
CHARTER
OF
THE AMERICAN CHAMBER OF COMMERCE IN VIETNAM

ARTICLE I

NAME

This organization shall be known as the American Chamber of Commerce in Vietnam in English and is hereinafter referred to as the "Chamber." The Chamber shall also be referred to as "AmCham." Its name in Vietnamese shall be "Hiep Hoi Thuong Mai My Tai Viet Nam."

NATIONAL CHAMBER AND LOCAL CHAPTERS

The Chamber shall be constituted as a national organization with local Chapters in Hanoi, Ho Chi Minh City, and such other cities in Vietnam with a sufficient American business presence. This Charter is the basic organizational document for the Chamber. Each Chapter of the Chamber may adopt its own By-Laws in accordance with this Charter.

The Chamber shall have a Board of Governors, the Chairman of which shall be the Chamber's legal representative.

The Board of Governors of the Chamber shall be comprised of members of the Board of Governors of each Chapter, including the Chairman, the two Vice-Chairmen, Treasurer and Secretary of each Chapter. The Chairman, Treasurer and Secretary of the Chamber's Board of Governors shall be elected by the majority vote of the members of the Chamber's Board of Governors.

ARTICLE II

OBJECTIVES

The Chamber is a not-for-profit, non-governmental and non-political organization. The objectives of the Chamber are:

1. To promote the development of trade, commerce and investment between the United States and the Socialist Republic of Vietnam.
2. To provide a forum in which American businesspeople in Vietnam can identify and discuss common interests regarding their commercial interests in Vietnam.
3. To work with organizations in Vietnam on matters of mutual interest.
4. To maintain relations with chambers of commerce in the United States and other chambers of commerce or commercial organizations.

5. To do all other lawful things as may be incidental or conducive to the attainment of the foregoing objectives.

All of the activities of the Chamber, as outlined herein, shall be conducted in accordance with the requirements of relevant law.

ARTICLE III

MEMBERSHIP

Section A: Types of Membership

With respect to each Chapter, the following types of membership are available:

1. Company Membership

Company membership is a form of membership available to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated in the United States; or if formed founded, or incorporated outside of the United States, having substantial investment or operational interest held by United States legal entities or citizens in the determination of the Board of Governors. A Company Member must be legally established in Vietnam or have sufficient capital investment or operating interest in Vietnam, as determined by the Board of Governors.

Each Company member shall nominate two (2) persons of good standing residing in Vietnam to be Company Representatives in the Chamber. Notices from the Chamber to a Company Member shall be directed to the Company Representatives.

2. Additional Membership

Additional membership is a form of membership available to individuals who are employed by a company holding a Company Membership, other than the Company Member's two Company Representatives.

3. Individual Membership

Individual Membership is a form of membership available to any United States citizen who resides in Vietnam who is engaged in business or a profession in Vietnam, but who cannot qualify for Company Membership or Additional Membership, provided he or she is twenty-one (21) years of age or over; the citizenship requirement with respect to an applicant for Individual Membership may be waived by the Board of Governors in its discretion.

4. Non-Resident Membership

A form of membership available to any party who would otherwise qualify for Company Membership or Individual Membership but for the fact that he, she or it is not resident in Vietnam.

5. Associate Company¹ and Associate Individual

¹ The Dec 13, 2005 Annual General Meeting of the HCMC Chapter approved an amendment of the Charter to change the words "Non-Voting" Member to "Associate" wherever they appeared, based on a resolution of the October 13, 2005 HCMC Chapter Board of Governors' meeting. This amendment will become effective only when approved also by the Hanoi Chapter, in accordance with Article X. Amendment of the Charter. Until that time, the Charter as amended at the Sep 21,

Associate Companies shall be corporations, partnerships, sole proprietorships, or other legal entities, not otherwise qualified for membership, whose business relationships with the United States or with United States companies are such that their membership in AmCham will, in the opinion of the Board of Governors, contribute towards achievement of the objectives of AmCham. An **Associate Company** must be legally established in Vietnam or have sufficient capital investment or operating interest in Vietnam, as determined by the Board of Governors.²

6. Non-governmental Organizations

A form of membership available to non-governmental organizations legally operating in Vietnam.

7. Honorary Membership

Honorary Members may include such members of the American community as the relevant Chapter Board of Governors deem appropriate. The United States Ambassador to Vietnam, Consuls General of United States Consulates in Vietnam, and the United States Foreign Commercial Officers in each American diplomatic facility in Vietnam, and others invited by the Board of Governors, may during their respective tours of duty in Vietnam be invited to act as Honorary Members of the Chamber.

Section B: Determination of Membership

1. The acceptability of any applicant to membership, or for renewal or change in classification of membership in the Chamber shall be determined by the Board of Governors.
2. Application for membership shall contain relevant information including, but not limited to, the name, address, passport number, business activity and business license number (or equivalent) of the candidate and shall be submitted to the relevant Chapter Board of Governors.

Section C: Voting Rights

1. Company Membership

Each Company Representative may exercise one vote at any meeting of the Chamber.

2. Individual Membership

Each member holding an Individual Membership may exercise one vote at any meeting of the Chamber.

3. Additional Members

Each member holding an Additional Membership shall be entitled to exercise one vote at any meeting of the Chamber.

2005 Annual General Meeting of the Hanoi Chapter is effective. On Sep 18, 2006, the Annual General Meeting of the Hanoi Chapter approved the amendments.

² This section amended by vote at the Annual General Meeting of December 2, 2003, based on the recommendation of the two Chapters' Boards of Governors at the National Board Meeting of November 15, 2003. The intent was to clarify the "common business interest" — business relationships with U.S. companies or the United States — of Non-Voting Companies/Associates that would qualify them to participate in AmCham activities. It was approved by the Annual General Meeting of the Hanoi Chapter in September 2004.

4. U.S. Citizen **Associate**³ Company Representative

Each U.S. Citizen who is a Company Representative of an **Associate** Company shall be entitled to exercise one vote at any meeting of the Chamber in his or her capacity as a U.S. citizen.

5. Non-voting

The following categories of **memberships and associates**⁴ shall not have voting rights:

Non-resident Members

Associates⁵ (Company and Individual)

Non-governmental Organizations that are not established or formed in the United States

Honorary Members

6. Proxy

Any Company Representative, Additional Member or Individual Member with voting rights may authorize any other voting member to vote on its behalf at any meeting of the Chamber. Notice of such proxy authorization in writing must be received by the Secretary at or in advance of the meeting at which such proxy is to be voted.

Section D: Privilege to Hold Office

Any Company Representative, Additional Member, Individual Member, or **Associate**⁶ Company Representative resident in Vietnam may hold office in the Chamber, provided that no less than two-thirds the Chapter's Board of Governors shall be Company Representatives.⁷

Section E: Membership Dues

Membership dues shall be levied as provided in the relevant By-Laws and shall be used to cover the administrative and other costs of each Chapter and the Chamber. Part of each Chapter's membership dues collected shall be used to cover the costs of the Chamber, such costs to be borne on a pro-rata basis in accordance with the number of members of all categories in each Chapter or otherwise as the Board of Governors may determine. At the discretion of the Board, Honorary Members may be exempt from payment of membership dues.

Section F: Resignation and Revocation of Membership

1. In order to resign a membership, the member resigning must give written notice to the Chapter Secretary.
2. Each Chapter Board of Governors may revoke any membership for which membership dues are not paid when owed.

³ The Dec 13, 2005 Annual General Meeting of the HCMC Chapter approved an amendment of the Charter to change the words "Non-Voting" Member to "Associate" wherever they appeared, based on a resolution of the October 13, 2005 HCMC Chapter Board of Governors' meeting. This amendment will become effective only when approved also by the Hanoi Chapter, in accordance with Article X. Amendment of the Charter. Until that time, the Charter as amended at the Sep 21, 2005 Annual General Meeting of the Hanoi Chapter is effective. On Sep 18, 2006, the Annual General Meeting of the Hanoi Chapter approved the amendments.

⁴ See footnote 3 above

⁵ See footnote 3 and 4 above

⁶ See footnotes 3, 4, and 5 above. Note that only American citizen representatives of Associate Companies have the right to vote.

⁷ This section amended by vote at the Annual General Meeting of December 2, 2003, based on the recommendation of the two Chapters' Boards of Governors at the National Board Meeting of November 15, 2003. Approved by the Annual General Meeting of the Hanoi Chapter in September 2004.

3. Each Chapter Board of Governors shall record the resignation or revocation of any membership in the record of the Chapter.

ESTABLISHMENT OF CHAPTERS

The initial Chapters of the Chamber shall be established in Hanoi and Ho Chi Minh City. Additional Chapters may be established in other cities in Vietnam on the motion of ten (10) or more entities that would qualify for Company Membership in such city wishing to establish a Chapter there.

ARTICLE IV

MEETINGS

Section A: Annual General Meeting

1. An Annual General Meeting will be held by each Chapter not later than the month of December in each year and two (2) weeks advance written notice shall be given to its membership and to the Board of Governors of the Chamber.
2. The following business will be conducted at the Annual General Meeting:
 - a. Report of the Chapter's Board of Governors.
 - b. A report of the previous year's accounts.
 - c. Election of members to the Chapter's Board of Governors by a simple majority vote of those present in person or by proxy and voting.
 - d. Election of Honorary Auditors.
3. Nominations of the officers and the Chapter's Board of Governors may be proposed and seconded by any member of such Chapter who is entitled to vote. Such nominations shall be submitted in such prescribed form to the Chapter's Secretary at least seven days prior to the time and date of the Annual General Meeting, unless such notice requirement is waived by the Chapter's Board of Governors with respect to a specific annual general meeting.

Section B: Extraordinary General Meetings

1. Extraordinary General Meetings of each Chapter shall be convened by the Chairman of the relevant Chapter upon the direction of a majority of its Board of Governors. Ten days notice of any Extraordinary General Meeting must be given to the Chapter's membership and to the Board of Governors of the Chamber.
2. Any member who wishes to place an item on the agenda of an Extraordinary General Meeting may do so provided he or she gives notice to the Secretary one week before the meeting is due to be held.

Section C: Notice

Written notice of the agenda of the Annual General Meeting or of an Extraordinary General Meeting, as relevant, shall be provided to the members in advance of such meeting.

Section D: Quorum & Voting

1. The quorum for the Annual General Meeting or an Extraordinary General Meeting shall be twenty percent (20%) of the total number of voting members of the relevant Chapter.

2. In the event that there is not a quorum present at any such meeting, the meeting shall be adjourned to the following week at a place, date, and time to be appointed, and should the number then present, including proxy votes, be insufficient to form a quorum, those present shall nevertheless be considered a quorum. For the purposes of this section, all proxy votes held by any person attending any meeting will be counted separately to determine whether a quorum exists.
3. Except as otherwise provided herein, decisions of the Annual General Meeting and an Extraordinary General Meeting shall be adopted by a simple majority of voting members present in person or by proxy.

Section E: Chamber Board of Governors Meetings

Chamber Board of Governors meetings shall be convened by the Chairman of the Chamber in consultation with the other members of the National Chamber Board of Governors as often as they shall deem necessary, but in no event less often than one (1) time each year. The quorum for a meeting of the Chamber Board of Governors shall be a majority of its members, present in person or by proxy, and votes on general matters arising before it shall be made on the basis of a majority decision of the same.

ARTICLE V

OFFICERS

1. There shall be not less than five (5) and not more than twelve (12) Officers in each Chapter of the Chamber and the Officers shall consist of:
 - a. A Chairman
 - b. Two Vice-Chairmen
 - c. A Secretary
 - d. A Treasurer
 - e. Such other positions (apart from the Chairman) as the Chapter may in general meeting from time to time decide.
2. The Chairman of each Chapter shall serve concurrently as a member of the Chamber Board of Governors. The Chairman of the Hanoi and Ho Chi Minh City Chapters shall also serve as the Co-Chairmen of the Chamber Board of Governors, and the two Vice-Chairmen, Secretary and Treasurer of the Hanoi and Ho Chi Minh City Chapters shall also serve on the Chamber Board of Governors.
3. The Chair and Vice Chairs of each Chapter must be Company Representatives under Company Memberships.⁸
4. Duties of Officers
 - a. The Chairman of the Chamber shall exercise general supervision over the affairs of the Chamber, represent the entire Chamber in external relations, and preside over meetings of the Chamber Board of Governors.

⁸ This section amended by vote at the Annual General Meetings of December 2, 2003 (HCM City) and of September 2004 (Hanoi) based on the recommendation of the two Chapters' Boards of Governors at the National Board Meeting of November 15, 2003.

- b. The Chairman of each Chapter shall exercise supervision over the affairs of the relevant Chapter, represent the Chapter in external relations, and preside over all meetings of the Chapter.
 - c. The Vice-Chairmen shall assist the Chairman of their respective Chapters in his or her functions. In the absence of the Chairman, the Vice-Chairmen shall have the same powers and authority as the Chairman.
 - d. The Secretary shall keep all records, except financial records, of the relevant Chapter or Chamber, including membership records, minutes of all Annual General Meetings, Extraordinary General Meetings, and meetings of the Board of Governors. Records kept by each Chapter Secretary shall be available for perusal and copying by any member of the Chamber and up-to-date copies shall be provided to the Secretary of the Chamber Board of Governors. In the absence of both Chairman and the Vice Chairman, the Secretary shall have the same powers as the Chairman.
 - e. The Treasurer shall keep all funds and collect all monies on behalf of the relevant Chapter, or, in the case of the Chamber Treasurer, the Chamber Board of Governors, and shall keep a correct account of all financial transactions of the relevant Chapter or Chamber, as the case may be.
5. Election of Chapter Officers
- a. Officers of each Chapter shall be selected by the Board of that Chapter from among the board members at the first Board meeting following the Annual General Meeting and from time to time as vacancies arise.

ARTICLE VI

CHAPTER BOARD OF GOVERNORS

Section A: Members

- 1. The Board of Governors of each Chapter shall consist of not less than five and not more than eighteen⁹ persons, including the officers listed in ARTICLE V. The Chapter Chairman shall preside over meetings of the Chapter Board of Governors.
- 2. Members of the Board shall be elected at the Annual General Meeting by voting members of the relevant Chapter.
- 3. Members of the Chapter Board of Governors need not be United States citizens as long as a majority of the Board members are representatives of legal entities: (i) formed, founded or incorporated in the United States, or (ii) substantially, controlled by legal entities formed, founded or incorporated in the United States.

Section B: Duties of the Chapter Board of Governors

⁹ Amended from “twelve” to “eighteen” by the AmCham HCMC Annual General Meeting on December 9, 2004. This change will take effect only after a similar amendment is approved by the AmCham Hanoi Annual General Meeting, in accordance with Article X of this Charter. Amended from “twelve” to “eighteen” by the AmCham Hanoi Annual General Meeting on September 21, 2005. This change is effective as of September 21, 2005.

The duties of the Chapter Board of Governors are to oversee and make policy decisions with respect to the functions sponsored by the Chapter, to select the officers of the Chapter, to promote relations with other chambers of commerce and other relevant organizations, and to make decisions on matters affecting the Chapter when the General Meeting is not sitting. It may not act contrary to expressed wishes of the General Meeting without prior reference to it and the decisions of each Chapter Board of Governors shall be subordinate to the decisions of the General Meetings.

Section C: Quorum

The quorum for a meeting of each Chapter Board of Governors shall be a simple majority of the Chapter Board members present in person or by proxy. In the event of there being no quorum present at a Chapter Board Meeting, the meeting shall be adjourned to the following week at a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.

Chapter Board decisions may be reached by a show of hands by Chapter Board members at a duly convened Chapter Board meeting or by means of balloting by mail, telex or telefax.

ARTICLE VII

AUDIT

Two persons not members of the Board of Governors will be elected as Honorary Auditors at each Annual General Meeting of each Chapter, will hold the office for one year only, and not be re-elected. They will be required to audit each year's accounts and present a report upon them to the Annual General Meeting. They may be required by each Chapter Chairman to audit his or her Chapter's accounts for any period within their tenure of office at any date and make a report to the Chapter and the Chamber Board of Governors.

The Honorary Auditors of one or more Chapter shall also be asked to audit the Chamber's accounts at the request of the Chairman of the Chamber.

ARTICLE VIII

DISSOLUTION

Section A: Means of Dissolution

1. The Chamber (or any Chapter thereof) shall not be dissolved, except with the consent of not less than three-fifths (3/5) of the voting members of the relevant Chapter or Chamber, as the case may be, for the time being resident in Vietnam expressed either in person or by proxy at a General Meeting or Extraordinary General Meeting convened for the purpose, or by postal, telex, or telefax vote.

Section B: After Dissolution

1. In the event of a Chapter or the Chamber being dissolved as provided above, all debts and liabilities legally incurred on its behalf including pre-paid dues 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 members and relevant authorities.

ARTICLE IX

CHAPTER BY-LAWS

A simple majority of either (i) the voting members of a Chapter present in person or by proxy at the Annual General Meeting or at an Extraordinary General Meeting, or (ii) the Chapter Board of Governors, may make, alter, add to and repeal the By-Laws of such Chapters, as long as they do not conflict with this Charter. The voting members of such Chapter and the Board of the Governors of the Chamber will be notified of any changes in the By-Laws.

ARTICLE X

AMENDMENT OF THE CHARTER

No alteration or addition to these rules shall be made except at a General Meeting or Extraordinary General Meeting of each and every Chapter of the Chamber.

ADOPTION

This Charter is hereby adopted by the founding members of the Chamber this 31st day of July, 1998 in Hanoi and Ho Chi Minh City, Vietnam.

/s/ Juels Carlson [Chairman of the American Chamber of Commerce]

BY-LAWS
OF THE AMERICAN CHAMBER OF COMMERCE IN VIETNAM
HO CHI MINH CITY CHAPTER

These By-laws are based on the Charter of the American Chamber of Commerce in Vietnam for its duly constituted Chapter in Ho Chi Minh City.

1. Membership dues shall be established from time to time by the Chapter Board of Governors, which has financial oversight responsibility for the Chapter. The membership dues revenues, program revenues, and expenses of the chapter shall be determined by the Chapter Board of Governors.¹⁰
2. The Chapter Board of Governors may appoint any Committee(s) or Sub-committee(s) as needed, and may delegate duties or powers as needed.
3. The Chapter Board of Governors may appoint any person(s) as needed to assist in achieving the objectives of the Chamber. Among these persons shall be the following.
 - (a) a “Former Chairs Committee” that will meet not less than once a quarter and will provide advice and counsel on developing a strategic plan for AmCham HCMC, and on other topics as may be requested by the Board. This “Former Chairs Committee” shall be appointed from among persons who have served as Chair of the AmCham HCMC Chapter Board of Governors. The term of appointment shall be for three years, and may be extended for an additional term of three years.¹¹
 - (b) “Special Advisors,” who shall be company representatives of firms in industry sectors where American firms have made substantial investments in Vietnam and thus play an important role in achieving the AmCham Vietnam objective “to promote the development of trade, commerce and investment between the United States and the Socialist Republic of Vietnam.” They shall be invited to participate in all meetings of the Board of Governors as observers, and to provide advice and counsel. They shall also be invited to participate in meetings with U.S. government officials, visiting business delegations, and other representational events where the purpose of the meetings is to share AmCham’s knowledge and experience with government/business groups. The number of “Special Advisors” shall be not more than six, and no more than one shall be from the same industry; their term of appointment shall be the same as the term of office of a Governor.¹²
4. If a member's payment of dues and fees is in arrears by more than three (3) months, he will be subject to forfeiture of his membership, after which it will be necessary to reapply.
5. The Chapter may establish one or more bank accounts with any bank authorized to accept deposits in Vietnam.
6. Either the Chairman or the Treasurer has authority alone to sign on behalf of the Chapter checks or applications for funds transfers, or to authorize electronic banking (EB) funds transfers¹³ on

¹⁰ Amended by the Board of Governors on Dec 3, 2015 iaw Article IX of the Charter. The following was added to the original article: “ , ... which has financial oversight responsibility for the Chapter. The membership dues revenues, program revenues, and expenses of the chapter shall be determined by the Chapter Board of Governors.”

¹¹ Para (a) was added by the AmCham HCMC Board of Governors at its Meeting on January 8, 2004 in accordance with Article IX of the Charter.

¹² Para (b) was added by the AmCham HCMC Board of Governors at its Meeting on December 2, 2004 in accordance with Article IX of the Charter.

¹³ Para 6 was amended by the AmCham HCMC Board of Governors iaw Art. IX of the Charter at its meeting on Oct 10, 2013 to provide for electronic funds transfers.

such accounts not to exceed \$5,000,¹⁴ (or its VN dong equivalent) per individual transaction. All other transactions drawn on such accounts shall require the joint signatures or authorizations of any two officers (Chair, two Vice Chairs, Secretary and/or Treasurer). In cases where a payment due would be delayed for more than 24 hours because the Chairman or Treasurer is unable to perform his/her duties, the Executive Director has the authority to act in his/her stead.¹⁶ In all cases, the Executive Director shall provide in advance a memo to the officers with a list of written explanations and supporting documents for each transaction.¹⁷

7. The fiscal year of the Chapter shall commence on the first day of January and end on the thirty-first day of December.
8. The Chapter Board of Governors may by three/fifths (3/5) vote, expel any member whose continued membership it deems to be detrimental to the Chamber.
9. Term of office; Vacancies
 - a. Term of office for members of the Chapter's Board of Governors shall be two years.²⁰ Governors shall be divided as equally as possible into two classes, with the seats of each class of Governors being vacated on alternate years, so that one half of the total number of Governors shall be chosen every other year.²¹
 - b. Term of office for officers shall be one year.
 - c. Vacancies occurring between the Annual General Meetings among Officers or the Chapter Board of Governors shall be filled by the Chapter Board of Governors.²² The Nominating Committee shall make recommendations to the Board based on the qualifications and rankings of the non-elected candidates from the vacancy's election class (Odd Year Class or Even Year Class) and the most recent alternate election class (Even or Odd). The Nominating Committee may also recommend a representative from the resigned/transferred Governor's member company who has equivalent qualifications of the Governor whose resignation/transfer created the vacancy.²³

10. Term limits²⁴

A Governor elected in connection with the year 2010 Annual General Meeting or any year thereafter may serve a maximum of three (3) consecutive two -year terms. Any Governor may be re-elected as a member of the Board of Governors, but not less than one (1) year after the expiration of his or her last term as Governor.

11. Qualifications; Criteria²⁵

A Governor shall retain office until:

¹⁴ Para 6 was amended by the Board of Governors iaw with Art. IX of the Charter at its Meeting on February 7, 2002 to increase the limit from \$1,000 to \$5,000 since there were many items that exceeded \$1,000, and it was inefficient administratively to require two signature for so many transactions.

¹⁶ Proposed amendment submitted to the AmCham HCMC Board of Governors iaw Art. IX of the Charter for consideration at its meeting on Dec 3, 2015, to provide for prompt payment of invoices in case the Treasurer or Chair may be travelling out of HCMC or out of Vietnam, and unable to authorize payment within 24 hours. Approved unanimously.

²⁰ Amended the terms of members of the Chapter Board of Governors from "one year" to "two years" by the AmCham HCMC Chapter Board of Governors, at their Meeting on December 2, 2004, in accordance with Article IX of the Charter.

²¹ Based on language in Article 1, The Legislative Branch, Section 3, The Senate, of the U.S. Constitution.

²² This is the language from Art 10 in the previous version of the by-laws, which was accidentally deleted in the version of May 5, 2011.

²³ Approved by the Board of Governors at its Mar 10, 2016 meeting, in accordance with Art. IX of the Charter. to state explicitly and formalize the practice used by the Nominating Committee for a number of years.

²⁴ Approved by the Board of Governors at its May 5, 2011 meeting.

²⁵ Approved by the Board of Governors at its May 5, 2011 meeting.

- a. He or she ceases to be a representative of a member company of the Chapter for longer than ninety (90) days; provided however, that a Governor who changes employers but remains a representative of a Chapter member company may continue to serve as a Governor until the term of his or her office expires.²⁶
- b. His or her position is terminated by a resolution passed by a three-fifths majority of the Board of Governors for cause, such as moral turpitude or conflict of interest.
- c. He or she commits any criminal offence (except minor misdemeanors).
- d. He or she dies or resigns.
- e. He or she is declared bankrupt.
- f. The term of his/her office (determined by reference to the initial date elected as Governor) is scheduled to come to an end, subject to the provisions of Article 10 above regarding time limits.

12. Nominating Committee²⁷

a. Eligibility; Composition

(i) The Chapter Chairman shall appoint a Nominating Committee of not less than five (5) but not more than nine (9) voting members of the Chapter, and shall designate one member of the Nominating Committee as its Chairman.

(ii) The Nominating Committee shall not include any members of the Board of Governors who (A) are eligible for reelection at that year's Annual General Meeting or (B) intend to stand for election as Chairman to the Board of Governors for the year immediately following that Annual General Meeting.

(iii) No less than half, but no more than two-thirds, of the members of the Nominating Committee shall be Governors.

(iv) Only representatives of Chapter voting members may serve on the Nominating Committee.²⁸

(v) The Nominating Committee is a standing committee, and members of it shall serve year-round, at the request of the Chapter Chairman.

b. Procedures; Deliberations; Criteria

(i) The Nominating Committee shall meet from time to time during the year at the request of the Board of Governors if interim vacancies shall arise, and in any case, not later than ninety (90) days prior to the Chapter's Annual General Meeting to prepare nominations for the election of Governors at that Annual General Meeting.

(ii) Not less than 90 days prior to the date of the Annual General Meeting each year, the Nominating Committee shall invite all Chapter voting members to submit recommendations of

²⁶ (b) If the Ordinary Members they represent cease to be members of AMCHAM under Article 16 or they cease to be a representative of an Ordinary Member; [from AmCham Thailand Constitution.]

<http://www.amchamthailand.com/ACCT/asp/general.asp?MenuCatID=1&MenuItemID=142&SponsorID=0>

²⁷ Approved by the Board of Governors at its May 5, 2011 meeting; replaces the older Art. 11. Nominating Committee

²⁸ <http://www.amcham.org.sg/Constitution> - based on AmCham Singapore example.

prospective candidates for Governor. The Nominating Committee shall inform voting members of the criteria for Governors, in addition to eligibility (as stated in Article 11 above), which shall include:

- Experience and senior status within his or her company or business;
- Active track record in the Chapter or another chapter of AmCham;
- Willingness and ability to commit time and experience to Chapter work;
- Representation of industry sector, company status and size (MNCs, entrepreneurs, etc.) which helps achieve balance (and in any event, will not result in more than one person from the same member company serving on the Board of Governors at the same time).²⁹
- Representation of a Chapter company legally established in Ho Chi Minh City.

(iii) All recommendations for Governor candidates made by Chapter voting company members must be made in writing and seconded by another Chapter voting member. Recommendations must also must be signed by (A) the person recommended, signifying the person's consent to the recommendation, (B) the recommender, and (C) the seconder. Recommendations and signatures may be sent electronically or by email.

(iv) The Nominating Committee may also make its own independent recommendations for Governor candidates, including current Governors in the class willing and able to stand for reelection for that year, subject to the criteria set forth above.

(v) The Nominating Committee shall close the recommendations period approximately 60 days prior to the date of the Annual General Meeting.

(vi) After due deliberation and consideration of all recommendations, the Nominating Committee shall implement a "forced ranking" system whereby each Nominating Committee member shall rank the recommendations submitted. It shall thereafter prepare a list of not less than 12 nominees for the position of Governor, based upon those receiving the highest ranking.

(vii) All nominees for Governor (including existing Governors) must email a copy of their resume and biography to the Nominating Committee within the time frame notified to them by the Nominating Committee. The biography may be no more than 300 words, of which no more than two-thirds may relate to his/her job and personal/professional background. At least one-third of the material presented must relate to the Chapter or to AmCham, such as current involvement, a view as to why he or she would want to serve as a Governor, and what he or she could bring to the Board as a Governor.

(viii) The Nominating Committee shall thereafter prepare a report with a complete list of nominees, including their biographies, which shall be delivered to the Board of Governors and to all Chapter voting members by email and by posting on the AmCham website, at least thirty (30) days prior to the Annual General Meeting. All other information on the Nominating Committee deliberations and votes shall remain confidential.

(ix) The nominations shall be voted upon in conjunction with the Annual General Meeting, and the results certified by independent auditors.

(x) Campaigning by nominees to the Board of Governors, or their supporters, prior to or at the Annual General Meeting is not allowed.

²⁹ Proposed by the 2007 Nominating Committee to the Board of Governors on 21 Nov 2007, and approved by the Board of Governors in an email vote on 23 Nov 2007 of 14 eligible Governors, 10 voting (8 constitutes a quorum), 8 Yeas, 2 Nays, 4 NV.

13. Applications for Membership³¹
- a. All applicants for Company or Individual Membership, voting or non-voting, must provide the AmCham Office staff with a completed Membership Application Package, which shall include the following items:
 1. Completed Amcham HCMC Membership Application Form.
 2. Copy of ID page of Passport
 3. Copy of VISA showing status under which applicant(s) entered Vietnam
 4. Copy of Representative Office License (Giay Phep Van Phong Dai Dien) or FDI License (Giay Phep Dau Tu) showing that the applicant is legally established in Vietnam (if applying for Company Membership) or that the applicant is legally engaged in business in Vietnam (if applying for Individual Membership).
 5. For U.S. citizen individual members working legally for Vietnamese companies, who would not have a rep office license of investment license, a copy of the work permit issued by the Service of Labor, Invalids, and Social Affairs.
 6. In the case of NGO members, a representative office permit, operating license, or project license issued by PACOM (People's Aid Coordinating Committee) or the State Committee for Non-Governmental Organizations.
 7. Address and contact points (tel, fax, email) of U.S. based corporation, whether or not for profit, or other international firm that established the business in Vietnam.
 - b. Upon receiving the completed application package, the AmCham Office Staff will obtain D&B Background Reports (via www.dng.com) on the U.S. based, or other international, company listed in item 8 above, so that the Membership Committee and Board of Governors can complete "due diligence" on the applications and their antecedents.
 - c. The Membership Committee will consider applications and make recommendations to the Board of Governors.
 - d. Board of Governors will consider recommendations and determine membership.
 - e. Payment of the Annual Membership Fee will be accepted by AmCham Office Staff only after the application has been considered and approved by the Board of Governors at a regularly scheduled meeting of the Board of Governors. In the first year of membership, the Membership Fee may be pro rated on a monthly basis. The Non-Resident Member annual fee shall be the same amount as the Individual Member annual fee.
14. Use of AmCham Logo on business cards and stationery³²
- a. Use of the AmCham logo and/or letterhead is prohibited unless authorised in writing by the Board of Governors.
 - b. The Chairperson of the Amcham VN - HCM City Chapter is authorised to use business cards with an Amcham logo and title as a perquisite of office. The Chairperson's business card will use the AmCham office address and tel/fax, and not the business office of the Chair.
 - c. The Executive Director and other members of the AmCham office staff are authorised to use business cards with an AmCham logo and title.

³¹ Amended by the Board of Governors at their Meeting on August 9, 2001, in accordance with Article IX of the Charter.

³² Amended by the AmCham HCMC Chapter Board of Governors at their Meeting on October 20, 2001, in accordance with Article IX of the Charter.

- d. Governors and Committee Chairs are not authorised to use business cards or stationery with an Amcham logo and title, except with prior written approval of the Chairman of the Board of Governors on specific occasions, for example, (1) when presenting position papers or conducting major projects and (2) when participating in a special mission such as the APCAC "Washington Doorknock."
 - e. All business cards with AmCham logo for Governors and Committee Chairs must be procured by the Amcham office, must have the AmCham office address and tel/fax/email/www contacts, and will be at the expense of the recipient and not AmCham.
15. AmCham Vietnam is a non-political organization
- a. Article II, Objectives of the Charter provides that "The Chamber is a not-for-profit, non-governmental and non-political organization."
 - b. "non-political" means non-political, and not "non-partisan" or "bi-partisan." The objectives of the Chamber are to promote trade and investment between the U.S. and Vietnam, and not to provide a forum for political activities.
 - c. Accordingly, AmCham will not provide support for political organizations' activities such as organizing fund-raising events, political debate or discussion events, placing ads in AmCham publications, etc.³³
16. Executive Committee³⁴
- a. Purpose. The Executive Committee is responsible for working in support of, or occasionally in place of the full Board of Governors, when there is an urgent situation between Board meetings.
 - b. Scope of Authority
 - (1) The Executive Committee shall consist of the elected officers (i.e., Chair, two Vice-Chairs (Chair-elect and immediate past Chair), Secretary, and Treasurer). The Chair may invite other board committee chairs, when and if created, to participate in the Executive Committee as non-voting members. Other board committee chairs may include Nominating, Finance, Governance, Membership, etc.. The Executive Director shall serve on the Executive Committee without a vote. The Executive Committee serves at the pleasure of the Chair and full Board of Governors.
 - (2) The Executive Committee Chair is the Chair of the Board, who serves a term to correspond with the Board Chair's term. Executive Committee members serve during their tenure as officers, or board committee chairs.
 - (3) The Executive Committee shall meet upon request of the Board Chair for the purpose of performing business, and will normally meet at least once a month. A simple majority of the Executive Committee shall constitute a quorum of that committee. Members of the Executive Committee may submit their votes on issues being considered by the Executive Committee either in person, by facsimile, or e-mail or mobile phone SMS.
 - (4) The Executive Committee Chair, with the support of the Executive Director, is

³³ Approved by the Board of Governors in an email vote on 09 Jan 2008. 11 in favor and 0 opposed, 4 non-voting. Ratified at the 24 Jan 2008 Board of Governors meeting.

³⁴ Draft submitted for discussion at the 15 Jan 09 Board of Governors meeting, and, after minor revisions, approved unanimously at the 13 Feb 2009 Board of Governors meeting.

responsible to report to the Board of Governors all plans, activities, and accomplishments of the Executive Committee, in accordance with the below-listed duties and responsibilities, and to formulate and recommend actions by the full Board of Governors prior to implementation.

c. Duties and Responsibilities

(1) Policy Work between Meetings of the Board of Governors

(a) Act on behalf of the Board of Governors on all issues related to Ho Chi Minh City Chapter business between Board meetings, with responsibility to report actions to the Board for ratification or further Board action at the next meeting.

(b) The Executive Committee may not make organizational decisions, such as amending by-laws, but may recommend such changes to the Board.

(2) Strategic Planning

(a) Initiate the Board's involvement in establishing a strategic plan

(b) Develop an annual and three-year plan

(c) Review the annual plan every six months and report to the Board, with a focus on progress in accomplishing goals, or lack thereof.

(3) Financial Oversight

In cooperation with the Executive Director, review the financial status and progress toward goals every six months.

(3) Board Development In cooperation with the Nominating Committee, establish procedures for maximum development of Board member potential, including

(a) Evaluate board functions and board effectiveness

(b) Develop board member job description and annual self-evaluation

(c) Review each board member's activity and participation

(d) Board development and education

(e) Recommend new board members

d. Periodic Board Review of the Executive Committee. The Board of Governors shall review the performance of the Executive Committee on an annual basis to determine its benefit. The periodic review may take place either in July/August or in January/February.

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Amendments

- 23 Nov 07 Para 11 Nominating Committee of By-laws revised by adding: “The Chapter Nominating Committee shall not nominate a candidate or candidates whose election might result in more than one person from the same company being on the Board of Governors at the same time. (see footnote)
- 09 Jan 08 para 14 Non-Political of By-laws added to clarify that “non-political” means that, and not “non-partisan” or “bi-partisan,” and that AmCham does not support any political activities including organizing events, accepting advertising, etc. of political organizations.
- 13 Feb 09 par 15 Executive Committee of By-laws submitted for discussion at the 15 Jan 09 Board of Governors meeting, and, after minor revisions, approved unanimously at the 13 Feb 2009 Board of Governors meeting.
- 05 May 11 After discussion and review at Board of Governors’ meetings between Feb and May 2011 (see minutes), the Board unanimously approved adding an Article 10 on “Term Limits,” Article 11 on “Qualifications, Criteria,” replacing the previous Article 11 Nominating Committee, with the above Article 12.Nominating Committee; and renumbering all the subsequent articles.

Below is the text of the Article 11 that was replaced.

- a. The Chapter Chairman shall appoint a Nominating Committee of not less than 5 voting members of the Chapter. The Chapter Chairman shall designate one member of the Nominating Committee as its Chairman.
- b. The Chapter Nominating Committee shall meet from time to time during the year at the request of the Chapter Board of Governors if interim vacancies shall arise, and in any case not later than ten (10) days prior to the Annual General Meeting each year to prepare nominations for the election of Officers and Governors at the Annual General Meeting.
- c. The report of the Chapter Nominating Committee for the Annual General Meeting shall include a list of nominees for the positions being vacant and shall be presented to the Chapter Board of Governors at least seven days prior to the date of the Annual Election.
- d. The Chapter Nominating Committee shall not nominate a candidate or candidates whose election might result in more than one person from the same company being on the Board of Governors at the same time.³⁵
- e. Nominations submitted by the Chapter Nominating Committee shall be considered at the Annual Election.

- 10 Oct 13 Motion for the Consent Agenda³⁶

³⁵ Proposed by the 2007 Nominating Committee to the Board of Governors on 21 Nov 2007, and approved by the Board of Governors in an email vote on 23 Nov 2007 of 14 eligible Governors, 10 voting (8 constitutes a quorum), 8 Yeas, 2 Nays, 4 NV.

³⁶ Motion proposed by Treasurer Jeffrey Carleton to amend the by-laws to provide for using electronic banking funds transfers rather the paper-based “applications for funds transfers.” Submitted in the Consent Agenda for the Oct 10, 2013 Board of Governors meeting and approved unanimously by all present. See the folder 131010 BG Meeting with the following documents: 0 131010 BG Agenda, 1.1 131010v2 Motion to amend Chapter By-laws re Funds Transfers and the folder 131107 BG Meeting and the document 1.1 131010 BG Minutes (Rev).

That the AmCham HCMC by-laws be amended

FROM

“6. Either the Chairman or Treasurer has authority alone to sign on behalf of the Chapter checks or “applications for funds transfer” on such accounts not to exceed \$5,000 (or its VN dong equivalent) per individual check or application for funds transfer; all other checks or applications for funds transfer drawn on such accounts shall require the joint signatures of any two members of the Executive Committee (Chair, two Vice Chairs, Secretary, and/or Treasurer).”

TO

“6. Either the Chairman or Treasurer has authority alone to AUTHORIZE on behalf of the Chapter “ELECTRONIC BANKING funds transfers” from such accounts not to exceed \$5,000 (or its VN dong equivalent) per individual funds transfer, all other funds transfers from such accounts shall require the joint E-BANKING AUTHORIZATIONS of the Chair and Treasurer, or signatures on paper Funds Transfers Requests of any two members of the Executive Committee (Chair, Vice Chairs, Secretary and/or Treasurer).”

- 3 Dec 2015 Art. 1 Amended unanimously by the Board of Governors.
See detailed explanation at the document ... Proposed amendment of article 1 of the HCMC Chapter by-laws.
- Art 6. Amended unanimously by the Board of Governors.
See detailed explanation at the document ... Proposed amendment of article 6 of the HCMC Chapter by-laws.
- 10 Mar 2016 Art. 9 Amended unanimously by the Board of Governors.
See detailed explanation at the document 160310 Proposed amendment of by-laws article 9.