

BY-LAWS

U.S.—BAHRAIN BUSINESS COUNCIL

Revised June 2, 2008

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ARTICLE I

NAME

The name of this non-profit Council shall be The U.S.-Bahrain Business Council (hereinafter referred to as the "USBBC", "Council").

ARTICLE II

OFFICES

The principal office of the USBBC shall be located in Washington, District of Columbia at the Chamber of Commerce of the United States of America, 1615 H Street, N.W., Washington, DC 20062-2000. The USBBC may establish and maintain other offices at such places as may be designated by the Board of Directors.

ARTICLE III

SEAL

The corporate seal shall be of such design as the Board of Directors may adopt.

ARTICLE IV

PURPOSES

The general purpose for which the USBBC is established is to provide a national forum to stimulate business relations between the two countries and to identify opportunities and impediments and propose solutions to problems within the U.S.-Bahrain economic relationship. The purposes and objectives for which this not-for-profit Council is formed are as follows:

- A. To consider in depth the fundamental policy issues affecting U.S. economic relations with Bahrain and to develop a statement of the views or positions of U.S. business interests with respect to such issues. The approach of the USBBC is to seek agreement with Bahraini private sector counterparts when possible and issue consensus U.S.-Bahrain joint statements. However, when this action is not possible, the USBBC will proceed with its own position. In this endeavor the USBBC should be guided by long-range considerations that take into account overall U.S.-Bahrain economic concerns and opportunities. It is recognized that the positions developed may not always be unanimous among the members of the USBBC.
- B. To advise the top policy centers of the U.S. government on the totality of U.S. economic relations with Bahrain. This action includes advising Congress and such Executive Branch components of the United States government as the U.S. Trade Representative and relevant White House officials, as well as such U.S. agencies as State, Commerce, Treasury, Transportation, Energy and Defense. In this endeavor, the USBBC will draw on the positions developed by it and will recommend such positions to the U.S. government. When appropriate, USBBC positions will be made public.
- C. To meet with and develop business relationships with all major Bahraini business organizations.
- D. To work with Bahraini and U.S. governmental legislatures and agencies.
- E. To enlist grassroots support in Bahrain and the United States for USBBC positions.
- F. To provide information on all areas related to USBBC members' interests such as:
 - 1. Energy & power (oil & gas) and environmental programs,
 - 2. All communications and information technologies programs,
 - 3. Infrastructure programs,
 - 4. Financial services and insurance programs,

5. Consumer goods programs,
 6. Agribusiness programs,
 7. Intellectual property rights, and
 8. Legislation and regulations.
- G. To provide for a greater public understanding of the benefits derived from such programs.
 - H. To help ensure and promote the Bahrain and U.S. public's right to know about such programs.
 - I. To stimulate the markets for such programs for domestic and foreign private sector investment.
 - J. To work with Bahrain and U.S. governmental bodies and support Bahraini and U.S. government policies with respect to such programs by providing information to federal, state and local policy makers.
 - K. To sponsor and organize conferences and symposia to exchange critical and timely information about these programs, related technologies, marketing and political activities.
 - L. To insure that the policy proposals reach the widest possible audience.
 - M. To operate without profit and no part of the income of this Council shall inure to the benefit of any individual member company.
 - N. To engage in any lawful act or activity for which the Council may be organized under the U.S. and Bahrain non-profit corporation laws.

ARTICLE V

MEMBERSHIP

Section One: CLASSES.

There shall be one class of membership: U. S. corporations, partnerships and similar organizations (“Council members”).

- A. Founding Corporate Members:** Those corporations having contributed at least \$10,000 at time of inception of the U.S.-Bahrain Business Council will be deemed **Founding Corporate Members** of the Council. All Founding Corporate Members will automatically be extended a seat on the board of directors of the Council and will be recognized throughout the life of the Council as Founding Corporate Members.
- B. Chairman’s Circle Members:** Those corporations, partnerships or similar organizations that pay annually, as provided, at least \$10,000 in dues. Chairman’s Circle Members will have the additional benefits of: 1) Increased visibility for company branding on the U.S.-Bahrain Business Council electronic letterhead, 2) Increased visibility for company branding by designation as Chairman’s Circle Member on U.S.-Bahrain Business Council website and 3) Priority seating at all events, programs, and activities conducted by the Council, in addition to all Corporate Membership benefits.
- C. Corporate Members:** Any U. S. corporation, partnership or similar organization that pays annually, as provided, at least \$5,000 in dues. Corporate members will, by virtue of their membership status, be eligible for membership on the Board of Directors. Bahraini firms that have substantial business activity and interest in the United States, but that would not otherwise be eligible for corporate membership in the U. S. - Bahrain Business Council may become members of the Council if a majority of the Board of Directors agree and vote that such membership is in the interest of the Council and is consistent with the Council’s purpose as defined in its mission statement. However, such Bahraini firms (with the exception of **Founding Corporate Members**) will not have membership on the Board of Directors **except** as agreed and voted on by a majority of the board members.
- D. Associate Corporate Members.** Any corporation, partnership or similar organization that pays at least \$3,000 in dues annually shall be classified as an Associate Corporate member. Associate Corporate members shall not be entitled to Board of Director’s eligibility. Associate Corporate members may become eligible for membership on the Board of Directors by elevating their membership classification to Corporate Member.
- E. Affiliate Members.** By invitation of the Board of Directors’ non-profit organizations such as non-governmental organizations, may be offered membership without charge as Affiliate

Members of the Council. Affiliate Members shall not have board eligibility under any circumstances.

- F. Honorary Members of the Board.** The U.S. Ambassador to the Kingdom of Bahrain and the Kingdom of Bahrain Ambassador to the U.S. shall be honorary members of the Council's Board with non-voting status.

Section Two: ACCEPTANCE OF MEMBERS.

- A.** The USBBC is composed of both American and Bahraini companies with a demonstrated interest and identifiable assets in the U.S. and Bahraini market place.
- B.** Council Members are selected for their corporate interest and knowledge about U.S. - Bahrain economic relations and their commitment to the policy and program activities of the USBBC. In the membership selection process, consideration is given to balanced sectoral representation and to the need for providing varying viewpoints on problems with which the Council deals.
1. Council Members will be responsible for assuring that the Council Membership reflects the totality of U.S. economic interests vis-à-vis Bahrain.
 2. By involvement in the USBBC, Council Members assume certain obligations. These include:
 - a. Attendance at Council meetings.
 - b. Financing of Council expenses which membership dues defray.
 - c. Financing personal attendance and participation in Council-related meetings.
 3. Council Members traveling to Bahrain on company or other business are encouraged to contact the Executive Director of the USBBC in order to assist in coordinating and implementing Council objectives in Bahrain.
 4. Applications for Council Membership are considered by the Chairman, Executive Director and the Board of Directors and acted on by the Board of Directors.
- C.** Applicants for membership shall sign an application for membership which shall contain an agreement by the applicant to observe and abide by the By-laws of this Council.

- D. Upon approval by the Board of Directors, and upon the payment of dues and/or initiation fees as may be established by the Board of Directors, the applicant shall become a Council Member, according to the applicant's qualifications.

- E. The Council Member remains a member until the Board of Directors receives a letter in writing confirming the Council Member Company's interest to drop the membership. If a Council Member drops membership in the Council at any time during the first 30 days of the calendar year, the Council Member is obligated by law to pay a pro-rated annual dues fee, if not already paid for that year.

Section Three: VOTING RIGHTS.

- A. With respect to each issue brought to a vote at a meeting of the Board of Directors, each Board member shall have one vote. If two Board members represent the same Council Member Company, that company shall have one vote.

- B. Council Members may attend membership meetings of the Board of Directors upon the invitation of the Board of Directors, but shall not be entitled to vote.

Section Four: TERMINATION OF MEMBERSHIP.

- A. The Board of Directors may suspend, expel from this Council, or revoke the membership of any Council Member. The Board of Directors may revoke membership upon the vote of a majority of the Board of Directors. However, termination of membership must be preceded by reasonable notice to such Council Member of the reasons for such action prior to the meeting at which the vote is taken. Such Council Member also shall have the right to be heard by the Board of Directors prior to the vote.

- A. Any Council Member may terminate its membership in the Council by submitting a written resignation to the Board of Directors.

- C. The Board of Directors may terminate the membership of any Council Member who shall be in default in payment of dues for the period fixed in these By-laws.

- B. Membership in this Council is only transferable or assignable upon express written approval of the Board of Directors.

Section Five: ANNUAL DUES.

- A. PAYMENT OF DUES. Corporate Member fees are \$5,000 annually; Associate Corporate Member dues are \$3,000 annually. All membership dues should be made payable to the Council by a Council Member and are subject to Board of Directors' approval. Dues are subject to increase based on the consent of the Board of Directors.

- B. TERM OF DUES, DEFAULT AND TERMINATION OF MEMBERSHIP DUE TO DUES DEFAULT. The term of dues shall be from January 1 to December 31 of any calendar year. When any Council Member shall be in default in the payment of dues, by not paying the annual dues by March 30 of said calendar year, that Council Member's membership may thereupon be terminated at the discretion of a majority of the Board of Directors. The Executive Director will send out invoices for dues payments to the membership in January of said year.

- C. SELF FUNDING COUNCIL. Through membership dues, the Council is a self-funding business organization. Additional funding, such as event sponsorship, foundation grants, and special assessments, may be used for special projects at the direction of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section One: GENERAL POWERS.

The Board of Directors may set policies and shall elect the Board of Directors at an annual meeting to be held at such time and place as may be fixed by the Chairman or by resolution of the Board of Directors.

Section Two: NUMBER.

The number of Board members shall initially be twenty (20), and can be increased up to thirty (30) with the approved vote of the Board of Directors as the organization grows.

Section Three: QUALIFICATIONS.

Only Board members in good standing shall serve on the Board of Directors and act at meetings.

Section Four: MEETINGS.

A regular meeting of the Board of Directors shall be held on a date selected by the Board of Directors by majority vote at least two (2) times per year. Should it become necessary, conference calls shall be considered a regular meeting of the Board of Directors.

Section Five: NOTICE.

Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally, sent by mail or telegram, or sent by fax or email to each of the Board of Directors at his/her address as shown in the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by fax or email, such notice shall be deemed delivered when the fax transmission report is confirmed or the email message is sent. Any member of the Board of Directors attending any meeting shall constitute a waiver of notice of such meeting, except wherein a Board of Directors member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section Six: QUORUM.

A quorum of the Board of Directors at a Board meeting shall consist of a majority of the members of the Board of Directors. Written proxies will be accepted for the purpose of establishing a quorum and conducting any business that may come before any meeting of the board of directors.

Section Seven: MANNER OF ACTING.

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws. Each Board of Directors member shall be entitled to one vote, which must be cast in person or by proxy.

Section Eight: ACTION BY WRITTEN CONSENT.

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be received from two-thirds (2/3) of the Board of Directors members.

Section Nine: CHAIRMAN and VICE CHAIRMAN OF THE BOARD OF DIRECTORS: AUTHORITY AND POWERS.

- A. The Chairman at any Board of Directors meeting shall be the Chairman of the Board of Directors, or a Board of Directors member chosen by a majority of the Board of Directors members so attending in the absence of the Chairman of the Board of Directors, and shall have such other duties and powers as the Board of Directors, from time-to-time, may prescribe.
- B. A Chairman shall be nominated and elected by a majority of the Board of Directors at its annual meeting.
- C. The Chairman will be elected to a two-year term and may serve a second two year term as voted by the board of directors. A former Chairman will be ineligible to serve more than two consecutive two year terms unless a two year term has expired following service for two consecutive two year terms.
- D. The immediate past Chairman will remain a member of the Board of Directors throughout the tenure of his/her immediate successor.
- E. A Chairman-elect will be chosen and announced at least 6-months prior to his/her taking over as Chairman.

- F. A Vice Chairman of the board may be elected at the time as the election of the Chairman of the Board and as desired by the board of directors. The Vice Chairman will have such duties and responsibilities as determined by the Chairman and members of the board of directors. The Vice Chairman will not automatically become Chairman on completion of mandatory limits of the Chair. The term of office of the Vice Chair and limitations on service as Vice Chair will be the same as those of the Chairman.

Section Ten: GENERAL POWERS.

The property, affairs, policies, concerns and direction of the USBBC shall be managed by the Board of Directors. The Board of Directors may adopt appropriate rules and regulations for the conduct of the Council and shall have the authority to do everything necessary and desirable for the conduct of the business of the Council in accordance with the By-laws, including assessments of the membership and case-by-case waiver or redefinition of membership classification and annual dues payments.

Section Eleven: MANNER OF APPOINTMENT OR ELECTION.

The Board of Directors shall be elected by Board of Directors members eligible to vote (i.e., having paid annual dues) at the annual meeting. Nominees for the Board of Directors shall be selected by a nominating committee appointed by the Board of Directors or by the Board of Directors serving as a nominating committee of the whole. Nominees shall be selected by both the nominating committee and other eligible Board of Directors members. These nominees shall be eligible to be elected as a Board of Directors member.

Section Twelve: TERM.

The terms of the Board of Directors shall be for two (2) years.

Section Thirteen: RESIGNATION, REMOVAL AND VACANCIES.

Any Board member may resign by giving written notice to the Board of Directors or the Chairman. The Board of Directors, by two-thirds (2/3) vote, may remove any Board of Directors member, with or without cause. If a Board member misses three meetings within a 12-month period, the Board of Directors may vote to remove the Board member. Any vacancy on the Board of Directors resulting from resignation, removal, death, refusal to serve, or termination of membership shall be filled by the Board of Directors, by a majority vote. A successor Board of Directors member so appointed by the Board of Directors shall serve out the term of office of the vacant Board of Directors member.

Section Fourteen: MEETINGS.

- A. The Board of Directors shall meet at such time and place as may be fixed by the Chairman or by resolution of the Board of Directors and at least two (2) times per year.
- B. The USBBC, shall meet at least annually with a counterpart organization, and will meet in either Bahrain or the U.S.; additional meetings will be held under the USBBC banner.

Section Fifteen: COMMITTEES.

The Board of Directors may appoint, from among the Board of Directors members, committees composed of two (2) or more Board of Directors Board members, and may delegate to such committees, in the intervals between Board of Directors meetings, any or all of the powers of the Board of Directors. Committees shall report to the Board of Directors at its meetings. The Board of Directors may appoint other special committees composed of at least one (1) Board member and other Members of the Council. Such committees shall neither have nor exercise any authority of the Board of Directors. The Board of Directors shall assign to any such committees only such advisory responsibilities, as it deems appropriate. The special committees shall report to the Board of Directors concerning its duties, and the Board of Directors may take such action based thereon, if any, as it deems appropriate. The Board of Directors shall appoint a nominating committee composed of three (3) Board of Directors members of the Council, if and, as the Board of Directors deems appropriate.

ARTICLE VII

OFFICERS

Section One: OFFICERS.

The officers of the USBBC shall be a Chairman of the Board of Directors, The Immediate Past Chairman, Chairman-Elect, and one Vice-Chairman.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section One: APPOINTMENT.

An Executive Director and his/her staff assist the Chairman and Board of Directors. The Executive Director serves as the policy, program, operations, financial and administrative arm in the conduct of day-to-day activities, and is an employee, of the U.S. Chamber of Commerce for the Council.

Section Two: COMPENSATION.

The Chairman, or the Board of Directors in conjunction with the management of the U.S. Chamber of Commerce shall determine the compensation of the Executive Director and his/her staff.

ARTICLE IX

INDEMNIFICATION

The Council shall indemnify each of its Board of Directors members and officers, whether or not then in office (and his/her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which he/she may have been made a party, because he/she is or was a director or officer of the Council. No Board of Directors member or officer shall have a right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Council for willful misconduct in the performance of his/her duties. The right to indemnity for expenses shall also apply to the expenses of suits that are compromised or settled.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the [Non-profit Corporation Act], or under the provisions of the By-laws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern this Council in all cases to which they are applicable, including meetings of the membership, Board of Directors and any committee, if not inconsistent with these By-laws or other special rules which may be adopted by this Council from time-to-time.

ARTICLE XII

TAX EXEMPT STATUS, DISSOLUTION AND LIQUIDATION

Section One: The Council is organized as a non-profit Corporation under the administrative aegis of the U.S. Chamber of Commerce and is intended to operate as a tax exempt business pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Internal Revenue law). No part of the net earnings of the Council shall inure to the benefit of any private shareholder, member, or individual.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These By-laws may be amended or repealed, and new By-laws may be adopted by a vote of two-thirds (2/3) of the Board of Directors at any meeting at which a quorum is present, if at least fifteen (15) days written notice is given of the intention to alter, amend, or repeal, or to adopt new by-laws at such meeting.

ARTICLE XIV

GENERAL

Section One: **FISCAL YEAR.**

The fiscal year of the Council shall begin on January 1 and shall close on December 31 of each year.

Section Two: **BUDGET.**

The Board of Directors shall adopt an annual operating budget including all activities of the Council.

Section Three: **FINANCIAL STATEMENT.**

The Council shall issue an annual statement of its finances as of the close of each fiscal year.

Duly adopted by unanimous vote of the Council's Members on this 2nd day of June, 2008.

By: _____ By: _____
Member Member

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