



BYLAWS

of

CMKL UNIVERSITY

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## ARTICLE I: NAME AND PURPOSE

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### 1.1 NAME

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The name of the University is CMKL University (hereinafter referred to as the “University”), established under Clause 4 of the Order of the National Council for Peace and Order No. 29/2560.

### 1.2 PURPOSE

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The University was established exclusively for educational, scientific and charitable purposes, all within the meaning of Clause 4 of the Order of the National Council for Peace and Order No. 29/2560, as the same may be amended or modified or replaced by any future law concerning private higher education institutions (the “Code”). The specific purposes of the University are fully set forth in Section 3 of the University’s Articles of Establishment (the “Articles”).

## ARTICLE II: BOARD OF TRUSTEES

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### 2.1 TRUSTEE POWERS

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The business, property and affairs of the University shall be managed by or under the direction of a Board of Trustees of the University. In absence of the Board, the Licensee of academic provisioning as granted by the Ministry of Education shall exercise the power of the Board of Trustees.

### 2.2 CLASSES, NUMBER, ELECTION AND TERM OF OFFICE

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The Board of Trustees shall consist of a minimum of five voting members, including Ex Officio members, with the number of voting Trustees to be determined from time to time by the Trustees, plus such non-voting Emeritus/a members as there may be from time to time, all as hereinafter provided, and who shall be divided into classes as follows:

- a) Voting Trustees. Voting Trustees who are not Ex Officio members shall be elected each year at the Annual Meeting to succeed those whose terms expire in that year and to serve for a term of five years.
- b) Ex Officio Trustees. The persons who, from time to time, hold the following offices shall be Ex Officio Trustees:
  - The President of CMKL University
  - Vice President of CMKL University
  - Carnegie Mellon - KMITL Program Directors (CMU Director and CMKL Director)

Ex Officio Trustees shall be full voting members of the Board of Trustees, with all rights and responsibilities thereto, except as follows:

- they shall be welcome at all open sessions of all Full Board meetings and at closed Executive Sessions; and
  - the President of CMKL University shall have no voting rights when serving as a member of the Audit Committee of the Board; and
  - Vice President and Carnegie Mellon – KMITL Program Directors shall have no voting rights
- c) Emeritus Trustees. Upon the recommendation of the Executive Committee or the license holder, the Board of Trustees may grant the status of Emeritus Trustee to those members who have made distinguished contributions to the University.

Emeritus Trustees shall be welcome at all Full Board meetings; all meetings of the Research Committee; shall receive all notices, minutes and reports of said meetings, shall be free to participate in discussions, but shall be without a vote on any matter. Emeritus Trustees shall be welcome at all Board and university events.

- d) Election. Upon the recommendation of the Governance Committee or the license holder, trustee vacancies may be filled at any meeting by a majority vote of the remaining members of the Trustees entitled to vote, though less than a quorum. Each person so elected shall be a Trustee until he or she or his or her successor is elected at the next Annual Meeting of the Board or until his or her prior death, resignation and removal.
- e) Term of Office. The term of each Trustee shall commence on July 1 following his or her election, or the first day of the month which follows his or her election if elected at other than the Annual Meeting of the Board, provided that the Trustee has accepted such election in writing to the Secretary of the University. A Trustee's term shall expire on June 30 in the year in which his or her term is concluded whichever shall occur first.

Upon expiration of his or her original five-year term or subsequent terms, a Trustee shall be eligible for election to another five-year term on the recommendation of the Executive Committee or the license holder after individual assessment against the Duties and Responsibilities of Trusteeship. There shall be no limit to the number of five-year terms a Trustee may serve.

In order to ensure successful operation of the University, The Licensee of academic provisioning as granted by the Ministry of Education shall also appoint additional Trustees, replace or remove existing Trustees at any time.

### 2.3 ANNUAL MEETING OF THE BOARD

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The Annual Meeting of the Board of Trustees shall be held two times a year, or during the month as determined by the Board of Trustees. Such meeting shall be on such day in said month as the Board may determine, or, in the absence of such determination, as the Chair of the Board of Trustees shall determine. The Secretary shall give each Trustee written notice of the date, time and place of the Annual Meeting of the Board not fewer than five days prior thereto. Such Annual Meeting shall be the annual organizational meeting at which the Board shall organize itself and elect the Officers of the University for the ensuing year and may transact any other business.

## 2.4 SPECIAL MEETINGS

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Special meetings of the Board of Trustees may be called at any time by the Chair or Vice Chair of the Board of Trustees or at the written request to the Secretary of five members, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Written notice of the date, time and place of every special meeting of the Board of Trustees shall be given by the Secretary to each Trustee at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

## 2.5 FORM OF NOTICE

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The form of notice for meetings of the Board of Trustees and its committees shall be made by any means that satisfies the legal requirements, including, but not limited to post, facsimile, email, posting to an electronic website or other electronic means.

## 2.6 ORGANIZATION

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At all meetings of the Board of Trustees, the presence of a majority of the then number of voting Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. The Trustees present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. If a quorum is not present at any meeting, a majority of the Trustees present may adjourn the meeting to a fixed date when a quorum as aforesaid shall be present. Notice of the time and place to which such meeting is adjourned shall be given to any Trustees not present either by post, electronic means or given personally or by telephone at least eight hours prior to the hour of reconvening.

## 2.7 ACTION

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- a) Meetings. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Trustees present at a meeting duly convened and at which a quorum is present. The Chair of the Board of Trustees, if one has been elected and is present, or if not, any of the Vice Chair, if he or she is present, or if not, a Trustee designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his or her absence any Assistant Secretary, shall take the minutes at all meetings of the Board of Trustees. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.
- b) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Trustees, or at a meeting of the Executive Committee, or at any of the Committees of the Board, may be taken without a meeting, if a consent, or consents in writing setting forth the action so taken shall be signed, including signature by electronic means, by all voting members of the Board of Trustees, or all voting members of the Committees, whichever is applicable, and filed with the Secretary of the University.

## 2.8 VIDEO OR TELEPHONIC MEETINGS

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One or more Trustees may participate in any Annual, or special meeting of the Board of Trustees or of a committee of the Board of Trustees by means of video, web or telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Trustee will be considered to be attendance in person for all purposes under these Bylaws.

## 2.9 APPROVAL OF MINUTES

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Minutes of each meeting of the Board shall be made available to each Trustee at or before the next succeeding meeting. All Trustees shall have the opportunity to review the minutes before the next succeeding Board meeting. The minutes shall be approved or revised at the next succeeding meeting.

## 2.10 RESIGNATIONS

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Any Trustee may resign by submitting his or her resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

## 2.11 COMPENSATION

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Trustees, as such, shall not receive any compensation for their service, but a Trustee, in accord with any applicable conflict of interest policy, may serve the University in another Capacity and receive compensation therefor.

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# ARTICLE III: OFFICERS AND EMPLOYEES

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## 3.1 OFFICERS

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The Officers of the University shall consist of the following:

- Chair of the Board of Trustees
- Vice Chair of the Board of Trustees
- President
- Vice President
- Chief Financial Officer
- Secretary

There may also be an Honorary Chair of the Board of Trustees, and such other Officers and Assistant Officers as the Board may from time to time designate. The duties and powers of all Officers shall be determined by the Board. The Chief Financial Officer and the Secretary shall hold office for one year and until their successors shall assume office. The Chair and the Vice Chair shall serve for a term of three years. The President shall serve for such a term as the Board may determine. The Board may dismiss any Officer for cause at any time. The election of Officers shall take place at each Annual Meeting of the Board, but Officers may be elected at any meeting to fill vacancies. Any two or more offices may be held by the same person. In absence of the Board meeting, the license holder may designate any person to fill vacancies of any Officers. Officers of the University, excluding Chair, Vice Chair of the Board, and the President, shall also be appointed by the President and report to the Board.

### 3.2 ADDITIONAL OFFICERS; OTHER AGENTS AND EMPLOYEES

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The Board of Trustees may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deem advisable; the Board or the President shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ from time to time such other agents, employees and independent contractors as he or she may deem advisable for the prompt and orderly transaction of the business of the University, and he or she may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any.

### 3.3 THE CHAIR

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The Chair shall preside at all meetings of the Board and the Executive Committee. He or she shall be, ex officio, a member of all Committees of the Board. He or she shall appoint the chair and members of all Committees. He or she shall preside at Commencement in the absence of the President.

### 3.4 THE VICE CHAIR

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The Vice Chair of the Board of Trustees shall be vested with the powers and perform the duties of the Chair in case of his or her absence or inability to act. He or she shall be, ex officio, members of the Executive Committee.

### 3.5 THE PRESIDENT

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The President shall be the Chief Executive Officer of the University and, subject to the control of the Board, shall be responsible for, and have general supervision of and general management and executive powers over, all the property, operations, business, affairs and employees of the University, including the management and control of the business, property and affairs of the University including, without limiting the generality of the foregoing, the power to approve and authorize borrowing money and purchasing, selling, mortgaging, leasing away and otherwise disposing of any real estate or other asset, and shall see that the policies and programs adopted or approved by the Board are carried out. He or she shall have the power to appoint, retire and determine the rank and compensation of all members of the Faculty and

staff. With the approval of the Board, he or she shall have the power to determine the tenure of all members of the Faculty. The President shall exercise such further powers and duties as from time to time by be prescribed in these Bylaws or by the Board of Trustees. He or she shall be, ex officio, a member of all Committees of the Board.

### 3.6 THE VICE PRESIDENT

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The Vice President shall be the Chief Operation Officer of the University and, subject to the control of the President, shall be responsible for, and have general supervision of and general management and executive powers over, all the property, operations, business, affairs of the University, including the management and control of the business, property and affairs of the University including, without limiting the generality of the foregoing, the power to approve and authorize purchasing, selling, leasing away and otherwise disposing of any real estate or other asset, and shall see that the policies and programs adopted or approved by the Board are carried out. He or she shall have the power to appoint, retire and determine the rank and compensation of all staff members. The Vice President shall exercise such further powers and duties as from time to time by be prescribed in these Bylaws or by the Board of Trustees. He or she shall be, ex officio, a member of all Committees of the Board.

### 3.7 THE CHIEF FINANCIAL OFFICER

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The Chief Financial Officer shall have such powers and duties as usually pertain to that office, including, without further approval of the Trustees, or any Committee thereof, power to act with regard to the investment and reinvestment of funds and the purchase and sale of securities not constituting endowment or designated endowment of the University. The Chief Financial Officer shall ensure the maintenance of the University's liquidity and shall develop and maintain financial policies for capital structure, external financing, working capital, treasury operations and interest rate risk management. He or she shall be subject to the supervision and general policies and directions of the President, the Executive Committee, and the Board of Trustees. The Chief Financial Officer shall furnish staff assistance to the President in administering the financial responsibilities of the office and to such Committees of the Board as shall be requested from time to time. He or she shall have and exercise such further powers and duties as may be conferred upon, or assigned to him or her by the Trustees or the President. Any Assistant Financial Officer elected or appointed by the Board shall have and may exercise all the powers of the Chief Financial Officer in his or her absence or inability to serve. The Chief Financial Officer may delegate to the Assistant Financial Officer or Chief Investment Officer his or her power to act with regard to the investment and reinvestment of funds and the purchase and sale of securities not constituting endowment or designated endowment of the University.

### 3.8 THE SECRETARY AND ASSISTANT SECRETARIES

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The Secretary shall be the custodian of (a) the minutes of the meetings of the Board of Trustees and the Executive Committee; (b) the Articles and the Bylaws; and (c) the university records and the seal of the University. He or she shall see that the seal is affixed to such documents as may be necessary or advisable, and he or she shall prepare and distribute all notices of the meetings and the minutes recording the proceedings. The Secretary shall exercise all powers and duties incident to the office of Secretary and such further powers and duties as from time to time may be prescribed in these Bylaws or

by the Board of Trustees or the President. Each Officer of the University by virtue of his or her office shall be an Assistant Secretary. The Board may from time to time elect additional Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Trustees, the President or the Secretary. Any Assistant Secretary may exercise all the powers and duties of the Secretary in his or her absence or inability to serve or at the direction of the Secretary.

### 3.9 VACANCIES

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Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in Section 3.1 for regular election or appointment to such office.

### 3.10 POWERS AND DUTIES OF THE OFFICERS AND THE COMMITTEES

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The Board may from time to time by resolution modify the powers and duties of the Officers of the University and of the Committees.

### 3.11 DELEGATION OF DUTIES

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The Board of Trustees or the license holder may in its discretion delegate for the time being the powers and duties, or any of them, of any Officer to any other person whom it may select.

## ARTICLE IV: COMMITTEES

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### 4.1 THE EXECUTIVE COMMITTEE; ELECTION OF MEMBERS

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The Executive Committee members shall be elected by the Board of Trustees at its Annual Meeting. It shall consist of the Chair, Vice Chair, and the President, ex officio, Vice Presidents, other Officers or directors of the University, or Board of Trustees-appointed persons, who shall serve for one year and until their successors are elected and qualify. Vacancies may be filled by the Board of Trustees at any meeting.

### 4.2 THE EXECUTIVE COMMITTEE; POWERS

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The Executive Committee shall have and may exercise at all times when the Board is not in session, all the power and authority of the Board (provided for herein or otherwise) in the management and control of the business, property and affairs of the University. The Executive Committee shall provide guidance and counsel consider significant institutional issues for Officers, including the appointment and replacement of the President, and priorities of a time sensitive nature or that transcend the scope of responsibility of one or more Committees of the Board. The Executive Committee shall report its actions to the Board at its next stated meeting. Any action taken by any Committee shall be subject to review, alteration or

revocation by the Board of Trustees; provided, however, that third parties shall not be prejudiced by such alteration or revocation. At meetings of the Executive Committees, the presence of a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business.

Executive Committee can exercise the power of the Board of Trustees in order to appoint other subcommittees to perform its duties and responsibilities. Executive Committee shall appoint or remove the members of each subcommittee.

#### 4.3 OTHER COMMITTEES

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The following Committees of the Board of Trustees shall be appointed by the Board to perform its duties and responsibilities:

##### Compensation Committee

Each such committee shall have and exercise such authority of the Board of Trustees in the management of the business and affairs of the University as the Board may specify from time to time. The Chair may designate one or more Trustees as alternate members of any Committee to replace any absent or disqualified member at any meeting of the Committee and, in the event of such absence or disqualification, the member or members of such Committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Any action taken by any Committee shall be subject to alteration or revocation by the Board of Trustees; provided, however, that third parties shall not be prejudiced by such alteration or revocation. At meetings of the Committees, the presence of a majority of the committee members, excepting Emeritus Trustees, shall be necessary and sufficient to constitute a quorum for the transaction of business.

The duties and authorities of Subcommittees shall be determined from time to time by the Board.

The Compensation Committee is responsible to set the total compensation of the President.

#### 4.4 APPOINTMENT OF COMMITTEE MEMBERS

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The members of Committees may be appointed at any meeting of the Board or the Executive Committee by the Chair of the Board of Trustees, by the Vice Chair of the Board of Trustees or the President. He or she shall also appoint one member of each Committee to serve as its Chair.

#### 4.5 NOTICE

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Written notice of the date, time and place of the Committee meetings shall be given to each member thereof not fewer than one day prior thereto. Committee meetings may also be called through unanimous written consent of all Committee members. Any business may be transacted at any meeting.

## ARTICLE V: ELECTION OF TRUSTEES AND OFFICERS

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### 5.1 NOMINATIONS FOR VACANCIES; WHEN SUBMITTED

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The license holder or the Executive Committee shall submit to the Trustees at each Annual Meeting nominations for those vacancies which will exist in the Board at such Meeting. It shall also submit nominations for members of the Executive Committee and for Officers of the University listed under Article III, Section 3.1.

### 5.2 TERMS OF OFFICE; WHEN EFFECTIVE

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The terms of office for the Officers, Trustees and members of all Committees of the Board of Trustees, including the Executive Committee, shall become effective on the 1<sup>st</sup> day of the month following each Annual Meeting at which they are elected. Terms of office for Trustees elected to fill a vacancy at a time other than the Annual Meeting shall become effective immediately or as otherwise agreed.

## ARTICLE VI: DEGREES IN COURSE

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### 6.1 DEGREES IN COURSE; REQUIREMENTS FOR CONFERMENT

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Degrees in course shall be conferred by the Board of Trustees upon recommendation of the President and the several Faculties in accordance with requirements as published in the annual catalog. The President, or in his or her absence, the Chair of the Board, shall bestow the authorized degrees at such time and place as may be appointed.

## ARTICLE VII: HONORARY DEGREES

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### 7.1 HONORARY DEGREES; REQUIREMENTS FOR CONFERMENT

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Honorary degrees may be conferred by the Board of Trustees upon the recommendation of the President in recognition of creative work, eminent scholarship or distinguished public service. The candidates shall be nominated by the Honorary Degrees Committee. Bestowal of honorary degrees shall be made by the President or, in his or her absence, by the Chair of the Board at such times and places as may be appointed, and the candidates shall be required to be present.

## ARTICLE VIII: STATEMENT OF POLICY ON PROFESSIONAL PROTECTION REGARDING FACULTY MEMBERS

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### 8.1 SUPPORT OF FACULTY FREEDOMS

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It is important that faculty members of CMKL University have freedom in carrying out their normal academic activities within the framework of the University's rules, regulations, and policies, as they may then exist, and society's laws, regulations and norms. Consistent therewith, the University has a role in assisting the Faculty to maintain appropriate academic freedom in the classroom and in research activities, in judging fellow Faculty and in evaluating and counseling students, and in engaging in public service activities. Faculty members may be exposed to potential liability or legal expenses arising out of their normal activities in these areas, and this may serve to inhibit their freedom of action. It is, therefore, consistent with the University's role as a supporter of Faculty freedoms for it to protect Faculty to the extent set forth in the paragraphs found below against financial liability or legal expenses resulting from activities directly related to or incidental to the purposes of the University. In addition, the President, Vice, Associate and Assistant President, Directors, Program Directors are covered by the provision of this Policy or as amended by the Board of Trustees or Executive Committee. Also covered are students and staff when they serve on University-appointed Committees. For the purposes of this Article, the term "Faculty member" includes those mentioned above.

## ARTICLE IX: GENERAL PROVISIONS

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### 9.1 EXECUTION OF NOTES, CHECKS, CONTRACTS AND OTHER INSTRUMENTS

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All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the University whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the University, may be signed by the President, the Chief Financial Officer, or their designees, or any other person authorized by the Board to sign any of the foregoing, which may be general or confined to specific instances. Contracts and other instruments may also be executed by the Provost and his or her designee. Any person having authority to sign on behalf of the University may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board. For investment and reinvestment of funds and the purchase and sale of securities and to instruments in writing necessary to accomplish the same, any instrument executed on behalf of the University as set forth in this Section and attested to by its Secretary or any Assistant Secretary shall be binding upon the University.

## 9.2 VOTING SECURITIES OWNED BY THE UNIVERSITY

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Securities owned by the University and having voting power in any other university shall be voted by the President or his designee, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies with general power of substitution.

## 9.3 OFFICES

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The principal business office of the University shall be at 1 Soi Chalongkrung 1, Ladkrabang, Bangkok, 10520, Thailand. The University may also have offices at such other places within or without Bangkok as the business of the University may require.

## 9.4 UNIVERSITY SEAL

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The seal of the University shall consist of the university logo containing the following words: "CMKL University, Thailand."

## 9.5 FISCAL YEAR

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The fiscal year of the University shall begin on January 1 and end on December 31 of each year.

## 9.6 ANNUAL REPORT

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The President and Chief Financial Officer shall present an annual report to the Board of Trustees.

# ARTICLE X: AMENDMENTS

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## 10.1 AMENDMENTS

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These Bylaws may be amended, altered or repealed, and new Bylaws may be adopted, at any meeting of the Board of Trustees by a majority vote of the Trustees present, provided a quorum be present and provided that all Trustees shall have been given three days' written notice of the general nature of the proposed amendment. No provision of these Bylaws shall vest any property or contract right in any person.