

**BYLAWS
OF
THE AMERICAN BUSINESS GROUP OF ABU DHABI
DOING BUSINESS AS
“AMCHAM ABU DHABI”**

**A MEMBER OF THE GLOBAL NETWORK OF THE
AMERICAN CHAMBERS OF COMMERCE**

FEBRUARY 11, 2022

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ARTICLE I THE ORGANIZATION

This organization is known as the American Business Group of Abu Dhabi (referred to as “AmCham Abu Dhabi”) and is governed by a Constitution ratified by its members. The purpose of AmCham Abu Dhabi is stated in the Constitution.

ARTICLE II MEMBERSHIP

Article IV of the Constitution specifies that membership of AmCham Abu Dhabi shall consist of General Members and Affiliate Members (“Members”). The Constitution also provides that membership shall be open to any corporation, limited liability company, other business entity, organization and individual meeting membership criteria set forth in the Bylaws.

2.1 Eligibility of General Members

There shall be two (2) sub-categories of General Members: Corporate and Individual Members.

2.1.1 Corporate membership is open to:

- (a) U.S. businesses including any corporation, limited liability company, partnership, and other business entity incorporated or organized under the laws of any state or territory of the United States of America, and any subsidiary and affiliate thereof (each such entity, an “American Business”), in each case with a physical presence in the Emirate of Abu Dhabi, either independently or in affiliation with a UAE national, provided the American Business is a member of the Abu Dhabi Chamber of Commerce and Industry; and
- (b) Non-U.S. businesses including any organization and company that (1) has a physical presence in the United Arab Emirates, either independently or in affiliation with a UAE national, provided the organization or company is a member of the Abu Dhabi Chamber of Commerce and Industry, and (2) satisfies any of the following criteria:
 - i) carries on a major business as an agency, distributorship, franchise or other representation for an American Business;
 - ii) operates as a joint venture or under management contract with an American Business;
 - iii) conducts a business that is managed or operated substantially by American professionals in accordance with American standards; or
 - iv) evidences a special nexus with the American business community in the Emirate of Abu Dhabi.
- (c) UAE corporations, governmental bodies, quasi-governmental bodies, or institutions satisfying the criteria in section 2.1.1(b).

- (d) The Board of Directors may establish levels of corporate membership and specify the dues applicable to each level.

2.1.2 Individual membership is open to:

- (a) Any United States citizen or permanent resident of the United States who (1) is employed or conducts business in the Emirate of Abu Dhabi and (2) is not otherwise a Member Representative or Secondary Representative of a Corporate Member or of a Member of any sub-category of Corporate Membership; and
- (b) Any individual who is employed by, or conducts business for any organization or company that (1) has a physical presence in the Emirate of Abu Dhabi, either independently or in affiliation with a UAE national, provided the organization or company is a member of the Abu Dhabi Chamber of Commerce and Industry, and (2) satisfies any of the following criteria:
 - i) carries on as a major business an agency, distributorship, franchise or other representation for an American Business;
 - ii) operates as a joint venture or under management contract with an American Business;
 - iii) conducts a business that is managed or operated substantially by American professionals in accordance with American standards; or
 - iv) evidences a special nexus with the American business community in the Emirate of Abu Dhabi.

2.2 Eligibility of Affiliate Members

2.2.1 any individual or corporate entity desiring to support the goals and the objectives of AmCham Abu Dhabi, irrespective whether the individual or corporate entity is resident or located in the U.A.E. or in another country, may become an AmCham Abu Dhabi affiliate ("Affiliate").

2.2.2 Affiliate Members are not entitled to vote at any meeting of AmCham Abu Dhabi Members or serve member of the Board of Directors. Affiliate Members may serve on AmCham Abu Dhabi committees described in section 3.8.

2.3 Application Process and Approval of all Members

Each applicant for membership shall submit a signed application form approved by the Board of Directors. The Board of Directors shall evaluate whether the applicant meets the applicable criteria and, in its sole discretion, approve the application for membership.

Any applicant so elected to membership shall become a Member upon payment of the regularly scheduled dues as provided in section 2.5.

2.4 Membership Year

The membership year shall be from January 1 until December 31.

2.5 Membership Dues

2.5.1 The Board of Directors is responsible for specifying membership dues for all membership categories, sub-categories, and levels. The schedule of membership dues shall be published before October 31st so Members have advanced notice of dues prior to membership year. Membership dues are payable in full prior to the first day of the membership year.

2.5.2 New Members admitted during the Membership year shall pay prorated dues based on the month in which they are admitted to membership.

2.6 Membership Renewal

Membership shall be renewed upon payment of the applicable membership dues.

2.7 Rights of Members

2.7.1 General Members

2.7.1.1 General Members whose dues are paid in full shall be eligible to vote on all matters brought before the membership.

2.7.1.2 General Members residing in Abu Dhabi may serve on the Board of Directors provided they or their spouses are not permanent AmCham Abu Dhabi employees.

2.7.1.3 General Members shall elect individuals to serve on the Board of Directors at the Annual General Meeting in accordance with the procedures set forth in Section 2.8 of these Bylaws.

2.7.1.4 Each Individual Member shall be entitled to one (1) vote and each Corporate member shall be entitled to two (2) votes.

2.7.1.5 Corporate Members shall nominate a person residing in the Emirate of Abu Dhabi to be its Primary Representative and may nominate a second employee of the Corporate Member to serve as its Secondary Representative.

2.7.2 Affiliate Members

Affiliate Members shall have access to all Member only and standard AmCham events for free or at Member prices with priority for online event registration. Affiliate Members will receive electronic and hard copies of the membership publication and a membership to enable Affiliate Members to avail themselves of discounts from local vendors. Affiliate Members are eligible to serve on any AmCham committee. Affiliate Members are not eligible to serve on or vote for the AmCham Board of Directors or serve as the chairperson of any AmCham committee.

2.7.3 Membership Benefits

The AmCham Board of Directors has the discretion to provide additional benefits to any category, sub-category, or level of membership.

2.7.4 List of AmCham Abu Dhabi Members

A list of all AmCham Abu Dhabi Members shall be maintained distributed to all Members in the manner determined by the Board of Directors.

2.8 General Meetings

2.8.1 The membership shall have at least one (1) general meeting of the membership, which shall be designated as the "Annual General Meeting", to be held in the second calendar quarter every year unless otherwise agreed by the Board of Directors. The Board of Directors may also hold a general meeting at any time as determined by the Board of Directors to conduct business requiring the participation of the Membership.

2.8.2 Written or electronic notice of any general meeting shall be given to every Member at least one (1) month before each such general meeting.

2.8.3 The following business shall be conducted at the Annual General Meeting:

- (a) Report of the Board of Directors;
- (b) Report of the previous year's accounts;
- (c) Election of Officers and Members-at-large of the Board of Directors as provided in Article III, section 3.3 of these Bylaws; and
- (d) Other matters, which have been properly placed on the agenda. Any Member who wishes to place an item on the agenda of any general meeting may do so by written notice received by the Chairperson at least one (1) week before the general meeting.

2.8.4 Unless otherwise specified in the Constitution or Bylaws, adoption of any proposed resolution appearing on the agenda of any general meeting shall be by simple majority of all votes cast.

2.8.5 Proxies

Any General Member may give a proxy to another General Member for voting or quorum purposes at any general meeting, including the Annual General Meeting. The proxy designation shall be in writing and shall clearly set forth the scope of the proxy.

2.8.6 Establishment of a Quorum for a General Meeting

A quorum of twenty percent (20%) of the total qualified voting Membership of AmCham Abu Dhabi shall be required to take official actions at a General Meeting. The quorum shall be tallied by counting those attending in person or represented by proxy. Such qualified voting Membership shall be determined as of the date occurring one (1) week prior to the general meeting.

2.8.6.1 In the event there is not a quorum at any general meeting, the meeting may be adjourned to a place, date, and time to be determined by the Board of Directors. Notice of such adjourned general meeting and a copy of the agenda shall be sent to all

Members at least two (2) weeks prior to the date of the rescheduled meeting.

2.8.6.2 If a quorum of Members cannot be obtained at the adjourned general meeting, then those present shall be considered a quorum. Those in attendance shall have authority to conduct business appearing on the agenda, but they shall not be permitted to amend any proposed resolution appearing on the agenda of the adjourned general meeting.

2.8.7 Minutes of Meeting

Minutes of each general meeting, including the Annual General Meeting, shall be recorded and approved by the Board of Directors. Minutes will be made available to all AmCham General Members.

ARTICLE III BOARD OF DIRECTORS

3.1 Powers and Responsibilities of the Board

As provided in the Constitution, AmCham Abu Dhabi shall be governed by a Board of Directors (the "Board"). In addition to the powers set forth in Article V of the Constitution, the Board of Directors shall have specific powers and responsibilities including but not limited to the following:

1. Confer AmCham Abu Dhabi membership by reviewing and voting on all applications in accordance with Article II, section 2.3 of these Bylaws;
2. Establish the dues and benefits for all membership sub-categories and levels;
3. Solicit and accept donations on behalf of AmCham;
4. Designate the banks or financial institutions into which AmCham Abu Dhabi funds may be deposited, open and operate bank accounts, provide for the manner in which they may be withdrawn, and borrow money;
5. Approve all capital costs or acquisition of assets prior to expenditure;
6. Inform all AmCham Members of pertinent matters;
7. Hire, evaluate, and determine the terms of employment for the Executive Director; and
8. Establish and evaluate Board and administrative policies.

3.2 Board Composition

The Board shall consist of at least nine (9) and not more than fifteen (15) voting Directors, six (6) to twelve (12) of whom shall be elected by General Members ("Elected Directors") and three (3) of whom shall be selected by the Elected Directors (the "Selected Directors"). At all times, a majority of the voting Members of the Board of Directors shall be United States citizens. All Directors shall be drawn from the General Members, but are responsible to AmCham Abu Dhabi General and Affiliate Members. No salary or compensation shall be paid for service as a Director, except reimbursement for reasonable expenses incurred in

connection with such service. The immediate past Chairperson of AmCham Abu Dhabi, the Executive Director, and a representative of the U.S. Embassy shall serve as non-voting *ex officio* members of the Board.

3.2.1 Terms

All Directors shall serve for a term of two years, beginning on July 1 following the Elected Director's election and ending on June 30 two years thereafter.

3.2.2 Elected Directors

The twelve (12) Elected Directors shall include four officers. Board Officers, their nationalities, and Membership categories shall be the following:

1. Chairperson Any United States Citizen who is a General Member
2. Vice-Chairperson Any United States Citizen who is a General Member
3. Secretary Any General Member
4. Treasurer Any General Member

Officers may not serve in the same office for more than 2 consecutive terms. The number of terms that an eligible person may serve as a Member-at-large is not limited.

- 3.2.3 The elections shall coincide with the Annual General Meeting in the second calendar quarter.

3.3 Board Nominating Committee and Nominations

At least two months before the Annual General Meeting, the Board of Directors shall appoint five (5) General Members to serve on the Board of Directors Nominating Committee until the new Directors are elected. Unless otherwise agreed by the Board of Directors, one Nominating Committee member shall be a Director who will not run for election in the current year. Three members of the Nominating Committee shall constitute a quorum. The Nominating Committee shall act with complete confidentiality. The Nominating Committee shall solicit at least six weeks before the Annual General Meeting a request for General Members to submit nominations for open Board of Director positions.

3.3.1 Eligibility for Board Service

Any General Member in good standing is eligible to serve as a Member-at-large, Board Secretary, or Board Treasurer. Any U.S. Citizen who is a General Member in good standing may serve as the Board Chairperson or Vice-Chairperson. General or Affiliate Members may nominate any General Member to serve as a Member-at-large. Any two (2) qualified General Members may nominate for any Board Officer position one (1) or more eligible and consenting candidates for consideration by the Nominating Committee. All nominations shall be in writing and must be received by the Nominating Committee no later than one (1) month before the Annual General Meeting, at which time nominations shall be closed. No candidate shall be nominated by the same two (2) Members for more than one (1) Board Officer position.

3.3.2 Nominations

The Nominating Committee shall consider all nominations and any other qualified and consenting candidates. The Nominating Committee shall nominate at least one (1) qualified and consenting candidate for each Board Officer position and other nominees to fill the Members-at-large positions. General Members who offered their candidacies but were not selected as nominees shall be notified by the Chair of the Board Nominating Committee. The Nominating Committee shall announce Board nominations to the Membership no later than three (3) weeks prior to the Annual General Meeting.

3.3.3 Election Committee

At least one month before the Annual General Meeting, the Board of Directors shall appoint five (5) General Members to serve on the Election Committee who shall serve until new Directors are elected. Current Directors and their spouses, candidates running for election and their spouses, and members of the Board Nominating Committee and their spouses shall not be eligible to serve on the Election Committee. The Election Committee shall be responsible for publicizing the election, obtaining a master list of General Members eligible to vote, preparing the ballots and the voting system, ensuring that only one ballot per eligible voter is counted, counting the ballots, and announcing the election results.

3.3.4 Notice of Election

Notice of the election and the Annual General Meeting, along with the slate of candidates selected by the Nominating Committee and biographical information, shall be sent to all General Members at least one (1) month in advance of the Annual General Meeting. Biographical information shall include at a minimum the name, citizenship, employment information, and previous board or committee service, if any. The Notice of Election shall clearly state the dates of the "Meet the Candidates Reception" and the Annual General Meeting clearly state the dates of the "Meet the Candidates Reception" and the Annual General Meeting.

3.3.5 Meet the Candidates Reception

A "Meet the Candidates Reception" will be held at least two (2) weeks prior to the Annual General Meeting. The candidates will be provided an opportunity to address General Members.

3.3.6 Voting Procedures

Each Individual Member is entitled to one (1) vote and each Corporate Member is entitled to two (2) votes for one nominee to fill each vacancy by secret ballot. Voting may be conducted electronically. Nominees receiving the largest number of votes for each position shall be elected to fill such vacancies. In the event of a tie vote, re-balloting will be required for those tied. Election results shall be announced by the Election Committee in a timely manner and shall only include the names of the winners. The actual number of votes received by each candidate shall remain confidential.

3.4 Selected Directors

3.4.1 Selection

Following the election of the four (4) Board officers and 8 Members-at-large (referred to as the “Incoming Board”), along with advice from any Outgoing Directors (those whose terms expired and were not elected for an additional term and who are not under consideration for selection), should hold an executive meeting as soon as practicable to select three (3) Selected Directors. The Selected Director positions are intended to ensure that the 15-member AmCham Board is comprised of a majority of U.S. citizens and/or to provide needed expertise and balance. Selected Directors shall be regular voting members of the Board, except they shall not be eligible to serve as Chairperson or Vice-Chairperson or to vote in the selection of Selected Directors.

3.4.2 Eligibility Requirements

All Selected Directors shall meet the eligibility requirements set forth in Section 3.4.1. Any Director nominating a candidate for a position as Selected Director shall provide sufficient biographical information necessary to make an informed decision and confirm, prior to making the nomination, that the nominee meets the eligibility requirements and consents to the nomination. Outgoing Directors are eligible for selection; however, any Outgoing Directors under consideration for selection may not consult with the Incoming Elected Directors or otherwise participate in the selection process.

3.4.3 Approval Requirements

At least two thirds of the Elected Directors must vote in favor of a candidate in order for the candidate to be chosen as a Selected Director.

3.5 Vacancies

The Board of Directors shall fill by appointment a mid-term vacancy of all Directors (Appointed Directors), unless such vacancy occurs late in the Director’s term that filling the vacancy is not practicable. However, a vacancy of the Chairperson position shall be filled by the Vice Chairperson and the vacancy of the Vice-Chairperson shall then be filled by a sitting Director. A vote of at least two-thirds is required to fill a vacancy. A person appointed to fill a mid-term vacancy shall serve the full remainder of the term. All Appointed Directors shall have the same eligibility requirements as set forth in Section 3.4.1 and the same powers and responsibilities of Elected and Selected Directors.

3.6 Board Officers

3.6.1 Chairperson

The Chairperson of the Board shall preside over all meetings of AmCham Abu Dhabi and the Board of Directors and oversee the implementation of Board decisions. The Board Chairperson shall represent AmCham Abu Dhabi in all external relations. The Board Chairperson shall serve as an ex-officio member of all Board Committees.

3.6.2 Vice-Chairperson

The Vice-Chairperson shall perform the duties and responsibilities assigned by the Chairperson, and shall preside over meetings in the absence of the Chairperson. Only Elected Directors shall be eligible to fill the mid-term vacancy of the Vice-Chairperson.

3.6.3 Secretary

The Board Secretary shall be responsible for overseeing the legal affairs of AmCham and maintaining relationships with AmCham's legal counsel or legal consultants. The Secretary shall also be responsible for sending written notice of all Board meetings to all Directors and other persons invited to attend such meetings. The Secretary shall ensure minutes of all Board meetings are accurately recorded and maintained and that copies are sent to the Board of Directors. The Secretary shall also prepare motions on written consent and shall work with the Executive Director to ensure information is disseminated to all AmCham Members.

3.6.4 Treasurer

The Treasurer of the Board shall be responsible for ensuring that accurate financial receipts, disbursements, accounts, and records of AmCham Abu Dhabi are kept and shall report on all financial matters to the Board of Directors. The Board Treasurer shall chair the Finance Committee. The Treasurer shall have access to AmCham's financial records and shall arrange audits of the AmCham accounts as needed and at the end of the fiscal year (January 1 through December 31). The Treasurer shall assist the Executive Director in the preparation of the annual budget and setting the membership dues for each fiscal year.

At the end of his or her service, each officer shall turn over to the Board Chairperson or appropriate new officer all records, books, funds, or other materials pertaining to the office.

3.7 Resignation or Removal

3.7.1 Resignation

Any Board Officer or Member-at-large may resign his or her position upon written notice to the Board Chairperson.

3.7.2 Removal

3.7.2.1 Directors are expected to attend each monthly and any special meetings of the Board of Directors. A Director who is absent from three (3) consecutive meetings (whether monthly, special, or otherwise) of the Board of Directors may be deemed by the Board of Directors to have failed to carry out the duties of such person's office and may be subject to removal by the Board of Directors.

3.7.2.2 In the event that any Officer or any Member-at-large of the Board of Directors is unable or fails to carry out the duties of that person's office, the Board of Directors shall have the right, upon the affirmative vote of at least two-thirds of all Directors entitled to vote, to remove such Director from office. The Board shall meet in

executive session when considering or effecting the removal of a Director.

3.8 Board Committees

The Board of Directors is authorized to create one or more standing and special committees as may be necessary to carry out the work of the Board of Directors and AmCham Abu Dhabi. The Chairperson, upon approval of the Board of Directors, shall determine the powers, responsibilities, chairperson, and members of such committees. Unless otherwise specified by the Board, the committees shall be formed as stated below with the purposes stated below, and each committee shall adopt its own procedures, keep minutes if its actions and decisions, and make regular reports to the Board. All committee materials shall be turned over to the Board Chairperson at the end of the fiscal year or to the new committee chair person. Such committees may be dissolved by the same action.

3.8.1 Standing Committees

Unless otherwise resolved by the Board of Directors, there shall be six (6) standing committees of the Board, each having the purposes stated below: (1) Finance; (2) U.S.-UAE Governmental Affairs; (3) Human Resources; (4) Legal Affairs; (5) Membership; and (6) Programs. All standing committees shall be chaired by a member of the Board of Directors.

3.8.1.1 Finance Committee:

The purpose of the Finance Committee is to ensure sufficient financial resources to provide space, supplies, staff, support, and events to support AmCham's mission and strategic plan and report to the Board. The Finance Committee shall review, analyze, and recommend the annual budget and audit (including all full and part-time positions), review investment policies, practices and performance, analyze budget projections and draft budgets prepared by staff, and recommend future spending priorities, and periodically review employee benefit plans, insurance coverage, and office procedures that pertain to AmCham's finances. The Finance Committee shall be chaired by the Board of Director's Treasurer and shall include at least one other Director. Principals or employees of AmCham's appointed auditor shall not be members of the Finance Committee.

3.8.1.2 U.S.-UAE Governmental Affairs Committee:

The purpose of the U.S.-UAE Governmental Affairs Committee is to (1) represent AmCham Members' business interests and concerns to federal and state/Emirate governments and government-related entities in the U.S.A. and U.A.E. and (2) coordinate with U.S.- and M.E.N.A.-based trade associations to represent interests and concerns to U.S. and U.A.E. governmental entities. The U.S.-UAE Governmental Affairs Committee will also coordinate the interaction between AmCham Members and the U.A.E.'s quasi-governmental and private sector. The U.S.-UAE Governmental Affairs Committee will be structured into two (2) working groups: (i) the U.S. Working Group, which will represent AmCham Members' business interests and concerns to the U.S. federal and state governments, and (ii) the U.A.E. Working Group, which will promote relations between the American business community and U.A.E. federal and Abu Dhabi Emirate-level government entities, as well as Emirati government-funded private sector companies.

3.8.1.3 Human Resources Committee:

The Human Resources (HR) Committee will consist of the Vice-Chairperson, who will Chair of the HR Committee, the Board Secretary, and at least three (3) other members of the Board of Directors appointed by the Board of Directors. The HR Committee has authority to advertise, interview, and hire the Executive Director at a salary and benefits approved by the Board of Directors. The Committee is also responsible for evaluating and terminating the Executive Director, and approving and recommending to the Board the Executive Director's staffing plan for the upcoming financial year.

- (i) No later than three (3) months before the beginning of each financial year, the HR Committee shall recommend for Board approval (a) the Executive Director's staffing plan, and (b) the salary and benefits of each approved staff position including the Executive Director.
- (ii) The Committee shall also approve and ensure compliance with AmCham's Policy and Procedures Manual.

3.8.1.4 Legal Affairs Committee:

The purpose of the Legal Affairs Committee is to consider and, if appropriate, implement any initiative of a legal nature that relates to matters affecting the business interests and concerns of the Members of AmCham Abu Dhabi, monitor and inform the AmCham membership of relevant legal developments, and review and provide a recommendation to the Board of Directors on any proposed amendments to the AmCham Constitution and Bylaws. The Legal Affairs Committee shall be chaired by the Board Secretary.

3.8.1.5 Membership Committee:

The purpose of the Membership Committee is to promote membership in and recruit new Members to AmCham. The Membership Committee and its members will receive and review applications for membership, recommend to the Board of Directors acceptance of the applicants meeting the criteria for membership. The Membership Committee shall also propose the creation of any new membership categories or levels and new membership programs.

3.8.1.6 Programs Committee:

The purpose of the Programs Committee is to plan and implement, or procure the implementation, of AmCham's annual programs and special events. The Programs Committee will prepare and recommend to the Board of Directors a detailed budget for each special event, and a plan and schedule of monthly programs. The Programs Committee may include a subcommittee to plan, organize, and implement roundtable discussions on matters affecting the business interests of AmCham Members, local business entities, and the Abu Dhabi and UAE governments.

3.8.2 Special Committees

Special Committees can be created to facilitate a specific activity or represent a specific industry or sector. The Board of Directors may create Special Committees that will remain constituted until dissolved by a majority vote of the Board of Directors. General and Affiliate Members are eligible to chair Special

Committees. The chair of each Special Committee shall propose Special Committee members.

The Chair of each Special Committee shall report their activity monthly to the Board of Directors.

3.8.3 Committee Membership

No person shall serve on a Board committee unless appointed by the Board. The chairperson of a Board committee is responsible for nominating persons to serve on such chairperson's Board committee. The AmCham Board Chairperson and Executive Director shall be *ex-officio* members of all standing committees, but shall not be required to attend all meetings.

3.9 Board Meetings

All meetings of the Board of Directors shall be governed by the most recent published edition of Roberts' Rules of Order provided they are applicable and not inconsistent with the Constitution, these Bylaws, and any special rules of order adopted by AmCham Abu Dhabi.

3.9.1 Annual Organizing Meeting

The Annual Organizing Meeting of the Board of Directors shall take place in July. At this time, Chairs of all Board standing and any special committees shall be selected.

3.9.2 Monthly Board Meetings

Unless scheduled otherwise, meetings of the Board of Directors shall be held on the second Friday of each calendar month. The Chairperson, or in his or her absence, the Vice-Chairperson shall preside over all Board meetings. In the absence of any officer at a Board meeting, a temporary officer shall be selected by the Directors in attendance.

3.9.3 Special Board Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board at the request of the Executive Director, or at the request of three (3) Directors. Requests for special meeting shall be made in writing and must include a description of the matters to be considered at the special meeting. Unless a majority of Directors agree otherwise, at least three (3) days written notice of a special meeting is required to be provided by the Board Secretary to all Directors and ex officio members of the Board. The notice shall specify the time, place and subject matter of the special meeting.

3.9.4 Proxies

Any Director unable to attend any meeting of the Board of Directors may execute a proxy appointing any other voting Board member to exercise at that meeting the absent Board member's right to vote. The proxy must be received by the Board Secretary prior to the start of the meeting. No voting Director may represent by proxy more than two (2) other Board members.

3.9.5 Quorum

The quorum for all meetings of the Board of Directors shall be a simple majority of the voting membership of the Board of Directors. A Director giving his or her proxy to another Director shall be counted toward determination of a quorum.

3.9.6 Board Action

Unless otherwise specified in these Bylaws or the Constitution, all actions of the Board of Directors shall be decided by a simple majority vote of Directors present in person any by proxy.

3.9.7 Telephonic Meetings

One or more Directors may participate in a Board meeting by conference telephone call or other communications means by which all participants can hear others. The Director participating in such manner shall be deemed to be present at the meeting and counted for purposes of constituting a quorum.

3.9.8 Decisions by Electronic Mail

Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a written resolution is approved by electronic mail. Decisions by electronic mail are limited to circumstances when the motion cannot be deferred until the next meeting of the Board of Directors. The Board Secretary shall deliver by electronic mail to all Board of Directors (including ex officio members) the full text of any motion. The Board Secretary shall record the responses, if any, of each Board of Directors member and record all electronic votes. The written resolution and all electronic votes shall be filed with the minutes of Board meetings.

ARTICLE IV EXECUTIVE STAFF

The Board of Directors shall appoint an Executive Director to manage the day-to-day affairs of AmCham Abu Dhabi and shall determine his or her duties. The length of employment, salary, and other terms and conditions of employment of the Executive Director shall be established by the Human Resources Committee and approved by the Board of Directors. The specific duties of the Executive Director include, but not necessarily limited to:

1. Assume day-to-day responsibility for running AmCham operations; carrying out policies and strategic objectives established by the Board of Directors;
2. Solicit new Members and welcome them to AmCham Abu Dhabi upon Board approval of their membership;
3. Accept donations, gifts and other contributions in furtherance of AmCham's objectives;
4. Collect dues, fees, and funds and oversee their investment in accordance with terms set by the Board Finance Committee;
5. Hire all employees for full-time and part-time positions approved by the Board and their pay wages, salaries, and gratuities;

6. Terminate employment as necessary and in accordance with approved policy;
7. Prepare and present to the Board reports as needed or requested;
8. Maintain all spaces owned, leased, or operated by AmCham Abu Dhabi;
9. Recommend the annual budget and membership dues to the Finance Committee and administer the budget as approved by the Board of Directors;
10. Carry out the program and events approved by the Program Committee and/or the Board of Directors; and
11. Represent and act on behalf of AmCham with regard to all U.A.E., Abu Dhabi and U.S. governmental entities.

ARTICLE V INDEMNIFICATION

To the fullest extent of the law, AmCham Abu Dhabi shall indemnify and defend all persons who were or are now a Director, Board officer, member of a Board committee, volunteer, and employees, including their estates, heirs, legal representatives, and assigns in the event of their death, incapacity, or bankruptcy (each an "Indemnified Person"), and hold them harmless from and against all claims, suits, losses, damages, actions, judgments, suits, proceedings, costs, expenses, and disbursement that arise from or relate to AmCham, the management or administration of AmCham, the business affairs of AmCham, or activities of the Indemnified Party on behalf of AmCham provided the Indemnified Party acted in good faith and was not the result of the Indemnified Person's willful misconduct, dishonesty or fraud.

APPROVAL HISTORY:

Bylaws amended and restated on January 30, 2005.

First amendment adopted December 11, 2005 (RE: Paragraph 1 – Categories of Membership and Paragraph 3 – Membership Dues).

Second amendment adopted June 11, 2006 (RE: New Paragraph 8 – Removal of Board of Directors Members).

Third amendment adopted July 16, 2006 (RE: Revised Paragraph 7 – Schedule of Meetings).

Fourth amendment adopted October 2, 2006 (RE: Revised Paragraph 7 – Schedule of Meetings).

Fifth amendment adopted December 9, 2007 (RE: Revised Paragraphs 1 – Categories of Membership, 2 – Determination of Membership, 3 – Membership Dues and 8 – Schedule of Meetings and New Paragraph 5 – AmCham Abu Dhabi Affiliates).

Bylaws amended and restated and adopted on October 18, 2009 by vote of the Board of Directors.

Bylaws amended and restated and adopted on April 19, 2011 by vote of the Board of Directors (RE: Revised Paragraphs 2, 4, 6, 10, 12 – Titles of Officers and Selection of Committee Chairs).

Bylaws amended and restated and adopted on September 17, 2011 by vote of the Board of Directors (RE: Revised Paragraph 9 – Removal of Board of Directors Members, and Paragraph 10 – Parliamentary Procedures).

Bylaws amended and restated and adopted by a vote of the Board of Directors on September 8, 2012 (RE: adding new Paragraph 12.5 – Election Deadlock). Amendment and restatement of Bylaws effective as of April 17, 2013 (effective date of amendment to Article IV of Constitution).

Bylaws amended and restated and adopted on June 9, 2013 by a vote of the Board of Directors (RE: Revised Paragraph 6.1 - Committee Membership; Paragraph 6.3 - Appointment and Removal of Committee Members; Paragraph 6.4 - Appointment of Additional Committees; Paragraph 12.3 - Ballots).

Sixth Amendment adopted on September 13, 2014 by unanimous vote of the Board of Directors (RE: Revised Paragraph 3 – Membership Dues, 4 – Affiliate Dues, 6.2 Standing Committees: deleted section g – U.A.E. Relations Committee; deleted section h – U.S. Public Affairs Committee; added new section g of Paragraph 6.2 and retitled “U.S. – U.A.E. Public Affairs Committee”).

Seventh Amendment adopted on September 19, 2015 by unanimous vote of the Board of Directors (RE: Added 6.2 (i) Women in Business Committee).

Eighth Amendment adopted on September 5, 2016 by unanimous vote on two resolutions of the Board of Directors (Amended Sub-Paragraph 6.2 (c.ii) – Finance Committee; and Amended Paragraph 15 – Financial Control)

Revised & Restated Bylaws adopted on 10 May 2020 for the purpose of inter alia conforming with the amended Constitution (9 February 2020) and broadly updating and ameliorating policies and procedures.

First Amendment of Revised and Restated Bylaws adopted on February 11, 2022 by unanimous vote of the Board of Directors (amended Sub-Paragraph 3.9.2, moving Board meetings from second Sunday to second Friday of each month).