

**BYLAWS
OF
THE AFGHAN-AMERICAN CHAMBER OF COMMERCE (AACC)**

**ARTICLE I
Offices and Fiscal Year**

- Section 1.1 Name. The name of the corporation is the Afghan-American Chamber of Commerce (AACC).
- Section 1.2 Registered Office. The principal office of AACC shall be in the State of Virginia.
- Section 1.3 Other Offices. AACC may have such other offices, either within or outside of the state of incorporation as the Board of Directors may designate or as the business of AACC may from time to time require.
- Section 1.4 Fiscal Year. The fiscal year of AACC shall be the calendar year.
- Section 1.5 Seal. The seal of AACC is as follows:



**ARTICLE II
Purposes**

- Section 2.1 Statement of Purposes. The purposes for which AACC is organized are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and include all purposes, powers, and privileges conferred upon the corporation by the Virginia Nonprofit Corporation Law, as amended. The purposes of the corporation include:
- (a) Improving and strengthening business relationships among Afghan and American owned businesses;
 - (b) Extending efforts to protect Afghan-based businesses;

- (c) Conducting seminars, conferences, and in-service training programs at the local, national, and international level to facilitate cooperation among Afghan- based businesses;
- (d) Initiating and coordinating humanitarian endeavors within and outside Afghanistan.

Section 2.2 Affiliation. AACC will be an independent entity and will not have ties to any political party within or outside the United States.

ARTICLE III

Members

Section 3.1 Members. The corporation shall be a membership organization, in which there shall be such levels of membership and support as the Board of Directors shall determine. The Association shall consist of regular members and honorary members.

- a) “Regular member” is defined as a representative of an Afghan- based or interested business who has requested membership and has been approved by the Board of Directors. Ownership is defined as any interest in the business.
- b) “Honorary member” is defined as a representative of a business or organization who supports the purpose of the Association, is willing to make contributions to the cause of the Association, and has been approved by the Board of Directors. Honorary members shall not hold elected positions, nor can they vote.

Section 3.2 Membership Criteria. Membership is voluntary and will be open to all Afghan-based or interested businesses in the United States and outside the United States without regard to race/ethnicity, religion, language, and sex. One representative from each Afghan-based or interested business shall be eligible for membership. “Business” is defined as any lawful enterprise, without regard to incorporation and can include sole proprietorships, partnerships, and associations.

Section 3.3 Requests for Membership. Requests for membership shall be made to the corporation and the Board of Directors has the sole power to approve or reject the request. In the event of disagreement by the Board regarding a request for membership, a vote shall be taken and the membership request shall be approved only by an affirmative vote of the majority of the Board.

Section 3.4 Votes. Every member of the organization shall have one vote. Other representatives from the same business may attend the General Assembly meetings, but shall not have the right to vote on any matter.

Section 3.5 Dues. Every member is obligated to pay an annual membership due, the amount of which will be determined by the General Assembly at the

annual meeting. Membership dues paid will not be refunded for any reason.

Section 3.6 Termination of Membership. The Board of Directors may terminate a member for the following reasons:

- (a) If the annual membership dues are not paid by the due date;
- (b) If the business is no longer in operation or ceases to exist by law; or
- (c) Whatever other reason the Board of Directors may deem necessary for the proper functioning of the corporation, in which case the member shall be notified at least 10 days prior to termination and shall be given the reason for the termination.

Section 3.7 Reinstatement of Membership. The Board of Directors may, by the affirmative vote of two-thirds (2/3), reinstate a former member upon such terms as the Board of Directors may deem appropriate. The member shall pay a penalty, the amount which shall be determined by the General Assembly, in order to be reinstated.

ARTICLE IV Organization

Section 4.1 Organizational Units. Major organizational units of the Association are: (a) the General Assembly, comprised of all members; (b) the Board of Directors (c) the Executive Committee, comprised of the officers; and (d) Special Committees.

ARTICLE V General Assembly

Section 5.1 Annual Meeting. An annual meeting of the General Assembly shall be held at such time as the Executive Committee shall designate, for the purpose of electing the members of the Board of Directors.

Section 5.2 Regular Meetings. The General Assembly will hold its regular meetings at least once a year. The date and location of the regular meetings will be determined by the Board of Directors and announced at least 30 days prior to the meeting date.

Section 5.3 Special Meetings. In addition to the annual and regular meetings, special meetings of the General Assembly may be convened by one of the following mechanisms:

- (a) By the written request of the President of the Executive Committee;
- (b) By the written request of at least two-thirds (2/3) of the Board of Directors; or
- (c) By the written request of at least one-third (1/3) of the members of the General Assembly.

Section 5.4 Notice of Meetings. Notice of any meeting of the General Assembly shall be given at least seven (7) days in advance of the meeting.

Section 5.5 Quorum. At any meeting of the members, the presence of a majority of all members entitled to vote shall constitute a quorum, and the acts of the members present shall be the acts of the full membership. Resolutions and decisions of the General Assembly are binding, if the majority of the General Assembly members attending the meeting in which the resolution is being considered, vote in favor of the resolution.

Section 5.6 Proxies. No member shall be entitled to vote by proxy at any meeting.

Section 5.7 Chairperson The Chairperson of the General Assembly shall be elected by the majority vote of the members of the General Assembly at the annual meeting. The Chairperson's duties shall be to act as a moderator for the meetings of the General Assembly and to prepare the minutes for the meetings of the General Assembly, which shall be provided to the Board of Directors no later than ten (10) days after the convening of each meeting. The term for the Chairperson of the General Assembly shall expire at the close of the meeting.

ARTICLE VI Board of Directors

Section 6.1 Authority. The business and affairs of the Association shall be managed and carried out by a Board of Directors, which may exercise all powers vested by law in the corporation and do all such lawful acts and things as are not required by statute or these bylaws to be exercised or done by another body or person.

Section 6.2 Number and Term of Office.

(a) Number. The Board of Directors shall consist of 15 directors elected from the members in good standing and 2 directors to be appointed by annually the Board of Directors of the Afghan International Chamber of Commerce (AICC).

(b) Term of Office. Directors shall be elected at the annual meeting of the General Assembly for a period of three year-staggered terms, so that 1/3 of the directors shall be elected each year. After the initial meeting

electing the 15 members, assignment of the terms of office shall be made randomly to establish rotation.

(c) Successive Terms. A member may be elected for successive terms.

(d) Chairperson and Vice-Chairperson: The board shall elect a Chairperson and a Vice Chairperson from its members. Such election shall be accomplished by secret ballot at the first meeting following the annual general meeting. The term of office shall be 1 year, without limit of the number of terms.

Section 6.3 Duties. In addition to formulating policies, approving the budget, selecting an independent auditor and overseeing the activities for the corporation, the Board of Directors shall appoint the members of the Executive Committee, from the members of the Board of Directors, for a one-year term. The appointment of the Executive Committee shall be completed at least thirty (30) days after the Board of Directors' term begins.

Section 6.4 Meetings. The Board of Directors will hold its regular meetings at least once every quarter. Special meetings of the Board may be convened at the request of the President or at the request of at least one-third (1/3) of the members of the Board. The meetings shall be held at a time and place to be designated by the Board.

Section 6.5 Quorum. The presence of a majority of the directors in office shall constitute a quorum for the transaction of business. However, the two directors appointed by AICC shall not count for the purpose of determining a quorum. The acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the entire Board, unless a greater number is required by law, governmental regulation, or these bylaws. AICC members may participate in meetings and vote by electronic means, provided electronic votes are received within 24 hours.

Section 6.6 Notice of Meetings. Notice of any meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting.

Section 6.7 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to the action, a written consent thereto signed by all the directors in office is completed.

Section 6.8 Personal Liability of Directors. A director shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

- (1) The director has breached or failed to perform the duties of his or her office under this section; and
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- (3) These provisions shall not apply to the responsibility or liability of a director pursuant to any criminal statute.

Section 6.9 Removal and Resignation.

- (a) Resignation. Any director may resign at any time upon ten (10) days written notice to the Board of Directors. The resignation shall be effective upon receipt by the Board or at such subsequent time as shall be specified in the notice of resignation.
- (b) Action after Director's Resignation. When a director resigns from the Board, the directors then in office shall, by majority vote, fill the vacancy for the term remaining after the resignation becomes effective.
- (c) Removal. Any director may be removed from office with or without cause by a majority vote of the remaining directors in office or by two-thirds (2/3) vote of the General Assembly.

ARTICLE VII
Executive Committee

Section 7.1 Number and Designation. The Executive Committee shall consist of a President, Vice-President, Secretary-Treasurer and two other members.

Section 7.2 Authority. All officers of the corporation shall have such authority and perform such duties in the management of the corporation as may be provided pursuant to resolutions or orders of the Board of Directors or these bylaws.

Section 7.3 Term of Office. The officers of the corporation shall serve for a term of one year after appointed by the Board of Directors until a successor has been selected, or until his or her earlier death, resignation or removal.

Section 7.4 Removal. Any member of the Executive Committee may be removed, with or without cause, by the majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Removal as a member of the Executive Committee does not automatically remove that individual from the Board of Directors, unless the procedure in Section 6.8 (c) is followed.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause, shall be filled by the Board of Directors and shall be filled for the unexpired portion of the term.

Section 7.6 The Executive Committee. The Executive Committee shall:

- (a) Design and submit short and long-term projects to the Board of Directors;
- (b) Implement the projects approved by the Board of Directors;
- (c) Make continuous efforts to improve the critical aspects of the corporation;
- (d) Contact businesses, government agencies, and NGOs to solicit assistance for the corporation;
- (e) Develop plans of activities and submit these document to the Board of Directors and General Assembly for review and comment; and
- (f) Perform all duties as from time to time may be assigned by the Board.

Section 7.7 The President. The President shall:

- (a) Preside at all meetings of the Executive Committee;
- (b) Represent the corporation inside and outside the United States;
- (c) Implement the fiscal and executive policies of the corporation;
- (d) Prepare quarterly reports and submit them to the Board;
- (e) Prepare the annual reports and submit them to the Board of Directors and General Assembly;
- (f) Facilitate the work of the Special Committees;
- (g) Sign, execute, and acknowledge, in the name of the corporation and in conjunction with another member of the Executive Committee, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws, to some other officer or agent of the corporation;
- (h) Select and hire staff, subject to concurrence of the board at salaries and positions as approved by the board, and
- (i) Perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.

Section 7.8 The Vice-President. The Vice-President shall:

- (a) In the absence of the President or in the event of the President's inability to act, perform the duties of the President, and when so acting, have all the power of and be subject to all the restrictions upon the President;
- (b) In the event the President dies or is removed from office, within thirty (30) days request the convening of a meeting of the Board of Directors to elect a new President; and

- (c) Perform duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7.9 Secretary-Treasurer. The Secretary-Treasurer shall:

- (a) Take charge and custody of and be responsible for all funds and securities of the corporation;
- (b) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever;
- (c) Deposit all such money in the name of the corporation in such bank, trust companies, or other depositories as shall be selected by the Board;
- (d) Take charge and custody of and be responsible for all documents and records of the corporation;
- (e) Record minutes of all meetings of the Executive Committee and the Board.
- (f) Perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VIII Special Committees

Section 8.1 Formation. Special Committees of the members may be formed as needed. Special Committees may be formed at the request of the Executive Committee and approval of the Board of Directors for a pre-determined time period or on an ad-hoc basis.

ARTICLE IX Fiscal Policies

Section 9.1 Revenue. Sources of revenue for AACC shall include, but not be limited to:

- (a) Membership dues;
- (b) Fees for programs such as seminars;
- (c) Fees for services provided within the scope of the organization;
- (d) Contributions from private parties, government agencies or bodies, and NGOs; and
- (e) Entertainment and cultural programs.

Section 9.2 Contracts. Only the Board of Directors shall authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

- Section 9.3 Bank Account. All revenues shall be deposited only in the bank account specially designated for the corporation. No member or officer shall commingle personal funds with the corporation's or use any of the corporation's funds for his/her personal benefit.
- Section 9.4 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness in the name of the corporation, shall be signed by such officer or officers of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by one other officer if the amount involved is \$500 or over. If less than this amount, then the signature of the President or Treasurer shall be sufficient.
- Section 9.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.
- Section 9.6 Compensation. No compensation shall be paid to a member, officer, or director for his or her services as such; but this shall not preclude a member, officer, or director from serving the corporation in any other capacity and receiving compensation therefor, so long as the purpose and amount of such compensation is fully disclosed to the Board of Directors in a timely fashion.
- Section 9.7 Independent Audit. The finances and books of account of the corporation shall be subject to an annual independent audit.
- Section 9.8 Exculpation of Liability. No member, officer, or director shall be personally responsible for any obligations or dues of the corporation.

ARTICLE X

Amendments and Miscellaneous

- Section 10.1 Amendments. Articles of the bylaws may be altered, amended, or repealed, or new bylaws may be adopted in the following ways:
- (a) At the request of the majority vote of the Board of Directors and the affirmative vote of two-thirds (2/3) of the General Assembly. The Board of Directors shall provide the proposed amendment in writing to members of the General Assembly at least fourteen (14) days prior to the meeting at which the vote will be taken. If the amendment is approved by two-thirds (2/3) of the General Assembly, it shall become effective immediately or upon the date which it is designated to take effect; or

- (b) By the majority vote of the General Assembly. Any member may propose an amendment if he/she provides the proposed amendment in writing to members of the General Assembly at least fourteen (14) days prior to the meeting at which the vote will be taken. If the amendment is approved by the General Assembly, it shall become effective immediately or upon the date which it is designated to take effect.

Section 10.2 Dissolution. The corporation may be dissolved at the request of the two-thirds (2/3) of the Board of Directors and the affirmative vote of two-thirds (2/3) of the General Assembly. The resolution to dissolve shall indicate the date upon which the dissolution shall take effect.

Section 10.3 Winding Down. Upon dissolution of the corporation, the Executive Committee shall be responsible to expeditiously complete the following activities in the order presented below:

- (a) Payment of the corporation's liabilities from the corporation's resources;
- (b) If after payment of (a), additional resources are available, transfer the remaining resources to other non-profit organizations to be designated by the Board of Directors.

Section 10.4 Translations. The bylaws are written in three languages: English, Dari, and Pashto. The English version is the legally valid and binding document and the one that shall be referred to in the event of any question or dispute.

These bylaws have been compiled under 10 Articles. Upon ratification by the affirmative vote of the majority of the General Assembly, these bylaws and Articles of Incorporation shall be registered for the Afghan-American Business Association, Inc. with the State Corporation Commission in the State of Virginia within ninety (90) days.