

Bylaws of the United States-Russia Intercountry Committee

Article I Definitions

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

Article 2 Board

The governing body of this organization shall be the board consisting of one member from each member district and a president, secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 – Four months prior to the Annual Meeting, the secretary shall ask for nominations from member districts of the organization for president, secretary, and treasurer.. Nominations will be presented by a nominating committee at the annual meeting. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted on at the annual meeting. The candidates for president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices for a term of three years. The directors appointed by the district governors of the member districts shall serve for a term of three years.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 3 – A vacancy in the offices of president, secretary and treasurer shall be filled by action of the remaining board members.

Section 4 – A vacancy in the position of appointed directors shall be filled by the sitting district governor of that district.

Article 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the organization and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of meetings, and record and preserve the minutes of such meetings and perform other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the organization annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from

office, the treasurer shall turn over to the incoming treasurer books of accounts, or any other club property.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this ICC shall be held during the month of June in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The annual meeting shall rotate between the United States and Russia.

Section 2 – Changes and Cancellation

Due notice of any changes in or canceling of the annual meeting shall be given to all members of the organization using the most expeditious means of communication.

Section 3 – One-third of the membership shall constitute a quorum at the annual meetings of this organization.

Section 4 – Regular meetings of the board shall be held on the day before the convening of the annual meeting. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors present shall constitute a quorum of the board.

Article 6 Fees

Section 1 – The membership fee shall be paid before the applicant can qualify as a member.

Section 2 – The membership fee for a Charter District shall be \$ 2,000, payable by June 30, 2008. The membership fee for a district after the charter year ending June 30, 2008 shall be \$400, per annum, payable annually by the first day of July.

Section 3 -- The membership fee for a club outside of a member district shall be \$200, per annum, payable annually by the first day of July.

Section 4 -- The membership fee for an individual not affiliated with a member district or club shall be \$100, per annum, payable annually by the first day of July.

Article 7 Method of Voting

The business of this organization shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(Note: Viva voce vote is defined as when voting is conducted by vocal assent).

Article 8 Object of Rotary

The Object of Rotary will be used as the philosophical and practical framework for the work of this organization as defined in the Constitution of the United States-Russia Intercountry Committee..

Article 9 Committees

The ICC committees are charged with carrying out the annual and long-range goals of the organization as determined by member districts at the annual meeting. The members of the Board of Directors shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The officers are responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior

to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**

This committee should develop and implement a comprehensive plan for the recruitment and retention of member districts, clubs and individuals.

- **Twin Club Relations**

This committee should develop and implement plans to promote the fostering of formation of twin club relationships between Rotary clubs in the United States and Russia.

- **Administration**

This committee should conduct activities associated with the effective operation of the organization.

- **Service Projects**

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of communities in the United States and Russia.

- **Exchange and Fellowship Committee**

This committee should develop and implement activities to provide for friendship exchanges, youth exchanges, Group Study Exchanges, and professional exchanges for members of Rotary clubs in the United States and Russia.

Additional ad hoc committees may be appointed as needed.

(a) The president shall be a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president to provide the necessary leadership to prepare a recommendation for committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 Absences

Upon written application to the board, setting forth good and sufficient cause, an absence from the annual meeting by a district representative may be granted excusing that representative from

attending the meeting. Such absence does operate to prevent a forfeiture of membership by that member district.

Article 12 Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of organization funds shall give bond as required by the board for the safe custody of the funds of the organization, cost of bond to be borne by the organization.

Section 6 – The fiscal year of this organization shall extend from 1 July to 30 June. The collection of fees shall become due and payable by 1 July.

Article 13 Members

Section 1 – The name of a prospective member district shall be proposed by an active member district of the organization and shall submit a completed application to the board in writing, through the organization secretary.

Section 2 – The board shall ensure that the proposed member district acts as an advisor to the sitting district governor in matters relating to the United States-Russia Intercountry Committee.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer and the District Governor of the proposed district, through the secretary, of its decision.

Article 14 Resolutions

The organization shall not consider any resolution or motion to commit the organization on any matter until the board has considered it. Such resolutions or motions shall be referred to the board in advance of the annual meeting

Article 15 Annual Meeting Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence and announcements
Board of Directors report
Committee reports if any.
Unfinished business.
New business.
Address or other program features.
Adjournment.

Article 16 Amendments

These bylaws may be amended at any annual meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the constitution and bylaws of Rotary International.