

BYLAWS
OF
THE AMERICAN BUSINESS GROUP OF ABU DHABI
DOING BUSINESS AS
“AMCHAM ABU DHABI”

A MEMBER OF THE GLOBAL NETWORK OF THE
AMERICAN CHAMBERS OF COMMERCE

SEPTEMBER 5, 2016

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1 CATEGORIES OF MEMBERSHIP

Article III, Section A of the Constitution of the American Business Group of Abu Dhabi (“AmCham Abu Dhabi”) (“Constitution”) provides two (2) categories of membership: A. “Corporate Membership” and B. “Individual Membership”.

The Constitution authorizes the Board of Directors to create sub-categories of membership. There are three (3) sub-categories of Corporate Membership, and one (1) category of Individual Membership. The Board of Directors and Membership Committee may attach certain additional benefits to Corporate Memberships and Individual Membership for additional dues, in their reasonable discretion.

A. Corporate Membership

1.1 Category 1a – U.S. Businesses With Abu Dhabi Presence

As provided for in sub-paragraph 1a of Article III, Section A of the Constitution, Corporate Membership is open to any corporation, limited liability company, partnership and any other business entity incorporated or organized under the laws of any state or territory of the United States of America (“U.S.A.”), including any subsidiary and affiliate thereof (each such entity, a “U.S. Business”) with a physical presence in the Emirate of Abu Dhabi, either independently or in affiliation with a citizen of the United Arab Emirates (“U.A.E.”), provided the U.S. Business is a member of the Abu Dhabi Chamber of Commerce and Industry (“ADCCI”).

1.2 Corporate Membership – Category 1b - Abu Dhabi Businesses With Significant U.S. Nexus

As provided in sub-paragraph 1b of Article III, Section A of the Constitution, the Board of Directors has designated a sub-category of Corporate Membership, known as Corporate Membership – Category 1b.

Corporate Membership – Category 1b is open to any organization or company having a physical presence in Abu Dhabi, either independently or in affiliation with a U.A.E. citizen, provided that:

- (a) such organization or company is majority-owned by one (1) or more United States (“U.S.”) citizens, or a corporation, limited liability company, partnership, and other business entity incorporated or organized under the laws of any state or territory of the U.S.A.; and,
- (b) is registered with the ADCCI; and,
- (c) satisfies any of the criteria set forth in sub-paragraph 1b of Article III, Section A of the Constitution; and,
- (d) provided that the number of Corporate Members under Category 1b does not exceed thirty-three percent (33%) of the total number of Corporate Members as a result of the approval of such member.

1.3 Corporate Membership – Category 1c – U.A.E. Corporations And Institutions

Corporate Membership – Category 1c is open to major U.A.E. corporations, governmental bodies, or quasi-governmental bodies that meet the criteria set forth in sub-paragraph 1b of Article III, Section A of the Constitution provided that;

- (a) the number of Corporate Members under Category 1c must not exceed twenty percent (20%) of the total number of all Corporate Members.

B. Individual Membership

1.1 As provided for in sub-paragraph 2a of Article III, Section A of the Constitution, Individual Membership is open to any U.S. citizen or permanent resident of the U.S.A. who

- (a) is employed or conducts business in the Emirate of Abu Dhabi; and,
- (b) is not otherwise a designated member representative of a Corporate Member or of any category of Corporate Membership.

2 DETERMINATION OF MEMBERSHIP

2.1 Application Forms

Each applicant for membership must submit an application on a form as approved by the Board of Directors upon recommendation of the Membership Committee.

2.2 Application Process

Each application for membership must state the category in which the applicant is seeking membership and the basis for qualification in that category, and must demonstrate through appropriate documents the satisfaction of all criteria for membership in that category. Applications for Corporate Membership shall identify the two (2) employees who shall serve as the Corporate Member Representatives of the applicant. Each application should also state how the applicant will help AmCham Abu Dhabi achieve the objectives set out in Article II of the Constitution.

2.3 Application Approval

Each applicant for membership will be subject to approval and acceptance by the Board of Directors, at its discretion. Each application must be recommended by two (2) Board of Directors Members before being considered by the Board of Directors.

3 MEMBERSHIP DUES

3.1 Annual Dues

Annual membership dues shall be as follows:

Membership Category	Amount (AED)
Corporate Platinum	36,500
Corporate	9,500
Individual	1,800

3.2 Discounts

- (a) All U.S. citizens who are teachers, professors or students, U.S. Embassy staff worldwide, and active U.S. military personnel who are eligible for Individual Membership shall be entitled to a fifty percent (50%) discount on annual membership dues.
- (b) The following additional discounts will apply to Individual Membership dues:
 - (i.) A spouse of an existing Individual Member or of a designated member representative of a Corporate Member who qualifies for membership and is duly approved by the Board of Directors as an Individual Member shall be entitled to a fifty percent (50%) discount on annual membership dues; and
 - (ii.) An employee of any Corporate Member who is not a designated Corporate Member Representative and qualifies for membership and is duly approved by the Board of Directors as an Individual Member shall be entitled to a discount on annual membership dues upon presentation of his/her business card evidencing his/her Corporate category member affiliation.

3.3 New Member Dues

New member dues will be calculated as provided for in Article III, Section B, paragraph 5 of the Constitution.

4 AMCHAM ABU DHABI AFFILIATES

4.1 Criteria

Any individual or corporate entity desiring to support the goals and the objectives of AmCham Abu Dhabi, irrespective whether the individual or corporate entity is resident or located in the U.A.E. or in another country, may become an AmCham Abu Dhabi affiliate ("Affiliate").

An Affiliate is not a member of AmCham Abu Dhabi, and shall not be entitled to vote at any meeting of AmCham Abu Dhabi members, or be a member of the Board of Directors, but shall be allowed to serve on committees.

4.2 Application Process and Approval

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 documents the satisfaction of all criteria for Affiliate status. Each application should also state how the applicant will help AmCham Abu Dhabi achieve the objectives set out in Article II of the Constitution.

Each applicant for Affiliate status will be subject to approval and acceptance by the Board of Directors, at its discretion. Each application must be recommended by two (2) Board of Directors Members before being considered by the Board of Directors.

4.3 Affiliate Dues

Annual dues for an Affiliate shall be as follows:

AmCham Abu Dhabi Affiliate	Amount (AED)
Corporate Platinum	36,500
Corporate	9,500
Individual	1,800

Full-time U.S. citizen students who are eligible for Affiliate status shall be entitled to a fifty percent (50%) discount on annual dues.

The following additional discounts will apply to individual Affiliate dues:

- (a) A spouse of an existing Affiliate, Individual Member or of a designated member representative who qualifies for Affiliate status and who has or is duly approved by the Board of Directors as an Affiliate shall be entitled to a fifty percent (50%) discount on annual Affiliate dues; and
- (b) An employee of any Corporate Member who is not a designated Corporate Member Representative or Corporate Affiliate and qualifies for Affiliate status and who is duly approved by the Board of Directors as an Affiliate shall be entitled to a discount on annual Affiliate dues upon presentation of his/her business card evidencing his/her Corporate category member affiliation.

5 MEMBERS AND AFFILIATES LISTS

Lists of Corporate and Individual Members and Affiliates shall be maintained by AmCham Abu Dhabi and may be published or distributed as determined by the Board of Directors.

6 COMMITTEES

6.1 Committee Membership

Except as provided otherwise in the Constitution and these Bylaws, the Chair of any standing committee must be a member of the Board of Directors. Any Individual Member, Corporate Member Representative, Individual Affiliate or Representative of a Corporate Affiliate may serve as a member or Co-Chair of any standing or special committee, whether such committee has been specified in these Bylaws or is established by resolution of the Board of Directors in accordance with paragraph 6.4 below.

The Chairperson and Executive Director of AmCham Abu Dhabi shall each be an ex-officio member of all committees (with full participation and voting rights), except the Chairperson shall not serve on the Nominating Committee if he or she intends to seek nomination for reelection to the Board of Directors.

6.2 Standing Committees

Except as otherwise provided in the Constitution, there will be nine (9) standing committees of AmCham Abu Dhabi.

- (a) Legal Affairs Committee: The Legal Affairs Committee will consist of the Secretary to the Board of Directors, who will be Chair of the Legal Affairs Committee and at least two (2) other persons as shall have been appointed by the Board of Directors upon the recommendation of the Legal Affairs Committee's Chair. It will be the duty of the Legal Affairs Committee to assist the Secretary to the Board of Directors to carry out all responsibilities, and to review and recommend to the Board of Directors modifications to the Constitution and Bylaws. Any amendment to the Constitution proposed by written petition of at least ten percent (10%) of the qualified voting membership of AmCham Abu Dhabi must be submitted to the Legal Affairs Committee, which may make editorial changes as necessary for the proposed amendment to be in proper order, provided that the Legal Affairs Committee must contact the sponsor if substantive changes are necessary. The Legal Affairs Committee must cause copies of the final draft of any duly proposed amendment to the Constitution be presented to every member in accordance with the requirements of Article VIII of the Constitution. Any proposed amendment presented to the members for their approval must be accompanied by the Board of Director's recommendation for approval, rejection, or no position.

It shall also be the duty of the Legal Affairs Committee to consider and, if appropriate, implement any initiative of a legal nature which relates to matters affecting the business interests and concerns of the members of AmCham Abu Dhabi.

- (b) Human Resources Committee: The Human Resources Committee will consist of the Vice Chairperson who will be Chair of the Human Resources Committee, the Secretary to the Board of Directors and at least three (3) other members of the Board of Directors as shall have been appointed by the Board of Directors upon the recommendation of the Human Resources Committee's Chair. This Human Resources Committee will have the power to advertise, and to accept applications, interview and hire applicants for any vacant staff position that is (1) included in a duly approved staffing plan and (2) at a salary and for other compensation as duly approved under written policies established by the Human Resources Committee and approved by the Board of Directors. The Executive Director may be included in the deliberations and work of the Human Resources Committee, as determined by the Human Resources Committee. It will be the duty of this Human Resources Committee to do the following:
- (i.) no later than three (3) months before the beginning of each financial year, prepare and recommend to the Board of Directors for the Board of Directors' approval a staffing plan, including position descriptions, to assist in the achievement of the objectives of AmCham Abu Dhabi; and,
 - (ii.) prepare and recommend to the Board of Directors for the Board of Directors' approval a salary of the Executive Director and of each duly approved staff position; and, other staff compensation; and,

- (iii.) propose and recommend to the Board of Directors for the Board of Directors' approval the termination of the employment of any staff member; and,
 - (iv.) ensure that routine human resources administration is being carried out by AmCham Abu Dhabi management as per the Policy and Procedure Manual approved by the Human Resources Committee.
- (c) Finance Committee: The Finance Committee will consist of the Treasurer, who will be Chair of the Finance Committee, and at least two (2) other persons as shall have been appointed by the Board of Directors upon the recommendation of the Finance Committee's Chair. It will be the duty of this Finance Committee to assist the Treasurer to carry out his/her responsibilities and to do the following:
- (i.) no later than two (2) months before the beginning of each financial year, prepare and recommend to the Board of Directors an annual budget for the Board of Directors' approval;
 - (ii.) propose and recommend to the Board of Directors any and all expenditures for the acquisition of capital assets and any new category of expenditures of an aggregate amount in excess of Thirty Thousand Dirhams (AED 30,000) per annum not otherwise included in a duly approved annual budget.
- (d) Membership Committee: The Membership Committee will consist of a Chair appointed by the Board of Directors and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the Membership Committee's Chair. It will be the duty of this Membership Committee to promote membership in and recruit new members to AmCham Abu Dhabi. The Membership Committee and its members will receive and review applications for membership, recommend to the Board of Directors the acceptance of new members into AmCham Abu Dhabi, and propose the creation of new sub-categories of membership as provided for in the Constitution and of new membership programs.
- (e) Programs Committee: The Programs Committee will consist of a Chair appointed by the Board of Directors and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the Programs Committee's Chair. It will be the duty of this Programs Committee to plan and implement, or procure the implementation, of the annual programs and special events of AmCham Abu Dhabi. When the circumstances do not permit the Programs Committee to make a timely recommendation to the Board of Directors regarding the holding of a program, the Programs Committee will have the power to approve a program, provided such program does not involve a financial cost or risk thereof in excess of Ten Thousand Dirhams (AED 10,000). The Programs Committee will prepare and recommend to the Board of Directors the following:
- (i.) a detailed budget for each special event, which budget will include a contingency reserve of not more than ten percent (10%) of the total proposed expenses for such event; and
 - (ii.) a plan and schedule of monthly programs at least one (1) month in advance of the occurrence of such programs.

(f) Roundtable Steering Committee: The Roundtable Steering Committee will consist of a Chair appointed by the Board of Directors and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the Roundtable Steering Committee's Chair. It is anticipated that this Roundtable Steering Committee will consist of such number of persons as are required to chair the specific industry groups that will meet in roundtable session. It will be the duty of this Roundtable Steering Committee to plan, organize, and implement a series of roundtable discussions among the members doing business in selected industry sectors and between such members and representatives of the U.S. Embassy in Abu Dhabi and local Abu Dhabi government officials suggested by the Board of Directors on matters affecting the members' business interests and concerns in the U.A.E.

(g) U.S. - U.A.E. Public Affairs Committee: The U.S. - U.A.E. Public Affairs Committee will consist of a Chair appointed by the Board of Directors, who shall be a Member of AmCham, and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the U.S. - U.A.E. Public Affairs Committee's Chair.

It will be the duty of this U.S. - U.A.E. Public Affairs Committee to represent members' business interests and concerns to: i) federal and state government agencies in the U.S.A., and U.S.- and M.E.N.A.-based trade associations; and, ii) U.A.E. and Abu Dhabi public sector ministries, departments, and government-related entities in the private sector.

The Committee shall be structured into two (2) Working Groups covering separate but compatible focus areas for the benefit of AmCham's members:

- i. **U.S. Working Group:** Represent the members' business interests and concerns to the U.S. government by undertaking a variety of public affairs and education/training events, including the following: participating in AmCham MENA, structuring and attending "Advocacy Week" and "DoorKnock" campaigns; managing relationships with groups having similar agendas such as AmCham Abu Dhabi's Washington, DC - based Advisory Committee, and coordinating AmCham Abu Dhabi's representational efforts with the American Business Council of Dubai
- ii. **U.A.E. Working Group:** Promote the best possible relations between the American business community and U.A.E. federal and Abu Dhabi Emirate-level government entities, as well as Emirati government-funded private sector companies, including the management of relationships with the U.A.E. Ministry of Economy, the Abu Dhabi Department of Economic Development, the Abu Dhabi Chamber of Commerce and Industry, and other governmental agencies of importance to members' business operations in Abu Dhabi.

(h) Arts and Culture Committee: The Arts and Culture Committee will consist of a Chair appointed by the Board of Directors and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the Arts and Culture Committee's Chair. It will be the duty of this Arts and Culture Committee to promote artistic and cultural exchange between the U.S. and the U.A.E. and work with the Programs Committee on community

events. This Arts and Culture Committee shall also work closely with the Public Affairs Office of the U.S. Embassy

- (i) The Women-in-Business Committee (“WIB”) – The WIB will consist of a Chair appointed by the Board of Directors and such other persons as shall have been appointed by the Board of Directors upon the recommendation of the WIB Committee’s Chair. It will be the duty of the WIB to engage in activities designed to support the empowerment of women to be leaders in their fields, and to promote their participation in business generally. The WIB shall facilitate leadership through knowledge-sharing, and undertake a broad variety of education, networking and advocacy programs. The WIB represents primarily the female members of AmCham Abu Dhabi, but also routinely interacts with women business groups operated within the UAE and internationally.

6.3 Appointment and Removal of Committee Members

At the first meeting of the Board of Directors to occur after July 1st of each year, the Board of Directors must, upon recommendation of the respective Chair of each special or standing committee, appoint or confirm the members of each such committee. The Board of Directors may at its discretion, upon recommendation of the respective Chair of each committee, from time to time appoint new members to, or remove any member from, any committee. The Board may at its discretion, remove and replace the Chair or Co-Chair of any special or standing committee.

The Board may, upon the recommendation of the respective Chair of a special or standing committee, appoint an Individual Member, Corporate Member Representative, Individual Affiliate, or Representative of a Corporate Affiliate as the Co-Chair of such committee.

6.4 Appointment of Additional Committees

The Chairperson, upon the approval of the Board of Directors, may, from time to time and at any time, appoint such other committees, special or standing, as may be necessary or appropriate to carry on the work of the Board of Directors and AmCham Abu Dhabi, and any of the duties and powers of the Board of Directors may be delegated by the Board of Directors to any such committee. Such committees may be dissolved by the same action.

7 AGENTS AND REPRESENTATIVES

7.1 Appointment of Agents

The Board of Directors may appoint any persons necessary or appropriate to assist in achieving the objectives of AmCham Abu Dhabi. Appointments that will extend beyond the term of the current Board of Directors must be approved by the new Board of Directors.

7.2 Executive Staff

The Board of Directors shall appoint an Executive Director to manage the day-to-day affairs of AmCham Abu Dhabi, and shall appoint such other staff members as deemed necessary or appropriate, and shall determine their duties. The salary and other terms and conditions of employment of the Executive Director and other staff

members shall be established by the Human Resources Committee and approved by the Board of Directors.

8 SCHEDULE OF MEETINGS

Unless scheduled otherwise, meetings of the Board of Directors shall be held on the second Sunday of each calendar month.

9 REMOVAL OF BOARD OF DIRECTORS MEMBERS

Members of the Board of Directors may be removed in accordance with Section E of Article 5 of the Constitution.

Members of the Board of Directors are expected to attend each monthly and any special meetings of the Board of Directors. A member of the Board of Directors who is absent at three (3) consecutive meetings (whether monthly, special, or otherwise) of the Board of Directors may be deemed by the Board of Directors to have failed to carry out the duties of such person's office and may be subject to removal by the Board of Directors in accordance with Section E of Article 5 of the Constitution.

A member of the Board of Directors represented at a meeting by proxy shall be counted for purposes of constituting a quorum (in accordance with Article VI, Section C of the Constitution) but shall be deemed to be absent from the meeting for purposes of this Section 9.

10 PARLIAMENTARY PROCEDURES

10.1 Rules of Order

The rules contained in the latest published edition of Roberts' Rules of Order will govern AmCham Abu Dhabi in all cases in which they are applicable and in which they are not inconsistent with the Constitution and these Bylaws and any special rules of order AmCham Abu Dhabi may adopt.

10.2 Decisions by Electronic Mail

Upon the initiative of the Chairperson or, in his/her absence, the Vice Chairperson, the Board of Directors may vote by electronic mail on any matter proposed by a voting member of the Board of Directors. The Executive Director must deliver to each Board of Directors member by electronic mail the full text of any motion to be decided in this manner and record the responses, if any, of each Board of Directors member. Any such motion is subject to the affirmative vote of at least two-thirds (2/3) of the voting membership of the Board of Directors. In the absence of the approval of all voting members of the Board of Directors (in which circumstances decisions may be taken by electronic voting at any time), it is acknowledged and agreed that this manner of decision-taking will be limited to circumstances when the motion cannot be deferred for consideration until the occurrence of 1) the next scheduled meeting or 2) a meeting especially called to consider such motion.

10.3 Telephonic Meetings

One or more members of the Board of Directors may participate in a Board meeting by conference telephone call or other communications means by which all participants can hear others, and a member participating in such

manner shall be deemed to be present at the meeting and counted for purposes of constituting a quorum.

11 MINUTES OF MEETINGS

Minutes of each general meeting, including each Annual General Meeting, and each meeting of the Board of Directors shall be recorded and, except in relation to any parts which the Board of Directors considers confidential, in accordance with the confidentiality policy of AmCham Abu Dhabi, made available to voting members upon request. The Board of Directors will have the authority to approve minutes of general meetings, including the Annual General Meeting.

12 NOMINATION OF CANDIDATES FOR THE BOARD OF DIRECTORS

12.1 Nominating Committee

The Board of Directors shall designate the Chair of the Nominating Committee. For the purpose of appointing a Nominating Committee, the Board of Directors shall solicit volunteers from the membership.

12.2 Secret Ballot

Election of officers and members-at-large of the Board of Directors must be by secret ballot.

12.3 Ballots

Ballots may be cast by voting members in any election (1) by a paper or electronic ballot completed in person at the Annual General Meeting and (2) by a paper or electronic absentee ballot delivered in advance of the Annual General Meeting in accordance with procedures prescribed by the Board of Directors, upon recommendation of the Nominating Committee. All paper and electronic ballots shall identify the member submitting the ballot. All electronic ballots shall be cast only by a secure electronic method. Receipt of an absentee ballot, whether by paper ballot or by an 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.

12.4 Ballot Procedures

The Nominating Committee must ensure that members voting in person are properly identified and that such members have not previously cast ballots in advance, either by paper ballot or electronically. In any such cases the ballot cast in advance by such member shall be the ballot recognized by the Nominating Committee.

12.5 Election Deadlock

If the Nominating Committee is required to appoint an Officer or Member-at-large pursuant to Article IV, Section C of the Constitution, the Nominating Committee may determine such appointment: (i) by lot, (ii) by taking into consideration the results of the most recent election for Officers and Members-at large on the Board of Directors and the needs of the Board of Directors in the next term, or (iii) through a run-off election, or (iv) in any other reasonable manner.

12.6 Election Results

The Nominating Committee shall make available to each candidate the aggregate numerical tallies for each position either during any meeting convened for such purpose or as soon as practicable after the close of voting. The tallies for each position shall also be posted in AmCham Abu Dhabi office the business day next occurring after the date of the close of voting, and shall remain posted for at least one (1) calendar week thereafter.

13 MEETINGS OF MEMBERS

13.1 Absentee Ballots

The Board of Directors may prescribe procedures for the use of absentee ballots, whether by paper ballots, by secure electronic method, or both, on any matters on which the membership is entitled to vote at any general meeting, including any Annual General Meeting.

13.2 Proxies

The designation of an alternate representative by any Corporate Member Representative and the giving of any proxy by any Individual Member, in either case for voting purposes, will be accepted only in connection with the casting of a ballot for any general meeting, including any Annual General Meeting. The proxy designation shall be counted for quorum purposes, shall be in writing, and the language contained in such designation shall conclusively control the scope of the designation.

14 FINANCIAL YEAR

The financial year of AmCham Abu Dhabi shall be from January 1 through December 31.

15 FINANCIAL CONTROL

The Chairperson, Vice-Chairperson, Treasurer, Secretary, Executive Director and such other persons as may be designated from time to time by the Board of Directors, shall have authority to sign checks (or wire transfer instructions) drawn on any bank account of AmCham Abu Dhabi, subject to the following conditions:

- (a) One (1) authorized signatory shall be required on all checks (and for all wire transfer instructions) in the amount of less than or equal to AED 30,000.
- (b) The signatures of two (2) authorized signatories shall be required on all checks (and for all wire transfer instructions) greater than AED 30,000.

16 INDEMNIFICATION

AmCham Abu Dhabi shall indemnify all persons who were, are now, or will be directors, officers, employees, volunteers, or committee members of AmCham Abu Dhabi (each such person an "Indemnified Person") against all claims, suits, and legal actions arising out of or related to the performance of, or failure to perform, their duties and responsibilities on behalf of AmCham Abu Dhabi, including their estates, heirs, legal representatives, and assigns in the event of their death, incapacity, or bankruptcy and shall hold each Indemnified Person harmless from any losses, damages, and settlements, including legal defense costs and reasonable attorneys'

fees and expenses, resulting from such claims, suits, and legal actions, except if caused by the Indemnified Person's willful misconduct or fraud. Each Indemnified Person shall be entitled to receive from AmCham Abu Dhabi advances of legal defense costs and reasonable attorneys' fees and expenses to defend against the above mentioned claims, suits, and legal actions, provided the Indemnified Person in a written undertaking in favor of AmCham Abu Dhabi agrees to refund the full amount of such advances in the event the Indemnified Person is held liable due to his/her willful misconduct or fraud.

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APPROVAL HISTORY:

Bylaws amended and restated on January 30, 2005.

First amendment adopted December 11, 2005 (RE: Paragraph 1 – Categories of Membership and Paragraph 3 – Membership Dues).

Second amendment adopted June 11, 2006 (RE: New Paragraph 8 – Removal of Board of Directors Members).

Third amendment adopted July 16, 2006 (RE: Revised Paragraph 7 – Schedule of Meetings).

Fourth amendment adopted October 2, 2006 (RE: Revised Paragraph 7 – Schedule of Meetings).

Fifth amendment adopted December 9, 2007 (RE: Revised Paragraphs 1 – Categories of Membership, 2 – Determination of Membership, 3 – Membership Dues and 8 – Schedule of Meetings and New Paragraph 5 – AmCham Abu Dhabi Affiliates).

Bylaws amended and restated and adopted on October 18, 2009 by vote of the Board of Directors.

Bylaws amended and restated and adopted on April 19, 2011 by vote of the Board of Directors (RE: Revised Paragraphs 2, 4, 6, 10, 12 – Titles of Officers and Selection of Committee Chairs).

Bylaws amended and restated and adopted on September 17, 2011 by vote of the Board of Directors (RE: Revised Paragraph 9 – Removal of Board of Directors Members, and Paragraph 10 – Parliamentary Procedures).

Bylaws amended and restated and adopted by a vote of the Board of Directors on September 8, 2012 (RE: adding new Paragraph 12.5 – Election Deadlock). Amendment and restatement of Bylaws effective as of April 17, 2013 (effective date of amendment to Article IV of Constitution).

Bylaws amended and restated and adopted on June 9, 2013 by a vote of the Board of Directors (RE: Revised Paragraph 6.1 - Committee Membership; Paragraph 6.3 - Appointment and Removal of Committee Members; Paragraph 6.4 - Appointment of Additional Committees; Paragraph 12.3 - Ballots).

Sixth Amendment adopted on September 13, 2014 by unanimous vote of the Board of Directors (RE: Revised Paragraph 3 – Membership Dues, 4 – Affiliate Dues, 6.2 Standing Committees: deleted section g – U.A.E. Relations Committee; deleted section h – U.S.

Public Affairs Committee; added new section g of Paragraph 6.2 and retitled “U.S. – U.A.E. Public Affairs Committee”).

Seventh Amendment adopted on September 19, 2015 by unanimous vote of the Board of Directors (RE: Added 6.2 (i) Women in Business Committee).

Eighth Amendment adopted on September 5, 2016 by unanimous vote on two resolutions of the Board of Directors (Amended Sub-Paragraph 6.2 (c.ii) – Finance Committee; and Amended Paragraph 15 – Financial Control)