

ARTICLES OF GOVERNANCE

of

AMERICAN COUNCIL OF TEACHERS OF RUSSIAN

(A division of American Councils for International Education,
a Maryland Non-Stock Corporation)

Article I Purpose and Activities

Section 1.01 Purpose

The American Council of Teachers of Russian (“ACTR”) is a membership organization comprised of teachers, students, and others interested in the teaching of Russian language, linguistics, literature, or related disciplines (“the field of Russian”) and formed for the purpose of fostering and promoting the teaching and study of the field of Russian in a variety of ways.

Section 1.02 Activities

In furthering its mission of fostering and promoting the teaching and study of the field of Russian, ACTR may from time to time engage in any or all of such activities as, but not limited to:

- A. the establishment, management, or operation of academic or cultural exchanges or programs between North America and Russia, as well as the publication, distribution, or promotion of textbooks and other instructional materials for the teaching and study of the field of Russian and such other program activities appropriate to its mission as may from time to time be established by the Board of Directors of ACTR (“program activities”).
- B. the sponsorship and operation of academic contests in the field of Russian, the publication and distribution of a newsletter and the dissemination of other pedagogical and professional information and materials in the field of Russian, the sponsorship and organization of academic conferences in the field of Russian, the maintenance of the rolls of its membership and related activities such as the collection of dues, the management of the Pushkin Scholarship Fund, and such other professional and membership activities appropriate to its mission as may from time to time be established by the Board of Directors of ACTR (“non-program activities”).

The Board of Directors, if and when it establishes any other types of activities, will designate them as “program activities” or “non-program activities.” The Board of Directors may also change the designation of any activity from “program” to “non-program” or from “non-program” to “program” subject to approval by the Board of Trustees of the Corporation.

Subject to the supervision of the Board of Trustees, ACTR may engage in any or all activities consistent with its purpose permitted under the laws of the State of Maryland.

Section 1.03 Division of American Councils for International Education

ACTR is a division of the American Councils for International Education (“the Corporation”) and shall be governed by the Bylaws of the Corporation and these Articles of Governance.

Article II
Structural Summary

Section 2.01 Officers and Board of Directors

The officers of ACTR shall be a President, Vice President, Secretary, Treasurer, and Executive Director, and ACTR shall have a Board of Directors. The officers and Board of Directors shall be elected or appointed as severally provided in Sections 2.02C and 2.03 of this Article.

Section 2.02 Duties of Board of Directors

A. Powers

1. Direct ACTR

The business and affairs of ACTR shall be directed by its Board of Directors, which may exercise all of the powers of ACTR, except such as are expressly conferred upon or reserved for the members of ACTR in these Articles of Governance.

2. Designate One Ex Officio Member of Corporation Board of Trustees

The Board of Directors shall designate one member of ACTR who shall, in addition to the President of ACTR, serve as an ex officio member of Board of Trustees of the Corporation for a term of three years. The Board may change this designation by a two-thirds vote of the Directors then in office. Upon the expiration of the term or if a vacancy should occur, the Board of Directors shall again designate a member of ACTR to fill the office for a new term of three years.

3. Appoint Certain Members of the Nominations Committee of the Corporation

The Board of Directors shall designate three members of the Nominations Committee of the Corporation as established by the Board of Trustees of the Corporation. The Board of Directors may designate any individual as a member of the Nominations Committee and shall approve that designation by a majority vote. At least one of the three individuals shall be a member of ACTR. The terms of the members of the Nominations Committee shall be fixed by the appointing body upon appointment. The terms of the individual members of the Committee may vary in length.

B. Number

The number of members of the ACTR Board of Directors shall not exceed twenty-five (25), including ex officio members. All officers of ACTR shall be ex officio members of the Board with all rights pursuant thereto. The Eastern, the Southern, the Mid-Western and the Western regions of the United States shall each be represented by at least one member on the ACTR Board of Directors, and at least four members of the ACTR Board of Directors shall be pre-college teachers.

C. Selection of Members of the ACTR Board of Directors

1. Committee to Nominate ACTR Board

The members of the ACTR Board of Directors shall be nominated from among the active members of ACTR by a committee appointed by the President of ACTR, and shall be subject to confirmation by majority vote at the annual meeting.

2. Other Nominations to ACTR Board

Any group of five active members of ACTR may nominate a candidate or candidates for membership on the ACTR Board of Directors by forwarding to the Secretary the name(s) of the nominee(s) at least twenty-one (21) days before the annual meeting. Such nominees, together with those candidates nominated by the ACTR Board of Directors, shall be voted on at the annual meeting. The persons receiving the greatest number of votes for the positions to be filled shall be elected, provided that the results are consistent with the provisions of this Article.

D. Terms of Members of the ACTR Board of Directors

The term of a member of the ACTR Board of Directors shall be three years. One-third of the members of the ACTR Board of Directors shall be elected each year.

E. Vacancies

Any vacancy occurring in the ACTR Board of Directors may be filled by the affirmative vote of the majority of the remaining members thereof. A member of the ACTR Board of Directors elected to fill a vacancy shall be elected for the unexpired portion of the term of his or her predecessor in office.

F. Regular Meetings

Regular meetings of the ACTR Board of Directors shall be held at such time and place as may be designated from time to time by the President of ACTR or by resolution of the ACTR Board of Directors. Meetings shall be conducted according to the most current edition of Robert's Rules of Order.

G. Special Meetings

Special meetings of the ACTR Board of Directors may be called by the President or by any five members of the ACTR Board of Directors. The President of ACTR shall determine the place for holding the special meeting of the ACTR Board of Directors.

H. Notice

Notice of every regular or special meeting of the ACTR Board of Directors shall be given to each member thereof at least two weeks previous thereto by written notice delivered personally or mailed, addressed to the Director's complete and current address, or by personal telephone call. Notice of a special meeting must include the purpose or purposes for which the meeting is called. Any member of the ACTR Board of Directors may waive notice of any meeting by written waiver filed with the records of the meeting, either before or after the holding thereof. The attendance of a member of the ACTR Board of Directors at a meeting shall constitute a waiver of notice of such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

I. Quorum and Manner of Acting

A majority of the ACTR Board of Directors shall constitute a quorum for the transaction of business. The action of a majority of the members of the ACTR Board of Directors present at a meeting at which a quorum is present shall be the action of the ACTR Board of Directors.

J. Informal Action

Any action required or permitted to be taken at any meeting of the ACTR Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the ACTR Board of Directors and such written consent is filed with the minutes of the proceedings of the ACTR Board of Directors.

K. Executive Committee

An Executive Committee of the ACTR Board of Directors shall carry out the necessary business of ACTR between regular Board of Directors meetings. All actions of the Executive Committee shall be duly reported to the Board of Directors. The Executive Committee shall be comprised of the President (as chair), the Vice President, the Executive Director, the Secretary, and the Treasurer of ACTR.

Section 2.03 Election and Tenure of ACTR Officers

A. The President and Vice President of ACTR shall be nominated by the ACTR Board of Directors from among its members. Any group of five active members of ACTR may nominate a candidate or candidates for President and/or Vice President of ACTR by forwarding to the Secretary of ACTR the name(s) of the nominee(s) at least twenty-one (21) days before the annual meeting of the membership of ACTR. The President and Vice President of ACTR shall be elected by majority vote of those active members present at such annual meeting and shall serve for a term of two (2) years. Each shall be eligible for reelection to that office for one additional term of two (2) years.

B. Executive Director of ACTR

The Executive Director of ACTR shall be appointed by the ACTR Board of Directors for an indefinite term subject to termination by a majority vote of the ACTR Board of Directors then in office.

C. Secretary of ACTR

The Secretary of ACTR shall be appointed annually by the President of ACTR with the advice and consent of the Board of Directors.

D. Treasurer of ACTR

The Treasurer of ACTR shall be appointed annually by the President of ACTR with the advice and consent of the Board of Directors.

Section 2.04 Duties of Officers

A. President of ACTR

1. The President of ACTR shall preside at all meetings of the membership and ACTR Board of Directors. He or she shall have all the powers and shall perform all

duties incident to the office of the President of ACTR and such as may be prescribed from time to time by the ACTR Board of Directors;

2. The President of ACTR, in consultation with its Board of Directors, shall designate a delegate representing the United States in the International Association of Teachers of Russian Language and Literature ("MAPRIAL") for a three-year term. In the event that such delegate cannot serve the full term, the President of ACTR, in consultation with its Board of Directors, will appoint one of the ACTR Directors to serve out the remainder of such term.

B. Vice President of ACTR

In the absence or incapacity of the President of ACTR, the Vice President of ACTR shall have the powers and perform the duties of the President of ACTR. In the event of a vacancy in the office of the President of ACTR, the Vice President of ACTR shall become President of ACTR and shall complete the term of the President of ACTR. The Vice President shall also have such powers and perform such duties as from time to time may be prescribed by the ACTR Board of Directors or President.

C. Executive Director of ACTR

The Executive Director of ACTR shall direct the business of ACTR as it concerns overseas and stateside study programs and exchanges, publications, and other day-to-day business as shall arise. He or she shall report annually to the Board of Directors and the membership of ACTR on all areas under his or her supervision.

D. Secretary of ACTR

The Secretary of ACTR shall keep a record of all meetings of the ACTR Board of Directors and of annual meetings of the ACTR membership. The Secretary shall keep or cause to be kept complete and accurate records of the names and addresses of all ACTR members.

E. Treasurer of ACTR

The Treasurer of ACTR shall be responsible for the financial affairs of the non-program activities of ACTR and shall make an annual accounting of them to the ACTR Board of Directors and the membership of ACTR. The ACTR Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of these activities and shall deposit all monies and other valuable property of ACTR in the name of and to the credit of ACTR in such banks or depositories as the Board of Directors shall designate. The Treasurer shall make quarterly accounting to the Treasurer of the Corporation. The Treasurer shall perform all other duties incident to the office of Treasurer and other duties which may be assigned by the Treasurer of the Corporation and approved by the Board of Trustees of the Corporation by a two-thirds vote.

Article III
ACTR Membership and Dues

Section 3.01 Eligibility

All persons who are involved with the teaching of Russian language, linguistics or literature in a North American educational institution or ancillary organization and all persons who are involved in

performing work related to such teaching and all students of Russian are eligible for membership in the American Council of Teachers of Russian. Active membership requires payment of yearly dues as voted by the annual meeting of members.

Section 3.02 Dues

A. Amount of Dues

Dues for the calendar year shall be proposed by the ACTR Board of Directors and presented for a vote at the annual meeting of members of ACTR. Dues for a given calendar year are due on or before the end of the first quarter of that year. In the case of persons who become members during the year, dues shall be paid upon application for membership.

B. Life Membership

Life membership shall be endowed upon payment of a life membership fee equal to ten times the current annual membership dues. A life member shall enjoy the full privileges of membership for life. Persons having life memberships shall be exempted from the payment of annual dues.

C. Honorary Membership

The Board of Directors by a two-thirds vote may designate as honorary members of ACTR such persons who have made substantial contributions to the teaching of Russian language, linguistics or literature or performed work related to such teaching. Honorary members shall enjoy the full privileges of membership in ACTR for life. Honorary members shall be exempted from the payment of annual dues.

Section 3.03 Voting Rights

Each active member shall have one vote.

Section 3.04 Annual Meeting of Members

The annual meeting of members shall be set by the ACTR Board of Directors at the time and location of the national meeting of the American Association of Teachers of Slavic and East European Languages ("AATSEEL") unless the Board of Directors determines that a meeting should be held at a different time and place. The agenda of the meeting shall be set by the President of ACTR with the advice and consent of the ACTR Board of Directors and may include reports from such ACTR officers as designated by the President with the advice and consent of the ACTR Board of Directors. Meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

Section 3.05 Special Meetings

At any time in the intervals between annual meetings a special meeting of the members may be called by the President of ACTR or by two-thirds of the ACTR Directors.

Section 3.06 Notice of Meeting

If the annual meeting of ACTR members is not held at the time of the national meeting of AATSEEL, and, in the instance of any special meeting, the Secretary of ACTR at least twenty (20) days prior to the meeting shall mail or give to each member a written or printed notice stating the time and place of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called. If the

annual meeting is held at the time and location of the annual meeting of AATSEEL, the Secretary of ACTR shall give such notice as the President or Secretary of ACTR deems to be practical or efficient under such circumstances. No items of business shall be transacted at the special meeting except those identified in the notice.

Section 3.07 Quorum

There shall be no quorum requirements for the transaction of business at a meeting of the members of ACTR and a majority of the votes cast at such meetings shall be sufficient to take or authorize action upon any matter which may come before the meeting unless more than a majority of votes is required by statute.

Section 3.08 Mail Ballots

Upon the request of at least one quarter of those active members attending a meeting of the members of ACTR or ten percent of the total active members of ACTR a first class mail balloting of the active membership shall be taken to ratify any decision taken at a meeting of the members provided that such a request is made within 45 days after such meeting. Ballots shall be mailed first class, postage prepaid to each active member at his or her address as it appears on the records of ACTR. In order to be counted, a mail ballot must be returned to the Secretary within 30 days of its mailing to the member. The majority of the votes cast by mail shall be sufficient to confirm or reject the action on which the mail balloting was required.

Article IV
Institutional Members of ACTR

Section 4.01 Affiliation of Educational Institutions

Educational institutions may elect to affiliate with ACTR by payment of an annual dues assessment to be determined for each institution by the Executive Director of ACTR with the advice and consent of the ACTR Board of Directors.

Section 4.02 Participation in ACTR Board of Directors Meetings

Each institutional member may choose to send a representative to any meeting of the ACTR Board of Directors. This representative shall be accorded full rights of participation in ACTR Board of Directors deliberations. However, such representative shall not be entitled to vote unless he or she is also a member of the Board of Directors.

Article V
Committees

Section 5.01 Standing Committees

The President of ACTR shall appoint standing committees that he or she deems necessary. These committees shall report to the President and to the ACTR Board of Directors at each regular meeting.

Section 5.02 Nominations Committee

The President shall appoint a nominations committee at least sixty (60) days prior to the annual meeting of members of ACTR. This committee shall report on a slate of nominations at the ACTR Board of Directors meeting immediately preceding the annual membership meeting. Said slate as accepted or

modified by the action of the ACTR Board of Directors shall be presented to the active members in attendance at the annual meeting for their vote.

Article VI
Pushkin Scholarship Fund

Section 6.01 Management of Pushkin Scholarship Fund

The ACTR Treasurer shall maintain an interest bearing account of all monies contributed to the Fund or allocated by the ACTR Board of Directors for scholarship assistance to be known as the Pushkin Scholarship Fund. Interest accrued on the principal only shall be made available for awards as scholarship grants to participants in the semester or ten-month programs conducted by ACTR. Any interest not awarded by the close of the fiscal year shall become part of the principal. The principal shall be diminished only by a majority vote of the ACTR Board of Directors.

Article VII
Amendments

Section 7.01 Amendments to ACTR Articles of Governance

Changes in and additions to these Articles of Governance shall be proposed by the Executive Committee of ACTR or by any three ACTR Directors to the ACTR Board of Directors at least sixty (60) days prior to the annual meeting of ACTR members. Such proposals, if approved by a two-thirds vote of the Board of Directors, shall be presented to the members for a vote at the annual meeting. Amendments shall be adopted, subject to ratification by the Board of Trustees, if approved by a two-thirds vote of the members at the annual meeting.

Voted upon and adopted by the American Council of Teachers of Russian Board of Directors, December 28, 1996.