



**THE INTERNATIONAL CENTER
OF THE CAPITAL REGION, INC.**

423 State Street, 3rd Floor
Albany, NY 12203

www.iccralbany.org

*A Council for International Visitors/ CIV
An Affiliate of the Foreign Policy Association
An Affiliate of the World Affairs Council*

“Welcoming the World to the Capital Region of New York State”

By-Laws -- Revised 10/20/07

ICCR Executive Director:
Valerie Micklus
CIV Consultant:
Bonnie Beard

ICCR Board Members:
President: Kay Alison Wilkie
Vice President: Carol Whittaker
Treasurer: Bruce Bushart
Secretary: Elena H. Alvarez, Ph.D.
Manoj Ajmera
Anneke Bull
Pastor William Hempel
Kelly Lopez
Barbara Opitz
Gerald Shaye
Leslie Thiele, Esq.

ARTICLE I – ORGANIZATION

The name of the organization shall be the International Center of the Capital Region, Inc.

ARTICLE II -- PURPOSE

Mission: The ICCR Helps the Capital Region Engage with the World and Promote International Understanding.

Vision: The ICCR is recognized as the New York Capital Region’s Leader in Developing International Friendship and Cooperation. We do this by:

- Serving as citizen diplomats by hosting international visitors and delegations, and promoting professional and cultural exchanges;
- Fostering education, awareness and advocacy about cultural diversity and global issues;
- Promoting the assets of the New York Capital Region to the global community;
- Offering shared services for international groups in the Capital Region.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1 The governing body of the International Center shall be the Board of Directors.

Section 3.2 The Board of Directors shall consist of not less than six members. The terms of office of the Directors shall be arranged so that about one-third of the Board of Directors shall be elected each year, each Director to serve a term of three years.

Section 3.3 One third of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote and such voting may not be done by proxy.

Section 3.4 There shall be a minimum of three regular meetings of the Board each year, which shall be held upon prior notice to all members of the Board.

Section 3.5 The President may call a special meeting of the Board at any time, and shall call such meeting whenever requested by two-thirds of the Directors, providing that all Directors are notified of any special meeting at least seven days in advance.

Section 3.6 Vacancies in the Board of Directors may be filled for the unexpired term by a vote of the majority of the members of the Board present at any regular or special meeting.

ARTICLE IV – OFFICERS

Section 4.1 The officers of the Board of Directors shall be as follows: a President, a Vice President, a Secretary and a Treasurer. Each officer shall take office in January following election and shall hold office for the period of two years or until a successor shall have been chosen.

Section 4.2 The President, as Chair of the Board of Directors, shall preside at all meetings, shall appoint the chairpersons of all committees and shall be an ex-officio member of all committees of the International Center. The President, Treasurer and their designees shall be empowered to sign checks, notes and other negotiable instruments.

Section 4.3 The Vice President shall have the power to perform all duties of the President in his/her absence.

Section 4.4 The Secretary shall keep full minutes of all meetings and shall send out notices of all meetings.

Section 4.5 The Treasurer shall ensure that an accurate account of all receipts and expenditures and outstanding bills is maintained for the International Center.

ARTICLE V – NOMINATIONS AND ELECTIONS

Elections for the Board of Directors and officers shall take place at the last meeting of the calendar year. Nominations for Officers and Directors shall be submitted in writing by the Nominating Committee to the Secretary in time for mailing to the entire Board at least twenty (20) days prior to the meeting.

ARTICLE VI – COMMITTEES

Section 7.1 The standing committees shall be:
Executive
Fundraising/Development
Marketing/Communications
Program/ Volunteer Development, and
Nominations.

The President shall appoint the chairperson of the standing committees. The members of all standing committees shall be selected by the President in consultation with the chairpersons, subject to Board approval. The majority of the members of standing committees shall be directors. Committee members shall serve for one year.

Section 7.2 The Executive Committee shall consist of current officers of the Board of Directors, the immediate past President and the Chairpersons of the standing committees. The Executive Committee shall act for and on behalf of the corporation on any and all matters arising or requiring action between meetings of the Board of Directors.

Section 7.3 The Fundraising/Development Committee shall consist of at least two members of the Board and may also include community volunteers. This committee shall seek to develop new and maintain existing sources of financial, material and community support in order to carry out the Center's mission.

Section 7.4 The Marketing/Communications Committee shall consist of at least two members of the Board and may also include community volunteers. This committee shall promote the activities of the Center in the Capital Region and increase community awareness of the Center's programs and services.

Section 7.5 The Nominations Committee shall consist of at least two members of the Board and may also include a non-board member. It shall be the duty of this committee to present a list of nominees for the Board of Directors and nominations for officers twenty (20) days prior to the last meeting of the calendar year. This committee shall actively recruit and develop a base of volunteers to help carry out the Center's mission.

Section 7.6 The Program/Volunteer Development Committee shall consist of at least two members of the Board and may also include community volunteers. It shall evaluate the Center's on-going programs and shall develop recommendations for new programs and services for the Center in order to meet the needs and fulfill the mission of the Center.

Section 7.7 The President may name other committees with the approval of the Board of Directors. All committees shall report to the Board of Directors.

ARTICLE VII – AMENDMENTS

These bylaws may be amended by the majority vote of the directors at any meeting, provided a quorum is present and notice of such amendments shall be contained in the notice of such meeting.

ARTICLE VIII – PROCEDURE

Any questions relating to the conduct of the Board and committee meetings not covered by these bylaws shall be resolved by the latest edition of Robert's Rules of Order.