

## **BYLAWS**

### **Of Millennium Challenge Account Armenia (MCA-Armenia) Program Stakeholders' Committee**

Approved in August 22, 2006 Session of the MCA-Armenia Program Stakeholders' Committee

#### **a) Mission of Stakeholders' Committee**

The mission of the Stakeholders' Committee is to ensure the successful implementation of the Program and to carry out direct and indirect advocacy of the Program Stakeholders' interests.

#### **b) Bylaws of Stakeholders' Committee**

1. These Bylaws set out the procedure of organizing and carrying out the activities of the Millennium Challenge Account Armenia Program Stakeholders' Committee formed on May 31, 2006.
2. The Bylaws of the Stakeholders' Committee shall be developed, amended, supplemented, and approved by the Stakeholders' Committee based on the MCA-Armenia Program Compact.

#### **c) Stakeholders' Committee**

1. The Stakeholders' Committee comprises representatives of various groups of Program Stakeholders. With a view to meeting the requirements of the MCA-Armenia Compact, the Stakeholders' Committee performs social monitoring at all stages of Program implementation by means of establishing close ties with civil society representatives, providing the necessary information, and soliciting their advice and recommendations.
2. The Stakeholders' Committee comprises 15 representatives of different spheres of civil society.
3. All the members of the Stakeholders' Committee shall have equal voting rights and equal rights of contributing to the discussions of issues. Each member has one vote (for, against, or refrain).
4. The Stakeholders' Committee shall act by means of sessions, creating and launching special committees, carrying out field trips, and other measures necessary to carry out its activities.
5. Sessions of the Stakeholders' Committee shall be convened at least once a quarter, as well as upon need. An extraordinary session of the Stakeholders' Committee may be convened at the request of either two members of the Stakeholders' Committee or the Program CEO or the Governing Council Chairman. The Stakeholders' Committee Secretary shall give notice to all the members of the Stakeholders' Committee, specifying the place, date, time, and agenda of the Stakeholders' Committee session. The notice shall be given at least 7 days prior to a regular quarterly session, or, in case of an extraordinary session, by mail at least 48 hours prior to the date of such extraordinary session, or by phone at least 24 hours prior to the date of such extraordinary session.
6. A session of the Stakeholders' Committee shall be chaired by the Chairperson that is elected at the beginning of each session. The Secretary shall take minutes of the sessions and coordinate the activities of the Stakeholders' Committee in-between sessions. The functions of the Secretary shall be performed by the Stakeholders' Committee Assistant. The session minutes shall be signed by the session Chairperson and the Secretary.

7. Stakeholders' Committee sessions have quorum, if at least 2/3 of the Stakeholders' Committee members, including proxies (replacements), are in attendance.
8. Decisions on items discussed in the Stakeholders' Committee are taken by a simple majority of votes of the participants. Members of the Stakeholders' Committee may present special opinions, which shall be attached to the session minutes.
9. Within 3 days, all the minutes of the Stakeholders' Committee sessions shall be sent to the Stakeholders' Committee members and, within 5 days thereof, be published on the MCA-Armenia Program website.
10. Stakeholders' Committee sessions shall be open to the public, transparent, accountable, and accessible. In cases and in the procedure defined by law, Stakeholders' Committee sessions shall maintain the confidentiality of matters and information discussed. In certain cases, 2/3 of the Stakeholders' Committee members attending in a session may decide to confine participation a session to the members of the Stakeholders' Committee. One of the attending members shall take the minutes of a session that takes place with the participation of only the Stakeholders' Committee members.
11. During each quarterly session, the Stakeholders' Committee is entitled to receive from the Project Management Unit information on the Program goals and implementation progress, the draft M&E Plan and the draft Implementation Plan, as well as copies of reports submitted to the Governing Council.

#### **d) Stakeholders' Committee Members and Their Rights**

1. The Stakeholders' Committee members are elected by non-governmental organizations, non-state institutions, associations, non-for-profit organizations, and other non-state organizations that are eligible to vote in accordance with the established procedure. Members of the Stakeholders' Committee may be reelected.
2. A member of the Stakeholders' Committee is entitled to make suggestions, to put issues on the agenda for discussion, and to be a member of committees.
3. If any member of the Stakeholders' Committee or his nominated authorized representative fails to attend two consecutive sessions of the Stakeholders' Committee, then the Stakeholders' Committee may decide to remove them from the Stakeholders' Committee. Attendance shall be tracked by the Secretary and presented to the Stakeholders' Committee.
4. In case of terminating the membership of any member of the Stakeholders' Committee, the vacancy shall be filled by the civil society representatives that received the highest number of votes in the last elections for participation in this Program.
5. Each member of the Stakeholders' Committee may nominate one or two replacements, which must be approved in advance by a majority vote of the Stakeholders' Committee members. If a member of the Stakeholders' Committee is unable to take part in a session, he or she shall be replaced by one of his or her replacements. A member of the Stakeholders' Committee may authorize a representative in writing to replace him in the Stakeholders' Committee session.
6. The Stakeholders' Committee shall define the procedure of reporting by persons delegated to the Program Governing Council. The representatives delegated to the Governing Council shall present quarterly reports to the Stakeholders' Committee in accordance with the established procedure.

7. During a discussion of issues, members of the Stakeholders' Committee shall disclose all possible conflicts of interest.

**e) Termination of the Power of a Stakeholders' Committee Member**

1. The power of a member of the Stakeholders' Committee shall terminate:
  - a) In case of a conflict of interest between the MCA Program and the member of the Stakeholders' Committee or the organization that such member represents;
  - b) On the basis of the request or resignation of a member of the Stakeholders' Committee;
  - c) When the power of a member of the Stakeholders' Committee terminates, his or her power in the Governing Council shall terminate, as well; and
  - d) On other excusable grounds.

**f) Civil Society Representatives Delegated by the MCA-Armenia Program Stakeholders' Committee to the Governing Council**

1. The 5 representatives of civil society in the MCA-Armenia Program Governing Council shall be elected by the Stakeholders' Committee from among its members by means of a closed in-camera vote. Such representatives shall be delegated to the Governing Council for a one-year term.
2. Upon expiry of the term or termination of the powers 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 defined in Section f-1 of these Bylaws.
3. The representatives delegated to the Governing Council shall retain membership in the Stakeholders' Committee.
4. The powers of civil society representatives delegated to the Governing Council shall terminate by a decision of 2/3 of the votes of the Stakeholders' Committee members, if the representative delegated to the Governing Council fails to carry out the Stakeholders' decision regarding such representative.