

**AMERICAN ASSOCIATION OF SINGAPORE
BY-LAWS**

ARTICLE I – MEMBERSHIP

- Section 1. Categories of Membership. As set forth in the Constitution of the Association, there shall be four categories of membership – Regular, Associate, Honorary and Corporate. Admission to membership shall be subject to the approval of the Board of Directors of the Association.
- Section 2. Regular Members. Any citizen of the United States of America resident in Singapore and 18 years of age or older shall be eligible for election as a Regular Member of the Association. Regular Members include the head of a single person household, and the head and spouse (or similar relationship) of multiple person households. In the latter case, both individuals are entitled to vote and to hold office.
- Section 3. Associate Members. Any individual not a citizen of the United States of America who is resident in Singapore and:
- (a) is married to an American citizen;
 - (b) is employed by a corporation, partnership or other business entity which is, in the judgment of the Board of Directors, an American-owned entity or American governmental agency; or
 - (c) otherwise has demonstrated to the satisfaction of the Board of Directors an active interest in the objectives of the Association;
- shall be eligible to become an Associate Member of the Association.
- Section 4. Honorary Members. The Board of Directors, by vote of not less than two-thirds of its voting members, may confer upon any individual found by the Board of Directors to be deserving, an honorary membership in the Association. Honorary Members shall have all the rights and privileges of the Association except the rights to vote at General Meetings, to be an officer of the Association, and to hold a voting seat on the Board of Directors. Honorary Members shall be exempt from the obligation to pay annual subscriptions or other assessments on the members.
- Section 5. Corporate Members. Corporate membership shall be open to any business organization that has demonstrated to the satisfaction of the Board of Directors an active interest in the objectives of the organization. The rights of Corporate Members shall be determined by the Board of Directors from time to time.
- Section 6. Suspension, Expulsion. The Board of Directors shall have the power to expel, suspend, or reprimand any member by a vote of no less than two-thirds of the entire Board of Directors for any violation of the Constitution or By-Laws, or for any conduct not in violation of the Constitution or By-Laws which in the opinion of the Board of Directors is improper and prejudicial to the welfare or reputation of the Association; provided, however, that notice in writing shall be given to the member of the charges against him and an opportunity afforded him to make reply thereto in person or in writing. Any action under this section may be revoked or modified by subsequent vote of no less than two-thirds of the Board of Directors.

ARTICLE II - OFFICERS AND DIRECTORS-AT-LARGE

- Section 1. Officers, Directors-at- Large. The Association shall, by majority vote of those members casting votes at the Annual General Meeting held in each odd-numbered calendar year, elect (i) four Regular Members to be officers of the Association for an ensuing two-year term, namely a President, Vice President, Secretary, and Treasurer, and (ii) five Regular Members to be Directors-at-Large, also for an ensuing two-year term. Those so elected shall take office immediately upon the conclusion of such Annual General Meeting and shall, subject to Article V, Section 5, serve until the election of their successors at the next Annual General Meeting at which an election is to be held. Officers and Directors-at-Large shall be eligible for re-election for successive two-year terms; provided, however, that no person may serve more than three consecutive two-year terms, after which he or she must resign and not stand for election for a period of at least two years. Mid-term vacancies are to be filled according to the terms of Article V, Section 5; for the purposes of this Article II, Section 1, any partial term of more than 12 months that is served as a result of the filling of a mid-term vacancy shall be deemed to constitute a two-year term. No person may become an officer of the Association unless he or she has first served as director-at-large for at least one two-year term.
- Section 2. The President. The President shall have general supervision of all the affairs of the Association and shall make a report at the Annual General Meeting of the activities and projects of the Association during the preceding year. In addition, the President:
- (a) shall preside at all general and extraordinary meetings of the members, and at meetings of the Board of Directors of the Association;
 - (b) shall be an *ex officio* member of all committees except the nominating committee, and shall enjoy voting rights as a member of such committees; shall automatically become an *ex officio* voting member of the Board of Directors following retirement as President, and shall continue as an *ex officio* member of the Board of Directors as long as he or she is resident in Singapore, and/or until a successor becomes eligible;
 - (c) may, in consultation with the Executive Committee, appoint and delegate to individuals or committees such duties or powers as the President considers necessary or advisable to promote the objectives of the Association; and
 - (d) shall have such other powers as are incidental to the office of President or as shall be delegated by the Board of Directors or a general or extraordinary meeting of the Association.
- Section 3. The Vice President. The Vice President shall assume the duties of the President in the latter's absence or disability. The Vice President shall in addition assume such duties as the President or the Board of Directors shall delegate.
- Section 4. The Secretary. The Secretary shall keep a record of all the proceedings of the Association and of the Board of Directors. The Secretary shall maintain and carry on the official correspondence of the Association under the direction of the President or other authorized officers. The Secretary shall maintain an up-to-date mailing list of all the members of the Association and shall issue all notices of the Association in writing (including by electronic means, e.g., e-mail) to all the members. The Secretary shall in addition assume such duties as the President or the Board of Directors shall delegate.
- Section 5. The Treasurer. The Treasurer shall receive all moneys belonging to the Association and deposit the same in such bank or banks as the Board of Directors shall direct. In addition, the Treasurer:
- (a) shall keep complete books and records of all financial transactions of the Association;
 - (b) shall furnish the officers and the Board of Directors with such financial reports as they may require, including without limitation a balance sheet and profit and loss statement for inclusion in the annual report of the Association; and
 - (c) shall in addition assume such duties as the President or the Board of Directors shall delegate.
- Section 6. Directors-at-Large. The Directors-at-Large shall be voting members of the Board of Directors and shall in addition assume such duties and responsibilities as the President or the Board of Directors shall delegate.

Section 7. Executive Committee. An Executive Committee of the Board of Directors shall consist of the officers of the Association and the five Directors-at-Large. The Executive Committee shall have the authority, in addition to the authority given them in their individual capacities, as described in this Article II, or as otherwise specified in the By-Laws, or as delegated to it, from time to time, by the Board of Directors. The Executive Committee shall have the authority to delegate and/or reallocate duties within its members' individual or group responsibilities to various members of the Executive Committee, provided that such reallocation shall not alter any specific delegation of responsibility to any officer set out in this Article II.

Section 8. Executive Committee Quorum and Voting. Any four members of the Executive Committee constitute a quorum. Any decision of a four-member quorum must be unanimous. In the absence of a unanimous four-member quorum, a majority vote of the entire Executive Committee shall be required to exercise the Executive Committee's authority. The Executive Committee members' votes may be exercised in person, by telephone, by email, by facsimile, by telex, or by post, but not by proxy.

ARTICLE III - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. A Nominating Committee consisting of Regular Members, and including one or more members of the Board of Directors, shall be appointed annually by the Board of Directors, and shall present to the Board of Directors at its December meeting in even-numbered years the recommendations of the Nominating Committee for a slate of officers and directors-at-large for the next election.

Section 2. Nominations. The Secretary shall cause to be prepared a list of offices to be filled. The Nominating Committee shall, in its discretion, and according to procedures established by the Nominating Committee, identify suitable candidates from the Regular Membership for each office to be filled, and present its recommendations to the Board of Directors. Upon endorsement of a slate of candidates by the Board of Directors, notice of the Board of Directors endorsed slate of officers and directors-at-large shall be validly given if it is either posted on the notice boards of the American Association and published in the Singapore American, or distributed by post or by electronic means, e.g., e-mail, to all Regular Members in good standing at least thirty (30) days prior to the Annual General Meeting at which an election is to be held. Members shall be given the opportunity to submit additional nominees for specified offices and for directors-at-large, provided such nominations are received by the Secretary together with signed statements of consent from the persons so nominated at least seven (7) days prior to the Annual General Meeting at which an election is to be held.

Section 3. Voting, Inspection. The election of officers and directors shall be held at the Annual General Meeting. In the case where additional nominees are submitted for specified offices the nominee with the highest number of votes shall be declared the winner. If the additional nominees are for one of the director-at-large offices then the nominees receiving the highest number of votes shall fill the positions. The election shall be under the supervision of three inspectors who shall be appointed by the Nominating Committee. The inspectors shall certify the results to the Secretary.

ARTICLE IV – GENERAL MEETINGS

Section 1. When Held. The Association shall hold an Annual General Meeting not later than February 28 in each year. The President shall fix the date of the Annual General Meeting. Extraordinary General Meetings may be called at any time by a majority of the Board of Directors.

Section 2. Notice. No General Meeting shall be held unless 14 days' advance notice of the time and place thereof shall have been given. Notice of a General Meeting shall be validly given if it is either posted on the notice boards of the American Association and published in the Singapore American, or distributed by post or by electronic means, e.g., e-mail, to all Regular Members in good standing. No amendment of the Constitution or proposal for dissolution of the Association shall be considered at a General Meeting unless the particulars of such proposal are included in the Notice of General Meeting; and, with respect to amendments to the Constitution, advance notice of 30 days must be given.

Section 3. Content of Meeting. The following items are to be on the agenda at the Annual General Meeting, among any other items which the Board of Directors or Executive Committee includes:

- (a) the President's Report;
- (b) the Election of the officers and Directors-at-Large; and
- (c) a report of the financial condition of the Association, as prepared by independent auditors.

Section 4. Quorum. A quorum for a General Meeting shall be thirty (30) Regular Members. If a quorum has not assembled at the place appointed for a General Meeting within thirty (30) minutes after the time specified in the Notice of General Meeting for the commencement of such General Meeting, those Regular Members in attendance may proceed to conduct a General Meeting and to act upon all business included in the Notice of the General Meeting, provided that no amendment to the Constitution and no dissolution of the Association may be approved in the absence of a quorum consisting of 30 Regular Members.

Section 5. Voting. Each Regular Member shall be entitled to attend and vote at any General Meeting. Associate Members, Honorary Members, and designated representatives of Corporate Members may attend General Meetings but shall not be entitled to vote. All matters before a General Meeting are approved upon a majority vote of Regular Members in attendance, except amendments to the Constitution or dissolution of the Association. The procedures for such are provided in the Constitution.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors. The Board of Directors of the Association shall consist of the four (4) officers, five (5) Directors-at-Large and the following:

- (a) The Ambassador of the United States of America to Singapore, or his or her appointed representative;
- (b) The President of the American Club;
- (c) The Chairman of the Board of Governors of the Singapore American School;
- (d) The President of the American Women's Association;
- (e) The Chairman of the American Chamber of Commerce;
- (f) The Chairman of the Singapore American Community Action Council;
- (g) The senior ranking officer in the U.S.A. military establishment resident in Singapore;
- (h) The immediate past President of the Association, if resident in Singapore.

The Ambassador of the United States of America to Singapore or his or her appointed representative and the senior ranking officer in the USA military establishment resident in Singapore shall be non-voting members of the Board of Directors.

Section 2. Co-Opted Board of Directors members. The Board of Directors may from time to time co-opt additional members, who shall not have voting rights on the Board of Directors and whose terms shall expire at the time of the Annual General Meeting at which an election is to be held next following their appointment.

Section 3. Responsibility. The Board of Directors shall be responsible for the management, oversight and care of the affairs, funds and property of the Association.

Section 4. Board of Directors Meetings. Regular meetings of the Board of Directors of the Association shall be held monthly at a designated time and place as specified by the President. Meetings may be suspended during the period from June through August at the option of the President. Nine (9) voting members of the Board of Directors, including at least two (2) officers, shall constitute a quorum.

Section 5. Cessation of Board of Directors Membership; vacancies. A member of the Board of Directors shall remain as a member until the next Annual General Meeting at which an election is to be held, unless and until that member: (i) resigns or dies; (ii) ceases to be a member of the Association, whether pursuant to Article I, Section 6, or otherwise; (iii) ceases to be a resident of Singapore; (iv) commits any criminal offense (excluding misdemeanors); or (v) is declared bankrupt by any court of competent jurisdiction. In addition, the Board of Directors shall have the power to expel, suspend, or reprimand any member of the Board of Directors by a vote of no less than two-thirds of the entire Board of Directors (i) for any violation of the Constitution or By-Laws, or for any conduct not in violation of the Constitution or By-Laws which in the opinion of the Board of Directors is improper and prejudicial to the welfare or reputation of the Association; provided, however, that notice in writing shall be given to the member of the charges against him and an opportunity afforded him to make reply thereto in person or in writing; or (ii) for any reason whatsoever, or for no reason, within the first six months of the election or appointment of such member to the Board of Directors. Any action under this section may be revoked or modified by subsequent vote of no less than two-thirds of the Board of Directors.

The Board of Directors shall have the power to fill vacancies occurring thereon with respect to officers and directors-at-large until the next Annual General Meeting at which an election is to be held.

Section 6. Indemnity. Every Member of the Board of Directors, and every officer or employee of the Association, providing that he or she is acting within the authority delegated to him or her, by the Constitution or By-Laws, shall be indemnified by the Association. It shall be the duty of the Board of Directors to pay out of the funds of the Association all costs, losses and expenses which any member of the Board of Directors or any officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him or her as such member of the Board of Directors, officer or employee or in any way in the discharge of his or her duties in such capacity. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as against Members over all other claims. Notwithstanding the foregoing, the funds of the Association shall not be used to pay the costs, losses or expenses (including fines and legal costs) of any person arising from or in connection with any action for which he or she is convicted of a criminal offense in a court of law.

Section 7. Proxy. The following board members may appoint a proxy to act on their behalf:

- (a) The President of the American Club;
- (b) The Chairman of the Board of Governors of the Singapore American School;
- (c) The President of the American Women's Association;
- (d) The Chairman of the American Chamber of Commerce; and
- (e) The Chairman of the Singapore American Community Action Council.

Those members of the Board of Directors who are eligible may appoint a proxy by stating in writing to the Secretary the name, time period and authority of the person empowered to act for them. A person appointed to be a proxy shall be a Regular member of the American Association of Singapore and shall be an elected member of the governing body of the association he or she represents.

Section 8. Voting. Votes by individual directors must be cast by the director, or by their proxy, during a regularly scheduled or extraordinary meeting of the Board of Directors, either in person or by telephone linked to the board meeting so that the absent director can participate in the board deliberations prior to the vote. Directors or persons appointed to be their proxy may not vote in advance of the vote taken at the board meeting.

ARTICLE VI – FINANCES

Section 1. Responsibility. Responsibility for the raising, maintenance, investment and expenditure of Association funds shall be vested in the Board of Directors, except as otherwise specified in this Article VI.

Section 2. Dues. The Board of Directors shall be empowered to assess and collect annual dues from the Regular, Associate and Corporate members. The Executive Committee may establish multiple payment schemes, including those taking into consideration concessionary dues rates for various purposes, including, but not limited to, persons affiliated with the U.S.A. military, U.S.A. civilian government, religious, academic, and cultural organizations, and for commercial reasons. One Regular Member dues payment qualifies both spouses, or those in a similar relationship, in a multiple party household as Regular Members.

Section 3. Accounts. The Board of Directors shall have full and sole power to authorize the opening of accounts in the name of the Association at one or more banks, the borrowing or investing of money on behalf of and for purposes of the Association, and the execution of such documents as may be necessary in connection therewith.

Section 4. Donations. Upon recommendation by the Executive Committee, the Board of Directors shall, from time to time, establish a donations and charitable expenditure policy.

Section 5. Financial signatory authority of the Executive Committee. The following are "Authorized Signatories" empowered to sign payment instruments within the restrictions listed herein: President, Vice President, Treasurer and General Manager and any other Executive Committee members so empowered by the Board of Directors of the Association:

- (a) Up to and including S\$1,000: any one Authorized Signatory;
- (b) More than S\$1,000 but less than S\$5,000: any two Authorized Signatories; and
- (c) S\$5,000 or greater: President or Treasurer, plus any one of the other Authorized Signatories.

No Authorized Signatory may, singly, make a financial commitment to himself or sign a commercial payment instrument payable to himself in any amount.

Section 6. Financial Year. The financial year of the Association shall be from 1 January to 31 December.

Section 7. Audit. Upon the recommendation of the Board of Directors, Regular Members at the Annual General Meeting shall appoint a qualified person to audit the annual report of the Treasurer and affirm in writing that said report is correct as required by Regulation 3 of the Societies Regulations, 1967, or any successor thereto.

ARTICLE VII – COMMUNITY EVENTS AND ACTIVITIES

Section 1. Board of Directors' Authority to Sponsor and Fund. The Board of Directors shall have authority, in the name and on behalf of the Association, to sponsor such events, programs, and activities and to publish such books, newsletters, and newspapers as it shall deem appropriate for the benefit of the American community in Singapore and to raise the necessary funding therefore from existing funds of the Association or from contributions, admission fees, participation fees, subscription fees, assessments, and like charges,

provided that all such activities shall be conducted in accordance with the laws and applicable regulations of the Republic of Singapore.

Section 2. Committees. The Executive Committee, as needs require, and in its discretion, shall establish and supervise the following committees, appoint the chairman and members thereof, and establish such regulations and operating procedures as it sees fit to govern the operation of such committees:

- (a) the Finance Committee, which shall be chaired by the Treasurer;
- (b) the Events Committee;
- (c) the Programs Committee;
- (d) the Publications Committee;
- (e) the Membership Committee;
- (f) the Donations Committee; and
- (g) the Strategic and Long Range Planning Committee.

Section 3. Ad Hoc Committees. The Board of Directors shall have authority to establish such other committees as it shall deem appropriate to facilitate the activities of the Association, to appoint from time to time the members thereof and to establish such regulations and operating procedures as it sees fit to govern the operation of such committees, the conduct of Association events, programs and activities and the publication of Association books and periodicals. Planning, supervision, funding and implementation of all Association-sponsored events shall be carried out under the overall supervision of the Board of Directors. The name "American Association of Singapore" shall not be used in connection with any event, program, or activity except with the approval and under the control of the Board of Directors.

Section 4. Contract or Commitment Approval. The approval authority to enter a contract or any other type of commitment, whether written or oral, which obligates the Association financially, or to specific or general performance, or in any other manner, is as follows:

- (a) a specific, budgeted, expense, or the simple purchase of consumables used in routine event, program, or office execution, and within budget:
 - (i) the Executive Committee member having oversight responsibility for that expenditure, or anyone to whom he or she delegates that authority, *e.g.*, an event or program chairman; or
 - (ii) the Association General Manager, or anyone to whom he or she delegates that authority, *e.g.*, other Association staff.
- (b) a non-budgeted, or over budget, expense:
 - (i) Up to and including S\$1,000: any Executive Committee member;
 - (ii) More than S\$1,000 but less than S\$5,000: any two Executive Committee members; and
 - (iii) S\$5,000 or greater: all of the following three persons, jointly: the President; the Treasurer; and the Executive Committee Member with oversight responsibility for that particular activity to which the contract or commitment pertains.
- (c) a performance or financial commitment of the Association, regardless of amount, which commitment or payment(s) extend(s) beyond the term of office of the incumbent President: all of the following three persons, jointly: the President; the Treasurer; and the Executive Committee member with oversight responsibility for that particular activity to which the contract or commitment pertains.

No officer, director, member, or employee may, singly, on behalf of the Association, enter into a contract or commitment of any kind, regardless of amount, which requires the Association to make a financial payment or render performance to that individual or related parties.

ARTICLE VIII – SINGAPORE AMERICAN NEWSPAPER

The Association shall publish periodically a newsletter or newspaper for circulation to Americans resident in Singapore and other interested persons which shall, unless the Board of Directors at any time determines otherwise, be known as *The Singapore American*. The Executive Committee shall be responsible for securing necessary licenses and approvals from the Singapore government to publish and circulate such publication and shall appoint the Editor thereof. The publication shall be supported by subscriptions from recipients, proceeds of paid advertisements and such subsidies from the Association as the Executive Committee shall approve.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by vote of two-thirds of the members of the Board of Directors present and voting at a regularly scheduled meeting held at least 21 days after notice is given in writing (including by electronic means, *e.g.*, e-mail), to each member of the Board of Directors of the proposed amendment. No amendment shall be inconsistent with the Constitution.

ARTICLE X - MISCELLANEOUS

Section 1. Rules of Order. Except as provided to the contrary herein "Roberts Rules of Order" shall be used as a guide in conducting all meetings at which business of the Association is transacted, provided that a majority of those attending and entitled to vote at any meeting of the Association or the Board of Directors may by majority vote determine to use a different procedure for the conduct of such meeting.

Section 2. Interpretation. In the event any issue arises which is not expressly provided for herein or in the Constitution, or the meaning of any portion of the Constitution or By-Laws is questioned, the Board of Directors shall have discretion to resolve such issue, or to interpret such portion of the Constitution or By-Laws.

Section 3. Use of Funds to Pay Members' Fines. The funds of the Association shall not be used to pay the fines of members who have been convicted in court.

* * *