

BY-LAWS
OF
THE AMERICAN CHAMBER OF COMMERCE
SAUDI ARABIA

DOING BUSINESS AS
“AmCham Saudi Arabia”

A MEMBER OF THE GLOBAL NETWORK OF
AMERICAN CHAMBERS OF COMMERCE

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**ARTICLE I
THE ORGANIZATION**

This organization is known as the American Chamber of Commerce Saudi Arabia (referred to as “AmCham Saudi Arabia”) and is governed by a Constitution ratified by its members. The purpose of AmCham Saudi Arabia is stated in the Constitution.

**ARTICLE II
MEMBERSHIP**

Article IV of the Constitution specifies that membership of AmCham Saudi Arabia 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) **US Companies with US Parent**

U.S. businesses including any corporation, limited liability company, partnership, and other business entity whose ultimate parent organization is incorporated and organized under the laws of any state or territory of the United States of America, in each case with a physical presence in the Kingdom of Saudi Arabia.

This category should make up a majority of the organization.

(b) **Saudi Companies with Significant US Nexus**

Saudi businesses including any organization and company that (1) has a physical presence in the Kingdom of Saudi Arabia, either independently or in affiliation with a Saudi citizen, (2) is registered with the Saudi government, and (3) that has a significant U.S. nexus, defined by meeting one or more 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 Kingdom of Saudi Arabia.

(c) **Saudi Companies Without Significant US Nexus**

Saudi corporations, governmental bodies, quasi-governmental bodies, or institutions that (1) have a physical presence in the Kingdom of Saudi Arabia,

either independently or in affiliation with a Saudi citizen, and (2) are registered with the Saudi government.

- (d) All Corporate members contemplated in sections (a), (b), and (c) of 2.1.1 must have a physical presence, be legally incorporated and be in good standing to conduct business in Saudi Arabia. Any prospective Corporate member who does not satisfy these requirements shall apply for Corporate Affiliate membership under section 2.2.1(b).
- (e) 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) **US Citizen**

Any United States citizen or permanent resident of the United States who (1) is employed or conducts business in the Kingdom of Saudi Arabia and (2) is not otherwise a Member Representative of a Corporate Member or of a Member of any sub-category of Corporate Membership.

2.2 Eligibility of Affiliate Members

There shall be two (2) subcategories of Affiliate Members: Corporate and Individual Affiliates Members.

2.2.1 The Corporate Affiliate category is open to:

(a) **Multinational Corporations**

Any corporate entity desiring to support the goals and the objectives of AmCham Saudi Arabia, irrespective whether the corporate entity is resident of or located in the Kingdom of Saudi Arabia or in another country.

(b) **American Corporations Not Physically Present or Legally Incorporated in Saudi Arabia**

Any corporate entity registered in the United States desiring to support the goals and the objectives of AmCham Saudi Arabia, that is not physically present in Saudi Arabia, is not legally incorporated in Saudi Arabia, or does not otherwise satisfy the requirements of 2.1.1(d).

2.2.2 The Individual Affiliate category is open to:

(a) **Saudi Citizen or Other International Citizenship**

Any individual desiring to support the goals and objectives of AmCham Saudi Arabia, irrespective of whether the individual is a resident or located in the Kingdom of Saudi Arabia or in another country.

2.3 Honorary Members

The Board of Directors may, by $\frac{3}{4}$ majority vote and after obtaining prior consent of the person being considered for honorary membership, confer honorary membership on any person who has performed outstanding service in US-Saudi economic and trade relations.

In the invitation to the respective meeting of the Board of Directors, reference must be made to the vote to be taken regarding the conferring of honorary membership.

Honorary Members do not pay an annual membership due. This excluded, they have all rights and duties of a member, except they do not have the right to vote.

2.4 Application Process and Approval of all Members

Each applicant for membership shall submit a signed application form or an application form electronically confirmed and submitted; the form to be approved annually by the Board of Directors. The Head of Membership, in consultation with Chapter Engagement Managers, shall evaluate whether the applicant meets the applicable criteria. Any unclear cases, as well as all Affiliate applications, will be presented to the BOD Membership Committee, as set forth in Section 3.6, for review with sector leaders on a biweekly basis. All other applications for new memberships will be approved at the sole discretion of the Board Director of Membership, in consultation with the Head of Membership (Executive Team).

Any applicant approved for membership shall become a General Member or Affiliate Member upon payment of the regularly scheduled dues as provided in section 2.6.

2.5 Membership Year

The membership year shall be for twelve months from the date of payment (for new memberships) and from the first day following the expiration of the preceding membership term (for renewing memberships).

The executive team has discretion to allow event access at the discounted member rate to new members for up to 90 days from application approval and to renewing members within the grace period allowed by Section 2.6, so long as the Head of Finance (Executive Team) has a reasonable belief that the relevant organization is actively pursuing the payment process in good faith.

2.6 Membership Dues

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 July 1st each year so Members have advanced notice of dues prior to membership year.

Membership dues are payable in full immediately following the last day of the preceding membership year. Renewing members whose dues are 45 days or more in arrears shall be dropped from membership, unless the Board of Directors' has, by majority vote, agreed to extend the period.

The Board will be notified monthly of any memberships at risk of lapse in the following 30 day period. In no case shall an expired membership continue beyond 90 days of expiration.

Reinstatement of such membership may only be granted by payment of the total amount of dues originally assessed.

2.7 Membership Renewal

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

2.8 Rights of Members

2.8.1 General Members

2.8.1.1 Voting Eligibility

- (a) General Members whose dues are paid in full shall be eligible to vote on all matters brought before the membership.
- (b) Each Individual Member shall be entitled to one (1) vote and each named member of a Corporate General Member shall be entitled to one (1) vote.
- (c) General Members shall elect individuals to serve on the Board of Directors at the Annual General Meeting, or in the case of electronic voting, within one week of the Annual General Meeting, in accordance with the procedures set forth in Section 2.9 and 3.3 of these Bylaws.

2.8.1.2 Eligibility to Serve on Board of Directors

- (a) General Members residing in Saudi Arabia may serve on the Board of Directors provided they or their spouses are not permanent AmCham Saudi Arabia employees.
- (b) General Members seeking consideration for a position on the Board of Directors must meet all eligibility requirements of Article III, Section 3.2.
- (c) General Members may only be considered for Board of Directors positions after completing the nomination process contemplated by Article III, Section 3.3.

2.8.1.3 Eligibility to Lead Sector Committees

- (a) All General Members are eligible to participate in any AmCham Saudi Arabia industry sector committee, and may also seek leadership roles within their sector of expertise in the form of Chair, Co-Chair, Program Director or Advisor to the Board, where applicable.

2.8.2 *Affiliate Members*

Affiliate Members shall have access to all member- only and standard AmCham Saudi Arabia events for free, where applicable, or at member prices. Affiliate Members will receive the membership publication.

All Affiliate Members are eligible to participate in any AmCham Saudi Arabia industry sector committee, but only Corporate Affiliate Members may serve as committee leaders, their role to be determined by the Chair of the respective committee, but specifically Co-Chair or Program Director only, and with the exception of the Committee Chair and Committee Advisor to the Board positions, which must be filled by voting General Members. Individual Affiliate Members may not serve in committee leadership roles.

Corporate Affiliates may sponsor industry sector committees, but Corporate General Members as defined by 2.1.1(a) have preference over Affiliate Members and are entitled to first right of refusal. Individual Affiliates may not sponsor committees or other AmCham Saudi Arabia activities.

Affiliate Members are not entitled to vote at any meeting of AmCham Saudi Arabia Members or serve as members of the Board of Directors.

2.8.3 *Membership Benefits*

The AmCham Saudi Arabia Board of Directors has the discretion to modify membership benefits to any category, sub-category, or level of membership.

2.9 General Meetings

2.9.1 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 third 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.

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

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

- (a) Report of the Board of Directors (to include financial statements, membership rosters and annual accomplishments),
- (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 By-laws, 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. Such a request shall be honored unless it is determined, by a $\frac{2}{3}$ vote of the Board of Directors, that the requested issue: (i) would be detrimental or cause harm to AmCham Saudi Arabia; or (ii) would be in violation of US or local laws and/or regulations; or (iii) would be in contravention of these Bylaws.

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

2.9.5 *Proxies*

Any General Member may be nominated by proxy 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.

2.9.6 *Establishment of a Quorum for a General Meeting*

A quorum of twenty percent (20%) of the General Members of AmCham Saudi Arabia 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.

2.9.6.1 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.

2.9.6.2 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.

2.9.7 *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 Saudi Arabia General Members.

2.9.8 *Virtual Option*

The Board of Directors may, by majority vote of its members, elect for any general meeting to be held virtually if it is in the best interest of AmCham Saudi Arabia to do so; however, the preference is for all general meetings to take place in person.

ARTICLE III BOARD OF DIRECTORS

Article V of the Constitution specifies that AmCham Saudi Arabia shall be governed by a Board of Directors.

3.1 Powers and Responsibilities of the Board

As provided in the Constitution, AmCham Saudi Arabia 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 Saudi Arabia membership on all applicant businesses and individuals, in accordance with Article II, section 2.1 and 2.2 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 Saudi Arabia,
4. Designate the banks or financial institutions into which AmCham Saudi Arabia 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 Saudi Arabia 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, all of whom shall be elected by General Members. 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 Saudi Arabia 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 Saudi Arabia (and any other past Chairpersons of AmCham Saudi Arabia, if interested), the Executive Director, and the U.S. Commercial Counselor shall serve as non-voting *ex officio* members of the Board.

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

3.2.1 Terms

All Directors shall serve for a term of three (3) years, beginning on October 1 following the Elected Director's election and ending on September 30 three years thereafter.

Board Officers and General Members may not serve a second term as a member of the Board of Directors, unless 1) a General Member of the Board of Directors is nominated and elected as a Board Officer or 2) at least one period of three years has passed since the end of term for the last Board of Directors position held. Where possible, in any given year, two (2) of six (6) Board of Directors Officer positions and three (3) of nine (9) Board of Directors General Voting Member positions should be up for election.

3.2.2 Eligibility to Serve on the Board of Directors as a Board Officer

Board Officers, their nationalities, and Membership categories shall be the following:

- (a) **Chairperson**
Any United States Citizen who is a General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a). The Chairperson of AmCham Saudi Arabia shall be the de facto Chapter President of the Riyadh Chapter as well.
- (b) **Vice-Chairperson**
Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a).
- (c) **Secretary**
Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a), 2.1.1(b), or 2.1.1(c) or who is an Individual Member as defined by Article II, Section 2.1.2(a).
- (d) **Treasurer**
Any United States Citizen who is a General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a), 2.1.1(b), or 2.1.1(c) or who is an Individual Member as defined by Article II, Section 2.1.2(a).
- (e) **Jeddah Chapter President**
Any United States Citizen who is a General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or (b).
- (f) **Eastern Province Chapter President**
Any United States Citizen who is a General Member affiliated with a Corporate

Membership that meets the requirements of Article II, Section 2.1.1(a) or (b).

Should additional Chapters be added to AmCham Saudi Arabia, the Board may decide, by a simple majority vote, to add additional Chapter President positions to the Board Officers as needed.

3.2.3 *Eligibility to Serve as General Voting Member of Board of Directors*

These Board Members, their nationalities, and Membership categories shall be the following:

(a) Board Member & Director of Board Nominations

Any United States Citizen who is a General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or who is an Individual Member as defined by Article II, Section 2.1.2(a).

(b) Board Member & Director of Membership

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a).

(c) Board Member & Director of Finance

Any United States citizen who is a General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a), 2.1.1(b), or 2.1.1(c) or who is an Individual Member as defined by Article II, Section 2.1.2(a).

(d) Board Member & Director of Industry Sector Committees

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or 2.1.1(b) or who is an Individual Member as defined by Article II, Section 2.1.2(a).

(e) Board Member & Director of Programs & Sponsored Events

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or 2.1.1(b) or who is an Individual Member as defined by Article II, Section 2.1.2(a).

(f) Member-at-Large: Jeddah Chapter

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or 2.1.1(b) or who is an Individual Member as defined by Article II, Section 2.1.2(a), who is a primary member of the Jeddah Chapter.

(g) Member-at-Large: Eastern Province Chapter

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a) or 2.1.1(b) or who is an Individual Member as defined by Article II, Section 2.1.2(a), who is a primary member of the Eastern Province Chapter.

(h) Members-at-Large: Open Location (2 positions)

Any General Member affiliated with a Corporate Membership that meets the requirements of Article II, Section 2.1.1(a), 2.1.1(b) or 2.1.1(c) who is an Individual Member as defined by Article II, Section 2.1.2(a).

3.2.4 *Eligibility to Serve as Honorary Ex-Officio Member of Board of Directors*

The Board of Directors may elect the persons to hold honorary ex-officio positions on the Board of Directors:

1. United States Ambassador to Saudi Arabia as an Honorary Ex-Officio Member of the Board of Directors of AmCham Saudi Arabia.
2. The Board of Directors may elect the U.S. Commercial Counselor to Saudi Arabia as an Honorary Ex-Officio Member of the Board of Directors of AmCham Saudi Arabia.
3. Former Chairpersons of AmCham Saudi Arabia may be elected as an Honorary Ex-Officio Member of the Board of Directors.
4. Honorary Ex-Officio Membership in the Board of Directors of AmCham Saudi Arabia can be conferred to any person who was or is a member of the Board of Directors and who has rendered outstanding service to U.S.- Saudi economic and trade relations.

The Board of Directors shall decide on the granting of honorary membership by a majority of three-quarters of the members present, after obtaining prior consent of the person being considered for honorary membership. In the invitation to the respective meeting of the Board of Directors, reference must be made to the vote to be taken regarding the conferring of honorary membership by the Executive Officers and the Board of Directors with a three-quarters majority of the present members.

Honorary Ex-Officio Members of the Board of Directors are entitled to the following benefits, subject to modification by the Board of Directors:

1. They do not pay a membership due. This excluded, they have all rights and duties of a member yet do not have the right to vote.
2. May attend all meetings of the Board of Directors.

3.2.5 Industry Sector Committee Engagement in Advisory Capacity

The Board of Directors, by invitation of the Director of Industry Sector Committees, may appoint industry sector leaders as advisors to the Board. Sector Committees are invited to engage on the Board of Directors in an advisory capacity. These Advisors to the Board may not vote on any matters of the Board.

3.2.6 The Board of Directors may, by a two-thirds vote of its Directors and as determined to be in the best interests of the organization, modify the aforementioned qualifications of any of the positions of the Board of Directors on a case-by-case basis, so long as doing so would not otherwise violate the Constitution of AmCham Saudi Arabia.

3.2.7 The elections shall coincide with the Annual General Meeting in the third calendar quarter.

3.3 Board Nominations Committee and Nomination Process

3.3.1 Board Nominations Committee Composition

At least three months before the Annual General Meeting, the Board of Directors shall appoint four (4) individuals to serve on the Board of Directors Nominations Committee until the new Directors are elected. Unless otherwise agreed by the Board of Directors, the Nominations Committee shall consist of (1) the Director assigned as Nominations Chair, (2) the Director assigned as Membership Chair, (3) a General Member within the AmCham Saudi Arabia organization, who is not otherwise serving as a member of the

Board of Directors, selected by the Executive Director, and (4) the current Executive Director.

The Chairperson, any interested ex-officio Chairpersons, and the U.S. Commercial Counselor are encouraged to participate in the Nominations process in an advisory capacity.

If any member of the Nominations Committee who is an existing General Board Member wishes to be considered for an Officer role during their term, the nomination of said person must be received by the Nominations Committee in a timely fashion to allow the consideration of suitable nominations for their existing role. In this case, the General Board Member wishing to be nominated as an Officer would agree to abdicate their current role following the completion of the election process and only be balloted for the Officer role, pending nomination.

3.3.2 Eligibility for Board Service

Any General Member in good standing who otherwise meets the requirements set forth in Article III, Section 3.2 is eligible for nomination for Board of Directors election.

For the Board positions of President of Jeddah Chapter, President of Eastern Province Chapter, Member-at-Large: Jeddah Chapter, and Member-at-Large: Eastern Province Chapter, the proposed candidate must be a primary member of the respective AmCham Saudi Arabia Chapter to which they are nominated.

3.3.3 Nomination Process

The Nominations Committee shall solicit at least three (3) months before the Annual General Meeting a request for General Members to submit nominations for open Board of Director positions.

Any (1) General or Affiliate Members may nominate a candidate to serve as a General Member of the Board of Directors. Any two (2) qualified General Members may collectively nominate one (1) or more eligible and consenting candidates to serve as an Officer of the Board of Directors.

All nominations shall be in writing and must be received by the Nominations Committee as soon as five (5) months, but not later than two (2) months, 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.

The Nominations Committee shall consider all nominations and any other qualified and consenting candidates. The Nominations Committee shall nominate at least two (2) qualified and consenting candidates for each Board Officer and General Board Member position. General Members who offered their candidacies but were not selected as nominees shall be notified by the Director of Board Nominations. The Nominations Committee shall announce Board nominations to the Board no later than four (4) weeks prior to the Annual General Meeting, and to the General Membership no later than four (4) weeks prior to the Annual General Meeting.

3.3.4 Quorum & Confidentiality

Three members of the Nominations Committee shall constitute a quorum.

The Nominations Committee shall act with complete confidentiality.

3.3.5 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.

3.3.6 Notice of Election

Notice of the election and the Annual General Meeting, along with the slate of candidates selected by the Nominations Committee and biographical information, shall be sent to all General Members no later than four (4) weeks prior to 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.

3.3.7 Meet the Candidates Reception

A “Meet the Candidates Reception” will be held either in-person or virtually, at the discretion of the Board of Directors, at least two (2) weeks prior to the Annual General Meeting. The candidates will be provided an opportunity to address General Members in advance of the election.

3.3.8 Voting Procedures

Each Individual Member is entitled to one (1) vote and each named Corporate Member is entitled to one (1) vote 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 beyond the Nominations Committee.

3.4 Vacancies

The Board of Directors shall fill by appointment a mid-term vacancy of all Directors with an elected Director. A vacancy of the Chairperson position shall be filled by the Vice Chairperson and the vacancy of the Vice-Chairperson shall be filled by a sitting Director. A vote of at least two-thirds of the Board 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 3.2 and 3.3.1 and the same powers and responsibilities Directors.

3.5 Board Officer Roles & Duties

3.5.1 *Chairperson*

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

3.5.2 *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. If a Vice-Chairperson assumed the Chairperson role due to a mid-term vacancy, they will only serve out the remainder of the term. The Vice-Chairperson must be nominated and elected in order to continue as Chairperson following the primary term expiration.

3.5.3 *Secretary*

The Board Secretary shall be responsible for overseeing the legal affairs of AmCham Saudi Arabia and maintaining relationships with AmCham Saudi Arabia'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 Saudi Arabia Members.

3.5.4 *Treasurer*

The Treasurer of the Board shall be responsible for ensuring that accurate financial records are kept, filing and paying all necessary taxes with the U.S. Internal Revenue Service and any other relevant taxation authority, maintaining the non-profit status of AmCham Saudi Arabia with the U.S. government, processing payroll in a timely and complete manner each month, and reporting on all financial matters to the Board of Directors. The Treasurer shall have access to AmCham Saudi Arabia's financial records and shall arrange audits of the AmCham Saudi Arabia accounts as needed and at the end of the fiscal year (September 1 to August 31). The Treasurer shall assist the Director of Finance in the preparation of the annual budget and setting the membership dues for each fiscal year.

3.5.5 *Chapter President (Jeddah, Eastern Province)*

The Chapter President shall preside over all meetings of Board of Officers within the chapter and oversee the implementation of AmCham Saudi Arabia Board of Directors' decisions. The Chapter President shall also report on the chapter activity to the Board of Directors and put any relevant matters or needs of the respective chapter to a vote of the Board of Directors as needed. The Chapter President shall represent AmCham Saudi Arabia in all external relations within the chapter.

Collectively, the Board Officers shall oversee the Human Resources needs of the organization, including to advertise, interview, and hire the Executive Director at a salary and benefits approved by the Board of Directors, to evaluate and terminate the Executive Director, and to approve and recommend to the Board the Executive Director's staffing plan for the upcoming financial 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.

3.6 Standing Committees of the Board

The Board of Directors is authorized to create one or more standing and special positions or committees as may be necessary to carry out the work of the Board of Directors and AmCham Saudi Arabia. The Chairperson, upon approval of the Board of Directors, shall determine the powers, responsibilities, and members of such positions or committees. Unless otherwise specified by the Board, the positions or committees shall be formed as stated below with the purposes stated below, and each committee shall adopt its own procedures, keep minutes of 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 chairperson. Such committees may be dissolved by the same action.

3.6.1 Special Duties of the Board of Directors

Unless otherwise resolved by the Board of Directors, there shall be six (6) special positions of the Board, each having the purposes stated below: (1) Finance (2) Board of Directors Nominations (3) Membership, (4) Industry Sectors, and (5) Programs and Sponsored Events. Each Director shall have the authority to organize and oversee a standing committee. The chair shall be a member of the Board of Directors who has been nominated to the position by the Nominations Committee and elected to said position at the Annual General Meeting.

(1) Finance

The Director of Finance shall form a Committee of at least three (3) members to include (1) the Director of Finance as Chair of the Committee, (2) the Treasurer of AmCham Saudi Arabia, (3) any General Member of AmCham Saudi Arabia, to be selected by the Director of Finance and (4) the Head of Finance from the Executive Team. The Director of Finance may nominate additional representatives to the Finance Committee as needed, so long as all members are General Members of AmCham Saudi Arabia.

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 any new or existing employee benefits, insurance coverage, and office procedures that pertain to AmCham Saudi Arabia's finances. The Director shall also ensure sufficient financial resources to provide space, supplies, staff, support, and events to support AmCham Saudi Arabia's mission and strategic plan and report to the Board.

(2) Board of Directors Nominations

The role of the Director of Board of Directors Nominations is to organize and implement an annual Board of Directors nominations process for any Board vacancies upcoming and to ensure a fair election takes place, in accordance with the procedures set forth in Article III, Section 3.3. The Director shall implement and oversee the Nominations Committee on an annual basis.

(3) Membership

The Director of Membership is responsible for implementing and overseeing the formation of the Membership Committee, comprised of four persons: 1) Chair of Membership nominated from the Riyadh Chapter, 2) a General Member nominated by the Jeddah Chapter President, 3) a General Member nominated by the Eastern Province Chapter President, and 4) the AmCham Saudi Arabia Head of Membership (Executive Team).

The purpose of the Membership Committee is to promote membership in and recruit new Members to AmCham Saudi Arabia. The Membership Committee review applications for membership of all Affiliate applications, as well as any membership applications which are unclear to the Head of Membership, on a biweekly basis. The Membership Committee shall also propose the creation of any new membership categories or levels and new membership programs.

(4) Industry Sector Committees

The Director of Industry Sector Committees is responsible for liaising regularly with the Sector Committee Chairs and providing monthly updates to the Board of Directors on the activities of the sector committees.

The Board of Directors through the Director of Industry Sector Committees approves emerging Industry Sector Committees. The Industry Sector Committees Chair shall be responsible for promoting emerging Sector Committees to become functional and valuable contributors to the organization and to identify established Committees for Board advisory participation.

(5) Programs & Sponsored Events

The Director of Programs & Sponsored Events is responsible for planning and approving signature events of AmCham Saudi Arabia, and championing the sponsorship process for signature events of AmCham Saudi Arabia, as well as Industry Sector Committee series.

3.6.2 *Special Committees*

Special Committees can be created to facilitate a specific activity or represent a specific industry or sector, including but not limited to Trade & Industry, Healthcare, Defense & Security, Infrastructure, Policy & Legal Affairs, Energy, Technology, Women in Business, Arts, Culture & Entertainment, Sports, and ESG.

The Board of Directors may create Special Committees that will remain constituted until dissolved by a majority vote of the Board of Directors. Only General Members are eligible to chair Special Committees. The appointment of Committee Chairperson shall be reviewed each year by the Director of Industry Sector Committees in consultation with the Executive Director and the relevant staff and committee stakeholders. 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.

3.6.3 *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 Saudi Arabia Board Chairperson and Executive Director shall be *ex-officio* members of all standing committees, but shall not be required to attend all meetings.

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 quarterly and any special meetings of the Board of Directors. A Director who is absent from three (3) 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 a 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 General Member 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 closed session when considering or effecting the removal of a Director. Minutes of meeting shall be kept confidential amongst the Board of Directors and only voting members shall be allowed to attend this closed session.

3.8 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 Saudi Arabia.

3.8.1 Monthly Board Meetings

Unless scheduled otherwise, the Board of Directors shall hold no fewer than eight (8) monthly meetings of the Board of Directors per year, on the second Monday 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.

3.8.2 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 meetings 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.

3.8.3 *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.

3.8.4 *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.

3.8.5 *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 and by proxy.

3.8.6 *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.

3.8.7 *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 via 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 Saudi Arabia 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 Director of Finance 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 Saudi Arabia operations carrying out policies and strategic objectives established by the Board of Directors;
2. Solicit new Members and welcome them to AmCham Saudi Arabia upon Board approval of their membership;
3. Accept donations, gifts and other contributions in furtherance of AmCham Saudi Arabia'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; terminate employment as necessary and in accordance with approved policy;
6. Prepare and present to the Board reports as needed or requested;
7. Maintain all spaces owned, leased, or operated by AmCham Saudi Arabia;
8. Recommend the annual budget and membership dues to the Finance Committee and administer the budget as approved by the Board of Directors;
9. Carry out the program and events approved by the Program Committee and/or the Board of Directors; and
10. Represent and act on behalf of AmCham Saudi Arabia with regard to all Saudi Arabia and U.S. governmental entities.

ARTICLE V DIVERSITY, EQUITY AND INCLUSION

Membership and participation in AmCham Saudi Arabia is open to all qualified candidates without regard to age, gender, race, color, national origin, religion, disability, veteran status, or sexual orientation. AmCham Saudi Arabia is committed to incorporating the values of diversity, equity, and inclusions (“DEI”) in the governance and operations of the organization. These values shall be codified in a DEI policy adopted by the Board.

ARTICLE VI AMENDMENT OF BY-LAWS

The text of any proposed amendment(s) to the By-Laws must be submitted in writing to the Board of Directors for consideration and approval. The Board of Directors may amend the By-Laws to serve the best interests of the organization. A quorum of twenty (20) percent of the Board of Directors is required for passage of a resolution to amend the By-Laws. The vote may be obtained and evidenced by written record or by electronic means. However, no amendment shall be effective unless approved by at least $\frac{2}{3}$ of the Board of Directors voting to ratify the amendment, and so long as no amendment is made that would contradict the organization’s Constitution.

ARTICLE VII CONFIDENTIALITY

Any AmCham Saudi Arabia and its Board Officers, General Board Members, General Members, Affiliate Members, Honorary Members, volunteers, and employees or contractors in possession of confidential information must comply with all applicable laws regarding privacy and data security. This information should remain private and as such, it must only be used in accordance with the legal framework regarding data privacy.

AmCham Saudi Arabia and its Board Officers, General Board Members, General Members, Affiliate Members, Honorary Members, volunteers, and employees or contractors must avoid the mishandling of confidential information obtained for the purpose of AmCham Saudi Arabia business and agree that any confidential information they receive shall only be used for the purpose of providing or receiving services under AmCham Saudi Arabia’s By-laws and policies. The obligation to observe the confidentiality

stipulated by this clause shall remain in effect even after the termination of the relationship with a member and regardless of the cause thereof.

**ARTICLE VIII
LIABILITY WAIVER**

To the fullest extent of the law, all persons who serve as a Director, Board Officer, General Board Member, volunteer, employee or contractor of AmCham Saudi Arabia, including their estates, heirs, legal representatives, and assigns in the event of their death, incapacity, or bankruptcy shall hold harmless AmCham Saudi Arabia from and against all claims, suits, losses, damages, actions, judgments, suits, proceedings, costs, expenses, and disbursement that arise from or relate to AmCham Saudi Arabia, the management or administration of AmCham Saudi Arabia, or the business affairs of AmCham Saudi Arabia, provided that AmCham Saudi Arabia or its agent acted in good faith and was not the result of willful misconduct, dishonesty or fraud.

APPROVAL HISTORY :

Bylaws amended and restated, ratified by the Board of Directors of the American Chamber of Commerce Saudi Arabia on May 16, 2022.