



**BYLAWS OF
THE DANISH-AMERICAN CHAMBER OF COMMERCE (USA), INC.**

(Headings are provided for convenience only and do not affect the interpretation of the present bylaws.)

ARTICLE I

NAME AND PURPOSES

The name of the organization is The Danish-American Chamber of Commerce (USA), Inc., ("Chamber"), a New York Not-for-Profit corporation. It is established for the following purposes:

1. To help promote business relations between Denmark and the United States, Danish exports to the United States, American exports to Denmark, as well as investments between the two countries;
2. To be a forum for discussions and deliberations concerning Danish-American business relationships and international economic relationships in general;
3. To be an advisory and consultative body available to United States and Danish governmental representations;
4. To undertake functions related to Danish-American business that may be beyond the scope of governmental representations;
5. To initiate, arrange, and promote meetings open to members of the Chamber and their guests featuring subjects of interest to the Danish-American community; and
6. To sponsor such other functions that promote goodwill and harmony in Danish-American relations.

ARTICLE II

MEMBERSHIP

Membership in the Chamber is open to individuals, firms, and institutions with an interest in business relations between Denmark and the United States.



ARTICLE III

DUES AND FINANCIAL MANAGEMENT

1. Categories of membership may be established by the Board of Directors, with dues schedules and requirements for each category as determined by the Board of Directors.
2. The fiscal year of the Chamber shall be the calendar year. The most recent annual financial statement of the Chamber shall be posted on the Chamber's website and be accessible to all members.
3. Membership invoices shall be e-mailed to members thirty (30) days before their membership dues are payable. If no payment has been received three days before the membership due date and by the due date, invoices shall be e-mailed again. Members whose dues remain unpaid 20 days after the due date shall, at that time, be e-mailed a final notice including a statement containing the text of the present Article III that – unless their dues are paid in full – their membership will be terminated within 10 days. While their membership is in default, members are ineligible to receive membership benefits and to vote at membership meetings.

ARTICLE IV

MEMBERSHIP MEETINGS

Annual Membership Meetings

1. An Annual Membership Meeting shall be held in December of each year at such place and time as the Board of Directors may appoint, and the meeting notice shall be issued at least four (4) weeks before the Meeting. The Board of Directors may set another date for the Annual Membership Meeting, provided that that date is no later than thirteen (13) months after the previous Annual Membership Meeting or less than ten (10) months after.

Special Membership Meetings

2. Special meetings may be convened if decided by the Board of Directors or upon the written request of at least ten (10) members. Notice of such special meetings shall be circulated to all members at least ten (10) days before the meeting.

Quorum for Membership Meetings

3. At all membership meetings, unless otherwise provided by the present Bylaws, no fewer than one-third of the membership votes, in person or by proxy, shall be



present to constitute a quorum. A simple majority of the votes represented shall carry.

ARTICLE V

BOARD OF DIRECTORS

Size of Board of Directors

1. The business, property, and affairs of the Chamber shall be managed by a Board of Directors consisting of no fewer than ten (10) and no more than twenty-five (25) members of the Chamber.

Election to the Board of Directors

2. The Board of Directors shall prepare a list of candidates for election or re-election at the next Annual Membership Meeting. The members shall be provided with a list of candidates no later than 30 days before the Annual Membership Meeting. Other nominations may be made by any five (5) members by filing the name of their nominee with the Secretary at least two (2) weeks before the meeting.

Terms of Election for Directors

3. Directors are elected at the Annual Membership Meeting for a term of three (3) years. As nearly as possible, one-third of the directors shall be elected each year. The Board of Directors may fill vacancies during the year, but such directors' terms of office shall expire at the next annual meeting.

Quorum for Board Meetings

4. One-third, but no fewer than eight (8) of the Directors, shall constitute a quorum for the transaction of business. At all meetings of the Board of Directors, a motion adopted by two-thirds of Directors present at any meeting at which there is a quorum shall constitute an act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote on any resolution to be voted on by the Board of Directors.

Meeting Attendance

5. Directors shall attend meetings in person, by phone, or by other means of telecommunications. If unable to attend a meeting, Directors shall notify the Secretariat by e-mail at secretariat@daccny.com of their scheduled absence no later than 48 hours before a board meeting. Two successive un-notified absences or three successive notified absences will prompt a review of the Director's board membership and possible vote of termination at the next upcoming meeting.



Removal of Directors

6. A Director may be removed from the Board with or without cause at any duly called meeting of the Membership with a quorum as provided in Article IV (3).

Constitution of Board of Directors

7. The Board of Directors shall meet no later than forty-five (45) days after each Annual Membership Meeting to constitute itself and elect among its members its Chairperson (see also Art. VI [1]). Unless the Board of Directors appoints another Director to serve as Chairperson in the intervening period, the Chairperson shall serve until the first meeting of the Board of Directors after the next Annual Membership Meeting.

Roles and Responsibilities of Chairperson

8. The Chairperson of the Board of Directors shall discharge the following duties:
 - a. Chair the meetings of the Board of Directors and unless otherwise decided by the Board of Directors, also chair Annual and Special Membership Meetings;
 - b. Ensure the management, development, and effective performance of the Board of Directors;
 - c. Provide leadership to the Board of Directors in all aspects of the Board of Directors' work.
 - d. Act in an advisory capacity to the President and to other officers in all matters concerning the interests and management of the Chamber;
 - e. Play a role in the Chamber's external relationships in consultation with the President;
 - f. Plan and organize all the activities of the Board of Directors, including preparing and conducting the meetings of the Board of Directors;
 - g. Ensure and determine the quality, quantity and timeliness of the information transmitted to the Directors;
 - h. Form committees under the Board of Directors and the integration of their activities with the work of the Board of Directors; and
 - i. Develop the Board of Directors, including director recruitment, and any ongoing formal and informal communications with and among Directors.

ARTICLE VI

OFFICERS

1. At the first Board of Directors meeting after the Annual Membership Meeting the Board of Directors shall elect the following officers none of whom are required to be Directors to qualify: President, Secretary, and Treasurer.



2. The Board of Directors may, from time to time, appoint such other officers and agents as the Board of Directors might deem necessary for the transaction of the Chamber's business. The Board of Directors may, at any time, dismiss any officer, with or without cause.
3. The President shall be the chief executive officer of the Chamber and shall have the general powers and duties of supervision and management usually vested in the office of a president of a corporation. He or she shall attend all regular and special meetings of the Board of Directors, and shall have general supervision, direction, and control of the business of the Chamber. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall keep the Board of Directors fully informed of the activities of the Chamber.
4. The Secretary shall be responsible for maintaining the books and records of the Chamber; for recording the minutes of all meetings of the members and the Board of Directors; and for all necessary reports or filings to be made on behalf of the Chamber with the public authorities. The Board of Directors may, at its discretion, delegate the function of recording minutes of meetings to other directors, officers or the General Manager of the Chamber Secretariat, and assign the Secretary other and further duties.
5. The Treasurer shall be responsible for the Chamber's financial records and shall, subject to the control of the Board of Directors, perform any and all duties incidental to the position of Treasurer. He or she shall provide to the Board of Directors—at its regular meetings or whenever they so request—an account of all of his or her transactions as Treasurer and of the financial condition of the Chamber and shall prepare an annual financial statement together with an annual report. The Board of Directors may, at its discretion, delegate any of the Treasurer's responsibilities to other Directors, officers, or the general manager of the Chamber Secretariat. The Board of Directors may also assign the Treasurer other and further duties at their discretion.

ARTICLE VII

COMMITTEES

Appointment of Committees

1. The Board of Directors may, from time to time and as they may deem necessary, appoint other committees not otherwise provided for in these Bylaws. Such committees shall report directly to the Board of Directors and may not be delegated any of its powers.



Actions Adopted Without Meeting

2. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, provided that all members of the Board of Directors or of the committee in question consent to the adoption of a resolution of such action in writing. The resolution and the related written consent statement by the members of the Board of Directors or committee in question shall be filed with the minutes of the proceedings of the Board of Directors or committee. All written communications, statements of consent, and actions taken by the Board of Directors or committee may be validly submitted by e-mail or by other electronic means as long as hard copies of such communications, statements of consent, and actions are filed with the minutes of the Board of Directors or committee in question. To the extent practicable, committee proceedings shall be recorded in minutes and distributed to the Directors well in advance of Board Meetings.

Attending Meetings by Communications Equipment

3. Members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of conference telephone, videoconferencing, or any similar communications equipment provided that such equipment permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Polls

4. The Chairperson may keep the Board of Directors informed of matters concerning the Chamber and take rolling polls of Directors of their opinions on specific matters by email communication at any time. While the results of such polls shall not constitute formal action by the Board of Directors, the Chairperson or any other Director may request that the matter be put to a vote through the unanimous consent procedure described in sub-article 2 above. All committees under the Board of Directors may avail themselves of the same procedure.

ARTICLE IX

AMENDMENTS

Proposed amendments to the Bylaws shall be submitted to the Board of Directors at least thirty (30) days before a Membership Meeting, in writing, signed by at least ten (10) members, and subsequently be brought before a meeting of the members of the Chamber to be voted on. Two-thirds (2/3) of the votes representing the members attending in person or by proxy shall carry an amendment.



ARTICLE X

DISSOLUTION OF THE CHAMBER

1. A motion to dissolve the Chamber shall be made at a General Membership Meeting and shall be notified in the meeting notice.
2. A decision to dissolve must be approved by at least four-fifths (4/5) of the votes present, in person or by proxy.
3. If a motion to dissolve the Chamber is adopted, all property of the Chamber shall be transferred to an entity or entities not organized for profit as determined by the Board of Directors, subject to any applicable provisions of law, provided that no part of such disposition shall inure to the benefit of any private shareholder, individual, or entity organized for profit.