

Schedule A – Amended and Restated By-Laws

At the Annual Session of the General Assembly of the American Chamber of Commerce in Kosovo, held on November 30, 2021, in accordance with Law No. 04/L-057 on Freedom of Association in Non-Governmental Organizations, the Members in good standing of the American Chamber of Commerce in Kosovo, adopted the following amended and restated:

BY-LAWS of the AMERICAN CHAMBER OF COMMERCE IN KOSOVO

I. GENERAL PROVISIONS

Article 1.

1.1. These By-Laws, governing the not-for-profit Association, the American Chamber of Commerce in Kosovo, shall regulate, among other things, the following: Name, seat and territory of the Association; the purpose of the Association, as well as its objectives and activities; eligibility and procedures for admission to the Association; the rights and duties of the Association's Members; governing bodies of the Association, the relationship of these bodies to one another, their respective authorities, and conditions and procedures for election to and revocation from these bodies; responsibilities and authorities of the Association's Board, its Officers, and Executive Director; management of the Association's assets, and use of its funds; and procedures in the event of the Association's dissolution.

1.2. The Association, hereinafter, shall be referred to as "the Chamber."

NAME

Article 2.

2.1 The official name of the Association is "American Chamber of Commerce in Kosovo" (*Oda Ekonomike Amerikane në Kosovë*, in Albanian; *Američka Privredna Komora u Kosovo*, in Serbian).

2.2 The abbreviated name of the Chamber is 'AmCham Kosovo.'

2.3 The Chamber's official stamp and seal shall read "American Chamber of Commerce in Kosovo," in English, with the note, "MMIV".

SEAT and REGISTERED OFFICE

Article 3.

3.1. The seat of the Chamber is Prishtina, Kosovo.

3.2. The Chamber has its registered office in Prishtina, Kosovo, at Perandori Justinian str. No. 132.

TERRITORY

Article 4.

4.1. The territory for the activities of the Chamber is Kosovo.

II. ORGANIZING PRINCIPLES

Article 5.

- 5.1. The American Chamber of Commerce in Kosovo is an association of businesspeople who volunteer their time in furtherance of the purpose and objectives outlined in Articles 6 and 7.
- 5.2. The Chamber's Members shall be known, collectively, as the General Assembly, representing the highest governing body of the Chamber.
- 5.3. A Board of eleven Governors (hereinafter, "the Board") shall guide and oversee the Chamber's general operations, as duly elected representatives of the General Assembly.
- 5.4. The Chamber shall have four officers, or "titled" Governors: 1.) A President, who shall serve as the Chamber's principal authorized representative, and also as Chairman of the Board; 2.) a Vice-President, to assume the President's role and responsibilities in the event of his or her absence or departure; 3.) a Secretary- General, responsible for overseeing the Chamber's internal and external communications; and 4.) a Treasurer, responsible for overseeing the Chamber's finances.
- 5.5. A paid, full-time staff, led by an Executive Director responsible to the Board, shall carry out day-to-day management of the operations of the Chamber, on behalf of the General Assembly.
- 5.6. The President, Secretary-General, and Executive Director shall share the responsibility of representing the Chamber's collective interests and views to the general public; to governmental agencies and the representatives of such agencies in Kosovo, the United States, and other countries; and to other third parties.
- 5.7. As a non-governmental organization (NGO) with no political affiliation, the Chamber shall not engage in any political activity or allow its funds or facilities to be used for political purposes.
- 5.8. The Chamber shall not be placed in or assume the role of a "lobbyist" on behalf of any particular Member by taking a stand on an issue of concern only to that Member.
- 5.9. The Chamber shall avoid intervention in issues of a narrow, intra-industry nature, such as matters that concern only a particular group or segment within an industry.
- 5.10. All activities of the Chamber shall be public.
- 5.11. In any event, and at all times, the policies and programs of the Chamber shall be in furtherance of its purpose and objectives, in accordance with the framework set forth under Articles 6 and 7.

PURPOSE (MISSION)

Article 6.

- 6.1. The American Chamber of Commerce in Kosovo is a not-for-profit, non-governmental organization founded by its Members for the purpose of supporting the development of mutually beneficial economic relations between the United States of America and Kosovo.

FULFILLMENT OF PURPOSE (OBJECTIVES)

Article 7.

- 7.1. In its efforts to fulfill the purpose set forth in Article 6, AmCham Kosovo shall:
- Actively support initiatives and institutions, both public and private, that aim for constructive solutions to the problems challenging Kosovo's economic development;
 - Sponsor and promote measures that will foster growth in trade and investment between the United States and Kosovo;
 - Provide a forum for American business executives in Kosovo and Kosovar executives with American interests to identify, discuss and pursue matters of mutual interest;
 - Facilitate the exchange of information and ideas among businesses and businesspeople operating in Kosovo;
 - Represent and express the views of the Members to public and private institutions both in Kosovo and in the United States;
 - Establish and maintain cordial and productive relationships with other AmChams in Southeastern Europe, particularly those located in countries bordering Kosovo; and
 - Develop programs that will enhance the credibility and strengthen the image of the U.S. Chamber of Commerce and its network of overseas affiliates (i.e., AmChams).

ACTIVITIES

Article 8.

- 8.1. In furtherance of the objectives outlined above, under Article 7, AmCham Kosovo shall:
- Publish a web site (located at www.amchamksv.org), as well as a bi-monthly electronic newsletter, for the purpose of informing its Members, partners and the general public of its activities;
 - Monitor and analyze legislation and policies that affect the competitiveness of American businesses and their subsidiaries or partners operating in Kosovo and in Southeastern Europe;
 - Prepare or commission reports and surveys in support of the aims and collective interests of its Members;
 - Communicate its position on issues of relevance and importance to the Chamber's membership through local and other appropriate media outlets, as well as to appropriate Kosovo and international government agencies;
 - Organize seminars, workshops, and conferences for the purpose of educating its Members, and members of the Kosovo business community in general;
 - Liaise on behalf of the Chamber and its Members with the U.S. Department of Commerce and other relevant U.S. government agencies, including the U.S. Department of State and the U.S. Agency for International Development (USAID);
 - Liaise on behalf of the Chamber and its Members with the European Council of American Chambers of Commerce ("Amchams in Europe"), and other relevant organizations in Brussels"; and
 - Assist American businesses and businesspeople – especially, but without limitation, those recommended by the U.S. Chamber of Commerce – in their business activities in Kosovo.

III. MEMBERSHIP

ELIGIBILITY

Article 9.

9.1. Members of AmCham Kosovo shall include:

- a) Kosovar companies that represent U.S.-based firms, or those which have significant business interests in the United States;
- b) American companies operating in Kosovo or the region (i.e., Southeastern Europe);
- c) Individuals with Kosovar or American citizenship and Kosovo-based businesses and individuals who support the Chamber's purpose and objectives;
- d) Legal entities (companies or natural persons) of any country with significant business interests in the United States or in Kosovo; and
- e) Not-for-profit and non-governmental organizations (NGOs).

ADMISSION

Article 10.

10.1. Organizations and individuals interested in joining AmCham Kosovo must apply to the Chamber's Board.

10.2. Admission of new members shall be determined at each of the Board's quarterly meetings. Firms or individuals receiving a two-thirds majority vote in their favor shall be admitted to the Chamber.

10.3. All applicants shall be informed in writing of the Board's decision within ten days of the date of said decision.

10.4. Letters of Acceptance to new members shall be accompanied by a Membership Package including these By-Laws, a copy of the Chamber's "Business Code of Ethics," and an invoice for annual dues (established in accordance with Article 14).

10.5. A firm or individual's acceptance into the Chamber shall be considered valid only after the Chamber's Executive Director has verified payment of the invoice referred to in 10.4. Once the Executive Director has confirmed that the firm or individual has paid in full, said firm or individual shall be considered a Member "in good standing."

10.6. All new Members shall receive a Certificate of Membership formally recognizing their admission into the Chamber.

RIGHTS AND DUTIES OF THE MEMBERS

Article 11.

11.1. Members of the Chamber are entitled to all benefits arising from their association with the Chamber, provided they act in accordance with these By-Laws and all codes and policies of the Chamber.

11.2. Members of the Chamber are obliged to pay their annual dues in a timely manner and in accordance with the terms set forth in Article 14.

- 11.3. All Members of the Chamber “in good standing” shall be invited to attend all Chamber functions.
- 11.4. Only Members “in good standing” may vote at General Assembly meetings of the Chamber.
- 11.5. Each Member, regardless of the size of its/his/her contribution to the Chamber, is entitled to one vote per actionable item at General Assembly meetings.
- 11.6. Upon written request, a Member firm may obtain a Letter of Reference from the Executive Director briefly describing the Member firm, and stating that the firm is in good standing with the Chamber.

EXPULSION

Article 12.

- 12.1. Grievances or complaints of any kind that may affect the well-being of the Chamber shall be addressed to any Member of the Board.
- 12.2. Any member of the Board, upon learning of such a grievance or complaint, shall consult with the Chamber’s President to determine whether the circumstances warrant disciplinary action (such as expulsion).
- 12.3. Aside from cases involving dues in arrears (addressed in Article 14), the Board may expel a Member for dishonorable conduct, or for any other reason, provided that such expulsion is preceded by 1.) a thorough inquiry, conducted with discretion, substantiating any allegations of misconduct or impropriety; 2.) a hearing before the Board, to provide the Member in question with an opportunity to present his or her case (if requested by the Member in question); and 3.) a unanimous vote of the Board concluding that the Member’s continued membership may be detrimental to the Chamber.
- 12.4. A Member may also be expelled from the Chamber as a result of commencement of bankruptcy proceedings against the Member, or proceedings in which a court or other legal authority has proclaimed the Member guilty of a criminal act, commercial offence or any other legal violation.

WITHDRAWALS and RESIGNATIONS

Article 13.

- 13.1. A Member may withdraw (or resign) from the Chamber by giving written notice to the Chamber’s Secretary-General no later than December 10 of any given calendar year.
- 13.2. A Member who submits a letter of resignation after December 10 may be liable for dues for the succeeding calendar year, his or her intention to resign notwithstanding.

ANNUAL MEMBERSHIP DUES and OTHER CONTRIBUTIONS

Article 14.

- 14.1. All Members who wish to remain “in good standing” with the Chamber shall contribute dues to the Chamber on an annual basis.

The level of payment of annual dues is to be largely voluntary, reflecting a firm or individual’s resources and ability to contribute.

14.3. Annual membership dues and issues related thereto shall be reviewed by the Board at the end of each calendar year and published on the Chamber's web site.

14.4. Invoices for annual dues for any given calendar year shall be delivered to all Members no later than 15 days prior to the expiry of their membership, with payment due 15 business days after the expiry of membership at the latest.

14.5. Annual dues for new Members who join the Chamber at any time after January 1 shall be calculated from the date of the payment for a full year. New members joining the Chamber during the month of February will have a valid membership until February of the next year; those joining in March will have a valid membership until the March of next year and so on.

14.6. A Member may be expelled from the Chamber if its dues remain unpaid for a period of more than 45 days and the delay for non-payment cannot be suitably justified.

14.7. Contributions in excess of the Chamber's maximum scheduled (i.e. published) rate shall be accepted with acknowledgement by the contributing firm or individual that such contributions do not imply any promise of special status or favors that may contravene Articles 5.8 and/or 5.9.

HONORARY MEMBERS

Article 15.

15.1. Honorary Members shall be designated as such by a unanimous vote of the Board.

15.2. Honorary Members may not hold elective office and are not entitled to vote at General Assembly meetings of the Chamber.

15.3. Honorary Members are not required to pay annual dues.

15.4. The U.S. Ambassador to Kosovo is hereby designated an "Honorary Member of the American Chamber of Commerce in Kosovo" and he/she will have the right to designate the Economic Officer of the US Embassy to attend meetings of the Board of Directors when required."

IV. GOVERNANCE & ADMINISTRATION

GENERAL ASSEMBLY

Article 16.

16.1. The General Assembly, consisting of all Members "in good standing," shall be the highest governing body of the Chamber.

16.2. As the highest governing body of the Chamber, the General Assembly has the authority to make final decisions regarding:

- a) changes and amendments to these By-Laws;
- b) election and revocation of members of the Board of Governors;
- c) the Chamber's Annual Program and supporting budget;
- d) the Chamber's public policy priorities;

- e) membership in other Chambers and organizations; and
- f) other proposals that may be put forward by eligible Members in accordance with Article 17.6 of these By-Laws.

16.3. The General Assembly shall also be the final arbiter regarding decisions related to the dissolution of the Chamber. (See Article 26.)

GENERAL ASSEMBLY MEETINGS

Article 17.

17.1. The General Assembly shall meet at least once per year.

17.2. The Annual Session of the General Assembly meeting shall be held no later than the third week of January. The primary purpose of this meeting shall be to deliberate and act upon the agenda items listed above, under 16.2. The Annual Meeting may take place physically or electronically, based on the circumstances and when deemed as necessary.

17.3. Extraordinary Sessions of the Assembly may be called by any Member or group of Members, provided a request signed by at least ten (10) eligible Members is forwarded to the Board no less than ten (10) business days prior to the proposed session. Upon receipt of such a request, the President shall instruct the Executive Director to notify all members (electronically or by post) of the meeting's date and location, and also of the meeting's purpose and objectives. If either the President or the Executive Director fails to convene a session based upon such a request, the session may be convened by the Members themselves, with a written notice to all Members. At any such Extraordinary Session, no other issues except those designated in the notice shall be acted upon.

17.4. *Convening.* All meetings of the General Assembly shall be convened by the Executive Director, in coordination with the Chamber's President and Secretary-General.

17.5. *Invitations.* Notification of Assembly meetings shall be sent to all Members no later than fifteen (15) days prior to the relevant meeting.

17.6. *Agendas.* The Executive Director, with assistance from the President and/or other members of the Board, shall prepare agendas for all Assembly meetings. Agendas shall be distributed to all members no later than five (5) business days prior to the scheduled meeting.

Any Member may propose issues for consideration at Assembly meetings, provided such proposals are made in writing no later than seven (7) business days prior to the day of the relevant meeting.

17.7. *Presiding Officer.* All General Assembly meetings shall be presided over by the President of the Chamber; or, in the President's absence, the Vice-President; or, in the absence of both, by any other Governor.

17.8. *Quorum.* Twenty-five (25) percent of the Members of the Chamber shall constitute a quorum at Annual and Extraordinary Sessions of the General Assembly.

17.9. *Decisions.* Except as otherwise provided herein, Chamber business shall be decided by a simple majority vote of those present and entitled to vote. The Presiding Officer shall have a deciding vote in the event of a tie, except as otherwise provided for in these By-Laws.

17.10. *Voting Rights.* All Members “in good standing” are entitled to one vote per actionable item at Assembly meetings.

17.11. *Proxies.* If both a Member firm’s Official and Alternate representatives are unable to attend an Assembly meeting, the firm may participate in the meeting by proxy.¹ The name of the individual who shall represent the firm under such circumstances must be submitted in writing to the Chamber’s Executive Director no later than twenty-four (24) hours prior to the relevant meeting.

The participation of proxies at Assembly meetings shall generally be limited to voting for Board positions and/or other actionable items.

17.12. *Voting by Mail/Fax.* Alternatively, Members who live abroad or are otherwise unable to attend an Assembly meeting may cast their votes in absentia, by mail or other electronic voting platforms.

Members who would like to vote by mail or by fax shall inform the Executive Director of their desire to do so as soon as they receive notification of an Assembly meeting where voting for Board members or other actionable items is anticipated. Ballots will be sent [electronically, via email] to Members making such requests five days prior to the relevant meeting. Completed ballots shall be returned (by mail or fax only) to the Executive Director no later than twenty-four (24) hours prior to the relevant meeting. In order to be considered valid, such ballots must be signed, stamped (where applicable), and dated by the Member.

BOARD OF GOVERNORS

Article 18.

18.1. The highest executive body of the Chamber shall be its Board of Governors, consisting of eleven Members nominated and elected by their peers. As an elected, representative body, the Board is accountable to the Chamber’s Members and bears primary responsibility for charting a purposeful and sustainable course for the Chamber.

18.2. The Board is responsible for all activities of the Chamber not specifically assigned to other bodies as provided for in these By-Laws. Specifically, the Board shall be responsible for:

- recommending amendments to these By-Laws to the General Assembly;
- appointing the Executive Director and overseeing his/her work; and
- preparing the Chamber’s Annual Program, together with a supporting budget, and presenting it to the General Assembly for approval.

18.3. *Terms.* Both titled and untitled members of the Board of Governors shall serve in their elected capacities for two years. Any individual may serve a maximum of two consecutive terms on the Board. Provisions set forth in this article may be changed by a majority of the Assembly at any given Assembly Meeting if an individual or company represented by the individual is of special importance for the Chamber.

18.4. *Guidelines.* The Board of Governors shall be entrusted with the authority to approve additional guidelines and policies for the Chamber, as well as to recommend amendments to these By-Laws prior to presenting them to the General Assembly for adoption.

18.5. *Committees.* The Board is empowered to create committees (or task groups) of Members and Governors necessary for the effective and successful functioning of the Chamber. The Board shall be

¹ A proxy is a person authorized to represent and/or act on behalf of another.

responsible for designating and/or assigning the form, objectives, and endorsement authorities of such committees. The Board shall also name a chairperson to lead each committee it creates.

18.6. *Reporting.* The Board shall prepare and distribute reports to the General Assembly at least twice per year.

18.7. *Recall of Governors.* A Governor may be recalled if he or she abuses his/her authority or does not duly fulfill his/her function as a Governor, provided such an action is supported by a written and secret vote of two-thirds of those present and entitled to vote at any Annual or Extraordinary Session of the General Assembly.

18.8. *Resignations.* Any Governor who intends to resign from the Board shall notify the President of this intention in writing. If the resignation is accepted, the respective Board member's position shall become vacant, and said vacancy shall be filled as soon as is practicably possible in accordance with Article 18.9.

18.9. *Vacancies.* Vacancies resulting from resignations or other unanticipated departures from the Board of Governors shall be filled by way of an election conducted by the Secretary-General among the remaining Board members. Titled positions that become vacant shall be filled by that untitled Board member who receives a majority of the votes cast in such an election. Untitled positions shall be filled in the same manner, with the new Board member being elected from among the ranks of the General Assembly.

ELECTIONS

Article 19.

19.1. Board vacancies that result from the departure of Governors who have served out their standard terms (as per Article 18.3, above) shall be filled by way of elections held during the Chamber's Annual General Assembly meetings.

Voting shall be conducted through written, secret ballots listing Members who have been nominated for vacant positions by other eligible Members.

Those candidates who receive the highest number of votes shall be declared Governors.

19.2. *Tie votes.* In the event of ties in voting, both candidates shall be elected. If the number to be elected is fewer than the number of positions to be filled, the vote shall be repeated for the relevant candidates. If such a vote remains tied after a second round of voting, the Presiding Officer shall have cast the deciding vote.

19.3. *Nominating Candidates.* Nominations for Board positions may be submitted to the Chamber's Executive Director by any eligible Member as soon as vacancies are announced. Nominations must be submitted in writing at least seven (7) days prior to the relevant Annual General Assembly meeting.

19.4. *Election of Officers.* Titled Governors shall be elected in even years, whereas the untitled Governors shall be elected in odd years.

Nominations for titled positions shall be called for by the Chamber's President following his/her "call to order" of the relevant Annual General Assembly meeting. Only those Members who have been nominated for Board positions in accordance with Article 19.3 may be nominated for titled positions.

Votes for each titled position shall be conducted separately, with the ballots tally and the winners announced in the following successive order: President, Vice-President, Secretary-General, and Treasurer.

19.5. *Eligibility.* Candidates nominated for the position of President of the Chamber shall be representatives of American companies. In the event that this standard cannot be met, a non-American company representative may be nominated and elected President, provided that the position of the Vice-President is reserved for a representative of an American company. At least five other seats on the Board are reserved for representatives of American companies.

The eligibility of all nominees for Board positions shall be verified by the Chamber's Secretary-General and/or Treasurer.

All votes shall be tallied by the Treasurer, and confirmed by an independent auditor.

OFFICERS OF THE CHAMBER AND THEIR DUTIES

Article 20.

20.1. The President of the Chamber shall preside over all General Assembly meetings. He or she shall also preside over all Board meetings, as Chairman of the Board.

20.2. The Vice-President of the Chamber shall assume the duties and responsibilities of the President in his/her absence. Should the President of the Chamber resign, be recalled, or in any way fail to meet his/her duties as President, the Vice-President shall replace the President and so receive the President's title and responsibilities. In case of replacement of the President according to this paragraph, the resultant vacancy of the Vice-President shall be filled by a majority vote of the Board.

20.3. The Secretary-General shall have oversight and monitoring responsibility to ensure effective communication among Board members, between the Board and the General Assembly, and between the Chamber and third parties (including the media).

20.4. The Treasurer shall bear primary responsibility for all funds collected or received for the operations of the Chamber, as well as its expenditures. The Treasurer may, at any time, request that the Executive Director provide him/her with financial reports, for review and possible referral to the Board.

20.5. Untitled Governors shall work with the other members of the Board to ensure the effective management of the Chamber; the successful development and implementation of the Chamber's Annual Program; the quality of services and benefits to Chamber Members; and the healthy growth of the Chamber and its membership.

MEETINGS OF THE BOARD

Article 21.

21.1 The Board shall meet at least once per quarter.

21.2 Board meetings shall be called by the Chairman of the Board (i.e., the Chamber's President), or the Executive Director, with written notice sent to each Governor no less than ten (10) working days prior to the relevant meeting.

21.3 Any three Governors may decide to convene a meeting of the Board, in which case they shall notify in writing and with at least five (5) days notice all other Governors and the Executive Director, stating the purpose and agenda for such meeting.

21.4 The Executive Director shall attend all Board meetings, but is not entitled to vote. He or she shall be responsible for recording the points discussed and/or decisions made (i.e., "taking minutes") at Board meetings.

21.5 The Board renders valid decisions only if a majority of Governors are present (a "quorum"). A quorum resulting from proxy votes is only valid for the specific issues addressed by the proxy.

21.6 The Board shall implement decisions supported by the majority of votes cast by its members.

21.7 In case of a tie vote by the Board of Governors, the vote of the Chairman shall decide. If the Chairman is not present, a vote of the Chamber's Vice-President shall decide.

21.8 Governors of the Board who are unable to attend a duly called meeting of the Board shall, in a notice addressed to the Chairman, and delivered prior to such Board meeting, state the cause of their absence.

Notwithstanding the provision of Article 18.9 of these By-Laws, if a Governor is absent from three regularly scheduled consecutive meetings for reasons that the Board declares inadequate, that Governor's resignation shall be deemed to have been tendered and accepted by the General Assembly of the Chamber.

EXECUTIVE DIRECTOR

Article 22.

22.1. The Chamber shall have an Executive Director, reporting to the Board, who shall be responsible for the day-to-day management of the Chamber.

Specifically, the Executive Director's duties and responsibilities shall include the following:

- a) Proposing and leading implementation of an active program of services, activities, and events in support of the Chamber's membership (with particular attention to those services, activities, and events outlined above, under Article 8.1).
- b) Promoting the public image of the Association by serving as the Chamber's "ambassador-at-large," liaising on behalf of its Members with other leaders of the Kosovo and international business communities, and with representatives of local and international government agencies.
- c) Establishing and maintaining productive working relationships with organizations and individuals relevant to the Chamber and its purpose (mission).
- d) Working closely with the Board to recruit new members, especially those firms or individuals who have been referred to the Chamber by existing Members.
- e) Preparing the Chamber's Annual Program, and presenting it the Board for its approval.
- f) Supervising the work of the Chamber's staff, evaluating their work, and making recommendations to the Board regarding salaries and staff recruiting.

- g) Drafting budgets and budget reviews for the Board (including those used to prepare for activities and events, reports by the Board to the General Assembly, and the Chamber's Annual General Assembly meeting).
- h) Managing the Chamber's "Operating Account," and preparing reports for the Treasurer with regard to the deposit/receipt and withdrawal/payment activity of said account on a monthly basis.
- i) Invoicing Members in a manner that ensures timely payment of Annual Dues (in accordance with Article 14 of these By-Laws) or other fees that may be charged to Members for services rendered by the Chamber.
- j) Providing updates to the President and/or the Secretary-General on a weekly basis, and to all other members of the Board, by email, at least once per month.
- k) Attending each of the Board's quarterly meetings, and preparing presentations and/or reports for these meetings including describing the Chamber's accomplishments and implementation of the Chamber's Annual Program, any shortcomings, current status, and related issues.
- l) Assisting the President and Secretary-General in preparing annual reports for the General Assembly.

22.2. In addition to the duties and responsibilities outlined above, the Executive Director shall also serve as an Authorized Representative of the Chamber. As an authorized representative, the Executive Director shall have the authority to draw funds from the Chamber's "Operating Account;" liaise on behalf of the Chamber's Members with representatives of the U.S. Chamber of Commerce in Washington; and sign (and stamp) official Chamber documents.

ARBITRATION CENTER

Article 23.

AmCham will establish its Arbitration Center that will be providing institutionalized arbitration and mediation for commercial-related disputes. The Arbitration Center shall be administered by a Steering Council, whose members will be selected by the Board of Governors for a three year-term, and for two consecutive terms. The Center will be administered through a separate Charter, to be approved by the Board of Governors. The Center will have its own Rules of Procedure, which will be adopted by the Steering Council of the Arbitration Center.

ASSETS, EARNINGS and DISTRIBUTION OF EARNINGS

Article 24.

23.1. The assets of the Chamber shall constitute all tangible assets and the income generated from membership dues, from the organization of conferences, seminars and events, and from other income generated pursuant to these By-Laws and applicable Kosovo law.

23.2. As a not-for-profit organization, as defined in Paragraph 2.2 of UNMIK Regulation No. 1999/22, the Association shall not distribute any net earnings or profits as such to any person. The assets, earnings and profits of the Chamber shall be used to support its purpose and objectives and shall not be used to provide benefits, directly or indirectly, to any founder, director, officer, Member, agent, employee or donor.

23.3. The payment of reasonable compensation to such persons as are described above, in Article 23.2, shall be made for work performed on behalf of the Chamber.

ACCOUNTS

Article 25.

24.1. The Board shall establish and maintain two principal bank accounts, a "Master Account" and an "Operating Account."

- All annual membership dues and other contributions to the Chamber shall be deposited to the "Master Account".
- The "Operating Account" shall be used to cover the day-to-day operating expenses of the Chamber and shall be funded via monthly transfers from the "Master Account." The "Master Account" shall be used only to fund the "Operating Account."
- The Treasurer and the Executive Director shall jointly approve transfers from the "Master Account" to the "Operating Account", and the amount transferred shall not exceed previously approved and budgeted monthly totals without Board consent.
- Withdrawals and/or transfers from the "Operating Account" shall require the signature of the Executive Director or, in his/her absence, the signature of any other officer of the Chamber who has been designated by the Board as a signator for the account.
- The Executive Director shall keep monthly detailed income and expenditure reports to present to the Board at its quarterly meetings.

24.2. The Board shall have the authority to open any other bank accounts that, in the opinion of the Treasurer or the Executive Director, will support and facilitate the Chamber's operations.

24.3. The Treasurer shall immediately notify the Board of any concerns he/she may have regarding funds drawn from any of the Chamber's accounts. He/she shall suggest remedial action(s) if such concerns prove warranted.

24.4. At least once per year, the accounts of the Chamber shall be examined, and the accuracy of its books ascertained, by one or more independent auditors operating in accordance with internationally accepted accounting standards.

CORRESPONDENCE AND COMMUNICATIONS

Article 26.

25.1. Correspondence originating from the desk of any founder, director, officer, Member, agent, or employee of the Chamber that might be construed as representing official views or positions held by the Chamber's Members must be approved by the General- Secretary prior to its distribution and/or delivery to any third party outside of the Chamber's membership.

25.2. Use of the Chamber's official stamp and/or seal shall be limited to official business only. The stamp itself shall be kept by the Executive Director, its use monitored by the Secretary-General.

25.3. The official language of the Chamber is English; the working languages, Albanian and Serbian.

25.4. The English language version of these By-Laws shall prevail where confusion arises from misinterpretations and/or ambiguities that may be encountered in the Albanian and/or Serbian versions.

DISSOLUTION

Article 27.

26.1. The Chamber may be dissolved if, at any General Assembly meeting during which such a measure is proposed, two thirds of all Members present and entitled to vote cast their votes in favor of dissolution.

26.2. In the event of dissolution, the Chamber's assets shall be used to cover any outstanding liabilities of the Chamber. Any assets remaining thereafter shall be distributed to a Kosovo-based NGO(s) recommended by any Member and approved through a simple majority vote of the Board.

V. FINAL PROVISIONS

Article 28.

27.1. These amended and restated By-Laws shall come into force after a valid vote takes place in the General Assembly Session of the American Chamber of Commerce in Kosovo.

27.2. Amendments to these By-Laws may be proposed at any Annual or Extraordinary Session of the General Assembly, provided that a.) the proposed amendment(s) is supported by a majority of the Board and/or at least ten (10) Members in good standing, and b.) notice regarding the proposed amendment(s) is sent to all Members at least five (5) business days in advance of the relevant session.

The proposed amendment(s) shall be incorporated into these By-Laws with a simple majority of the Members present and entitled to vote casting their votes in favor of adoption.

27.3. The relevant laws of Kosovo shall apply for all matters not regulated by these By- Laws.

President of the Chamber

Executive Director / Authorized Representative