

Section V
MANAGEMENT OF THE ASSOCIATION

- 5.1. Duties of the General (Organizational) Meeting of the Association: The General Meeting of the Association has the following duties:
- incorporation of the Association;
 - election of the first Association Board and president of the Board (President of the Association);
 - approval of the Association charter;
 - proposes the candidate for the position of the first Executive Director;
 - approves name and symbolic of the Association.
- 5.2. General Meeting of the Association: is the supreme managing authority of the Association.
- 5.2.1. Each Association member may delegate a representative – individual to participate with voting right at the General Meeting of the Association.
- 5.2.2. The General Meeting of the Association may be ordinary and extraordinary. Ordinary meeting is convened once a year and extraordinary meeting – at a decision of the Association Board or at the request of at least 1/3 of the Association Members.
- 5.2.3. The General Meeting of the Association is deliberative if 2/3 of its Members are present.
- 5.2.4. Decisions of the General Meeting of the Association are adopted with a simple majority of votes of present members, except decisions of revocation of the President and members of the Association Board which are adopted with 2/3 of votes of present members.
- 5.3. Duties of the General Meeting of the Association: The General Meeting of the Association has the following exclusive duties:
- taking decisions regarding liquidation or reorganization of the Association;
 - election and revocation of the Association Board;
 - election and revocation of the President of the Association;
 - proposal of candidature for Executive Director;
 - adoption of Board reports.
- 5.4. Management of the Association: Management of the Association is performed by the Association Board, President of the Association, which is also President of the Board, Honorary President and Executive Director.
- 5.5. Association Board: The Association Board is managed by the President of the Association.
- 5.5.1. Number of members of the Association Board is set by the General Meeting of Association members.
- 5.5.2. Association Board is elected for a period of 1 year.
- 5.5.3. Meetings of the Association Board are deliberative if at least half of its members are present.
- 5.5.4. Decisions of the Association Board are adopted with a simple majority of the votes of its members present at the meeting.
- 5.6. Election of the Association Board: Each Association Member may propose a member in the Association Board. Members of the Association Board are elected by the General Meeting of Association Members by secret or open vote. Members of the Association Board are considered elected if at least half of the Association Members present at voting voted for them.
- 5.7. Meetings of the Board: Meetings of the Board are convened not less than once in 3 months by the President of the Association. In case of necessity meetings of the Board may be convened by the President of the Association on the initiative of the Board, Executive Director.
- 5.8. Duties of the Association Board: The Association Board has the following duties:

- (a) *Sets the long-term strategy of the Association;*
- (b) *Establishes the duties of the Board members;*
- (c) *Prepares reports regarding activity of the Association and the Board;*
- (d) *Elects the Executive Director at the proposal of the General Meeting;*
- (e) *Approves annual budget;*
- (f) *Approves reports of the Executive Director;*
- (g) *Taking decisions relating to inclusion and exclusion of new members of the Association;*
- (h) *Sets amount of contributions of Association Members and subscription fee;*
- (i) *Presents at the General Meeting of Members candidature of the President of the Association;*
- (j) *Approves personnel scheme;*
- (k) *Approves budget and annual financial report of the Association;*
- (l) *Amends the Charter;*
- (m) *Other duties allowed by law which are not in the competence of Founders, General Meeting of Members, of the President.*

5.9. *Subordination of the Association Board:* *The Association Board is directly subordinated to the General Meeting of Association Members, being obligated to present, at the request of Members, any reports relating to the Association activity, and Association Board activity.*

5.10. *President of the Association:* *President of the Association Board ensures management of the Association's activity and is at the same time President of the Association Board.*

5.10. *Election of the President of the Association:* *President of the Association is elected by the General Meeting of Association members from among the Board members with the vote of a simple majority for a period of 1 year.*

5.11. *Duties of the President of the Association:* *President of the Association has the following duties:*

- (a) *organizes and directs Association's activity, solves and decides in any long-term issues connected with the Association's activity, within the limits set by this charter;*
- (b) *represents the Association without proxy, in relations with third parties, including with central ad local public authorities, national and foreign individuals and legal entities;*
- (c) *ensures execution of decisions and indications of the General Meeting of Members of the Association relating to the Association's activity;*
- (d) *issues powers of attorney, within the limits of his / powers, to act in the name of the President of the Association;*
- (e) *presides meetings of the Association Board.*

The General Meeting of Members of the Association may also attribute to the President of the Association other competencies and duties formulated in a special power of attorney or decision, adopted and issues in accordance with the legislation of the Republic of Moldova.

5.10. Subordination of the President to the Association Board: The President of the Association is directly subordinated to the General Meeting of Association Members, being obligated to present, at the request of Members, any reports relating to the Association's activity, and his /her activity as the manager of the Association.

5.11. Honorary President of the Association: The position of honorary president of the Association may be held only by the Ambassador of the United States of America in the Republic of Moldova in office. The position of honorary president of the Association may be proposed by the Association Board to the Ambassador of the United States of America in the Republic of Moldova in office. The procedure repeats as many times a new ambassador of the United States of America in the Republic of Moldova is named.

5.12. Duties of the Honorary President of the Association: The Honorary President of the Association has the following duties:

- represents the Association, in relations with third parties, including central and local public authorities, national and foreign individuals and legal entities;
- participates at meetings of the Association Board without voting ri