

**BYLAWS OF THE
US – VIETNAM BUSINESS COUNCIL**
A non-profit/non-stock Corporation

ARTICLE I. CORPORATION INFORMATION

1.01 FORMATION. This Corporation is formed pursuant to the laws of the Commonwealth of Virginia, as stated in the Articles of Incorporation for the Corporation.

1.02 CORPORATE CHARTER COMPLIANCE. The Board of Directors (the "Board") acknowledges and agrees that they caused the Articles of Incorporation to be filed with the respective state office and all filing fees have been paid and satisfied.

1.03 REGISTERED OFFICE & REGISTERED AGENT. The registered office of the corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board is obligated to maintain and update the corporate records on file with the Corporation's registered agent.

1.04 OTHER OFFICES. The Corporation may have other offices, either within or outside of its state of incorporation, as selected by the Board.

1.05 CORPORATE SEAL. The Board may adopt a corporate seal with the form and inscription of their choosing, however, the adoption and use of a corporate seal is not required.

1.06 PURPOSE. The purposes of the Corporation are:

- A. To provide The CORPORATION members consist of small and medium sized companies that are interested in identifying and developing business opportunities in the US and Vietnam.
- B. To organize and/or cooperate with other organizations to design and implement various programs to promote mutual understanding and cooperation in Art, Culture and Education between the peoples of the US and of Vietnam.

The CORPORATION shall not engage in any substantial activities or exercise any substantial powers that are not in furtherance of such purposes.

1.07 ADOPTION OF BYLAWS. These corporate Bylaws have been adopted by the Board on behalf of the Corporation.

ARTICLE II. OFFICES

The principal office for the transaction of the activities and affairs of the Corporation shall be at 10217 Stratford Ave., Fairfax, VA 22030. The board of directors of the CORPORATION may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section alternatively, this Section may be amended to state the new location.

ARTICLE III. MEMBERSHIP

3.01 Membership of the CORPORATION shall consist of Honorary Members, Premium members, and Basic members as those items are defined in this Article.

- I. **Honorary Members:** The Board of Directors may elect, as honorary members, persons distinguished for their commitment and services in promoting the mutual understanding and cooperation between peoples of Vietnam and the US. Honorary members shall not pay any dues, shall not have a vote or be eligible to be CORPORATION officers, directors, or section chairpersons.
- II. **Premium Members:** All companies, incorporated in any state of the United States including Washington, D.C. and companies/organizations registered legally in Vietnam, that are actively

working to identify and develop business opportunities in the US and in Vietnam , are eligible to be Premium members. Except as otherwise provided in these Bylaws, only premium members shall have the right to vote for the CORPORATION officers and directors and the right to serve as CORPORATION officers, directors, and committee chairpersons.

- III. **Basic Members:** Any startup Small and Medium sized company, individuals including retirees/students in the US and in Vietnam that are interested in learning of business development in the US and in Vietnam, are eligible to be Basic Members. Basic members shall not have the right to vote or be eligible to be the CORPORATION officers, directors or committee chairpersons.

3.02 Admission to Membership:

All persons or companies desiring to become the CORPORATION's members shall submit to the CORPORATION a written application signed by the applicant under penalty of perjury. Within sixty (60) days after receiving such application for membership, written notice shall be given to CORPORATION members. that the applicant is seeking CORPORATION membership and that each member shall have thirty (30) days from the date of such notice to submit to the CORPORATION written objection to the applicant's membership. At the end of this thirty (30) day period, and if no written objection is received, the applicant's name shall be submitted to the Board of Directors for approval. If timely written objection is received by the CORPORATION , the Board of Directors shall consider the application at the next meeting after notice to the applicant of the objections to the applicant's membership. A majority vote of the Board of Directors is necessary for membership approval. If membership is not approved, the applicant may resubmit an application ninety (90) days or more after the vote denying approval.

3.03 Membership Dues:

Membership dues shall be determined by the Board of Directors, which has complete authority to set various dues by different categories. The Board of Directors shall have the power to remit or waive the dues of any member, or members, entirely or partially, and shall give particular attention to waivers based upon financial hardship. Dues shall accompany the initial application and shall be payable on January 1 of each year thereafter. Admission of new members shall be effective on the first day of the next succeeding quarter following approval by the Board of Directors, and annual dues for the initial year shall be prorated on a quarterly basis accordingly.

3.04 Membership Cards and Certificates

The Executive Committee may provide from time to time for the issuance of membership cards or certificates to Group members.

3.05 Termination of Membership

The membership of any honorary member shall terminate as specified in Section 2.4, or on resignation of an honorary member. The membership of any active member shall terminate upon occurrence of any of the following events:

1. The resignation of the member.
2. The failure of the member to promptly pay dues.
3. The failure of the member to continue to be eligible for membership.
4. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in material and serious degree to observe the Code of Ethics of the Group, as such Code is defined in Article 8 herein.

3.06 Procedure for Expulsion

Following the determination by the Board of Directors, the following procedure shall be implemented to expel a member:

Notice shall be sent by emailed to the most recent address of the member as shown on the CORPORATION 's records, setting forth the proposed expulsion and the reasons thereof. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

The member being expelled shall be given an opportunity to be heard, either orally or in writing, in a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member Expulsion Committee composed of not fewer than three (3) directors appointed by the President. The notice to the member of proposed expulsion shall state the date, time, and place of the hearing on proposed expulsion.

Following the hearing, the Expulsion Committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision by a majority of the committee shall be final.

Any person expelled from the CORPORATION shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the unexpired period of the dues payment.

3.07 Meetings of Members:

1. Regular Meetings

The CORPORATION shall hold an annual meeting of members of each year on a date set by the President. The CORPORATION shall hold other regular meetings of members at such places and times as shall be determined by the Executive Committee or by the Board of Directors.

2. Special Meetings

The CORPORATION shall hold special meetings of members upon the call of the Chairman. The Chairman shall call a special meeting when requested by a majority of the Board of Directors, or when requested in writing by five (5) percent of the CORPORATION's active members.

3. Notice of Meetings

Notice of regular or special meetings of the members shall be given in accordance with Section 1.4 of these bylaws no less than thirty (30) days. The notice shall state the time, date, and place of the meeting and the general nature of the business to be transacted.

4. Quorum

Two (2) percent of the active members of the CORPORATION shall constitute a quorum for conducting business at any regular or special CORPORATION meeting.

ARTICLE IV. BOARD OF DIRECTORS

4.01 Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of the CORPORATION, and may exercise and delegate any and all of the powers of the CORPORATION as it sees fit, subject only to restrictions imposed by statute and these Bylaws.

The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, and event and campaign planning.

The Board of Directors shall elect members of the CORPORATION Management Board who shall manage the CORPORATION daily operations under the direction of the Board of Directors.

4.02 Number of Directors and Compensation

The board shall have up to 12, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

4.03 Term

Board members shall be elected to two-year terms and are eligible for election for up to two consecutive terms. Directors may be renominated for service on the board following a one-year absence from the board. Lifetime service to the CORPORATION is limited to eight years.

4.04 Elections

The Nominating Committee will nominate one person for each of the available seats to be filled on the Board of Directors by October of each year. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

4.05 Quorum

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

4.06 Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, by the Chairman, Secretary, Treasurer, or by three other members of the Board of Directors.

4.07 Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days notice.

4.08 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

4.09 Resignations, Termination and Absences

Resignation from the board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

4.10 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the Chairman with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in Section 3.

ARTICLE V. OFFICERS

5.01 General

The Officers of this CORPORATION shall be Chairman, Vice Chair, Secretary, and Treasurer. Each Officer of this CORPORATION shall be a member of the Board of Directors.

5.02 Election and Terms of Office

All officers shall be elected for a one (1) year term with no more than three (3) consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

5.03 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the CORPORATION will be served, any officer may be removed from office by the affirmative vote of two-thirds of the Board of

Directors. Any officer may resign at any time by delivering a written resignation to the Chairman or the Secretary.

5.04 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

Chairman or Vice Chairman shall assume the office.

In case of vacancy in the office of both Chairman or Vice Chairman, the duties of the Office of Chairman shall be performed by the Secretary, until replacements are elected by the Board.

The Board of Directors shall elect replacements for all other vacancies.

5.05 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

The Chairman of the Board shall:

- Preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee;
- Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
- Be an ex officio non-voting member of all committees.

The Vice Chairman of the Board shall:

- Perform such duties as the President and/or the Board of Directors may determine;
- In the absence of the President, shall perform the duties of the President; and
- Serve as Chair of the Strategic Planning Committee and an ex officio member of the nominating committee.

The Secretary shall:

- Oversee notice and maintenance of the minutes of the meetings the Board of Directors, and the Management Board; and
- Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the Chairman of the Board.

The Treasurer shall:

- Be the custodian of the corporate funds of the CORPORATION, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees of the CORPORATION, to be used exclusively for the operation of the CORPORATION;
- Serve as Chair of the Finance Committee;
- Disburse the funds of the CORPORATION as ordered by the Board of Directors;
- Oversee day-to-day authority for managing the finances of the CORPORATION;
- Provide such financial reports and statements as the Board of Directors or Management Board may from time to time require or request; and
- Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Management Board.

ARTICLE VI. MANAGEMENT BOARD

6.01 General

The Management Board of the CORPORATION includes a President, a number of Vice Presidents, Chair persons of the CORPORATION's committees. All members of the Management Board receive no compensation other than reasonable expenses.

6.02 Election and Terms of Office

All officers shall be elected by the Board of Directors for a one (1) year term with no more than three (3) consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

6.03 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the CORPORATION will be served, any officer may be removed from office by the affirmative vote of two-thirds of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the Chairman or the Secretary.

6.04 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

- Chairman or Vice Chairman shall assume the office.
- In case of vacancy in the office of both Chairman or Vice Chairman, the duties of the Office of Chairman shall be performed by the Secretary, until replacements are elected by the Board.
- The Board of Directors shall elect replacements for all other vacancies.

6.05 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

The President shall:

- Be responsible for daily operations of the CORPORATION;
- Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
- Be an ex officio non-voting member of all committees.

The Vice President shall:

- Perform such duties as the President may determine;
- In the absence of the President, shall perform the duties of the President;

The Chair Persons of the CORPORATION's committees:

- Perform duties customary to the Committees guidelines as required by the Board of Directors.

ARTICLE VII. ADVISORY BOARD

7.01. The Board of Directors shall invite a number of individuals to be members of the Advisory Board to advise the CORPORATION on various activities of the CORPORATION.

7.02. Members of the Advisory Board shall not pay any dues, shall not have a vote or be eligible to be CORPORATION officers, directors, or section chairpersons.

ARTICLE VIII. COMMITTEES

8.01 Committee formation

The board may create committees as needed. The President appoints all committee chairs after being approved by 51% of the Board of Directors. Limited term task forces may be appointed by the President

at any time with approval by the Executive Committee; standing and longer term committees shall be created with the affirmation of majority vote of the board.

8.02 Executive Committee

Board officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

8.03 Finance Committee

The treasurer is the chair of the Finance Committee, which has at minimum 3 members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

8.031 Audit Task Force

The Finance Committee on an annual basis shall appoint an audit task force who shall monitor the audit process. The task force shall be chaired by a member of the board that does not serve on the Finance Committee and shall have at minimum two members from the Finance Committee represented.

8.04 Strategic Planning

The Strategic Planning Committee shall be chaired by the President Elect of the board and consist of not less than 3 members. The Committee shall monitor the implementation of the strategic plan.

8.05 Nominating Committee

The nominating committee shall be chaired by the past president and consist of not less than 3 members. Members of the nominating committee are not eligible for officer positions. The President Elect shall serve as an ex officio member of this committee. The committee shall be responsible for selecting a slate of directors and officers for consideration by the full board on an annual basis.

ARTICLE IX. SPECIAL CORPORATE ACTS

9.01 EXECUTION OF WRITTEN INSTRUMENTS. All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by the President to bind the Corporation. If the President is incapacitated or otherwise unavailable, then the designated Vice-President may execute the respective documents to bind the Corporation.

9.02 SIGNING OF CHECKS OR NOTES. All authorizations to distribute, pay, or immediately draw upon the financial resources of the Corporation must be signed by the Treasurer, including any expense reimbursement or compensation payments to directors, officers, employees, representatives, service providers, or contractors of the Company. If the Treasurer is incapacitated or otherwise unavailable, then the President may execute the respective documents to bind the Corporation.

9.03 SPECIAL SIGNING POWERS. If the President holds an interest which exists outside of the capacity of being President, then any agreement involving such interest must be signed by a separate individual officer to duly bind the Corporation to such an agreement or instrument.

9.04 MERGERS. Following the approval by the Board, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of incorporation. Any merger which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

9.05 CONVERSIONS. Following the approval by the Board, in order for any conversion of the Corporation to another organizational structure to be effective, it must follow the processes set out under

the laws of the state of incorporation. Any conversion which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

9.06 DISSOLUTION. Following the approval by the Board, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of incorporation.

9.07 DISTRIBUTION OF ASSETS. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, as said court shall determine.

9.08 CONFLICT OF INTERESTS. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X. PARLIAMENTARY AUTHORITY

10.01 Fiscal Year

The designated fiscal year of this corporation shall be January 1st to December 31st.

10.02 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE XI INDEMNIFICATION

11.01 General

Unless expressly prohibited by law, the CORPORATION shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the CORPORATION or serves or served any other enterprise at the request of the CORPORATION, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

11.02 Limitation of Liability

Officers, directors and other persons who perform services for the CORPORATION and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed.

Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter.

This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The CORPORATION is liable only to the extent of the applicable limits of insurance coverage it maintains.

ARTICLE XII. AMENDMENTS

Amendments

The Governance Committee shall review the Bylaws annually. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the Board of Directors.

Bylaws certified by Board of Directors:

Dated: March 15, 2024

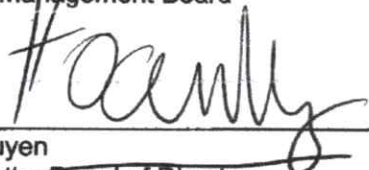


Kevin Morgan
Chairman, Board of Directors





Trung Trinh
Vice Chair of the Board of Directors
President, Management Board



Hoang Nguyen
Member of the Board of Directors
Executive Vice President, Management Board