required.<sup>29</sup>
4. In dealing with complaints the Board shall act with due diligence to protect the integrity and image of the Club in the interest of all its members.

<sup>27</sup> Revised on 12 November 2017.

<sup>28</sup> Revised on 12 November 2017.

<sup>29</sup> Revised on 8 December 2013

# Appendix to Bylaws of the Pattaya City Expats Club

## Board Meeting Guidelines - Adopted 20 May, 2007

1. At the start of the Board Meeting, the Chair asks one member to take minutes in note form if the Secretary is absent, then opens the Board meeting by stating the time, followed by the names of those present and those absent. If absent Board members have informed the Secretary of their reason for absence, this is stated for the Minutes. A Board member may not assign their vote to another member under any circumstances.
2. After 'Opening and Absentees', the Chair shall refer to the printed copy of the Minutes of the last Board meeting and ask if there are any corrections. If the Minutes are approved as written, the Chair signs the Minutes indicating it to be a true record. If any corrections are necessary, the Secretary will make the corrections and a vote to approve the Minutes will be taken.
3. The Secretary presents the Agenda for the Boards approval. Individual Board members are then called by the Chair to present the Agenda items they have proposed. Sufficient time is allocated for any Board member to give views on any motion before a vote is taken. The Chair shall decide the order of speakers upon presentation of an agenda item.
4. Discussion should be relevant to the Agenda item. Agenda items may be deferred to a new meeting by a vote of the Board if time is short.
5. Motions must be proposed, seconded and accepted by the Chair for a vote. No motion begun shall be postponed except where just cause is shown, and a date to resume the motion is given. The postponement must be agreed to by a majority vote of those present.
6. Motions that derive from the presentation of Agenda items may be made orally, but an accurate wording of an oral motion must be agreed upon and entered into the meeting Minutes and read back by the Secretary. The member who proposes a motion has the right to reply to an amendment to their motion before it is voted upon.
7. Any member believing that a motion is being voted on before proper discussion has finished, or who spots any procedural error, calls for a 'Point of Order'. Debate stops, the Board member is promptly recognized by the Chair and allowed to explain and correct any issue at fault.
8. When a quorum is present, motions can be approved by a majority of the Board members present. In the event there is a tie vote, the Chairman is authorized to make a deciding vote on the motion.<sup>30</sup> For motions requiring an affirmative vote of two thirds of the Board membership, the number of affirmative votes must be at least 5 if a 7 member Board, 6 if a 8 or 9 member Board, 7 if a 10 member Board, and 8 if an 11 member Board.<sup>31</sup>

<sup>30</sup> Revised on 27 May 2018

<sup>31</sup> Revised on 8 December 2013 and 24 August 2014

9. A copy of these Governing Documents must be on hand at all Board meetings. It is a responsibility of the Chairman to ensure that the application of rules is balanced, consistent and impartial.
10. After consideration of the items on the printed Agenda, the Chair asks if there is 'Any Other Business.' At the time the AOB item is reached on the agenda, members may again add items to this section of the agenda. If an A.O.B. item appears to any member to be substantive and needing prior notice for debate, it may be required to be deferred to the next meeting by a majority vote of the Board members present.<sup>18</sup>
11. The Board shall determine which Board actions are to be disseminated to the membership.
12. The Board shall set the date, time and place of the next Board meeting.
13. The Chairman closes a meeting by asking for a motion to close the meeting. If the motion passes, the Chairman states the closing time, and the meeting is closed to any further business.

AGREED TO THIS 20<sup>TH</sup> DAY OF MAY, 2007

/s/  
 \_\_\_\_\_  
 Andre Machielsen, Chairman

/s/  
 \_\_\_\_\_  
 Max Rommel, Co-Chair and Treasurer

/s/  
 \_\_\_\_\_  
 David Meador, Secretary

/s/  
 \_\_\_\_\_  
 Roger Fox, Board Member

/s/  
 \_\_\_\_\_  
 Michel de Goumois, Board Member

/s/  
 \_\_\_\_\_  
 Cliff Hagerman, Board Member

/s/  
 \_\_\_\_\_  
 Lawrence Mcloughlin, Board Member

/s/  
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 Harry Sigworth, Board Member

/s/  
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 Richard Smith, Board Member

/s/  
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 Darrel Vaught, Board Member

/s/  
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 Steve Watt, Board Member