

Constitution of the United States-Russia Intercountry Committee

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this organization.
2. Bylaws: The bylaws of this organization.
3. Director: A member of this organization's Board of Directors.
4. Member: A member, club or district affiliated with this organization.
5. RI: Rotary International.
6. Year: The twelve-month period which begins on 1 July.
7. ICC: Intercountry Committee
8. District: A district of Rotary International
9. Representatives: A member who represents a district.

Article 2 Name

The name of this organization shall be the United States-Russia Intercountry Committee.

Article 3 Locality of the organization

The locality of this organization is within the geographic territory of the 50 states that make up the United States of America and The Russian Federation.

Article 4 Object of Rotary

The Object of Rotary will be used as the basic philosophy governing all operations of this organization to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Meetings

Section 1 Annual Meeting.

(a) Day and Time. This organization shall hold a regular meeting once each year at a date and time decided by the board and alternating between the United States and Russia.

(b) Change of Meeting. For good cause, the board may change an annual meeting to a different time or to a different place upon proper notification of the membership.

(c) Cancellation. The board may cancel a regular meeting in case of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which may endanger the lives of the organization's members.

Section 2 Election of Officers. The election of officers shall be held at the annual meeting as provided for in the bylaws.

Article 6 Membership

Section 1 Districts. This organization shall be composed of Rotary Districts from the United States interested in promoting relationships with Rotary Districts and Rotary Clubs in Russia upon payment of the annual dues as specified in the Bylaws. Districts that join the organization by June 30, 2008 will be identified as Charter Districts.

Section 2 Clubs. Rotary and Rotaract Clubs in good standing outside of member districts may be affiliated with this organization with the concurrence of the ICC Board of Directors and upon payment of the annual membership dues as specified in the Bylaws..

Section 3 Individual Membership. Individual Rotarians, Rotaractors or other friends of the organization may become members upon payment of the annual membership dues as specified in the Bylaws.

Article 7 Directors and Officers

Section 1 Governing Body. The governing body of this organization shall be the board constituted as the bylaws may provide.

Section 2 Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 Board Action Final. The decision of the board in all organizational matters is final, subject only to an appeal by a majority of member districts.

Section 4 Officers. The organization officers shall be a president, a secretary, a treasurer and the immediate past-president, all of whom will be members of the board as the bylaws shall provide.

Section 5 Election of Officers.

- (a) Terms of Officers. Each officer shall be elected as provided in the bylaws.
- (b) Qualifications. Each officer and director shall be a member in good standing of this organization

Article 8 Admission Fees and Dues

Districts, clubs and individuals not associated with a member district shall pay annual dues as prescribed in the bylaws.

Article 9 Duration of Membership

Section 1 Period. Membership shall continue during the existence of this organization unless terminated in accordance with the Bylaws..

Section 2 Termination Non-payment of Dues.

- (a) Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this organization.

Section 3 Termination for Cause.

- (a) Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this organization or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.
- (b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

Section 4 Board Action Final. Board action shall be final if no appeal to this organization is taken and no arbitration is requested.

Section 5 Resignation. The resignation of any member from this organization shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this organization.

Section 6 Forfeiture of Property Interest. Any person whose membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this organization.

Article 10 Community, National, and International Affairs

Section 1 Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this organization and shall be proper subjects of fair and informed study and discussion at an organization meeting for the enlightenment of its members in forming their individual opinions. However, this organization shall not express an opinion on any pending controversial public measure.

Section 2 No Endorsements. This organization shall not endorse or recommend any candidate for public office and shall not discuss at any organizational meeting the merits or demerits of any such candidate.

Section 3 Non-Political.

(a) Resolutions and Opinions. This organization shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) Appeals. This organization shall not direct appeals to clubs, districts, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Article 11 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this organization, and on these conditions alone is entitled to the privileges of this organization. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 12 Arbitration and Mediation

Section 1 Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this organization, any officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 Date for Mediation or Arbitration. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of Rotary International or the trustees of The Rotary Foundation.

(a) Mediation Outcomes. The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the organization. Either party through the president or secretary may call for further mediation if either party has retracted significantly from the mediated position.

(b) Unsuccessful Mediation. If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 13 Bylaws

This organization shall adopt bylaws not inconsistent with the constitution and bylaws of Rotary International and with this constitution, embodying additional provisions for the government of this organization. Such bylaws may be amended from time to time as therein provided.

Article 14 Interpretation

Throughout this constitution, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 15 Amendments

Section 1 Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the annual meeting and by a two-thirds majority of member districts.

Section 2 Amending Article 2 and Article 3. Article 2 (Name) and Article 3 (Locality of the Organization) of the constitution may be amended at any regular meeting of this organization, a quorum being present by the affirmative vote of not less than two-thirds of all members present and voting, provided that notice of such proposed amendment shall have been mailed to the membership at least ten (10) days before such meeting,