THE UNITED STATES OF AMERICA

BYLAWS OF

The Thai Alliance for Human Rights (TAHR)

STATE OF CALIFORNIA
CITY OF SAN FRANCISCO

CENTRAL:
1268 Grant Avenue (3rd Floor), San Francisco, CA 94133
Website: http://thai-ahr.org
E-mail: president@thai-ahr.org

ARTICLE I
MEMBERSHIP

1.1 Classes of Membership. Three classes of membership as created by the charter are: *honorable membership* for invited individuals from around the world; *US-based membership* for any person who resides within the United States of America; and *global membership* for any interested person from around the world.

1.2 Determination of Authority to Vote. Seven (7) days prior to any membership meeting, the Secretary shall present a current list of voting members to the President to be used to determine their eligibility to vote. Only US-based and global members aged 18 (Eighteen) years of age or older are eligible to vote. Honorable members provide consultation when asked and participate in the activities of the TAHR voluntarily or when invited. The honorable members are not required to pay membership fees.

1.3 Termination of Membership. Membership is terminated by death and voluntary resignation. A member who wishes to voluntarily resign must give a written notice to President. Membership may also be terminated by the Boards or any Committee designated to review an Act by a member that violates the Thai Alliance for Human Rights' policy or regulations and that is deemed a serious offense actionable in court.

ARTICLE II

2.1 Annual Meeting. A general meeting open to all members shall be held at least once a year at the date and the time appointed in a resolution adopted by the Board at which time the President shall be elected to serve his term of office and the other officers appointed by the President as provided in Article V.

2.2 Special Meetings. Special meetings of the membership may be called for by the President or the Board of Directors. A special meeting of the membership may also be called by twenty-five percent (25%) of members entitled to vote at a membership meeting.

2.3 Place of meeting. Membership meeting may be held at a place to be designated by a resolution adopted by the Board of Directors or via web-based platforms. The place designated by the Directors must be located within The U.S.A. and served by common carriers.

2.4 Notice Requirement. Written or printed Notice stating the place, date and hour of the meeting and, in the case of a special meeting, a notice explaining the purpose or purposes for which the meeting is called and the person or persons calling the meeting shall be delivered either personally or by mail or at the directions of the President.

If mailed, such a notice shall be delivered out no less than thirty (30) days and no more than sixty (60) days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to the members at his address as it appears on the membership roll of the Corporation. If delivered personally, such a notice shall be delivered no less than five (5) days and no more than thirty (30) days before the date of the meeting and shall be deemed delivered when it is actually received by the members. Web-based delivery of such a notice, e.g. via email list or via the TAHR website, is also considered official and legitimate if the President endorses.

2.5 Waiver of notice. Whenever members are authorized to take any action after notice to any person after the lapse of the prescribed period of time, such an action may be taken without such a notice and without the lapse of such a period of time before or after the action is completed, each person entitled to such a notice or entitled to participate in action to be taken, or his attorney in fact submits a signed waiver of notice or of such a requirement.

2.6 Quorum. A quorum shall be established at a membership meeting whenever fifty percent (50%) of the registered members entitled to vote are present. When a quorum is once present, it is not taken by a subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

2.7 Voting. Every voting member of the Thai Alliance for Human Rights shall be entitled to vote at each meeting of the membership. Each member shall have one vote. The President shall be elected by a majority vote of the *Board of Directors*. In the even candidates for the President position fails to receive a majority vote, a subsequent ballot shall be held with the name of the top two candidates receiving the greater number of votes submitted to the members who shall elect the President by the majority vote.

ARTICLE III
LOCAL CHAPTERS

3.1 Creation of Local Chapters. A local Chapter may be initiated by residents of the U.S.A. Each chapter created shall serve a defined

geographic area such as a city, an urban area, or a state. No other Chapters may be created to serve the same geographic area without written approval by the President of the Thai Alliance for Human Rights.

3.2 Representation on the Thai Alliance for Human Rights. Each Chapter shall be represented by its President as a member of the Board of Directors.

3.3 Power of Local Chapter. Every Chapter shall determine how to carry out its internal affairs. No Chapter shall adopt or carry out any activities inconsistent with the rules, regulations, or policies properly enacted by the TAHR.

3.4 Creation of Overseas Chapters. Overseas chapters may be established with approval of the Board of Directors. Details about relations and other details can be agreed in written documents endorsed by the Board of Directors. The Executive Director of the newly established chapter becomes a member of the Board of Directors.

ARTICLE IV
DIRECTOR MEETINGS

4.1 Meeting of Boards and Committees. The Board shall meet semi-annually. The Board or any officer so authorized by the Board or any Committee may establish a date on which regular meetings of the Boards or any Committee may be held before the next annual meeting. A committee of the Board may meet on such dates to establish or, if none, on the date set at its previous meeting or called by its Chairman or by a majority of its members. The President may call for a special meeting of the Board at any time.

4.2 Place of meetings. A meeting of the Board shall be held at any place within the United States of America that the Board may, from the time to time, appoint by resolution or, if no resolution is in force, at the principal office of the Corporation, or at such a place where the annual membership meeting shall have been held immediately preceding such a meeting, or at a place designated in the notice of the meetings.

4.3 Notice Requirements. Notice of a regular Board meeting and of any special meeting, setting forth the place and the day and the hour of the meeting, shall be given to each Director by any usual means of communication, no less than seven (7) days before the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice or any waiver of notice.

4.4 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting. Whenever the Board or any committee of the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if, at any time before or after the action is completed, the persons or person entitled to such a notice or entitled to participate in the action to be taken submit(s) a signed waiver of such a requirement.

4.5 Quorum. At all meetings of the Board, thirty percent (30%) of the number of Directors in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board shall be required for transaction of committee business. When a quorum is once present to convene a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

4.6 Voting. The vote of a majority of the members at a meeting where a quorum was present shall be an act of the Board or any committee. Any member of the Board may require a roll call vote on any action by the Board.

4.7 Action by Consent. The Board of Directors or any committee designated by the Board may take any action which the Board or committee is required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all Directors or Committee members, as a case may be.

4.8 Telephone or Web-based Meeting Allowed. Participation by members of the Board or any committee designated by the Board in any telephone or web-based meeting of the Board or committee by means of conference telephone or any other communication equipment by means of which all persons participating in the meeting can hear one another shall be permitted. Participation in such a meeting pursuant to this paragraph 4.8 shall constitute presence in person at such a meeting. The Directors shall be promptly furnished with a copy of the minutes of any meeting held under this paragraph 4.8.

ARTICLE V
DIRECTORS

5.1 Election of Directors. Each chapter shall elect a President who by virtue of his or her office shall be a Director. No chapter may discriminate against any gender, and all chapters must permit anyone who is eighteen (18) or above to vote. A residency requirement of no more than one (1) year may also be imposed.

5.2 Qualifications of Director. Only voting members of the TAHR who have resided in the geographic area served by the chapter for six (6) months and are aged twenty-five (25) or above are eligible for election.

5.3 Term of the Board. The Director shall serve a term of one (1) year. Each Director may be re-elected.

5.4 Removal. Any or all the Directors may be removed for cause by the local chapter. A majority of Directors may remove any member of the Board for cause.

5.5 Membership on and Vacancies in the Board. Directors shall consist of the President of each local chapter and the officers appointed by the President. Any vacancy of a member of the board who serves because he is

the President of a local chapter is in accordance with its own bylaws. Any vacancy of a member of the Board who serves because he was an officer shall be filled by appointment by the President.

5.6 Duties of Directors. The Directors shall approve all activities undertaken under the auspices of the TAHR setting due, approving all checks or transactions for any amount in excess of one thousand dollars ($1,000.00), and other duties established in these Bylaws.

5.7 Committees. The Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and special Advisor(s) may be delegated any power of the Board, including the right to approve contracts, by affirmative act of the Board. Additional officers may be appointed by the elected President.

ARTICLE VI
OFFICERS

6.1 Titles of officers. The TAHR shall at least have the following officers:

Executive Director or President: There shall be one ED or President.
Vice President: There shall be at least one Vice President, but no more than two. (When two Vice Presidents are appointed, one shall be for Administration and the other for Membership Affairs, or for any other affair assigned in writing by the President.)
Secretary: There shall be one Secretary and two alternates.
Treasurer: There shall be three Treasurers and one alternate.
Other Officers: There may be additional officers as the ED/President deems necessary and as the Board of Directors approves.

6.2 Election of President. The Board of Directors shall elect a President at the annual membership meeting. Should the office of President become vacant, the vice President for Administration shall serve out the remainder of the term.

6.3 Appointment of All Other Officers. The President shall appoint all other officers and alternates with the concurrence of a majority of the Directors representing each local chapter. Where an officer has an alternate to assist him; if an official position becomes vacant, the alternate shall serve the remainder of the term. Any other official position that becomes vacant shall be filled by the President appointing a successor to serve the remainder of the term.

6.4 Term of Office. The founding president shall serve only one year, as shall the appointed officers. The subsequent President shall serve a term of Three (3) years. All the other officers shall serve a term of two (2) years. Officers and their alternates are eligible to serve successive terms. All officers and alternates shall continue to serve until their successors are selected regardless of the expiration of their terms of office.

6.5 Duties of Officers. The duties of the officers are as follows:

1. Executive Director, or President:

(A) Appoints all other officers, committee chairpersons and alternates.

(B) Chairs the Executive Committee, Board of Directors, and annual membership meetings.

(C) Represents the TAHR grant interviews to disseminate information so long as such actions are beneficial to the TAHR.

(D) Assigns projects to officers, directors, and members.

(E) Has access to all financial records kept by the treasurers.

(F) Attends any meeting held or sponsored by local chapters.

(G) Votes to break a tie vote of the Board or its Executive Committee or at the annual membership meetings.

(H) Signs all checks and approves all transactions for the amount of up to One Thousand Dollars ($1,000.00) alone if the transactions are acknowledged by the Board of Directors and co-signs with at least two of the three treasurers all checks in a greater amount if approved by the Board.

(I) Reviews tendered resignations of an officer or a Director and recommends actions to the Board.

2. Vice President(s):

(A) In the cases when two Vice Presidents are appointed, one shall serve as Vice President of Administration and the other as Vice President for Membership Affairs.

(B) Exercise any power delegated to him or her in writing by the President. In the event that the President is unable to carry out duties and the majority of the Executive Committee officially announces to the members, any delegation of Presidential powers by the President must be to the Vice President for Administration. In the event the Administrative Vice President is unable to carry out responsibilities delegated to him in writing due to absence, incapacity, illness or death, the Vice President of membership Affairs may exercise those powers of the President delegated in writing by the President.

(C) Have access to all financial records kept by the treasurers.

(D) Do what is assigned in writing by the President.

3. Secretary and Alternates:

(A) The Secretary has the authority to gather information from any committee or Board members and reports it to the President.

(B) The Secretary records the minutes at the annual membership meeting. The Secretary also records the minutes at Board meetings and sends copies of the minutes to all Directors and the others who were in attendance. The secretary also records the minutes at all *Executive Committee Meetings* and sends copies to all members of the committee.

(C) The Secretary makes the arrangements for all functions and meetings.

(D) The Secretary carries out other duties assigned by the President, and, when officially delegated by the President, the Vice Presidents.

4. Treasurers and Alternate:

(A) The Treasurers have a responsibility for receiving and disbursing funds. They maintain all financial records of the Corporation.

(B) The Treasurers have the authority on behalf of the TAHR to accept funds from other charitable organizations; however, acceptance of such funds by the TAHR is subject to prior written approval by the President.

(C) All disbursement on behalf of the TAHR must be signed by two of the three Treasurers and President. However, for crisis fund disbursement under two Hundred Dollars ($200.00), either any of the Treasurers or the President may sign on behalf of the TAHR to acknowledge receipt of any donation, and such acknowledgement must be reported to the Executive Committee and members.

5. Special Advisor(s):

The duties of Advisor(s) are to advise the President on the relationship of the TAHR, to cooperate with the President, and to counsel him/her on all projects, proposals, and internal affairs of the TAHR. The President has the discretion and liberty to decide with which Special Advisor(s) to consult on any matter.

6. Alternates to all Officers and committee Chairmen:

(A) The alternates have the duty to aid the officers to which they are alternates.

(B) The alternates have the duty to represent the officers in their absences if delegated to them (in writing) by such officers or by the President.

ARTICLE VII
MEMBERSHIP FEE

The membership fee is twenty Dollars ($20.00) for each family membership and ten Dollars ($10.00) for each individual membership per year beginning from the second year onward. An increase in fee can be made upon unanimous consent of the *Executive Committee* and approved by a majority of the Board of Directors. The fee shall be paid by the local chapter.

ARTICLE VIII
BENEVOLENT AID TO MEMBERS

8.1 Benevolent AID: In cases of unfortunate events, affected members may be assisted by the TAHR and its fortunate members. This is to promote the hospitability and caring culture among Thais.

8.2 Destination of the TAHR. The TAHR is established to promote strong communities of Thais in the United States of America so that they become advocates for or agents of changes associated with human rights in Thailand and around the globe.

8.3 Donation acceptance. Each local Chapter shall accept a donation from an individual or organizations each month to support its communities as verified in Article 8.1. All donations must be acknowledged by each local chapter President.

ARTICLE IX
STAMP OF TAHR
A stamp of the TAHR shall be

ARTICLE X
FUND RAISING

Each chapter shall perform fund-raising activities to support its missions and its communities on special occasions during a year. Fund-raising activities may include, but not limit to, the following, as long as they sound by accepted moral and legal codes:

1. Party

2. Food & Beverage Sale (Approved by Local Laws).

3. Cultural and academic events

4. Donations from individuals or other organizations.

ARTICLE XI
DISSOLUTION

Upon dissolution of the TAHR as approved by the Board of Directors, all remaining assets will be used exclusively for non-profit purposes in line with the TAHR's stated purposes and, where applicable, in accordance with the California State laws.

These articles with revisions are hereby acted on the duty from **the 16th Day of October, 2012.**

Snea Thinsan, Ph.D.
Founding Executive Director/President

Anthony Tahng
Chair, Board of Directors

APPENDIX
Revised List of Directors, Officers, and Advisors

BOARD OF DIRECTORS

Anthony Tahng	Chair
Snea Thinsan, Ph.D.	Member
Kerry Krutillia, Ph.D.	Member
Jackson Kaguri	Member
Noppadon Yoskaew	Member
Amnuay Kaewchompu	Member
Chupong Theethuan	Member

BOARD OF ADVISORS

Alexandra Huang	Member
Dr. Lawrence Chao, MD.	Member
Dr. Neil E. Bechervaise, Ph.D.	Member
Paul Viri	Member
Dr. Plamen Gaptov, Ph.D.	Member
Sammy Chan, CPA.	Member
Thanu Chaichana	Member

EXECUTIVE COMMITTEE

Dr. Snea Thinsan, Ph.D.	Executive Director/President
Tel. 812-345-8457	Email: president@thai-ahr.org
Mr. Kitti Kittiyachavalit	Vice-President & Member Relations Officer
Tel. 310-314-2116	Email: kkitt@thai-ahr.org
Ms. Sue Pong	Activity Coordinator & Member Relations Officer
Tel. 562-569-9688	Email: spong@thai-ahr.org
Mr. Somsak Asawalapsakun	Public Relations Officer
Tel. 818-621-2995	Email: sbae@thai-ahr.org
Ms. Para Patra	Financial Officer/ Secretary
Tel. 951-775-7783	Email: finance@thai-ahr.org
Ms. Vilai Lertsmitivanta	Financial Officer
Tel. 818-571-5766	Email: vlert@thai-ahr.org
Ms. Siripha Sapthanon	Financial Officer
Tel. -	Email: siris@thai-ahr.org
Mr. Ned Phoutinan	Activity Coordinator
Tel. 562-739-5652	Email: nphon@thai-ahr.org

PUBLIC NOTARY