

**ARTICLES OF ASSOCIATION**

**OF**

**FRIENDS OF THAILAND**

a California unincorporated nonprofit association

November 2006

**TABLE OF CONTENTS**

ARTICLE I -- NAME..... 1

ARTICLE II -- PURPOSES..... 1

    Section 1.    General Purposes ..... 1

    Section 2.    Dedication of Assets ..... 1

    Section 3.    Specific Purposes ..... 1

    Section 4.    Restriction on Activities ..... 1

ARTICLE III -- PRINCIPAL OFFICE..... 2

ARTICLE IV -- MEMBERSHIP ..... 2

ARTICLE V -- DIRECTORS..... 2

    Section 1.    Exercise of Association Powers..... 2

    Section 2.    Number and Qualification..... 3

    Section 3.    Election and Term of Office ..... 3

    Section 4.    Resignation ..... 3

    Section 5.    Removal ..... 3

    Section 6.    Vacancies ..... 3

    Section 7.    Compensation ..... 3

    Section 8.    Inspection..... 3

ARTICLE VI -- MEETINGS OF DIRECTORS ..... 4

    Section 1.    Regular Meetings ..... 4

    Section 2.    Special Meetings..... 4

    Section 3.    Notice of Meetings..... 4

    Section 4.    Waiver of Notice..... 4

    Section 5.    Board Actions ..... 4

    Section 6.    Quorum ..... 4

    Section 7.    Action without a Meeting ..... 4

    Section 8.    Telephone and Electronic Meetings ..... 4

ARTICLE VII -- COMMITTEES ..... 5

ARTICLE VIII -- OFFICERS ..... 5

    Section 1.    Officers ..... 5

    Section 2.    Election ..... 5

    Section 3.    Removal and Resignation ..... 5

    Section 4.    President..... 5

    Section 5.    Secretary ..... 6

Section 6.	Treasurer .....	6
Section 7.	Executive Compensation Review .....	6
ARTICLE IX -- GRANTS.....		6
Section 1.	Purpose of Grants.....	6
Section 2.	Board of Directors' Review.....	6
Section 3.	Refusal and Withdrawal.....	6
Section 4.	Periodic Accounting .....	7
Section 5.	Restricted Contributions .....	7
ARTICLE X -- MISCELLANEOUS.....		7
Section 1.	Fiscal Year .....	7
Section 2.	Instruments in Writing .....	7
Section 3.	Electronic Transmissions .....	7
Section 4.	Amendments .....	7

**ARTICLES OF ASSOCIATION**  
**of**  
**FRIENDS OF THAILAND**

a California unincorporated nonprofit association

**ARTICLE I**  
**NAME**

The name of this association is Friends of Thailand.

**ARTICLE II**  
**PURPOSES**

**Section 1. General Purposes.** This association is organized as a nonprofit association under Section 18000, *et seq.* of the California Corporations Code for charitable purposes, and is not organized for the private gain of any person. This association is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). Notwithstanding any other provision of these Articles of Association, this association shall not carry on any activities not permitted to be carried on (1) by an entity exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by an association, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

**Section 2. Dedication of Assets.** The property of this association is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this association shall ever inure to the benefit of any director, officer, or member of this association, or any other private person. Upon the termination of the existence of this association and after paying or adequately providing for the debts and obligations of this association, the remaining assets shall be distributed to a nonprofit association, fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

**Section 3. Specific Purposes.** The specific and primary purpose of this association is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Code.

**Section 4. Restriction on Activities.** Except as permitted by law, no substantial part of the activities of this association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this association participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE III PRINCIPAL OFFICE**

The principal office of this association is located in the City and County of San Francisco, California.

### **ARTICLE IV MEMBERSHIP**

This association shall have no voting members. The board of directors may, by resolution, establish one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board of directors finds appropriate. Membership in the association shall not confer any ownership or other property rights in this association on any person. Memberships shall be non-transferable, non-assignable, and non-assessable. No member of this association shall be individually or personally liable for the debts or liabilities contracted or incurred by the association, as provided in Corporations Code Sections 18605 and 18610.

### **ARTICLE V DIRECTORS**

**Section 1. Exercise of Association Powers.** Except as otherwise provided by these Articles of Association, the activities of the association and all its powers shall be vested in and exercised by the board of directors. Without limiting the foregoing, the board shall have the power:

- (a) to select, supervise, and remove the association's officers, agents, and employees; to assign them duties necessary to achieve the objectives of the association; and to determine compensation for them;
- (b) to authorize the issuance of association memberships and the termination or suspension of the memberships in accordance with these Articles of Association;
- (c) to borrow money for the association's purposes, and to authorize the execution and delivery of such notes, deeds of trust, mortgages, pledges, agreements, and other evidences of debt;
- (d) to sue and be sued in the association's name;
- (e) to enter into and perform contracts in the association's name. No director, officer, or agent of this association shall be individually or personally liable for the debts or liabilities contracted or incurred by the association, as provided in Corporations Code Sections 18605 and 18615;
- (f) to enter into any of the commercial transactions authorized by the Commercial Code;
- (g) to purchase, receive, own, hold, lease, mortgage, pledge, or encumber by deed of trust or otherwise, manage, and sell real estate and other property;

(h) to receive gifts of real or personal property, in trust or otherwise, and to take and receive by will real or personal property;

(i) to adopt, alter, or cancel an insignia and to register that insignia, alteration, or cancellation in the office of the Secretary of State; and

(j) to have and exercise all other rights and powers now conferred, or that may be conferred, on the association by law, or that do not contravene the law or public policy of California or of the United States.

**Section 2. Number and Qualification.** The board of directors shall consist of at least three (3) but no more than nine (9) directors, with the exact authorized number of directors to be fixed, within these limits, by resolution of the board of directors. The directors shall be chosen from among the members of this association.

**Section 3. Election and Term of Office.** The directors then in office shall elect their successors. The directors previously referred to as advisory board members shall hereinafter be referred to as directors. Each director shall be elected for a term of one year. Each director shall hold office until a successor has been elected.

**Section 4. Resignation.** Any director may resign by giving written notice to the President, the Secretary, or the board of directors. The resignation shall be effective when the notice is given unless it specifies a later effective date.

**Section 5. Removal.** A majority of the directors then in office may remove any director at any time, with or without cause.

**Section 6. Vacancies.** A vacancy shall be deemed to exist on the board of directors in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by a majority vote of the remaining directors though less than a quorum, or by a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**Section 7. Compensation.** The board of directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The board of directors may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including expenses for attending board and board committee meetings.

**Section 8. Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents (paper and electronic), and to inspect the physical properties of this association.

## **ARTICLE VI MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the board of directors shall be held at least once each year and at any other times designated by the board of directors.

**Section 2. Special Meetings.** Special meetings of the board of directors may be called at any time by the President, the Secretary, or by any two or more of the directors.

**Section 3. Notice of Meetings.** Notice of all meetings of the board of directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as email.

**Section 4. Waiver of Notice.** The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a written waiver of notice, consent to holding the meeting, or approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the association's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 5. Board Actions.** Every act or decision done or made by not less than a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the board of directors, except as otherwise provided in Article V, Section 5 (removing directors), Article V, Section 6 (filling board vacancies), Article VI, Section 7 (taking action without a meeting), and Article X, Section 4 (amending Articles) of these Articles of Association or in the California Unincorporated Associations Law.

**Section 6. Quorum.** A majority of the total number of directors then in office shall constitute a quorum of the board of directors for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided any action taken is approved by at least a majority of the required quorum for the meeting.

**Section 7. Action without a Meeting.** Actions by the board may be taken without a meeting if all members of the board consent in writing to the actions. Each written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

**Section 8. Telephone and Electronic Meetings.** Directors may participate in a meeting through use of conference telephone or video screen communication so long as all

participating directors can hear each other. Directors may participate in a meeting through the use of other electronic transmission so long as all of the following apply:

(a) each director participating in the meeting can communicate concurrently with all of the other directors, and

(b) each director is provided with the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the association.

## **ARTICLE VII COMMITTEES**

The board of directors may designate and appoint members to one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. All matters requiring an action of the board under these Articles of Association, however, must be presented to the board for approval. The time of regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. The board may adopt rules for the governance of its committees, including attendance and quorum standards. The board may also fill vacancies on the committees.

## **ARTICLE VIII OFFICERS**

**Section 1. Officers.** The officers of this association shall be a President, a Secretary, and a Treasurer. This association may also have such other officers as may be appointed by the association. Any number of offices may be held by the same person.

**Section 2. Election.** The officers of this association shall be elected annually by the board of directors, and shall serve at the pleasure of the board of directors, subject to the rights of any officer under any employment contract. The board shall also fill vacancies in any office.

**Section 3. Removal and Resignation.** Without prejudice to the rights of any officer under an employment contract, the board of directors may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation is without prejudice to any rights of the association under any contract to which the officer is a party.

**Section 4. President.** The President shall be the chief executive officer of the association and shall have general supervision, direction, and control of the activities, officers, agents, employees, and property of the association. He or she shall also act as the chair of the board of directors. The President shall have the power to sign papers and instruments on behalf

of the association. The President shall have management powers and duties as may be prescribed by the board of directors and shall have such other powers and duties as may be prescribed by the board of directors or these Articles of Association.

**Section 5. Secretary.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of all meetings, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this association, and shall have such other powers and duties as may be prescribed by the board of directors or these Articles of Association.

**Section 6. Treasurer.** The Treasurer shall supervise the charge and custody of all funds of this association, the deposit of such funds in the manner prescribed by the association, and the keeping and maintaining of adequate and correct accounts of this association's properties and business transactions. The Treasurer shall render reports and accountings as required and shall have such other powers and duties as may be prescribed by the board of directors or these Articles of Association.

**Section 7. Executive Compensation Review.** The board of directors or a board committee composed entirely of directors shall review any compensation packages, including all benefits, of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and such other officers as may be required by law or which shall be so designated by resolution of the board of directors, and shall approve such compensation only after determining that the compensation is just and reasonable. The review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this association.

## **ARTICLE IX GRANTS**

**Section 1. Purpose of Grants.** This association shall have the power to make grants and to render other financial assistance for purposes expressed in these Articles of Association.

**Section 2. Board of Directors' Review.** The board of directors shall exercise control over grants and other financial assistance provided by this association. The board shall approve a process for reviewing requests for funds received by this association. This review process shall require the grantees to specify the use of the funds and the board to regularly review all grants made.

**Section 3. Refusal and Withdrawal.** The board of directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the board shall have the right to withdraw its approval of any grant at any time and use the funds

for other purposes within the scope of the purposes expressed in these Articles of Association, subject to any rights of third parties under any contract relating to such grant.

**Section 4. Periodic Accounting.** The board of directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this association were expended for the purposes that were approved by the board.

**Section 5. Restricted Contributions.** Unless otherwise determined by resolution of the board of directors in particular cases, this association shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this association from solicitations for specific grants shall be regarded as for the use of this association and not for any particular organization or individual mentioned in the solicitation. This association may accept contributions earmarked by the donor exclusively for allocation to one or more organizations or individuals only if the board of directors has approved in advance the charitable activity for which the donations were made.

## **ARTICLE X MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of this association shall end each year on December 31.

**Section 2. Instruments in Writing.** All checks, drafts, demands for money, and notes of the association, and all written contracts of the association, shall be signed or endorsed by the officers or agents provided in these Articles of Association or designated by the board of directors from time to time by resolution.

**Section 3. Electronic Transmissions.** Subject to procedures that the board may adopt, the term “written” and “in writing” as used in these Articles of Association includes electronic transmissions, such as facsimile or email, provided that: (i) for electronic transmissions from the association, the association has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the association, the association has in effect reasonable measures to verify that the sender is the individual purporting to send the transmission; and (iii) for electronic transmissions both from and to the association, the transmission creates a record that is capable of retention, retrieval, and review, and may be rendered into clearly legible tangible form.

**Section 4. Amendments.** These Articles of Association may be amended by the vote of a majority of the directors then in office.

CERTIFICATE OF SECRETARY

I, Katharine Hendrix, certify that I am the duly elected and presently acting Secretary of Friends of Thailand, a California unincorporated nonprofit association, and the foregoing Articles of Association, consisting of seven pages, are the Articles of Association of this association as adopted by the unanimous written consent of the Board of Directors effective as of \_\_\_\_\_, 2006.

DATED: \_\_\_\_\_, 2006

\_\_\_\_\_  
Katharine Hendrix, Secretary