

**The revised edition of the Bylaws of  
the “Millennium Challenge Account-  
Armenia” Program**

**Stakeholders’ Committee**

**Was Approved**

By the Decision of “Millennium  
Challenge Account- Armenia” Program  
Stakeholders’ Committee

On November 22, 2008

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**BYLAWS  
Of Millennium Challenge Account Armenia (MCA-Armenia) Program Stakeholders’  
Committee**

**(New Edition)**

## **1. Mission of the Stakeholders' Committee**

1.1 The mission of the "Millennium Challenge Account-Armenia" Stakeholders' Committee (hereinafter referred to as *the Stakeholders' Committee*) is:

- to ensure the active public participation for the better and more efficient implementation of the Program,
- to raise the awareness of the Stakeholders' groups, as well as:
- to carry out the advocacy of the Program Stakeholders' interests.

## **2. Bylaws of the Stakeholders' Committee**

2.1. These Bylaws set forth the procedure of organizing and carrying out the activities of the Millennium Challenge Account-Armenia Program Stakeholders' Committee.

2.2. The authority of each Commission of the Stakeholders' Committee shall be effective at the beginning of each program year, on September, 29, and shall terminate at the end of each program year, on September, 28.

2.3. The Bylaws of the Stakeholders' Committee shall be developed, amended, supplemented and approved by the Stakeholders' Committee in compliance with the Millennium Challenge Compact (hereinafter referred to as *Compact*), signed between the US Government, acting through the Millennium Challenge Corporation, and the Government of the RA on March 27, 2006.

## **3. The Stakeholders' Committee**

3.1 In order to meet the requirements of the MCA-Armenia Compact, the Stakeholders' Committee shall conduct public monitoring at all stages of Program implementation by means of establishing close connections with civil society representatives, providing the necessary information, and receiving feedback in the form of recommendations and suggestions.

3.2 The Stakeholders' Committee is comprised of 15 representatives of civil society.

3.3 All the members of the Stakeholders' Committee shall have equal rights during the discussion and voting of the issues. Each member has a right of one vote (pro, cons, or abstain).

3.4 After the authority of the Stakeholders' Committee enters into force, the Stakeholders' Committee shall develop and approve its annual work plan within a month's time that will include a public monitoring plan for all the components of MCA-Armenia Program.

3.5 The Stakeholders' Committee shall act through convening meetings, forming and launching special committees, organizing field trips, and other means necessary for carrying out its mission.

3.6 Regular SC meetings shall be convened at least once a month, as well as upon necessity. Special Stakeholders' Committee meeting may be convened upon the request of two members of the Stakeholders' Committee, the Program CEO or the Chairman of the Governing Council.

3.7 The Secretary/Assistant to the Stakeholders' Committee (hereinafter referred to as *Assistant to the Stakeholders' Committee*) shall be responsible for coordinating the process of convening and conducting the SC meetings, as well as taking official Minutes of the meetings. The Assistant to the Stakeholders' Committee is appointed by the Stakeholders' Committee upon the proposal by MCA-Armenia SNCO Chief Executive Officer for a period until the termination of the "Millennium Challenge Account-Armenia" Program implementation. Notice on the venue, date, time and the agenda of the Stakeholders' Committee meeting shall be given to all the SC members by the Assistant to the Stakeholders' Committee. In case of a regular meeting, the notice shall be given at least 3 days prior to the date of the meeting, whereas in case of a special meeting, by e-mail and at least 48 hours prior to the date of a special meeting, and in case of verbal notification at least 48 hours prior to the date of a special meeting.

3.8 The Stakeholders' Committee meetings shall be open to public, transparent, accountable, and accessible.

3.9 The Stakeholders' Committee meetings shall constitute a Quorum, provided that at least 2/3 of the Stakeholders' Committee members, including authorized representatives (alternates), are in attendance.

3.10 During each regular meeting, the Stakeholders' Committee is entitled to receive from MCA-Armenia SNCO information on the Program goals and implementation process, the draft versions of M&E and Work Plans or designs, as well as copies of reports submitted to the Governing Council.

3.11 Decisions on issues discussed during the SC meetings are taken by a clear majority of votes of the members present at the meeting, with the exception of cases set forth in these Bylaws. Members of the Stakeholders' Committee may present special opinions, which shall be attached to the meeting Minutes.

3.12 The SC meetings shall be chaired by SC members by a principle of rotation, according to the alphabetical order of SC members' names. SC meetings cannot be chaired by the same SC member more than once in succession. The meeting minutes shall be signed by the Chairman and the Assistant to the Stakeholders' Committee.

3.13 Within 4 working days the Assistant to the Stakeholders' Committee shall send all the Minutes of the Stakeholders' Committee meetings to the members of the Stakeholders' Committee and, within 2 days thereafter and in case of no objection or addition by the SC members, the Minutes shall be posted on the MCA-Armenia Program website. In case of objections or additions by the members of the Stakeholders' Committee, the finalized version of the Minutes, agreed with the SC members, shall be posted, within no later than 4 working days.

#### **4. Rights and Obligations of the Stakeholders' Committee Members**

4.1 The Stakeholders' Committee members are elected by organizations that are eligible to vote in accordance with the established SC election procedure. Members of the Stakeholders' Committee may be re-elected.

4.2 A member of the Stakeholders' Committee is entitled to make suggestions, put to discussion issues of the agenda, be a member of committee, working groups and assume other authorities, stipulated by the Compact and the Bylaws.

4.3 If any member of the Stakeholders' Committee or his designated alternates shall fail to attend meetings of the Stakeholders' Committee twice in a row, they shall be deemed to have resigned from the Commission of the Stakeholders' Committee upon SC decision. SC members attendance report to SC meetings shall be prepared and presented to the Stakeholders' Committee at the beginning of the next SC meeting by the SC Assistant.

4.4 In case of termination of any SC member's authorization, the position shall be taken by a civil society representative that received the majority of votes in the recent elections for SC membership.

4.5 Upon written consent of SC member, a person accredited by the Organization may substitute him at SC meeting. Each member of the Stakeholders' Committee may appoint one or two alternates for the entire period of the activity of the Stakeholders' Committee. The authority of the accredited member shall be approved by the majority vote of the Stakeholders' Committee members.

4.6 The Stakeholders' Committee shall establish the reporting procedure, according to which people delegated to the Program Governing Council shall present reports to the Stakeholders' Committee.

## **5. Termination of a Stakeholders' Committee Member's Authorization**

5.1 SC member's authorization shall be terminated:

- a) In case of a conflict of interest between the MCA-Armenia Program and the member of the Stakeholders' Committee or the organizations they represent;
- b) Upon the written request or resignation by a member of the Stakeholders' Committee;
- c) In cases stipulated by Clause 4.3 of the Bylaws;
- d) Other valid reasons.

## **6. Civil Society Representatives Delegated by the Stakeholders' Committee to the MCA-Armenia SNCO Governing Council**

6.1 At the first meeting after the entry of the Stakeholders' Committee into authorization, the Stakeholders' Committee shall elect 5 representatives from its commission to serve as Civil Society Members to MCA-Armenia Governing Council by secret voting. The civil society representatives shall be delegated to the Governing Council for a one-year term, until the election of new Civil Society Members to the Governing Council from the next commission of the Stakeholders' Committee.

6.2 The five people that received the majority of votes in the result of secret voting shall be considered civil society delegates to the MCA-Armenia SNCO Governing Council. In case of equal votes, a re-election shall be held to decide the winner, and in case of equal votes in the result of re-election, lots shall be cast.

6.3 Upon termination of the authority of a civil society representative in the Governing Council, new civil society representatives in the Governing Council shall be elected in accordance with the procedure established by the given Bylaws.

6.4 The representatives delegated to the Governing Council shall retain membership in the Stakeholders' Committee.

6.5 The representatives delegated to the Governing Council shall present reports at every Stakeholders' Committee meeting after each meeting of the Governing Council, in accordance with the procedure established by the Stakeholders' Committee.

## **7. The Termination of the Authority of the Governing Council Member / Civil Society Representative**

7.1 The authority of the Member of the Governing Council shall be terminated by the decision of the Stakeholders' Committee in the following cases:

- a) In case of conflict of interest between MCA-Armenia Program and the Member of the Governing Council or the organizations they represent;
- b) Upon the written request of resignation by a member of the Governing Council;
- c) In case of failure to perform duties established by the given Bylaws and/or the Stakeholders' Committee decision-making within his competence;
- d) In case of negligence of duties by member/s of the Governing Council (absence from meetings of the Governing Council, negligence towards current reporting to the Stakeholders' Committee, subordinating of Program Stakeholders' interests, etc.).
- e) Other valid reasons.

7.2 The authority of civil society representatives delegated to the Governing Council shall terminate by a decision of 2/3 votes of the Stakeholders' Committee members.

## **8. Conflict of Interests**

8.1 As provided by Clause 3.2 of the Compact, the issues on Conflict of Interest is also applied towards the MCA-Armenia Stakeholders' Committee and members of the Governing Council.

8.2 The Civil Society Representatives, elected as members of Stakeholders' Committee and/or Governing Council, shall resign from the above mentioned positions, if they personally and/or their associates and/or the organization they own or hold leadership positions in, have submitted a bid for a financial order to the MCA-Armenia SNCO.

8.3 The following people cannot be eligible as Civil Society delegates to the Stakeholders' Committee and the Governing Council:

- People holding leadership positions in the RA State and Local Government Authorities and administrative bodies;
- RA State and Community officials;
- Natural persons and legal owner or management board representatives, who have actually received a financial order from MCA-Armenia Program.

8.4 The Stakeholders' Committee Member shall inform about all the possible cases of conflict of interest known to him.

## **9. Environmental Observer**

9.1 In compliance with the procedure set forth in Clauses 9.5-9.7 of the given Bylaws, the Stakeholders' Committee shall delegate to the Governing Council a representative of an environmentally-focused NGO, who shall be the Environmental Observer of the Governing Council and attend GC meetings, without the voting right.

9.2 In case when one out of five Civil Society Members to the Governing Council already represents an environmentally-focused NGO, then, such Civil Society Member shall also act as the Environmental Observer. In this case the Clause 9.1. of the Bylaws shall not apply.

9.3 The Environmental Observer shall serve for a period of one year, until the next Commission of the Stakeholder Committee appoints a new representative to serve as the Environmental Observer for the subsequent year.

9.4 The Stakeholders' Committee may elect an alternate representative to the Environmental Observer, who shall attend meetings of the Governing Committee in the event if the Environmental Observer is unable to attend them.

9.5 Candidates for the position of the Environmental Observer shall present to MCA-Armenia SNCO expressions of interest, which shall be submitted to the Stakeholders' Committee after being systematized by Assistant to the Stakeholders' Committee.

9.6 After studying the expressions of interest, the Stakeholders' Committee has a right to invite for an interview those Environmental Observer candidates, who satisfy the criteria set forth by the Bylaws and the above mentioned expression.

9.7 The Environmental Observer shall be elected by the clear majority of votes of the Stakeholder's Committee in the result of a secret vote.

9.8 The Environmental Observer shall fulfill the authorities delegated to him in compliance with the Clauses 3 (d) (B) (ii) of Annex 1 of the Compact and the Bylaws.

9.9 The issues provided in Clauses 7 and 8 of the Bylaws shall apply for the Environmental Observer.