



DANISH AMERICAN CHAMBER OF COMMERCE, GA INC.
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By-Laws

Dated December 10, 2006

ARTICLE I

Name and Purpose:

The name is Danish American Chamber of Commerce, GA. Inc.,
DACC, GA. Inc.,
a nonprofit corporation organized pursuant to the provisions of the
Georgia Nonprofit Corporation Code established primarily for the
following purposes:

1. We will expand our members' business and social network via business, cultural and social events open to existing and potential Danish and American business and social members, sponsors, related parties and stakeholders. We will provide services for and share knowledge with parties with an interest in Danish relations.
2. We will provide opportunities to learn about the Danish culture.
3. We will support the Danish American community in the Southeast USA with primary focus on Georgia and surrounding areas.
4. We will be respected in our environment and among our partners for what we do, and how we do it.



ARTICLE II

Membership.

Membership in the Chamber is open to individuals, firms and institutions with an interest in business and/or social relations between Denmark and the Southeastern United States. Application for membership must be proposed by one member in good standing. Membership applications will be reviewed and approved by the Membership Committee.

ARTICLE III

Dues and Financial Management.

Categories of membership may be established by the Board of Directors, with dues schedules and requirements for each category to be determined by the Board of Directors.

The fiscal year of the Chamber is the calendar year and a yearly statement will be circulated to the members attending the Annual Meeting and will be available to any member upon request.

Upon any change in the position of Treasurer, the Executive committee are to request an audit to be performed by the incoming Treasurer. The new Treasurer must report back to the board upon completion of such audit.

Any member whose dues remain unpaid 90 days after they are due and payable, must be reported to the Executive Committee. Thereupon, the Chamber must mail to such member a statement invoicing the unpaid dues, along with a copy of this section. If the dues remain unpaid for a period of 90 days thereafter, the membership of such member is then automatically terminated.

ARTICLE IV

Meetings of the Members.

The annual meeting of members must be held in the fall of each year at such place and time as the Board of Directors may determine. Notice of such meeting must be issued at least 3 weeks prior to the meeting.

Special meetings may be held if the Board of Directors so decide or upon the written request of at least 10 members. Notice of such special meetings must be given to all members at least 10 days prior to the meeting.



Except as otherwise provided for in these By-Laws, it is necessary that there be present, in person or by proxy, not less than one third of the membership votes to constitute a quorum.

A simple majority of the votes will carry.

ARTIVLE V

Board of Directors.

The business, property and affairs of the Chamber must be managed by the Board of Directors, consisting of not less than 8 and no more than 15 members of the Chamber. The Board of Directors may appoint former directors as non-voting Ex-Officio members of the Board. The functions of the Board are to:

- Establish the goals and the vision for the Chamber.
- Engage interns and provide the necessary tools for managing the daily operation of DACC.
- Control that the daily management is working and operating in agreement with the goals set and within these By-Laws.

The number of directors within the limit herein provided must be recommended by the Board of Directors to the nominating committee. Directors are elected at an annual meeting for the term of 3 years. As nearly as possible, one third of the directors must be elected each year. The Board of Directors has the power to fill vacancies during the year, but such directors' terms of office must expire at the next annual meeting. The Danish Trade Commissioner in Atlanta shall have a permanent seat on the Board.

Each member of the Board of Directors is entitled to one vote on any resolution to be voted on by the Board of Directors. A Nominating Committee of up to five members, of which only two may be directors (i.e., elected Board members), must be appointed by the Executive Committee at least 60 days prior to election. The Nominating Committee must nominate members to be voted on for the Board of Directors. The Nominating Committee must file with the Secretary not later than 30 days before the election, A) a recommended change in the number of directors, and, B) a list of the nominees recommended. This list must be circulated to the members. Other nominations may be made by any five members by filing the name of the nominee with the Secretary at least two weeks before the meeting.

In order to be nominated for the Board of directors, such nominee must be a current member of the Chamber in good standing at the time of nomination.



One half of the directors constitute a quorum for the transaction of business. At all meetings of the Board, the act of two thirds of the directors present at the meeting at which there is a quorum is the act of the Board of Directors.

The Board of Directors must meet within 10 days after each annual meeting to constitute itself and elect its Chairman. At such meeting, the Board must elect the following officers:

Chairman, for a 2- year term
Executive Vice President, for a 2-year term
Corporate Secretary, for a 2-year term
Treasurer, for a 1-year term

The Board of Directors may, from time to time, appoint such other officers and agents as the Board deems necessary for the transaction of the Chamber's business.

The Board of Directors may, at any time, dismiss any officer with or without cause.

ARTICLE VI

Officers.

The Chairman presides at all meetings of the membership and the Board of Directors, has general supervision of the affairs of the Chamber, and performs such other duties as the Board of Directors assigns.

The Executive Vice President must assume the Chairman's duties in his or her absence, and must perform such other duties as the Board of Directors may assign.

The Corporate Secretary is responsible for recording the minutes of all meetings of the Members and the Board of Directors. The Corporate Secretary is responsible for all necessary reports or filings to be made on behalf of the Corporation with the public authorities. The Board of Directors may assign the Corporate Secretary further duties.

The treasurer has responsibility for the Corporation's financial records, renders accurate financial accounts to the Board of Directors and the membership, and has such other duties as the Board of Directors may assign.



As an incentive and in appreciation of the work to be performed by the members of the Executive Committee, DACC grants these persons free individual membership to the DACC and free individual attendance to any of the Chamber's events for the period that they hold their position in office.

ARTICLE VII

Executive Committee.

An Executive Committee consisting of the Officers of the Chamber may act for the Board of Directors in the interim between Board meetings, but does not have the power to reverse any action or policies of the Board. The Board of Directors must establish the fiscal policy to be followed by the Executive Committee. Two members of the Executive Committee constitute a quorum for the transaction of business and a simple majority of the votes present will carry. The Executive Committee must report all the actions at the next meeting of the Board of Directors.

Committee Duties:

The Board of Directors must establish fiscal policy to be followed by the Committee Chairpersons. The Executive Committee is responsible for communicating and liaising with Committee Chairpersons regarding Board directives.

The functions of the Committee Chairpersons are to:

- Define an orchestrated marketing strategy in line with goal and visions set by the Board of Directors.
- Allocate resources to the marketing related committees in line with the overall marketing strategy.
- Ensure a coherent and professional implementation of all marketing activities.

The Committee Chairpersons must report all actions to the designated Executive Committee representative.



ARTICLE VIII

Other Committees.

The Board of Directors may, from time to time, appoint such other Committees, not otherwise provided for in these by-laws, as it may deem necessary. Each such committee must report directly to the Executive Committee.

A Board member may be a member of one committee only. (See enclosed chart.)

ARTICLE IX

Amendments.

All proposed amendments to the By-laws must be submitted to the Board of Directors at least 30 days prior to a Board of Directors Meeting, in writing, and must be brought before a meeting of the Board to be voted on. Two thirds of the Board of Directors are necessary to carry an amendment.

ARTICLE X

Dissolution of the Chamber.

Motion to dissolve the Chamber must be made at a general meeting and must be mentioned in to the notice of the meeting.

To validate a decision to dissolve the Chamber, it must have been voted on by at least four fifth of the members present.

If it is resolved to dissolve the Chamber, all property of the Chamber must be transferred to such entities, not organized for profit, as the Board of Directors may determine, subject to applicable provisions of law, provided that no part of such disposition, must inure to the benefit of any private individual or entity organized for profit.



- Amended: October 29, 2001 (Article VIII, Paragraph 2, added)*
- November 2002, Changed the Executive Committee to the Marketing Committee with new operating structure – see diagram*
- November 2003, Changed Board Terms and Board Eligibility Requirements*
- November 2004, Changed to Add Social Function to Mission Statement, and Reorganization of Management Structure*
- December 2006, Article 1 is amended to define the Purpose of the DACC
Article VI and VII are amended to show that the Executive Committee is responsible for the management of the day-to-day operations of the DACC rather than an Executive Director.
Article IX is amended to allow the Board of Directors to amend the By-Laws of the DACC by majority vote of the Board*

