



# By-Laws

## of the American Business Council Kuwait Ltd.

### Section I

#### Objectives

1. The American Business Council Kuwait Ltd. also referred to as ABCK Ltd or ABCK-AmCham Kuwait; and referred to in these By-Laws as the (“**ABCK**”), is incorporated and registered in the State of Delaware, USA as a non-profit organization under IRS Section 501 C (6).
2.
  - **Our Vision:** To be the innovative organization that serves as the catalyst for U.S.-Kuwait trade, investment growth, and broadened relationships.
  - **Our Mission:** To promote and increase awareness of American businesses, and services, and enhance business relationships between the U.S. and Kuwait. We provide a forum and advocate on behalf of our Members.

### Section II

#### Membership & Dues

##### A. Membership

1. Classes of Membership. The ABCK shall be composed of the following nine classes of membership:
  - a. Corporate Executive
  - b. Corporate Associate
  - c. Small Enterprise
  - d. Chairman’s Club
  - e. Individual
  - f. Couple
  - g. Recent Graduates
  - h. Honorary Members
  - i. ABCK Affiliate
2. Membership Requirements



- a. There are two (2) categories of companies that can be Corporate level Members:
- i. **Category 1a.** US businesses who are registered as a legal entity within the United States of America, its territories, or protectorates, or are an entity whose parent company is registered as a legal entity within the United States of America, its territories or protectorates, and such parent company owns Fifty-One percent (51%) or more of such entity.  
  
Category 1a Corporate level Members will be entitled to ten (10) votes for each matter voted upon; and  
  
Category 1a Corporate level Members will be eligible for Board of Director's seats designated for Category 1a or 1b companies.
  - ii. **Category 1b.** Businesses that do not meet the Category 1a criteria but are associated with American business or products in one or more of the following manners:
    - A. As the exclusive representative of one or more American products;
    - B. As the sole registered agent for an American individual or company providing products or services in Kuwait;
    - C. Are directly involved in the sale of American products and/or services within Kuwait, and such sales represent a portion of the business done by such an entity; or
    - D. As a service provider, either as a prime contractor or subcontractor at any tier, of any kind, to the US government in Kuwait or the Gulf Cooperation Council ("GCC") region  
Category 1b Corporate level Members will be entitled to five (5) votes for each matter voted upon.  
  
Category 1b Corporate level Members will be eligible for Board of Director's seats designated for Category 1b companies.
- b. There are five (5) Corporate levels of membership, and they are:
- i. **Corporate Executive Membership.** This Corporate level of membership is only available to Category 1a businesses. This level of membership is for those companies that would like to be supportive of the ABCK, and its mission. Dues and benefits for Corporate Executive Membership are found in subparagraph c below.
  - ii. **Corporate Associate Membership.** This Corporate level of membership is only available to Category 1b businesses. This level of membership is for those companies that would like to be supportive of the ABCK, and its



mission. Dues and benefits for Corporate Associate Membership can be found in *subparagraph c* below.

iii. **Chairman’s Club Membership.** This Corporate level of membership is available to both Category 1a and 1b. For that company that wants to be a partner with the ABCCK and our mission, we offer a Chairman’s Club membership that includes all of the benefits of the Corporate membership plus additional benefits. Dues and benefits for Chairman’s Club Membership are found in *subparagraph c* below.

iv. **Small Enterprise Membership.** A Small Enterprise is defined as a company with a startup capital of less than 25,000 KD and meets the prerequisites of either a 1a or 1b category or meets the prerequisite of individual membership (except spouse qualification). Dues and benefits for Small Enterprise Membership can be found in *subparagraph c* below.

c. Table of Corporate level membership dues and benefits.

BENEFITS	SMALL ENTERPRISE	REGULAR CORPORATE	CHAIRMAN'S CLUB
<b>Membership Fees (Annual)</b>	<b>KWD 350</b>	<b>KWD 1,000</b>	<b>KWD 2,000</b>
<b>Standard Membership Cards &amp; Certificate</b>	✓	✓	✓
<b>Invitation to Corporate Member only events</b>	✓	✓	✓
<b>Highlighted as a Corporate Member ( Social Media, Website, Membership directory)</b>	✓	✓	✓
<b>Access to the following Directories: AmCham MENA and AmCham Kuwait</b>	✓	✓	✓
<b>Sponsorship opportunities for AmCham Kuwait events: morning briefings, seminars, speaker series.</b>	✓	✓	✓
<b>Corporate profile to be displayed on Membership Directory and logo displayed AmCham Kuwait</b>	✓	✓	✓
<b>Post company announcements and on website, social media, newsletter as "Member news"</b>	✗	✓	✓
<b>Invitations to Exclusive Events with visiting dignitaries *</b>	✗	✓	✓
<b>Logo displayed on special AmCham Kuwait Banner, Signature blocks, and Public Directory</b>	✗	✗	✓
<b>Customized, high-profile sponsorship packages available &amp; priority on Sponsorship Opportunities</b>	✗	✗	✓
<b>Annual Email Blast</b>	✗	✗	✓
<b>Assistance with one-on-one meetings and introductions</b>	✗	✗	✓
<b>VIP seating for 1 (one) at high profile events *</b>	✗	✗	1 Signature Event
<b>Event Chairman’s Club Sponsor (complimentary) *</b>	✗	✗	1 Signature Event
<b>Invitation to Select trade delegations, and Chairman’s Club Roundtable discussions*</b>	✗	✗	1 Representative per company
<b>Free Entry to General Events per Company</b>	1	5	10
<b>Corporate Employee Membership</b>	2	10	10
<b>Corporate Spotlight- Website</b>	10 Days	30 Days	90 Days
<b>Corporate Vote Equivalent (5: Associate, 10 :Executive)**</b>	3	5 or 10	5 or 10

\* Will be based on availability

\*\* Associate: Non-U.S. Entities, Executive: U.S. Entities



d. Individual Members and Couples.

An Individual Member(s), or at least one (1) Member of a couple shall be a person who:

- i. Is a US Citizen who resides or has a physical presence in Kuwait; or
- ii. Is the spouse of a US citizen; or
- iii. Does business within the United States of America, its territories, or protectorates; or
- iv. As an individual, acts as the sole registered agent for a US entity, individual, product, or service within Kuwait; or
- v. Is a Kuwait or GCC citizen/national graduate or degree holder from an accredited US university or college in the US; or
- vi. Is a Kuwait or GCC citizen/national graduate or degree holder from an affiliated, accredited US university or college.

Individual membership dues will be sixty Kuwaiti Dinars (60 KD) annually per person, and they will be required to pay Members' prices for events.

A "Couple" is defined as two individuals that are married to each other.

Couples' Membership dues will be one hundred Kuwaiti Dinars (100 KD) annually per couple, and they will be required to pay Members' prices for events.

e. Recent Graduates

- i. Applicable for a graduate of a US university or college or an affiliated US university or college in Kuwait, within 2 years of the graduation date.
- ii. Graduate membership dues will be twenty Kuwaiti Dinars (20 KD) annually (for only the two years after graduation) and they will be required to pay Members' prices for events.
- iii. After more than 2 years date of graduation, regular Individual or Corporate membership dues shall apply.

f. Honorary Member

Subject to the review and approval of the Board of Directors, acting in its sole discretion, an Honorary Member is a person who has made significant contributions to the benefit of the ABCK. Any verified Board Member of the



Kuwait Chamber of Commerce & Industry (KCCI) may become an Honorary Member upon review and acceptance by the ABCK Board of Directors.

- g. ABCK Affiliate
- i. Any individual or corporate entity desiring to support the goals and the objectives of ABCK, irrespective of whether the individual or corporate entity is a resident or located in Kuwait in another country, may become an ABCK (“Affiliate”).
  - ii. An Affiliate is not a Member of the ABCK, and shall neither be entitled to vote at any meeting of ABCK Members, nor be a Member of the Board of Directors, but shall be allowed to serve on committees, sub-committees, focus groups, and participate in events.
  - iii. Dependent on the Corporate level of membership, and per the Corporate Membership Chart in subparagraph 2c above, Affiliate companies will be limited in benefits to sponsorship opportunities for ABCK events such as morning briefings, seminars, speaker series, etc., high profile sponsorship package, an invitation to Corporate Member only events, five (5) Corporate employee affiliate allocations and free entry to events. Other “Member” benefits will not be authorized.
  - iv. Each applicant for Affiliate status must submit an application on a form as approved by the Board of Directors upon recommendation of the Membership Committee. Each application for Affiliate status must demonstrate, through appropriate documentation, the satisfaction of all criteria for Affiliate status. Each application should also state how the applicant will help ABCK achieve the objectives set out in Section I of these Bylaws.
  - v. Each applicant for Affiliate status will be subject to approval and acceptance by the Board of Directors, at the Board’s discretion, and shall be granted by exception.
  - vi. Dues for an individual Affiliate will be sixty Kuwaiti Dinars (60 KD) annually, and Corporate level Affiliate dues are following the chart found in subparagraph 2c above based on the Corporate membership level.
3. Each initial and renewal application for all forms of membership to the ABCK will be initiated and screened by the Executive Director and staff, then reviewed and approved by the ABCK Membership Committee. If an Individual or Corporate level membership application is not approved by the Membership Committee, this application will be presented to the ABCK Board of Directors for final decision. All Affiliate applications will be reviewed by the Membership Committee, then presented to the ABCK Board of Directors for approval.
4. The rights of membership within the ABCK shall be at the discretion of the Board of Directors. At its sole discretion, ABCK and the Board of Directors may refuse to grant



membership to any individual or company or to remove the same from membership, with or without stated cause.

5. Membership shall be for a period of one calendar year from the date of joining. Renewals shall take place on the anniversary month of their membership date.
6. All memberships are non-transferable and not refundable.

**B. Membership Dues**

1. Membership dues shall be set each year by the Board of Directors' approval, based on recommendations from the Membership Committee. Dues shall be assessed and payable by all Members on an annual basis, during the anniversary month of their membership each year.
2. Members whose dues are three (3) months or more in arrears shall be dropped from membership following the Board of Directors' approval. Reinstatement of such membership may only be granted by payment of the total amount of dues originally assessed.
3. All amounts owed by the Member to the ABCK must be brought current before the renewal of a membership
4. Each Corporate Executive Member may designate up to ten (10) individuals who shall be able to register with the ABCK. The individuals so designated shall not be assessed dues in addition to those assessed to the Corporate Member. Corporate members who are not listed among the designated Members of said Corporate membership shall be required to join ABCK as Individual Members and pay dues of Individual membership.
5. Each Corporate Associate Member may designate up to ten (10) individuals (of which only five (5) shall have voting rights) who shall be able to register with the ABCK. The individuals so designated shall not be assessed dues in addition to those assessed against the Corporate Member. Corporate Members who are not listed among the designated Members of said Corporate membership shall be required to join ABCK as Individual Members and pay dues of Individual membership.
6. Membership fees shall be waived, upon verification of status and acceptance by the ABCK Board of Directors, for Honorary Members.
7. If it is deemed in the best interest of the ABCK, the Board of Directors may waive or alter the payment of dues of any Member.
8. Each Small Enterprise Member may designate up to two (2) individuals (both of which shall have voting rights) who shall be able to register with the ABCK. The individuals so designated shall not be assessed dues in addition to those assessed against the Small Enterprise Member. Small Enterprise Members who are not listed among the designated Members of said Small Enterprise membership shall be required to join ABCK as Individual Members and pay dues of Individual membership.



## **Section III Membership Rights**

### **A. Voting Rights**

1. The voting rights of Members for matters that come before the general membership for a vote, including the election of members to the Board of Directors, shall be as follows:
  - a. Each Corporate Executive Member (Category 1a company) shall have ten (10) votes for each matter voted upon;
  - b. Each Corporate Associate Member (Category 1b company) shall have five (5) votes in each matter voted upon;
  - c. Each Small Enterprise Member shall have three (3) votes in each matter voted upon.
  - d. Each Chairman's Club Member shall have ten (10) votes if they are a Category 1a company (registered as a legal entity within the United States of America), otherwise they meet the Category 1b criteria and will receive five (5) votes in each matter voted upon.
  - e. Each Individual Member shall be entitled to one (1) vote in each matter voted upon in general membership meetings and general elections;
  - f. Honorary Members shall have no voting rights. Honorary Members may serve on the Board of Directors if voted by the BOD, but shall have no voting rights on BOD actions; and
  - g. Affiliates shall have no voting rights and may not serve on the Board of Directors.

### **B. Meetings & Participation**

1. Participation by the Members in the activities and events of the ABCK is encouraged. Such participation may include, but not be limited to,
  - a. Annual General Meeting;
  - b. General meetings and events;
  - c. Special meetings and events;
  - d. Committees, sub-committees, and focus groups established for the benefit of the ABCK; and
  - e. Other administrative and/or volunteer activities.



2. The ABCK shall schedule quarterly General Meetings, and conduct an Annual General Meeting during the month of May of each calendar year at which the general membership of the ABCK may attend.
  - a. The agenda for the Annual General Meeting shall include, but not be limited to:
    - i. An introduction and overview by the Chairperson of the ABCK;
    - ii. A summary of the most recent year's activities and events from each Committee Chairperson;
    - iii. A summary of the most recent audited financial statement from the Chairperson of the Budget and Audit Committee;
    - iv. A summary of the approved budget for the current year from the Chairperson of the Budget and Audit Committee;
    - v. Any other matters as determined by the Board of Directors, or as required under these Bylaws, such as the Standing Committees and Focus Groups reports; and
    - vi. Election of the Board of Directors.
  - b. A Member in good standing of the ABCK may request that an item be placed on the agenda of any General Meeting by making a written request to the Board of Directors at least two (2) weeks before the date of the meeting. Such a request must include:
    - i. The name, address, and telephone number of the Member making the request;
    - ii. A brief statement giving the intended purpose for including the item on the agenda; and
    - iii. A summary of relevant issues related to the agenda item.
  - c. A request from a Member to place an item on the agenda shall be honored unless it is determined, in the sole discretion of the Board of Directors, that the requested issue:
    - i. Would be detrimental or cause harm to the ABCK; or
    - ii. Would violate US or local laws and/or regulations; or
    - iii. Would be in contravention of these Bylaws.
3. The ABCK shall hold Executive periodic general meetings.
  - a. All Members shall be entitled to attend a scheduled general meeting of the ABCK.
  - b. When such attendance is limited by the availability of space or services, attendance shall be granted on a "first-come, first-serve" basis.





4. The ABCK may hold additional meetings and/or special events that are considered to be of benefit to the general membership, to individual Members, or that further the goals and objectives of the ABCK.
  - a. All meetings and/or events will generally be made available for attendance and/or participation by the general Membership.
  - b. Such meetings and/or special events may, at the sole discretion of the Board of Directors, be designated as “by invitation only” or be otherwise restricted as to attendance and/or participation.
5. Participation in the “United States Door Knock” lobbying program or other similar programs is limited to United States passport holders only.

### **C. Rights to Information**

1. Members shall be entitled to inspect the books and records of the ABCK, upon written request to the Board of Directors.
  - a. A requesting Member, shall, by making such request, agree to:
    - i. Hold all such material and its contents as confidential;
    - ii. Not to disclose such information to any third party without the written permission of the Board of Directors; and
    - iii. Not to use any information obtained by such inspection for any commercial purpose.
  - b. The Board of Directors, at its sole discretion, may set the time and place for such review.

## **Section IV**

### **Board of Directors**

#### **A. Board of Directors**

1. Purpose of the Board of Directors.

The Board of Directors shall act as the governing body of the ABCK, and shall be responsible for the general operations, policy, and activities of the ABCK

2. Membership of the Board of Directors.

- a. The Board of Directors shall consist of fifteen (15) Executive Members and two (2) Ex-Officio Members.
- b. The fifteen (15) Executive Members shall consist of the following:



- i. Seven (7) Corporate Member companies holding a Category 1a Corporate Membership. Each Corporate Member company, at its sole discretion, will appoint a representative to serve on the Board;
- ii. Four (4) Corporate Member companies holding a Category 1a or 1b Corporate membership. Each Corporate Member company, at its sole discretion, will appoint a representative to serve on the Board;
- iii. Three (3) Individual membership Members shall be elected by a vote by the general membership of the ABCK. An Individual Member not officially designated as a representative by any corporate entity (Corporate Category 1a, Category 1b, or Small Enterprise) may simultaneously serve on the Board of directors as an Individual Board Member, so long as the Individual Member signs a waiver stating that they do not officially represent the corporate entity on the Board of Directors.
- iv. One (1) Small Enterprise membership Member shall be elected by a vote by the general membership of the ABCK. The Small Enterprise Member company, at its sole discretion, will appoint a representative to serve on the Board.
- v. Service as an Executive Member on the Board of Directors shall be subject to the following limitations:
  - A. Not more than one (1) representative who is associated with the same Corporate Category 1a or Category 1b company, as an employee or otherwise, may serve simultaneously on the Board of Directors;
  - B. An Individual Member not officially designated as a representative by any corporate entity (Corporate Category 1a, Category 1b, or Small Enterprise) serving simultaneously on the Board of Directors as an Individual Board Member, must sign a waiver stating that they do not officially represent the corporate entity on the Board of Directors.
  - C. To stand for election, or to continue to serve on the Board of Directors, the Member must be either an Individual Member or Corporate Member in good standing and approved by the Nominating Committee; and
  - D. No two (2) directors of the same immediate family may serve simultaneous terms on the Board of Directors. A candidate for the Board of Directors is not allowed to run for a Board position if he/she has an immediate family member as an ABCK employee. Applicants for ABCK employment cannot have immediate family members on the ABCK Board of Directors.
- v. Executive Members of the Board of Directors shall be voting members of the Board of Directors, with each Member being entitled to one vote.



- vi. The majority of the Executive Members of the Board of Directors shall be U.S. Citizens or representatives of US (Category 1a) companies.
- vii. All Executive Members of the Board of Directors shall be elected by a vote by the membership of the ABCK.
- c. Two (2) Ex-Officio Members shall serve on the Board of Directors without election as non-voting Members. The two (2) Ex-Officio Members shall include:
  - i. The designated Senior Representative of the United States Department of Commerce that is a resident in Kuwait; and
  - ii. The ABCK Executive Director.

## **B. Term of Office**

- 1. Each Executive Member of the Board of Directors holding either Individual membership or Corporate membership:
  - a. Shall serve for a term of three (3) years, with a said term beginning on the first day of June following their successful election;
  - b. The expiry of the terms of the Board of Directors Members shall be staggered so that not more than five (5) seats (one third (1/3)) come up for election in any given year;
  - c. A person recommended by the Chair and approved by the Board of Directors will be appointed by the Board of Directors to fill a vacancy in an unexpired term of office and shall begin service immediately upon such appointment and shall serve until the next scheduled election. Priority will be given to those not previously selected in the last election results, to the type and category of seat available; and
  - d. All Board Members and Corporations may serve more than two (2) consecutive terms but are required to successfully run for reelection to do so. Board Members who have completed two (2) terms on the Board may run for reelection given that they have participated in at least 70% of Board meetings every year. Should Corporate seats' (including Small Enterprises) representatives not have attended 70% or more Board meetings, the company must assign someone else to run should they wish to continue on the Board.

## **SECTION V**

### **Nomination and Election of Board of Directors**

#### **A. Election of Board of Directors Members**



*Approved July 21, 2022*

1. The majority of the Executive Members of the Board of Directors will be U.S. Citizens or representatives of a Category 1a company. All shall be elected by a vote of the general membership of the ABCK.
2. All elections will maintain the Board configuration under Section IV(A)(2)(b) above. Candidates must meet the criteria for the type of seat that will be vacant.
3. During the Annual General Meeting in the month of May of each year, the membership of the ABCK shall elect the required number of Members to the Board of Directors, using the following procedures:
  - a. No later than the 28<sup>th</sup> of February, the Nomination Committee announces the Board of Directors vacancies to the general membership. This announcement shall include the following:
    - i. The type and number of each vacancy to be filled; by way of an example is:
      - Two (2) Individual Member seats
      - Two (2) Corporate Category 1a seats
      - One (1) Corporate Category 1b seat
      - One (1) Small Enterprise Category seat
    - ii. Submittal requirements and defined procedures for prospective candidates. Such written submittal shall be in the form or format as may be determined by the Nominating Committee. Each submittal shall include a brief biography of the candidate, together with any other information the candidate may wish conveyed to the voters. Such information may not be longer than 2 (two) typewritten pages in length;
    - iii. Candidates shall receive a Board of Directors' duties and responsibilities statement that they will acknowledge by signature; and
    - iv. Notification of the 15 March deadline for submission of the written application requesting to be considered as a candidate for the type of vacancy they are qualified for, and submission of signed Board of Directors' duties and responsibilities acknowledgment.
  - b. Starting on 15 March, the Nomination Committee shall conduct the following:
    - i. Receive and review candidates' applications and signed Board of Directors' duties and responsibilities statement;
    - ii. Ensure candidates qualify for the types of seats open and certify the eligibility of the candidates standing for election; and
    - iii. Submit validated applications by type of seats available to the Board of Directors for approval by the first week of April.
  - c. By the end of the first week of April, the Board of Directors shall approve candidates by type of seats available.



- d. No later than 15 April, the Election Committee shall do the following:
  - i. Post Candidates' resumes, biographical data, and other information they wish to share with voters in accordance based on their applications, on the ABCK website and distribute via email to all Members;
  - ii. Announce the election date, time, and location; and
  - iii. Validate absentee ballots and absentee method of voting to be used.
- e. One (1) week before election day the Election Committee will:
  - i. Distribute the absentee ballots and identify the method of submittal; and
  - ii. Notify absentee voters that all absentee ballots must be returned before the start of the elections as defined in the previous announcement of the election date to be considered in the election.
- f. The Election Committee will conduct the elections between the 15<sup>th</sup> and 22<sup>nd</sup> of May.
  - i. The biography of each candidate will be placed on every table.
  - ii. Each candidate will be provided the opportunity to address the voters.
  - iii. An explanation of the ballot, and how to properly fill it out will be done before voting begins. This will include instructions on how many to vote for by category based on open positions for each.
  - iv. Ballot format will be divided by vacant categories (i.e. Individual Board candidates listed by name, Corporate 1a candidates listed for open Corporate 1a positions, and Corporate 1a and 1b candidates for open Corporate 1b positions).
  - v. Ballots will be placed in something that conceals ballots from view once voters submit them for the count.
- g. Post-election the Election Committee shall:
  - i. Count ballots and certify results within two (2) working days after elections; and
  - ii. Announce results to the Board of Directors on the same day.
- h. The Chairperson of the ABCK shall:
  - i. Notify each winning candidate within twenty-four (24) hours of receiving the certified results from the Election Committee; and
  - ii. Announce the results to the general membership within twenty-four (24) hours of receiving the certified results from the Election Committee.



4. The following shall be adhered to during the elections process:
  - a. The ballot and method of voting shall ensure that the process of “secret” balloting is maintained;
  - b. Individual and Company names will be placed on all ballots by voters to ensure multiple votes are not cast;
  - c. The Chairperson of the ABCK ensures all timelines and requirements are met before elections;
  - d. Candidates can only run for the positions their membership qualifies them for, for example, an Individual Member can only run for an open Individual Member seat and a Category 1a company Member can run for a Category 1a and Category 1b open seat, and Category 1b can only run for a Category 1b open seat;
  - e. Each Corporate and Small Enterprise Member company, at its sole discretion, may appoint a candidate to run for a Board of Directors position for the category of their membership;
  - f. Receipt of an absentee ballot, whether by paper ballot or by electronic method, duly cast in advance of the Annual General Meeting, will be deemed to constitute the presence of that Member at the Annual General Meeting for the determination of a quorum; and
  - g. In the event of a voting deadlock, the Election Committee may determine such appointment, taking into consideration the election results and the need of the Board of Directors in the next term. If the Election Committee is in deadlock, a run-off election may be considered.
5. The vacancies on the Board of Directors shall be filled in order, by category, based on the election results, with the candidate receiving the highest number of votes filling the first vacant position, and the candidate receiving the second highest number of votes filling the second vacant position, and continuing until all positions have been filled.
  - a. If a vacancy still exists, and the candidate receiving the next highest number of votes has become ineligible because of the limitations on the constituency of the Board of Directors membership, then the ineligible candidate will be passed over and the next eligible candidate in line for total votes will fill the position.
  - b. Vacancies for an unexpired term shall not be filled until after all terms have been filled, and then shall be filled in an order based on the time left in the term, with the longest term being filled first, and the shortest term being filled last.
  - c. Corporate 1a positions will be filled first, then Corporate 1a and 1b positions will be filled. If a Corporate 1a company wins a Corporate 1a position on the Board, they will no longer be considered when tallying the Corporate 1a and 1b position results.

**B. Election of Officers**



1. During the month of June of each year, the members of the Board of Directors shall meet and elect the Officers for the ABCK.
  - a. Such election shall be by the simple majority of the members of the Board of Directors that are present and entitled to vote. Proxies shall not be permitted in the election of officers; however absentee ballots are permitted and will be counted if received by the day of the Board of Directors meeting at which officers were elected.
  - b. Members of the Board of Directors who meet the eligibility criteria defined in paragraph 2 below that wish to run for an Officer position, may notify the Board of Directors one (1) week before the June meeting. This notification may include the Officer position he/she is running for and the information (no more than one page) they wish to share with those Board Members eligible to nominate and vote.
  - c. The Officers so elected shall serve for a term of one (1) year.
  - d. The officers of the Board of Directors shall consist of
    - i. Chair;
    - ii. Vice Chair;
    - iii. Secretary;
    - iv. Treasurer.
  - e. The officers of the Board of Directors shall be elected in the following order: Chair; Vice Chair; Secretary; Treasurer.
2. Eligibility for Officers. Per the guidelines published by the U.S. Chamber of Commerce regarding the officer criteria for the U.S. Chamber of Commerce, the individuals elected by the Board of Directors to the offices of Chair and Vice Chair shall meet the following criteria:
  - a. For the office of Chair, the individual elected shall be either a Corporate or Individual Member in good standing who is a US citizen;
  - b. For the office of Vice Chair, the individual elected shall be an Individual Member or a Corporate Individual Member in good standing with the ABCK who is a US citizen;
  - c. All other ABCK Board of Director positions shall be available to any eligible ABCK Member, regardless of nationality; and
  - d. To be elected to an Officer position, a candidate must have served on the ABCK Board of Directors for a minimum of one (1) year.

**C. Vacant Positions**



1. A vacancy that occurs in the Board of Directors for any reason from the election day to 31 March will be filled by appointment by the ABCK Chairperson, and approved by a majority vote by the Board of Directors. The Individual or Corporate that is appointed will be filled until the next election. If by appointment, the position will be filled by the category of seat available, and the Individual, Small Enterprise, or Corporate Member appointed must meet the same criteria and category as a candidate for election.
2. If a vacancy occurs between 1 April and the day of the election, the position will be filled through election by the general membership in accordance with the election criteria.

## **SECTION VI**

### **Removal of Board of Directors**

#### **A. Removal of Board of Directors Members**

1. A member of the Board of Directors may be removed for “cause.” Reasons for cause may include, but are not limited to:
  - a. Lack of participation in activities of the Board of Directors;
  - b. Excessive absences from Board of Directors meetings without a force-majeure reason (missing three (3) or more Board of Directors meetings in a year); or
  - c. Professional or personal conduct which reflects negatively upon the ABCK.
2. Any Board Member missing three (3) consecutive Board of Director meetings (with or without proxies) will automatically be referred to the Policy Committee by the Board of Directors Chairperson for review and consideration for removal.
3. A petition for the removal of a Board of Directors Member must be submitted in writing to the Chair of the Board of Directors, and must be signed by at least three members of the Board of Directors. The petition must recite:
  - a. The name of the member of the Board of Directors to be removed;
  - b. The reason or reasons for the removal; and
  - c. The names and signatures of at least three (3) members of the ABCK Board of Directors.
4. Upon receipt of a properly executed petition, the Chairperson of the ABCK shall:
  - a. Submit the petition to the Policy Committee. The Policy Committee shall:
    - i. Investigate the reasons cited and determine their validity or the lack thereof; and





- ii. Make a recommendation to the Board of Directors to either retain or remove the member of the Board of Directors named in the petition.
    - b. Set a date and time for all Board of Directors hearing on the petition, said date to be not later than one month from the date the petition is received;
    - c. Notify the member of the Board of Directors named in the petition of the pending action, including the reasons cited, and invite the member to present any rebuttal to the reasons cited before and/or at the date of the scheduled hearing; and
    - d. Notify other members of the Board of Directors of the petition and of the hearing date and time.
5. On the date of the hearing, the Board of Directors will
  - a. Review the petition;
  - b. Listen to all available evidence, including the Policy Committee report and recommendations, and rebuttal, if any, from the named member; and
  - c. Vote either to retain or remove the named member from the Board of Directors.
6. A vote to remove a member of the Board of Directors must be passed by two-thirds (2/3) majority of the existing voting members of the Board of Directors, which shall not include the member named in the petition.

## **SECTION VII**

### **Duties and Responsibilities**

#### **A. Members of the ABCK Board of Directors**

1. Board Members are empowered by the general membership as their representation to set the policies for the day-to-day operations of the ABCK.
2. Board Members will attend, make motions, second motions, and otherwise participate in all deliberations of the Board of Directors' monthly meetings.
3. Each Board member, except the ABCK Chair, shall serve on a minimum of two (2) Committees, and serve as a Chair or Vice-Chair for at least one (1) Committee or Focus Group.
4. Board Members will have an innate understanding of the ABCK Bylaws, Standard Operating Procedures, and policies.
5. Board Members will support ABCK events, programs, and VIP meetings within their ability.
6. Board Members will serve in the best interest of ABCK, its mission and its Members.



7. Board Members will remain available, within reason, on communications platforms and the internet, and respond in a timely manner.

**B. ABCK Officers**

1. The duties of the Chair shall be as follows:
  - a. Following the policies and instructions of the Board of Directors, to exercise general supervision over the activities and affairs of the ABCK and of the Board of Directors;
  - b. To preside at meetings;
  - c. To appoint the Chair of the standing committees and focus groups; and
  - d. Once elected, the Chair will provide formal guidance and direction to the Board of Directors and standing committees to ensure the proper focus of their efforts over the next year.
2. The duties of the Vice Chair shall be as follows:
  - a. To preside over meetings in the absence of the Chair;
  - b. To serve as the Chair of the Policy Committee; and
  - c. Preside over annual elections and Chair the Election/Nomination Committee.
3. Duties of the Secretary shall be as follows:
  - a. To preside over meetings in the absence of the Chair or Vice Chair;
  - b. To record the minutes and other official records for ABCK events;
  - c. To establish the validity of any proxy presented in the conduct of the business of the Board of Directors; and
  - d. To maintain the files and records (including correspondence, (excluding financial records) of the ABCK.
4. Duties of the Treasurer shall be as follows:
  - a. To preside over meetings in the absence of the Chair, Vice Chair or Secretary;
  - b. To maintain the financial records of the ABCK;
  - c. To govern the receipt and disbursement of funds to and from ABCK accounts;
  - d. Under General Accepted Accounting Principles (GAAP) standards, to provide financial accounting regarding the financial activities of the ABCK;



*Approved July 21, 2022*

- e. To provide financial reporting to the Board of Directors as the Board of Directors may from time to time require, including but not limited to:
  - i. Monthly and annual financial statements, including profit and loss and cash flows statements; and
  - ii. Accounting records for meetings and special events.
- f. To recommend financial and accounting policy for consideration by the Board of Directors.

### **C. ABCK Executive Staff**

1. The Board of Directors shall appoint an Executive Director to manage the day-to-day affairs of ABCK, and shall appoint such other staff members as deemed necessary or appropriate, and shall determine their duties. The selection or termination process, salary, and other terms and conditions of employment of the Executive Director and other staff members shall be conducted by the Human Resources Committee and approved by the Board of Directors.
2. The Executive Director manages the day-to-day efforts of the staff and office of the ABCK, working closely and in conjunction with the ABCK Chairperson and members of the Board of Directors.
3. The Executive Director and staff execute the policies and procedures of the ABCK as defined in these bylaws, and the Standard Operating Procedures and policies.
4. The duties and responsibilities of the Executive Director and other staff are further defined in the ABCK Standard Operating Procedures and policies.

## **SECTION VIII**

### **Committees**

In addition to the Board of Directors, ABCK shall have Standing Committees as described below.

Other committees may be established as needed at the discretion of the Chairperson or the Board of Directors. Sub-Committees may be established at the discretion of the Chairperson, the Board of Directors, or any Committee or Sub-Committee Chairperson.

The names and the responsibilities of the Standing Committees shall be as follows:

#### **A. Membership Committee**



1. The Membership Committee will consist of at least five (5) Board of Directors Members not holding an Officer position, and consist of a Chairperson appointed by the ABCK Chairperson.
2. To coordinate efforts to establish and maintain the membership of the ABCK.
3. To ensure proper maintenance of the membership records.
4. To recommend for consideration by the Board of Directors, policy regarding membership.
5. To establish and maintain Member benefits, and request approval from the Board of Directors for any added benefits that will require a budget.
6. Review and approve all initial and renewal applications for membership in the ABCK. All disapproved applications by the Membership Committee will be referred to the Board of Directors for final decision. All Affiliate Members will be reviewed by the membership committee, and approved by the Board of Directors.
7. Working with the Executive Director, develop and present the ABCK annual recruiting goals for the following year to the Board of Directors for approval by December. Recruiting goals will be quarterly and address new Individual and Corporate goals, and retention of current Members. A sample format is in the ABCK Standard Operating Procedures.
8. Processes and procedures for the Membership Committee are further defined, and in accordance with established ABCK Standard Operating Procedures and policies.

**B. Program and Events Committee**

1. To plan and coordinate the programs and events of the ABCK, and, as necessary, to present the same for approval by the Board of Directors.
2. To establish and maintain the master calendar of events for the ABCK, and to ensure that this calendar is available to the general membership of the ABCK.
3. To recommend for consideration by the Board of Directors, policy regarding programs and events.

**C. Policy and Strategic Planning Committee**

1. With the approval of the Board of Directors, to establish and maintain the general policies and procedures for the ABCK and the conduct of its business and activities, including:
  - a. Maintenance of the policies and procedures manual;
  - b. A semi-annual review of all established policies and procedures to ensure their current applicability;



- c. Recommendation to the Board of Directors regarding changes to the policies and procedures; and
  - d. To investigate the details regarding any petition for the removal of a member of the Board of Directors, and to make a recommendation regarding the disposition of such petition.
2. The Board of Directors may petition to remove any individual or company with justified cause. The Policy Committee will investigate the details regarding improprieties, or personal/professional conduct by individuals or companies that may reflect negatively on the ABCK and recommend a course of action to the Board of Directors.
  3. To investigate and adjudicate complaints of any nature from the membership of the ABCK, and to make recommendations to the Board of Directors, as necessary, for the disposition of the same
  4. To maintain a written record of its activities.
  5. With the Board of Directors' approval, and in coordination with other appropriate committees, to establish and maintain the Strategic Plan for the ABCK. Such a plan should project the activities and strategies of the ABCK at least three (3) years into the future.
  6. To recommend from time to time to the Board of Directors, changes to the Strategic Plan.
  7. To monitor the progress regarding plan elements, and to report to the Board of Directors at least quarterly regarding the same.
  8. To maintain the books and records regarding the Strategic Plan.

**D. Election and Nominating Committee**

1. Performs duties and responsibilities during the nominations and elections process as defined in Section V, paragraph A of these Bylaws.
2. Receives and reviews applicants for ABCK Board of Directors' vacancies to be ABCK Members in good standing by 15 March.
3. Post applicants/candidates' resumes/bio on the ABCK website and distribute by email no later than 15 April.
4. Arranges schedule for candidates' speeches during the May Annual General Election Meeting.
5. Count and validate ballot results within two (2) working days after the election. The ballots will be opened and counted in the presence of the Election Committee.
6. Shall ensure that "secret" ballot is maintained.
7. Certify the final voting results.



8. Issue a certification of the candidates' final votes cast, including the absentee ballots.
9. No candidate standing for election shall serve on the Election Committee.

## **SECTION IX**

### **Board of Directors Meeting Procedures**

1. The Board of Directors shall hold Executive periodic meetings to facilitate the conduct of the business of the ABCK
2. Meetings that require the physical attendance of the members of the Board of Directors shall be governed by the following guidelines. Participation by teleconferencing will be accepted as physically present but cannot be more than two meetings consecutively.
  - a. The quorum for such meetings shall be a simple majority of the members of the Board of Directors. A quorum must be present (in person or by proxy or by video conferencing) for business to be conducted by the Board of Directors.
  - b. The Board of Directors shall establish its own rules of procedure, or in the absence of such, shall apply *Roberts Rules of Order* in the conduct of its business.
  - c. Any member of the Board of Directors who is unable to attend a meeting of the Board of Directors may designate a proxy in accordance with the following:
    - i. An Individual Board Member may assign any other Individual or Corporate Board Member as his/her proxy.
    - ii. Corporate Board Members shall use members of their organization to serve as proxies. In the extreme circumstance that no member from the Corporate company is available, a Corporate member may use any other Individual or Corporate Board Member to serve as their proxy.
    - iii. No Board Member shall carry more than two (2) proxies per meeting. Proxies may not vote on the election of Officers.
    - iv. It is the Board Members' responsibility to coordinate with proxy before notification, and confirm they are available and are not already at their two (2) proxy limit.
    - v. Proxy appointment shall be written, and in a form and format as established by the Board of Directors. This proxy shall allow the member so designated to:
      - A. Attend the meeting of the Board of Directors as identified in the proxy;
      - B. Make motions, second motions, and otherwise participate in all deliberations of the Board of Directors during the said meeting;
      - C. To cast a vote in all such deliberations; and



- D. Such proxy shall not permit the member holding the proxy, except as it relates to the business conducted at the meeting specified in the proxy, to participate in the affairs of standing committees, to sign documents (except where such is required to validate a voted decision or other action taken by the Board of Directors for the meeting where the member held such proxy), to act in any manner as power of attorney for the member designating the proxy, or to otherwise participate in the business of the Board of Directors.
- d. Any matter presented to the Board of Directors shall, in the absence of a higher requirement contained in these Bylaws, be decided by a simple majority vote of the members of the Board of Directors (in person or by proxy) present.
3. Meetings of the Board of Directors may be held electronically, by circulation, or by telephone, and when held in such manner shall be governed by the following guidelines:
  - a. Any matter presented to the Board of Directors under this manner of meeting, shall, in the absence of a higher requirement contained in these Bylaws, be decided by a simple majority vote of the total number of members of the Board of Directors casting a vote or abstaining;
  - b. Matters involving, the election of officers of the Board of Directors, the change of policy, or the revision of these Bylaws. Proxies shall be allowed for this type of meeting.

## **Section X**

### **Miscellaneous**

#### **A. Revisions to By-Laws**

1. Revisions to these Bylaws shall require a positive vote of seventy-five percent (75%) of the General Membership members (in person or by proxy) present.
2. A chronological list of amendments shall be maintained at the end of these Bylaws. Each entry should provide a brief overview of amendments made, and the effective date.

#### **B. Disclosure of Information**

Bylaws shall be accessible at all times

#### **C. Supporting Documents to By-Laws**

These By-Laws are an overarching document that is supported by Standard Operating Procedures and policies that provide further detail to procedures and processes.

#### **D. Non-Discrimination**



Subject to the rules governing the various membership classes designated in this Bylaws, it shall be the policy of the ABCK to provide equal opportunity to its Members, regardless of race, religion, gender, age, or physical ability.

**E. U.S. Chamber of Commerce**

1. The ABCK shall maintain membership in and relationship with the U.S. Chamber of Commerce.
2. The ABCK shall adhere to the Principles of American Chambers of Commerce Abroad, in the version most recently adopted by the Board of Directors of the US Chamber of Commerce. Accordingly, the ABCK, among other things:
  - a. Shall not accept financial aid from any government which would prevent or impair freedom of action necessary to promote US interests in general; and
  - b. Shall maintain close contact with representatives of the US government.

**F. Conflict of Interest**

1. A conflict of interest is defined as an actual or perceived interest by a staff or Board Member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and Members are obligated to always act in the best interest of the organization.

This obligation requires that any officer or Member, in the performance of organization duties, seek only the furtherance of the organization's mission.

2. At all times, officers and Board Members are prohibited from using their job title or the organization's name or property, for private profit or benefit.
3. The officers and Members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fundraising activities.
4. No officer or Member of the ABCK shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
  - a. The officer or Member;
  - b. Any member of their immediate family;
  - c. Their partner;
  - d. An organization in which any of the above is an officer, director, or employee;
  - e. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.





5. Disclosure: Any possible conflict of interest shall be disclosed by the person or persons concerned.
6. Members of the Board of Directors shall not be allowed to use their office to promote the sale of any goods or services or both to the ABCK.
7. Board Action: When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board, and said person(s) shall not vote on the matter.
8. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration.
9. When there is a doubt as to whether a conflict exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.
10. Record of Conflict: The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.
11. Further details are provided in the ABCK Standard Operating Procedures.

#### **G. IRS, IRC Compliance**

1. The ABCK is organized under the laws of the State of Delaware. It does not contemplate pecuniary gain or profit and it has been created for nonprofit purposes only as an organization exempt from taxation under its status as a 501(c)(6) of the Internal Revenue Code. The ABCK shall observe all local, state, and federal laws, which apply to a nonprofit organization as defined in section 501 (c) (6) of the Internal Revenue Code.
2. The ABCK is organized to achieve the objectives of:
  - a. Adherence to the general membership of the business community and representing, and by representing their interest and presence in the state of Kuwait, and at the US national business development, legislative and by addressing issues which are detrimental to the expansion and growth of business and the if they arise;
  - b. Creation of venues and series of events, to meet the needs and interests of the general membership in the local business community, and by providing information on the area's business attractions, and other items relevant to business development interests;
  - c. Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the US potential of all businesses within the local trade area, and beyond;



- d. Promoting programs of business, social and cultural nature, which are designated to increase the functional and aesthetic values within the business community;
- e. Discovering and improving business issues of concern that prevent the promotion of business expansion and growth within the local business community; and
- f. The ABCK may receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth and shall use and apply the whole or any part of the income therefrom and principal thereof exclusively for the purpose of participation or improving the business atmosphere of the organizations within the local business community.

**A. Indemnification**

1. ABCK may, by resolution of the Board of Directors, provide for indemnification by ABCK of any and all current and former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made; parties, or a party, by reason of having been officers, directors or employees of ABCK except about matters as to which such individuals shall be adjudged in such actions, suit or proceedings to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.
2. All members of the Board of Directors shall be held individually harmless if the ABCK should lose or borrow monies.

**B. Confidentially**

1. Directors shall not discuss or disclose information about ABCK or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the ABCK purposes, or can reasonably be expected to benefit the ABCK.
2. Directors shall use discretion and good business judgment in discussing the affairs of ABCK with third parties.
3. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the ABCK, including, but not limited to accounts on deposit in financial institutions.
4. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

**C. Gregorian Calendar**

The dates referred to in this Charter are based on the Gregorian calendar.



*Approval Date:* 21 July 2022

*Supersedes Version Dated:* 12 February 2019

#### List of Amendments

Bylaws were amended, restated, and adopted on 12 February 2019 by a general membership vote

(RE: revised Section I – Incorporated and registered non-profit organization)

Bylaws were amended, restated, and adopted on 12 February 2019 by a general membership vote

(RE: revised Section II – New ‘Affiliate’ Member category and defined criteria, Restructured to Category 1a and Category 1b Corporate Members, added Corporate Membership benefits table, increased couple membership dues to KD 100, defined couples as married, defined initial and renewal procedures)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section III- Defined voting rights of each type of Corporate Member, Affiliate has no voting rights, added quarterly general meetings, defined general meeting agenda)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section IV – Defined Board of Directors configuration, all Board Members elected to the position by vote, added Executive Director as Ex-Officio, two (2) consecutive term-limit for Board Members)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section V – Defined election procedures and responsibilities, added notification of intent to run for Board Officer positions, defined process to fill vacant Board of Directors positions)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section VI- Added force-majeure, removed “without cause” for Board Member removal)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section VII- Added Board Members’ duties and responsibilities, added Chair provide guidance on the appointment, added a section on the executive staff)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section VIII – Added to Committee’s duties and responsibilities, added HR Committee, added Corporate Steering Committee)

Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote  
(RE: revised Section IX- Expounded on use of proxies and limited each to two (2) proxies)



Bylaws amended, restated, and adopted on 12 February 2019 by general membership vote (RE: revised Section X – the added requirement to list bylaws changes, referenced Standard Operating Procedures as supporting document, changed conflict of interest to meet IRS IRC 501 c 6 compliance, added IRS, IRC compliance statement, added indemnification and confidentiality statements

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section I – To include a mission statement and vision statement

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section II – Inclusion of new Small Enterprise Membership, qualifications for a Small Enterprise Membership, and addition to the Membership Comparison Table

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section III – Inclusion of voting rights for Small Enterprise

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section IV – Amendment of wording on simultaneous servitude for Individuals who belong to a Board entity, Individual Waiver Signature, and addition of Small Enterprise representation on the Board of Directors.

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section IV – Amendment of Term of Office Limitation for Board Members

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section V – To include Small Enterprise inclusion

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section V – Vacant Positions on the Board of Directors to be filled by the same category of Membership until the next election.

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section VII – To include focus group Chair appointments

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section VIII – Realignment of Committees

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section IX – Board of Directors Meeting Procedures

Bylaws were amended, restated, and adopted on July 21 2022 by general membership vote (RE: revised Section X – Includes new amendment/approval dates, removal of MECACC, listed bylaws changes