



**MODIFIED BYLAWS
THE AMERICAN CHAMBER OF COMMERCE IN HAITI (AMCHAM HAITI)**

(AmCham Haïti) formerly The Haitian-American Chamber of Commerce and Industry (HAMCHAM);

In 1980 a nonprofit/profession association was established in Haiti, formerly known as La Chambre de Commerce et de l'industrie haïtiano-américaine (The Haitian Chamber of Commerce and Industry (HAMCHAM))

Since 2003 this Association has been operating as The American Chamber of Commerce in Haiti (AmCham Haiti).

In Accordance with the Board of Directors' proposal, the general assembly held on Tuesday, March 25, 2014, the decision was made to amend the Associations Bylaws, as hereafter indicated in orde to reflect the associaition more acurately.



**THE AMERICAN CHAMBER OF COMMERCE IN HAITI
(AMCHAM HAITI)**

MODIFIED BYLAWS

CHAPTER I

NAME – DURATION – DOMICILE

Article 1. – As a professional association, the Association is non biased toward political groups, it is organized as a non-profit corporation that is governed under the present Bylaws, the rules were approved by its General Assembly members and the laws of the Republic of Haiti. The present Bylaws shall apply to all current and future members.

Article 2. – The name of this Association shall be The American Chamber of Commerce in Haiti, with AmCham Haiti as an acronym. It shall hereafter be referred to as the Chamber of the Association. It is a member of the American Chamber of Commerce and the Association of American Chambers of Commerce in Latin America and the Caribbean (AACCLA).

Article 3. – Duration: The Association shall have unlimited duration. It may be dissolved on decision of the extraordinary general assembly by a majority vote of its members entitled to vote or according to the legislation.

Article 4. – Domicile: The domicile of the Chamber shall be in Petion-Ville, Haiti. It may be changed upon the Board of Directors' proposal or on decision of the General Assembly.

CHAPTER II

OBJECTIVES

Article 5. – Objectives: The Chamber's mission shall consist on representing its members' interests and promoting investment and trade between Haiti and the United States of America and also among the countries members of the Association of American Chambers of Commerce in Latin America and the Caribbean (AACCLA).

Article 5.1 – The Chamber values: The mission of AmCham Haïti lies upon the following core values which constitute the basis for its trade promotion and investment activities:



- primacy of laws and the respect for individual freedom economically or politically;
- economic growth as a key tool to improve social conditions capable to ensure sustainable democracy;
- economic activities within the business private sector, as a leading fundamental to growth expansion through trade and investment;
- corporate social responsibility and sustainable growth as key instruments to improve long-term economic and social conditions.

Article 5.2 – To achieve its objectives the Association shall among other incentives:

- stimulate trade activities between the United States of America and the Republic of Haiti;
- promote and protect free enterprise;
- encourage its members to be active entrepreneurs while participating in the growth expansion and the economic and social progress of Haiti.
- create mutual cooperation with the governments and citizens of both countries in order to maintain good fellowship relations and enhance solutions to common problems;
- maintain relationships among the local organizations pursuing similar objectives and with the Association of American Chambers of Commerce in Latin America and the Caribbean (AACCLA) as well as with any other similar institutions in the region and around the world;
- induce the highest ethical standards in business;
- promote achievement of common goals and ensure protection of the general interest of its members;
- encourage implementation of commercial arbitration proceedings for resolution of conflicts which may arise among its members or among its members and third parties;
- collect and disseminate reliable economic and trade information between Haiti and the United States of America;
- conduct surveys and studies on the Haitian economic situation, analyze the Haitian legislation on labor and social legislation and seek for means to improve labor relationship among its members and their employees and / or workers;



- establish the best possible relationship with the Haitian government and the official state servants;
- undertake any other activities legally allowed provided that they are in agreement with its status of non-profit organization.

CHAPTER III

MEMBERSHIP

ADMISSION, DUES, FINANCIAL RESPONSIBILITIES, EXCLUSION AND RESIGNATION

Article 6. – The Association membership shall be composed with active members, non-resident members, associate members and honorary members.

- Active Members:** Individuals or corporate bodies that are financially independent, whose activities and objectives agree with those of the Association as provided for in Article 5, and whose application has been approved by the Board of Directors in accordance with the eligibility criteria are designated to vote during the General Assembly and are eligible in the Board of Directors.
- Non-resident Members:** Individuals or corporate bodies whose activities and objectives agree with those of the Association as provided for in Article 5, who are not residing in Haiti, whose application has been approved by the Board of Directors in accordance with the eligibility criteria have a non-voting status and are not eligible in the Board of Directors.
- Associate Members:** Any corporate body or professional individual financially independent, whose activities and objectives coincide with those of the Association as provided for in Article 5 and the following, except for the voting right, are entitled to fill an application to be elected for associate membership.
- Honorary Members:** Can be honorary members the founding members, the Chamber former members and any individuals or corporate bodies who are recognized on behalf of their outstanding services within the public or the business private sector and whose objectives are proved to be similar with those of the Association.

Recommendations for honorary membership are made each year. Elections for honorary membership are made each year through an unanimous vote of the Board of Directors in



session. Honorary members may be present at the General Assembly, and serve as advisory voice, they shall have a non-voting status and shall not be eligible at the Board of Directors. An honorary member may solicit the privilege to become an active member. He will maintain his status of honorary member until approval of his request as provided for in the procedures.

Honorary members shall be exempted to the payment of annual dues and shall not be members of the committees.

Corporate bodies are represented by individuals upon decision of their Boards submitted to the Board of Directors of the Chamber.

Eviction or substitution of such individuals shall be made as provided for in the same procedures, upon formal and prompt notification to the Board of Directors of the Chamber.

Article 7. – Admission: To be admitted to the Chamber membership, the candidate shall be fiscally responsible, shall adhere to the values promoted by the Association and have a clean criminal record.

7.1 – Any application for membership shall be submitted to the Board of Directors on the form provided for this purpose. The Board of Directors or any other entity designated by it shall investigate on the candidate past (history) in order to produce a confidential report to the Board. Upon positive opinion and after concertation, election for membership shall require unanimous vote of the members of the Board of Directors.

7.2 – Admission of a member within the Association shall entail automatic adhesion to the present Bylaws.

Article 8. – Dues: The members of the Association, except for the honorary members, shall pay an annual due of 1500 US dollars (USD\$1,500) or its exchange value in gourds at the daily rate. Changes in this amount may be recommended by the General Assembly members upon the Board of Directors' proposal.

8.1 – To make it easier for some categories of members and increase membership within the Association, the Board of Directors may recommend special dues to the General Assembly.

8.2 – The annual due must be paid from January 1st to March 31 each year. However, any new members admitted after this period must pay a due proportionate to the number of months remaining in the year. The Board of Directors shall however be free to take any deemed necessary decisions, where appropriate.



Article 9. – Financial responsibility: The Association members are accountable for their own contributions and due taxes as members. They are not liable for the Association debts and obligations.

Article 10. - Ethics, Expulsion, Resignation: Ethic and good practice rules related to members status are defined in the present Bylaws and in the "Internal regulation" approved by the General Assembly.

Membership privilege is revoked:

- a) by deliberate resignation;
- b) by an individual death or by dissolution of a corporation;
- c) by the Board of Directors' decision, shall the member conduct be proved to be contrary to the Association mission, its ethical and deontology rules, or be detrimental.

Prior to any decision, the relevant member shall be notified to present any defense against the statement of charges alleged. In case of abstention, the Board of Directors shall rule in his absence. In the event that his absence has been motivated, a new invitation shall be addressed.

The votes of 80 % of the Board of Directors members present at the meeting shall be required to expel any member.

Member whose membership has been expelled may lodge appeal against the Board of Directors' decision before the General Assembly members within 30 days after receipt of the Board of Directions decision, but the appeal shall be considered only at the next meeting. This appeal shall not suspend execution of the Board of Directors' decision. The member expelled or the one reinstated upon request addressed to the General Assembly shall not have recourse neither against the Board of Directors members nor against AmCham Haïti, whatever the reasons for expulsion may be.

- d) failure to pay annual dues to the Association within 60 days following their due date. At that deadline the member shall receive a formal reminder with notice of delivery at his last known address. In case payment is not made within 30 days following the reminder date, the debtor forfeits his membership. He may be reinstated upon payment of arrears, by decision of the Board of Directors. The Board of Directors is free to take all deemed necessary decisions, accordingly.



CHAPTER IV

CHAMBER'S BODIES, ELECTION, MEETING, QUORUM

Article 11. – The Chamber shall be administrated by the following bodies: The General Assembly, the Board of Directors, the Executive Directorate and the committees.

Article 12. – General Assembly: The General Assembly is the supreme organ of the Chamber. It shall be ordinary or extraordinary.

The ordinary General Assembly shall meet annually during the last week of the month of March upon notice of the President of the Board of Directors, at a date and venue specified by the President for elections of the new Board members who shall take office after the elections. The General Assembly shall be chaired by the Board of Directors President. In absence of the latter, the vice-President shall be duly authorized to preside.

Article 13. – All members shall be notified to participate at the General Assembly. However, only the active members, in good standing will be entitled to vote and be eligible to serve in the Board of Directors and in the committees.

Article 14. – The Extraordinary General Assembly shall be called by the President upon the Board of Directors resolution or on formal request of a minimum of 10% of the active members in good standing.

Article 15. – Meeting: Invitation to ordinary or extraordinary general assembly shall be made by notification of the President of the Board of Directors, issued ten (10) days in advance, notifying the time, venue and agenda for each meeting. This correspondence shall be posted to the members through electronic mail, the Chamber website or sent



through conventional correspondence means to the members addresses registered in the Association directory.

Article 16. – Quorum and elections: Fifty one percent (51%) of the General Assembly quorum shall be constituted by the active members present or represented and in good standing. If the quorum is not reached at the first meeting, a new convocation shall be made within the next following 30 days, and after this second meeting, the Assembly shall deliberate whatever the number of active members in good standing, present or represented. The resolutions shall be approved by a majority vote of the members present or represented at the general assembly as provided for in the Bylaws. These resolutions shall be considered as a binding agreement among the Chamber whole members.

Election processes, as show of hands or electronic voting, shall be adopted in accordance with the Board of Directors' decision. In case of electronic voting, the ballot shall begin five (5) days prior the ordinary general assembly date and shall end one (1) hour prior to the meeting.

Any active member in good standing may be represented by another member in good standing at a general assembly. If voting is not done electronically, the number of mandates per member shall not exceed three (3).

Honorary, associate and non-resident members shall attend the general assembly and serve as advisory role, with a non-voting status.

The President will be elected by the Board of Directors members through a consensus process. The Board of Directors President is eligible three (3) consecutive times, for a total of four (4) mandates.

Article 17. – Attributions of the ordinary general assembly: the ordinary general assembly shall:

- 1) elect and expel Board Directors members, the president and vice president of the said Board;
- 2) receive and approve the annual activity report produced by the past president, the financial statements prepared by the Board of Directors' treasurer to whom shall be issued an endorsed certificate of fulfillment;
- 3) approve the budget estimate;
- 4) set the subscriptions amount;



- 5) appoint the auditors;
- 6) decide on any request presented by an expelled member ;
- 7) conclude on all other matters that go beyond the competence of any other bodies of the Chamber;
- 8) adopt all decisions in accordance with the Chamber's rule of procedures.

Article 18. – Extraordinary General Assembly: Extraordinary General Assemblies shall be called by the president upon the Board of Directors resolution or at formal request from at least 10% of the active members in good standing; the notice shall be issued 15 days at least prior to the assembly and supported by specific agenda. All discussions shall be focused only on the items indicated in the agenda proposed for the meeting.

Article 19. – Quorum: The quorum for an extraordinary general assembly shall be 60% of the members present or represented, and in good standing. The notice shall be sent 15 days prior to the meeting. In case the quorum is not reached at the first convocation, a new meeting shall be called and conducted via electronic voting, as prescribed in Article 16 above, for which the required quorum shall be 51% of the active members.

If less than the quorum is present at the second convocation, the meeting shall be adjourned. Resolutions shall pass through a majority vote of 50% plus one of the Association active members.

Article 20. – The Attributions of the extraordinary general assembly shall be:

- a) to rule on modification or amendment within the Bylaws;
- b) to conclude on the Chamber dissolution, the Chamber liquidation of properties;
- c) to decide on twinning or merging with any similar association.

Any Extraordinary General Assembly shall rule only on the agenda indicated in the convocation notice unless exception referred to in aforementioned Article 18 on modification of the proposed agenda.

Article 21. – Minutes: Minutes of the General Assembly shall be prepared by the Secretary of the Board of Directors during each ordinary or extraordinary assembly. The minutes shall bear the approval of the president, the secretary and a Board advisor.

CHAPTER V



BOARD OF DIRECTORS AND ADMINISTRATIVE DUTIES

Article 22. – The Association is governed by a Board of Directors composed of 11 members at the most, the quorum being constituted with six (6) members. Only the Board Directors members are authorized to take the floor on behalf of the Association. The Board of Directors members shall not receive any salary from the Chamber.

The Ambassador of the United States of America and the Ambassador of the Republic of Haiti in Washington DC shall be honorary chairmen of the Association. They shall not have voting status but shall serve as advisory role.

Article 23. – Elections: The Board of Directors members are elected by the active members with voting status present or represented, at an ordinary general assembly notified for this purpose. They shall serve during a term of 12 months. They shall be eligible for re-election for five (5) consecutive terms.

Article 24. – The newly elected Board of Directors shall meet within 15 days following the election to elect the president and the other members of the executive board.

Article 25. – Duties of the Board of Directors

The Board of Directors shall:

- a) control and manage the Chamber affairs;
- b) decide on acquisition and or cession of obligations, rent or lease of any property necessary for the Chamber proper operation.
- c) carry out or terminate all contracts, authorize opening or closing of bank accounts and appoint signing officers;
- d) collect, receive and make all payments;
- e) comply with decisions adopted by the members during plenary session;
- f) call for ordinary or extraordinary assembly;
- g) recruit advisors in case of administrative vacancies;
- h) approve appointment of the standing or special committees (ad hoc) made by the president and define mandates and responsibilities of such committees or propose their exclusion from office;
- i) fill any vacancy through co-opted process in the office;
- j) determine membership entry fees and contribution dues;
- k) prepare an annual financial statement, including memberships and other topics of general interest which summary shall be sent to each member together with the notice for general assembly, ten (10) days at least prior to this meeting;
- l) carry out any other responsibility targetting the Chamber proper operation as part of its mandate and as provided by the Chamber rule of procedures;



- m) propose amendment to the general assembly Bylaws and rule of procedures;
- n) recruit through a transparent process based on criteria of competence and experience, any candidate for the post of Executive Director;
- o) watch over administrative staff recruitment criteria and procedures.

The board members shall be elected for a period of one (1) year.

Article 26. – Board composition:

The executive board of the Chamber shall be composed of the following members:

- One (1) President
- One (1) First Vice-President
- One (1) Second Vice-President
- One (1) Treasurer
- One (1) Assistant treasurer
- One (1) Secretary
- One (1) Assistant secretary
- Four (4) Consultants

Article 27. – Meetings: - The Board members shall hold monthly meeting at such time and venue indicated by the President. They shall, whether necessary, hold extraordinary assemblies at a place and time agreed upon by them. Any member of the Board who cannot attend these meetings shall be represented by another mandated member. A member shall hold no more than one mandate. He/she shall communicate the choice of his representative by e-mail at least three (3) days prior to the meeting.

Article 28. – Quorum: The quorum shall count six (6) Board members present to be valid, both for ordinary and extraordinary assemblies.

Unless special provisions in the present articles, resolutions from all meetings of the Board shall be adopted by a majority vote of members present.

Article 29. – Expulsion and resignation: The Board of Directors members may be subject to impeachment, individually or collectively, from office by a majority vote of the general assembly specially convened for that purpose and as referred to in articles 18, 19 and 20.

Three (3) consecutive absences of a board member shall be considered as a resignation motive. The temporary vacancy occurring may be filled upon appointment by the Board of Directors, subject to ratification at the next general assembly.



In case of full dismissal of the board, seven (7) of the oldest members, in good standing and with voting status shall form an interim board that will convene within ten (10) days an extraordinary general assembly to elect a new Board of Directors.

In case of the latter's refusal, one third of the members entitled to vote and in good standing may call for a general assembly to elect a new Board of Directors.

Newly expelled or resigned members shall not be allowed for re-election.

Article 30. – President: The President shall be the Chamber's legal representative. He/she shall represent the Association in court as plaintiff as well as defendant. He/she shall detain all prerogatives and responsibilities inherent to this function as provided for in the Association regulations, the Board of Directors Bylaws and resolutions. He/she shall chair the General Assembly members and Board of Directors meetings, with decisive vote in case of unanimity of votes. He/she may temporarily delegate his/her authorities to another board member provided the Board of Directors' agreement and he/she shall carry out decisions authorized by the Board of Directors. He/she shall review all reports, minutes, budgets and recommendations before submission to the Board. Upon agreement of the latter, he/she shall contract, perform any formal obligation in the name and on behalf of the Chamber. He/she shall be a nonvoting ex officio member of all committees.

Article 31. – Vice-Presidents: In absence of the president or his/her unavailability, the first Vice-President (or the second Vice-President) shall fulfill the latter function until his/her return or replace him/her in case of death or impeachment. The Vice-Presidents shall perform all tasks set by the President and/or the board.

Article 32. – Treasurer: The Treasurer shall manage the treasury and:

- a) advise the president and the Board of Directors on all the Chamber financial matters;
- b) advise on the best uses of the Chamber funds and ensure that the Chamber financial records are properly maintained;
- c) ensure that the Chamber accounting records are kept in accordance with generally accepted accounting principles provided for non-profit organizations;
- d) responsible for producing the Chamber financial statements, on a monthly and annual basis;



- e) at the beginning of each fiscal year, submit for the Board of Directors approval, a budget for the Chamber revenues and expenditures as well as an assessment of the revenue forecasts, and other contributions for the next fiscal year ;
- f) prepare and submit to the Board of Directors and members, for approval of the Annual General Assembly, the audited financial statements (statement of financial position, statement of operations, statement of operational expenditure, cash flows status and notes to the financial statements), of the Chamber past year;
- g) make arrangements for an annual audit of the Chamber's accounts by a recognized independent firm assigned by the Board of Directors, at least three weeks prior to the General Assembly;
- h) countersign with the President or Vice-President and the other signatories, the Association checking accounts;
- i) ensure compliance with administrative and financial procedures established by the Board of Directors;
- j) ensure compliance with the standards of performance generally accepted for non-profit organizations.

Article 33. – Assistant Treasurer: In case of absence or unavailability of the treasurer, the assistant treasurer shall perform the duties inherent to this function.

Article 34. – Secretary: The secretary shall generally be responsible for the Chamber administrative assignments, he/she shall keep permanent records of all minutes of the Board meetings and works, as well as the documents to be circulated among members. He/she shall disseminate the minutes as directed by the Board of Directors. He/she shall guarantee conservation of the Association seal to set on contracts and other legal documents, as authorized by the chairman. He/she shall issue certifications and interpretations of the Chamber Bylaws and rule of procedures. He/she shall sign membership certificates and perform any other functions and assignments decided by the Board of Directors.

Article 35. – In case of absence or unavailability of the secretary, the assistant secretary shall perform the duties inherent to the secretary function.

Article 36. – In case of absence or unavailability of the treasurer, the assistant treasurer, the secretary or the assistant secretary, their replacement or temporary replacement shall be appointed by the Board of Directors.



Article 37. – The elected president shall adhere automatically as member of the new Board of Directors in the year following his election, without re-election by the members. He shall serve as a Board ex officio voting member.

Article 38. – The Board of Directors may appoint technical advisors whose attributions and prerogatives shall be provided by the latter.

Article 39. – Executive Director: An Executive Director shall be appointed by the Board of Directors. His/her term of office shall be set up by a majority decision of the Board. He/she shall be accorded the prerogatives and authorities inherent to the position held, as well as that of the Chamber chief financial officer and serve ex officio in the Board of Directors as an advisory capacity. Other additional charges and authorities shall be defined by the Board.

Article 40. – The Executive Director shall be a full time employee. He/she shall not pay dues and shall spend all of his/her office time exclusively managing the Association. His/her salary shall be established by the Board of Directors, he/she shall sit ex officio in all committees except the Nominating Committee, and his/her attributions within such committees shall be defined by the Board. He/she has a non voting status within the Association.

Article 41. – Any other recruitment deemed appropriate by the Board of Directors for administrative staff shall be done by a majority vote of the Board upon recommendation of the Executive Director.

Article 42. – Each year a nominating committee of five (5) members shall be appointed by the president and approved by the Board of Directors to suggest the names of members most likely to be appointed within the Board of Directors during the March meeting.

Article 43. – To be eligible for the position of advisor of the Chamber, one shall:

- a) be an active member or a representative of a corporate body member of the Association in good standing;
- b) agree to devote the necessary time to fulfill tasks and responsibilities inherent to such elective position.

COMMITTEES



Article 44. – The Board of Directors may create some committees based on the Association needs or upon the members’ request. Their mandates and assignments shall be established by the Board.

The following are standing categories that shall gather committees based on specific objectives:

- 1 - sectorial committees (ex: Real estate and Construction Committee);
- 2 - specialized committees (ex: tax, legal, etc.);
- 3 - consultative committees (ex: Membership Committee, Public Relations Committee, Bylaws Committee);
- 4 - topics committees (ex: CSR Committee, Competitiveness Committee, Public Governance Committee, etc.);
- 5 - function committees (ex: Elections Committee).

The following standing committees are created: Elections Committee, Membership Committee or Committee of Members.

The committees shall be composed of members willing to participate in activities and discussions conducted by the Chamber.

The committees are chaired by a member of the Association elected by peers during the first annual meeting of that committee. In case the member elected Chairperson of the committee is not a board member, the Vice-Chairperson of the committee shall be a member of the Board of Directors to ensure liaison with the board.

CHAPTER VI

GENERAL PROVISIONS

Article 45. – Amendment of Bylaws: The Board of Directors may propose amendments to the Bylaws.



The quorum required for the extraordinary general assembly amending the Bylaws must be 60% of the active members in good standing, present or represented. During such assembly, the amended Bylaws shall be adopted by a favorable vote of at least 50% plus one of the active members in good standing, present or represented.

Article 46. – If the Board of Directors should disapprove one or more of the proposed amendments, it must yet transfer the project to the Association members and the objections as well. Upon formal request of at least one third (1/3) of the Chamber active members in good standing, it shall submit the proposed amendments to sanction of an extraordinary general assembly, despite its objections.

Article 47. – Dissolution: The Chamber shall be dissolved automatically:

- a) when it cannot operate as provided for in its Bylaws;
- b) when it cannot achieve its objectives;
- c) for legal reason;
- d) when merged with another similar association;
- e) upon an Extraordinary General Assembly vote.

Article 48. – In case of dissolution, the extraordinary assembly deciding so shall appoint a committee of three (3) members with full powers to liquidate the affairs of the Association. The funds remaining after liquidation of liabilities of the Chamber shall be distributed to one or more Haitian nonprofit institutions selected by the liquidation committee and submitted at the last extraordinary general assembly of members, which upon receipt of the liquidators report shall produce a certificate of the fulfillment.

Article 49. – Rule of procedures: The Board of Directors shall be authorized to adopt rule of procedures which shall determine the details of implementation of the present Bylaws. The rule of procedures as well as its subsequent amendments shall be submitted to the ordinary general assembly's approval. Under no circumstances should the rule of procedures be contrary to the provisions of the present Bylaws.