American Chamber of Commerce - Tanzania
Board Structure and Rules
Updated September 2014

General Board Member Roles & Responsibilities

- **Setting strategic objectives and determining policies.** Approve the overall budget and annual fundraising goals. Develop long-term strategies for Chamber growth. Monitoring organizational performance to achieve the mission. The Board has the fiduciary responsibility for the Chamber.
- **Providing leadership to support attainment of fundraising goals.** Solicit prospective Chamber members and sponsors by personally making an appeal or facilitating a meeting to make an appeal with others. Assist in making welcome calls to new members and thank-you calls to sponsors as needed.
- **Participate in making successful, well-attended events.** Promote Chamber events, personally attend and participate networking and other events.
- **Serving as a mentor to other Board members** to assisting them in fulfilling committee assignments and fundraising goals. Identifying and cultivating prospective new members, sponsors and future Board Members.
- **Attendance at meetings.** Participation in regular Board meetings is a minimum requirement of Board members. If a Board Member misses 3 consecutive Board meetings, the Board member should resign.
- **Supervise the Executive Director.** The Board (or an Executive Committee of the Board) is responsible for appointing and supervising an Executive Director who shall regularly report to the Board. An executive committee of 3: 1) The President 2) Treasurer 3) Board member should be responsible for appointing and supervising the ED, who shall regularly report to the Board. Concerns regarding ED performance should be first escalated to the Executive Committee.

Number of Directors

The number of Directors will not be less than 3 and no more than 12 at any given time.

Ex-officio Member: The US Embassy will have a representative on the Board who serves in an ex-officio capacity, and who abstains from voting on matters under debate. He/she acts as an advisor and primary line of communication with U.S. Embassy.

The Executive Director

The Executive Director is the Chief Executive Officer of the Chamber and is responsible, in collaboration with the Board, for setting the strategic direction of the Chamber, and fully responsible with oversight of the Board for managing the day-to-day operations of the Chamber. The ED (in collaboration with the appropriate Board Officer or Committee Chair) manages finances, marketing, outreach, public relations, member recruitment, event planning, policy, and communication.

Officers

Only a Board Member may serve as an Officer. Officers are elected by the Board Members.

President / Chair: Responsible for ensuring effective policies are pursued and appropriate agendas are set. The President should be aware of the responsibilities of all other Board members and work with them to ensure they are advancing the business of the Chamber smoothly. This position requires a considerable time commitment.

Secretary: Responsible for keeping a book of minutes of all meetings, proceedings and actions of the Board, including recording the time and place and attendees of such meetings.

Treasurer: Acting as the Chief Financial Officer, responsible for oversight of the budget and finances. Treasurer is expected to brief the rest of the Board on the financial status of the Chamber once a month and brief the entire membership at the AGM. Ideally, this individual should have an accounting or Finance background.

The Board shall have standing committees and ad-hoc committees.

Standing Committees are: Fundraising, Events, Public Policy and Member Services.

Committee Chairs

Only a Board member may serve as Chair of any of the standing committees. Each Committee Chair is encouraged to recruit other Chamber members (who do not need to be Board members) to participate in committee activities.

Chair, Fundraising Development Committee: Responsible for seeking out new and creative sources of funds for running the Chamber, will update the Board once a quarter on the status of Fundraising and update the entire membership at the AGM.

Chair, Events Committee: Responsible for helping determine the nature of events and planning such events, will update the Board once a quarter on the status of Events and update the entire membership at the AGM.

Chair, Public Policy Committee: Responsible for setting the Chamber's policy focus, for drafting a strategy for effecting public policy changes, and for articulating specific policy goals. Will update the Board once a quarter on the status of Policies and update the entire membership at the AGM.

Chair, Member Services Relations Committee: Responsible for setting the Chamber's membership goals, for establishing the levels of membership, for welcoming new members, and for providing services (free and fee-based) to members as needed. Will update the Board once a quarter on the status of Policies and update the entire membership at the AGM.

Legal Advisor

Board Legal Advisor : Ideally, this individual would also be a Board member, and will be a trained and licensed legal practitioner in Tanzania. She/he will provide legal advising to the Chamber and ensure all activities adhere to Tanzanian law. Services provided will be, but not exclusively, drafting and/or advising on memorandums of understanding, contracts, services provided by the Chamber, agreements entered into, etc. Understanding or experience with American and international legal norms by the Chamber's legal advisor is recommended.

Term Limits & Rotations

- All Board positions are 2-year terms of service.
- Ideally, Board position terms will be staggered to ensure continuity in leadership and institutional knowledge carryover.
- No person can serve more than two consecutive terms in any one position (4 years of service); member must re-apply after first term.
- No one person can serve more than three consecutive terms on the Board, in any combination of roles (6 years of service), without a minimum break of one year between terms.
- The role of President can only be fulfilled by somebody who has previously served on the Board (does not have to be a current Board member).

Term limitations will not apply if no other qualified candidates put themselves forward for an open Board position.

Appointment of New Board Members

Board members should come from the ranks of existing general members. Eligibility should be based on experience and interaction with and within the Chamber. Board members must have enthusiasm for their positions, skills, and assets that will assist them, as well as time to dedicate to these voluntary, unpaid positions.

Eligibility for Appointment:

- Member for minimum 6 months subject to Board discretion
- Demonstrated active participation with the Chamber.

Mechanism for Appointment:

- Letter of Intent (LOI) to the current Board:
  - States interests, qualifications, plans and objectives.
- Letter reviewed by Board:
  - Applicant demonstrates understanding of obligations & ability to satisfy responsibilities of the position.
  - Application articulates what applicant would add to the Board and AMCHAM.
- Applicant has opportunity for consultation with current Board and may revise LOI to address the Board's comments and/or questions.

- LOI posted on *Members Only* section of AMCHAM-TZ website 14 days prior to the Annual General Meeting (AGM). Email sent out to all members informing them of where/how to access all LOIs.
- In the event that the applicant's LOI is not approved by the Board, the LOI will not be posted on the website. However, applicant may not be barred from having their LOI posted on website if they have letters of support for their candidacy from five other voting members, 3 of which should be corporate members[1].
- If more than one qualified applicant applies for a position, all voting members are given opportunity to vote on Board applicants at AGM:
    - Voting will be done by a show of hands as first option,
    - If at least one voting member requests that a poll be conducted, written ballots can be distributed during the AGM and voting members can write in candidate of choice,
    - Ballets will be tallied by minimum two Board members and one other voting member (none of those tallying votes can be candidates).

Open positions on the Board will be announced to all voting members, via direct emails and posting on the *Members Only* section of the website. Notices must be sent to members at a minimum 21 days prior to AGM.

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[1] Voting Members are defined as those individuals or companies that have paid membership dues in full for the year.

Board Interaction & Communication with Members

The Board must ensure that all required and useful information is provided in a timely and convenient way to all voting members. Interaction between the Board and the rest of the members is necessary for a dynamic and deeply involved Chamber. Board members should every month be developing ways to push information towards the membership as well as finding ways to draw information from them. Two-way sharing of information will help the Chamber achieve a high level of operation and service.

Annual General Meeting:

Under the Articles of Incorporation, the Chamber is required to hold an AGM, open to all voting members, once a year. The AGM is the primary, once a year opportunity, for all members to gather with the Board to discuss any matters of Chamber business and plan for the coming year.

- The Board of Directors determines the date, time, location, and agenda for the AGM.
- The date, time, location, and draft agenda must be communicated to all voting members at a minimum of 21 days prior to the AGM. It is recommended to increase that time between notice and the AGM when possible for ensuring a maximum number of participants are able to attend.
- All members and member corporations are allowed to send a proxy, with voting privileges, in their stead.
- The Chairman of the Board of Directors presides over the AGM.