

CONSTITUTION OF THE AMERICAN CHAMBER OF COMMERCE IN POLAND

ARTICLE I

NAME

This society, registered in the Court Register in Chicago, Illinois, shall be known as the American Chamber of Commerce in Poland and is hereinafter referred to as "AMCHAM".

ARTICLE II

OBJECTIVES

AmCham's objectives are:

1. To provide a highly respected organization on a continuing basis in which American businesses and their representatives in Poland can discuss and identify common matters regarding their economic interests in Poland and/or the United States.
2. To represent the voice, views and common interests of its members to Polish, United States and European Union business and governmental institutions.
3. To promote trade, investment, finance and industry in and between Poland and the United States and other countries.
4. To maintain contact with Polish central and local Government and European Union officials in order that AmCham will be at all time knowledgeable concerning the economic and commercial objectives of the Polish authorities.
5. To work with and supplement the activities of other entities in Poland on matters relating to the economic and commercial activities of AmCham and its members in Poland.

ARTICLE III

MEMBERSHIP

Section A. Types of Membership

1. Company Member

"Company member" is defined herein to mean a legal entity, partnership, or sole

proprietorship formed, founded or incorporated in the United States; or if formed, founded or incorporated outside the United States, any such entity owned by an American interest, directly or indirectly and found acceptable to the Board of Directors. Further, the entity must have an interest in doing business in Poland.

2. Individual Member

Any United States citizen who is engaged in business or a profession in Poland, but who cannot qualify for Company Membership, shall be eligible to become an Individual Member, if found acceptable to the Board of Directors.

3. Honorary Member

An Honorary Member shall be entitled to all the privileges of an Individual Member, except as hereinafter provided, and shall be exempt from payment of membership dues.

Section B. Determination of Membership

1. An application for membership, other as an Honorary Membership, shall contain the name, address and business activity or occupation of the candidate and the signatures of two sponsoring Members, and shall be submitted to the Executive Director.
2. The Board of Directors may elect any individual as an Honorary Member at its discretion. The United States Ambassador to Poland is a Honorary Member of AmCham.
3. The initial and continuing acceptability of a Member shall be determined by the Board of Directors and, in particular, the Board may accept as a Member an entity not meeting the criteria set forth in clause A1 above if the Board determines that this is in the interest of the society.
4. The Board of Directors may refuse an application for membership without giving any reason.
5. The Board of Directors may terminate the membership of any Member that, in its opinion, takes any action prejudicial to AmCham's reputation or standing.
6. Any Member in good standing may make a motion at a General Meeting to review any decision of the Board of Directors under this Section. Reversal of a valid decision of the Board of Directors shall require a resolution adopted by two-thirds of eligible voting Members present at the General Meeting.

Section C. Voting Rights

1. Company Members

- a) Each Company Member shall nominate one or more persons of good standing with the Company and residing in Poland to be its representative(s) in AmCham,

one of whom is to be named by the Company as its voting representative, as hereinafter defined.

- b) Each Company Member shall exercise its vote through the person it designates as its voting representative, who shall have full voting rights at any meeting of AmCham.
- c) Each Company Member shall notify the Executive Director of the name and title of its voting representative, along with the name of one alternative person. This information shall be presented before the end of the first quarter of each calendar year unless such designation was previously submitted and no change is required.

2. Individual Members

An Individual Member shall have full voting rights at any meeting of AmCham.

3. Honorary Members

No Honorary Member shall have voting rights at any meeting of AmCham.

Section D. Right to hold Office

Any voting representative may hold elective office in AmCham.

Section E. Resignation

1. A Member may resign by giving written notice to the Executive Director.
2. The Board of Directors shall confirm the resignation of any Member.

ARTICLE IV

MEETINGS OF AMCHAM

Section A. Annual General Meeting

1. An Annual General Meeting shall be held each year.
2. The following business shall be conducted at the Annual General Meeting:
 - a) Presentation of the previous year's accounts, the auditor's report, and the report of the Board of Directors.
 - b) Election of members of the Board of Directors in the election year.
3. Elections of the Board of Directors shall be held every second year.
4. Any Member who is in good standing may nominate any other Member to sit on

the Board of Directors. Any such nomination, seconded by at least one other Member, shall be submitted in the form prescribed by the Board of Directors to the Executive Director at least 14 days prior to the date of the Annual General Meeting.

5. Election of the Board shall require a simple majority vote of those present and voting at the General Meeting. The Board of Directors adopts the election procedures.

Section B. Special General Meeting

1. A Special General Meeting may be held at any time upon:
 - (i) a call by the Chairman of the Board of Directors,
 - (ii) a resolution of the Board of Directors, or
 - (iii) a written request by twenty per cent (20%) of the total voting Members.

Section C. Notice of meetings

1. The Executive Director shall send a Notice of Meeting to all Members by mail or electronic mail at least fourteen (14) days in advance of the proposed date of the meeting.
2. The Notice of meeting shall state the time and place of the meeting, together with a list of business to be conducted (agenda).

Section D. Proceedings at General Meetings

1. Any Member may place an item on the agenda of a General Meeting by giving notice to the Executive Director one week before the meeting is due to be held.
- 2.. Any Member in good standing may vote on any matter at a General Meeting.
3. Any Member in good standing may authorize in writing any other Member to vote on its behalf at any General Meeting. Written notice of such proxy authorization must be received by the Executive Director not later than 24 hours prior to the date of the meeting at which such proxy is to voted.
4. The quorum for a General Meeting shall be twenty-five percent (25%) of the total number of voting Members in good standing.
5. If no quorum is present at any such meeting, the meeting shall be adjourned for at least seven (7) days to a place, date and time to be appointed, and then, if the number then present, including proxy votes, is insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to alter, amend or make additions to any proposed resolution presented at the adjourned Annual General Meeting.

ARTICLE V

MEMBERSHIP DUES AND OTHER FEES

Membership dues and other fees shall be proposed by the Board of Directors and determined by a resolution adopted by a majority of voting members represented at a General Meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section A. Board of Directors (Board)

1. Members. The Board of Directors is comprised of not less than five and not more than twelve members, elected at the Annual General Meeting for two-year terms by and from among the representatives of the Members in good standing. The members of the Board are volunteers and are not paid for service on the Board. The Board meets not less than once every two months. In addition to its regular meetings the Board may delegate matters to Committees of the Board.
2. Vacancies. The Board may declare a vacancy if during its term of office one of its members should die, resign or fail to perform his/her responsibilities. Vacancies so arising may be filled for the unexpired term by the Board of Directors subject to approving resolution of the next Annual General Meeting.
3. Responsibilities of the Board of Directors include:
 - Determining the long-term policy of the Chamber
 - Authorizing the activities and programs
 - Approving the Chamber's general procedures
 - Approving the annual budget
 - Motivating and directing the work of AmCham Committees established in accordance with the by-laws
 - Providing direction and guidance to the Executive Director
 - Providing leadership and recognition to those individuals instrumental in the Chamber's success
 - Adopting the Chamber's by-laws
 - Selecting appropriate legal form (including foundations) of AmCham's

activities in all jurisdictions.

4. Quorum

The quorum for a meeting of the Board shall be one-half (1/2) of the total number of serving Board members. If no quorum is present at a Board Meeting, the meeting shall be adjourned for at least seven (7) days to a place, date and time to be appointed, and then, provided all Board members have been given due notice of the adjourned meeting, if the number then present is insufficient to form a quorum pursuant to the preceding sentence, those present shall be considered a quorum.

Section B. Officers

1. Members. The following Officers of AmCham shall have the following duties, in addition to sitting on the Board of Directors:

a) Chairman

The Chairman of the Board of Directors presides at the General and Board meetings of AmCham and must be a United States citizen. The Chairman is not eligible for more than three (3) consecutive terms of the office. The outgoing Chairman shall be a member *ex officio* of the Board of Directors. The United States Ambassador to Poland is an Honorary Chairman of the Board of Directors.

b) Two Vice-Chairmen

To act for the Chairman in the Chairman's absence

c) A Treasurer

He/She oversees all financial and monetary transactions of the society, ensures that proper books and records are maintained, and is responsible for their correctness.

d) Audit Committee

Two members of the Board shall be appointed by the Board to serve as an Audit Committee. Such Committee shall ensure that an audit is performed in accordance with Article VII and shall be responsible for appointing the Auditor and the scope of work to be performed.

e) Executive Director. The Executive Director is not a Member of the Board. His/her duties include: to keep all records, including financial, of AmCham; to be responsible for its correspondence; and to keep minutes of all General and Board Meetings, as well as perform all other duties as specified in the By-Laws.

2. Appointment.

The Officers of AmCham shall be appointed by the Board of Directors at the first meeting of the newly elected Board. Vacancies arising for any reason shall be filled on a timely

basis.

ARTICLE VII

AUDIT

An audit of the financial records and accounts of the society shall be performed each year by an appropriately qualified person (the Auditor). The Auditor shall present a report upon such accounts to the Annual General Meeting.

ARTICLE VIII

DISSOLUTION

Section A. Means of Dissolution

1. AmCham shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the voting members of AmCham at that time resident in Poland expressed either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.

Section B. After Dissolution

1. In the event of AmCham being dissolved as provided above, all debts and liabilities legally incurred on behalf of AmCham shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the voting members shall decide.
2. Notice of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

ARTICLE IX

BY-LAWS

Voting Members of AmCham at the Annual General Meeting or the Board of Directors may make, alter, add to and repeal the By-Laws of AmCham as long as they do not conflict with the Constitution of AmCham.

ARTICLE X

AMENDMENT OF THE CONSTITUTION

No alteration of additions to these rules shall be made except by a resolution of the General Meeting.