

**NON-PROFIT ORGANIZATION  
FORUM DES INTELLECTUELS CONGOLAIS DE L'ETRANGER  
IN USA "FICE USA NGO" IN ACRONYMS**



# **BYLAWS**

**TITLE I: GENERAL PROVISIONS**  
**CHAPTER I: CREATION – NAME – HEAD OFFICE – DURATION**

**Article 1**

It is created today in the USA by:

- FORUM DES INTELLECTUELS CONGOLAIS DE L'ETRANGER (FORUM OF CONGOLESE INTELLECTUALS ABROAD) Non-profit Association, FICE USA in acronym, which head office is located at 9103 Lacrosse Drive, Huntersville 28078, North Carolina - United States of America

An international non-profit association called: **Forum des Intellectuels Congolais de l'Etranger aux USA, “FICE USA”** in acronym.

**Article 2**

FICE USA is constituted for an indefinite period.

It can be transferred at any time upon proposal from the board of directors and ratification by the general assembly, the opinion of FICE (International Coordination) being obtained.

**Article 3**

FICE USA NGO is constituted for an indefinite period.

**CHAPTER II: MISSION – PURPOSE – OBJECT**

**Article 4**

FICE USA organizes the creation, management, animation and development of sectoral conferences, annual forums, think tanks and all other activities that enable its development and expansion.

**Article 5**

FICE USA aims to bring together all Congolese intellectuals or of Congolese origin who live and work in the USA within a framework of reflection, exchange and action on issues that affect their country of origin, the Democratic Republic of Congo, and their development in the USA.

**Article 6**

FICE USA pursues the following objectives:

1. Identify the various skills (scientific, technical, cultural, etc.) of all Congolese intellectuals or of Congolese origin who live and work in the USA in order to make them available for the Democratic Republic of Congo and the USA;
2. Engage them in reflections, research and actions aimed at advancing practical solutions to Congolese and American challenges;
3. Create, offer and negotiate business opportunities and contracts in the Democratic Republic of Congo and the USA;

4. Encourage and support the emergence of scientific, political, economic, cultural and social actors available to serve the Democratic Republic of Congo and the USA;
5. Collaborate with Congolese and American authorities to:
  - The protection of Congolese living abroad living in the USA;
  - The census of Congolese living abroad living in the USA;
  - The effective participation of Congolese abroad living in the USA in Congolese elections;
  - Job creation in the DRC and the reintegration of Congolese students who return to the country after their training in the USA.
6. Create conditions and structures for collaboration in Congo and the USA with:
  - Government institutions;
  - Universities, institutions of higher, secondary and professional education and scientific research;
  - Chambers of Commerce;
  - Small and medium-sized businesses;
  - Cultural actors;
  - Social actors, etc....
7. Serve as an orientation and mentorship framework for Congolese students in the USA;
8. Perform all acts relating directly or indirectly to its purpose;
9. Facilitate the research of Congolese doctoral students in specialized universities in the USA;
10. She can lend her assistance and take an interest in any activity similar to her subject;

### **CHAPTER III: FIELDS OF ACTION AND AREAS OF INTERVENTION**

#### **Article 7**

FICE USA intervenes in all areas of Congolese and American life that fit with its goal and objectives.

### **TITLE II: MEMBERS**

#### **Article 8**

Members of FICE USA are natural and/or legal persons who have an interest in the activities, purpose, and objectives of the Association and/or who wish to support them.

### **CHAPTER I: CATEGORY OF MEMBERS**

#### **Article 9**

FICE USA is made up of the following categories of members:

- Founders;
- Active (of effective);
- Honorary and
- Sympathetics.

## **Article 10**

The description, specification as well as the responsibilities of the members are specified in the Internal Regulations.

## **Article 11**

The founder and co-founders of FICE USA are the signatories to these Bylaws.

## **Article 12**

The founder and co-founders are, by right, members of the General Assembly with voting rights.

## **Article 13**

New members can join FICE USA under the categories of full, associate, honorary or sympathetic members.

## **Article 14**

The Internal Regulations specify the terms of membership of new members in the different categories.

## **CHAPTER II: LOSS OF MEMBERSHIP**

## **Article 15**

Membership is automatically lost in the following cases:

1. If the member is a natural person:
  - By death (at the time of his death, membership being inalienable);
  - By resignation addressed to the Board of Directors (BoD).
2. If the member is a legal entity:
  - At its request for withdrawal from FICE USA addressed to the Board of Directors (BoD) by the person authorized to engage the legal entity within the association;
  - Upon dissolution of the association duly noted by the competent administrative authority in this matter.
3. To the exclusion of the member when he is guilty of an infraction of the Statutes or the Internal Regulations or when he has adopted behavior which would harm FICE USA because of its violation of the laws of honor and decency;
4. Failure to pay contributions under the conditions established in the Internal Regulations.

## **Article 16**

A resigning or excluded member has no right to any claim or restitution in terms of donations and gifts made to FICE USA in his capacity as a member while he was active.

# **TITRE III : DES ORGANES**

## **CHAPITRE I : DE L'ASSEMBLEE GENERALE**

## **Article 17**

The General Assembly constitutes the supreme authority of FICE USA.

## **Article 18**

The General Assembly is composed of active members with paid contributions.

The General Assembly has the inalienable powers expressly granted to it by law, the Statutes and the Internal Regulations.

## **Article 19**

The responsibilities of the General Assembly (GA) are:

- Adoption and amendments to the Statutes and Internal Regulations;
- Création et dissolution de l'association ;
- Appointment, supervision, discharge and dismissal of directors, internal or external auditors;
- Approval of the association's annual activity reports, audited annual accounts and budget forecasts;
- Confirmation of admission and exclusion of members;
- Decision to merge or transform the association;
- Management of all matters not within the remit of the Board of Directors.

## **Article 20**

The AGM is convened either as an Ordinary General Assembly (OGA) or an Extraordinary General Assembly (EGA).

## **Article 21**

The OGA is held once a year during the first quarter of the year following the previous financial year, at the request of the board of directors.

## **Article 22**

The EGAs are held upon the call of the BoD or upon request of at least 20% of the active members whenever necessary.

## **Article 23**

Honorary members and supporters may participate in general meetings without voting rights.

## **Article 24**

The place, date and agenda of the ordinary sessions of the GA must be communicated in the invitation at least 15 days before the meeting is held.

## **Article 25**

The resolutions of the OGA are taken by a simple majority of the members present. The quorum of the OGA is 50% of the members + 1.

## **Article 26**

The resolutions of the EGA are taken by a majority of  $\frac{2}{3}$ . The quorum of the EGA is  $\frac{3}{4}$  of the members.

## **CHAPITRE II : LE CONSEIL D'ADMINISTRATION**

### **Article 27**

The Board of Directors is the body that guides and monitors the general policy of FICE USA. It is composed of at least 3 members and cannot exceed 11 members. Their responsibilities are recorded in a document called "Specifications of the members of the Board of Directors of FICE USA".

### **Article 28**

With the exception of the President and the Treasurer who hold these positions at the international and national level, all members of the Board of Directors are elected by the constituent general meeting or by an EGA convened solely for this purpose, for a 2-year term, renewable once.

### **Article 29**

The eligibility conditions for members of the Board of Directors are defined in the Internal Regulations.

### **Article 30**

The responsibilities of the Board of Directors are:

- Receive activity reports presented by administrators;
- Examine and give advice on the files submitted to it by the administrators: disciplinary files, suspensions of members, appointments, creation of external coordinations and ad hoc committees;
- Know the hierarchical appeals introduced by members;
- Carry out the second reading of the draft budget prepared by the treasurer before its examination and adoption by the General Assembly;
- To decide provisionally in place of the General Meeting in cases of emergency and necessity and to have all these provisional decisions approved at the next General Assembly;
- Know about conciliation files.

## **Article 31**

The BoD is composed as follows:

- A president
- A vice-president;
- A national executive secretary;
- A treasurer;
- A assistant treasurer;
- A legal advisor;
- A Women and Social Affairs Coordinator;
- A Youth, Culture and Art Coordinator
- Three advisors.

## **Article 32**

The internal regulations specify the operation of the Board of Directors.

## **CHAPITRE III : STATUTORY AUDITOR**

### **Article 33**

The General Assembly appoints for a renewable period of three years an auditor, whether or not a full member of the association.

### **Article 34**

The auditor is responsible for verifying the financial statements prepared by the Board of Directors and reporting to the General Assembly and to FICE on their accuracy with regard to the financial situation of the association.

### **Article 35**

The auditor may, at any time, examine, without having to travel, the books, correspondence, minutes and generally all documents and records of the company. He may request from the Board of Directors, agents and representatives of the association any explanations or information and carry out any verifications that he deems necessary.

### **Article 36**

The auditor may request that the Board of Directors be provided with information at the association's headquarters relating to all organisations with which there is an association or partnership link, to the extent that this information appears necessary to monitor the financial situation.

### **Article 37**

The auditor may require the Board of Directors to request confirmation from third parties of the amount of their receivables, debts and other assets.

### **Article 38**

Depending on what the General Assembly deems useful, the powers referred to in Articles 35 to 37 may be exercised by one or more auditors.

### **Article 39**

If several auditors have been appointed, they form a college. They can share the responsibilities of auditing the accounts among themselves.

## **TITRE IV : OF RESOURCES**

### **Article 40**

FICE USA resources come from:

- Membership dues,
- Donations,
- Legacies,
- Sponsorships,
- Partnerships,
- Subsidies;
- Income generated by its activities;
- Any other legal income-generating activity.

## **CHAPITRE I : ANNUAL ACCOUNTS**

### **Article 41**

FICE USA fiscal year begins on January 1 and ends on December 31 of each year. For the first year, this fiscal year begins on the date of signing the articles of association and ends on December 31 of the current year.

### **Article 42**

The consolidated accounts for the past financial year and the general budget for the following financial year are submitted for approval to the Ordinary General Meeting.

### **Article 43**

In the event of dissolution of FICE USA, the General Assembly having on its agenda the single item “liquidation” shall designate the liquidator(s), determine their powers and indicate the allocation of assets, after settlement of debts and other legal obligations of FICE USA towards third parties.

## **TITRE V : DISPOSITIONS FINALES**

### **Article 44**

Any provision of these Statutes which is contrary to American laws and customs in this area is deemed unwritten.

Any dispute that may arise from the application of these Statutes will be settled in accordance with the laws, customs and practices applicable in the USA.



## **Article 45**

These statutes come into force on the date of their signature.

Done at , on



**NON-PROFIT ORGANIZATION  
FORUM DES INTELLECTUELS CONGOLAIS DE L'ETRANGER  
IN USA "FICE USA NGO" IN ACRONYMS**



## **INTERNAL REGULATIONS**

## **PREAMBLE**

Considering the role played and the steps taken by the Congolese diaspora to achieve the reintegration of the Democratic Republic of Congo into the African Growth and Opportunity Act, or AGOA, on December 22, 2020;

Considering the address of the President of the Democratic Republic of Congo, His Excellency Mr. Félix-Antoine Tshisekedi Tshilombo, on December 6, 2020 following consultations regarding the strengthening of democracy and the rule of law, suggesting:

- To identify Congolese citizens and foreign residents;
- To ensure that Congolese living abroad can vote in the next national elections;
- To create seats for Congolese living abroad in the National Assembly.

Aware that the Congolese diaspora is full of multi-sectoral intellectual resources and has the operational capacities capable of initiating, developing and implementing actions in response to the various challenges facing the Democratic Republic of Congo;

Determined to pool the different spheres of knowledge, skills and expertise as well as to create a synergy of potential and efforts capable of dealing with the scale and specificity of the actions to be carried out;

Convinced of popularizing information through exchanges, conferences, the sharing of experiences as well as the development of collective knowledge by acting in a conscious and responsible manner;

Understood that morality as well as Judeo-Christian values, notably love, moral probity, mutual respect constitute our fundamentals;

We, the active members of FICE USA, adopt the Internal Regulations, the provisions of which are as follows:

## **TITRE I : DE DISPOSITION GENERALES**

### **Article 1**

The purpose of these Internal Regulations is to determine the operating conditions of the bodies, to ensure the proper execution of various provisions provided for by the Statutes and to maintain order within FICE USA.

It also sets out the membership terms, contribution amounts and management procedures.

It deals with the conduct and policing of meetings, the disciplinary regime, the loss of membership and also deals generally with all questions relating to the proper functioning of FICE USA.

## **TITRE II : MEMBERSHIP CONDITIONS - RIGHTS AND DUTIES OF MEMBERS - LOSS OF MEMBERSHIP**

### **CHAPITRE I : DE CONDITIONS D'ADHÉSION**

#### **Article 2**

FICE USA members are natural and/or legal persons with the legal capacity and personality to act in accordance with current legislation in the USA.

To become a member of FICE USA, you must meet the following membership requirements:

- Be of legal age in accordance with applicable legislation;
- Complete the online membership application available on the FICE website. If electronic access is not available, submit a written request to the Board of Directors;
- Be a natural or legal person in full possession of their physical and intellectual capacities;
- Have a clean criminal record;
- Have proven training, expertise, and/or experience in an area of FICE USA's objectives.

#### **Article 3**

Each membership is confirmed by returning the completed online information sheet (for online membership cases) or by signing a membership form which demonstrates the commitment to respect the regulatory and statutory framework of FICE USA.

#### **Article 4**

All members are required to strictly comply with the Statutes and these Internal Regulations.

### **CHAPITRE II : DUTIES OF MEMBERS**

#### **Article 5**

Every member of FICE USA must fulfill the following obligations:

- Complete the membership form;
- Pay the membership fee and annual dues;
- Actively participate in the life of FICE USA.

### **CHAPITRE III : MEMBERSHIP QUALITY**

#### **Article 6**

Membership is demonstrated by:

- Completion of the membership form and payment of \$50;
- Regular attendance at FICE USA meetings and activities;

- Payment of dues in accordance with the provisions of Articles 9 and 10 of these Internal Regulations.

#### **Article 7**

The contribution rate is set as follows:

- Effective Member: \$300 per year;
- Effective Member (couple): the dollar equivalent of \$300 per year;
- Effective Member (retired): \$100 per year;
- Effective Member (student): \$150 per year;
- Supporting Member: \$50 per year, payable once and non-renewable;

#### **Article 8**

These rates are set annually at the Ordinary General Assembly.

#### **Article 9**

The annual membership fee is paid in full within 90 days of the date of acceptance as a member.

#### **Article 10**

Without prejudice to Article 9 of these Internal Regulations, a member may request from the Treasurer or Deputy Treasurer an arrangement for payment by instalments or an extension not exceeding the cumulative total of 180 days from the date of his acceptance as a full and adhering member.

#### **Article 11**

No contributions or assets transferred to FICE USA may be claimed by donors. All contributions are non-refundable.

### **CHAPITRE IV : OF MEMBERS' RIGHTS**

#### **Article 12**

Any member with paid membership fees is entitled to:

- To equal treatment within FICE USA;
- To equitable participation in all FICE USA activities;
- To benefit from all capacity building activities organized by FICE USA;
- To be elected and participate in the management of all FICE USA bodies according to their skills, duly recognized as useful by the association's bodies that so request.

## CHAPITRE V : OF LOSS OF MEMBERSHIP

### Article 13

Any member loses his status:

A. If it is a natural person, by:

- Non-payment of annual dues;
- Death;
- Physical or mental incapacity;
- Incompetence in the performance of duties;
- Disqualification pronounced by the General Assembly;
- Expulsion pronounced by the General Assembly;
- Permanent incapacity;
- Voluntary resignation;
- Unjustified absence from more than two ordinary general meetings.

B. If it is a legal entity, by:

- Non-payment of annual dues;
- Upon a request to withdraw from FICE USA addressed to the Board of Directors by the person authorized to commit the legal entity within the association;
- Upon the dissolution of this legal entity duly certified by the competent administrative authority.

### Article 14

A resigning or expelled member shall have no right, claim, or restitution of anything previously given or assigned in good faith to FICE USA while a member of the latter.

### Article 15

Any decision to lose membership is taken by the Board of Directors and communicated to the person concerned by any written means of communication (letter, email, WhatsApp, fax, etc.)

## CHAPITRE VI : OF THE MEMBERS CATEGORY

### Article 16

Members of FICE USA are individuals and/or legal entities who have an interest in and/or wish to support the activities, purpose, and objectives of the Association.

### Article 17

Without prejudice to Articles 11 to 14 of the association's statutes, FICE USA is composed of the following members:

- Founders;
- Co-founders;
- Members;
- Honorary and
- Supporters.

## **Article 18**

The visionary of FICE is considered a founding member.

A co-founding member is any individual or legal entity who participated in the founding general meetings from conception through adoption and who signed the FICE USA Bylaws together with the founder.

## **Article 19**

Founding and co-founding members are automatically full members of FICE USA. They are subject to the same rights and obligations as all other full and associate members.

## **Article 20**

An effective member of FICE USA is any natural or legal person who adheres to its Statutes and these Internal Regulations by completing a membership form which must be approved by the General Assembly.

## **Article 21**

A supporting member is any natural or legal person who expresses their sympathy for the activities of FICE USA and who pays contributions as provided for in Article 7, paragraph 4 of these Internal Regulations.

## **Article 22**

An honorary member is any person who provides and/or has provided services to FICE USA and who has particularly contributed to the promotion and improvement of the association's activities.

## **Article 23**

The Board of Directors selects the candidate deserving of this distinction and contacts them for a preliminary agreement in principle. Their appointment is made during the General Meeting.

## **Article 24**

The rights of the Honorary Member are:

- Access to the Association's website, information, publications, and network;
- Information sheet on the Honorary Members activities on the website, reference to their publications and videos, and link to their personal blog;
- Sending of Board of Directors minutes;
- Participation in the Annual General Meeting without voting rights.

## **Article 25**

Duties of Honorary Members

- Support and promote FICE USA,
- Propose work or research topics, conference topics, etc.,

## CHAPITRE VII : OF SANCTIONS

### Article 26

Any member contravening the statutory provisions and these Internal Regulations may incur the following sanctions after having been heard by the Board of Directors:

- Warning;
- Suspension;
- Temporary exclusion, which cannot exceed three months;
- Permanent exclusion.

### Article 27

At each stage of the sanction, the person concerned may submit an appeal within 15 working days from the date of notification of said sanction to the Board of Directors.

This appeal has a suspensive effect. If there is no response to the appeal within 30 days of its submission, the proposed sanction will lapse.

## CHAPITRE VIII : OF THE ASSOCIATION'S VALUES

### Article 28

The following values characterize FICE USA:

- A job well done;
- Intellectual honesty;
- Moral integrity;
- Sector expertise;
- Respect for the authorities, laws, and institutions of the Democratic Republic of Congo and the United States;
- Tolerance of others.



## **TITRE III : DE L'ORGANISATION ET DU FONCTIONNEMENT**

### **CHAPITRE I : DES ORGANES**

#### **1.1. L'Assemblée Générale**

##### **Article 29**

FICE USA is composed of the following bodies:

- The General Assembly (GA)
- The Board of Directors (BoD)
- The Statutory Auditor (SA).

##### **Article 30**

The General Assembly constitutes the supreme authority of FICE USA.

The General Assembly has the inalienable powers expressly granted to it by law and these Statutes.

##### **Article 31**

The responsibilities of the GA are:

- Adoption and amendment of the Bylaws;
- Creation and dissolution of the association;
- Appointment, supervision, discharge, and dismissal of the Directors and the Statutory Auditor;
- Approval of the annual activity reports, audited annual accounts, and budget forecasts;
- Confirmation of the admission and exclusion of members;
- Decision to merge or transform the association;
- Management of all matters not within the purview of the Board of Directors.

##### **Article 32**

The initiative for the revision of the Statutes is exclusively reserved for the General Assembly, at the request of the president or by a resolution taken during an ordinary meeting of the board of directors and approved by 2/3 of its members.

##### **Article 33**

The Ordinary General Assembly (OGA) is held once a year in ordinary session at the call of the Board of Directors during the first quarter of the year following the closing of the annual accounts.

##### **Article 34**

The GA sits validly if the quorum of 50% + 1 of the members present and represented is reached.

### **Article 35**

If the quorum of 50% + 1 of the members present and represented is not reached, an Extraordinary General Assembly (EGA) is convened within a period of not less than 15 days but not exceeding 90 days from the date of the aborted EGA.

### **Article 36**

The Extraordinary General Assembly (EGA) may also be held whenever the need arises upon convocation by the Board of Directors.

### **Article 37**

The location, date and agenda of the OGA and EGA sessions must be communicated in the invitation at least 30 days before it is held.

### **Article 38**

Without prejudice to Article 32 of these Internal Regulations, the resolutions of the OGA and the EGA are taken by a simple majority of the members present and represented.

## **1.2. The Board of Directors**

### **Article 39**

The Board of Directors is the body responsible for managing, guiding and monitoring the general policy of FICE USA. It is composed of 9 members:

- A President;
- A Vice-President;
- A National Executive Secretary;
- A treasurer;
- An Assistant Treasurer;
- A Legal Advisor;
- A Women and Social Affairs Coordinator
- A Youth, Culture and Art Coordinator
- Three advisors.

### **Article 40**

#### **THE POWERS OF THE BOARD OF DIRECTORS**

The responsibilities of the Board of Directors are as follows:

- Receive activity reports presented by administrators;
- Examine and give an opinion on the files submitted to it by the administrators: disciplinary files, suspensions of members, appointments, the creation of external coordination and ad hoc commissions;
- Be aware of hierarchical appeals filed by members;
- Make the second reading of the draft budget prepared by the treasurer before its examination and adoption by the General Assembly;

- Take provisional decisions in place of the General Meeting in the event of emergency and necessity and have all these provisional decisions approved at the next General Assembly;
- Know conciliation cases.

#### **Article 41**

Any candidate for the Board of Directors must:

- Be an effective member of FICE USA;
- Be of impeccable moral character and conduct;
- Have proven training, expertise, and/or experience in areas consistent with the purpose, objectives, and activities of FICE USA.

#### **Article 42**

The Board of Directors meets four times a year, once a quarter in regular session, at the call of its Chairman.

Extraordinary meetings may be convened at the request of the Chairman or one-third of the members of the Board of Directors, if necessary.

#### **Article 43**

In the event of an absence not notified 48 hours in advance or a 15-minute delay of the President or Vice-President for a regular meeting of the Board, the National Secretary or another member present shall chair the meeting until its conclusion. Under these conditions, a quorum is not required and the members present shall deliberate by consensus.

#### **Article 44**

If the Board of Directors misses two regular meetings, it is automatically dissolved. The International Committee appoints an interim committee to organize early elections in consultation with the members of the General Assembly. The return of members of the dissolved committee is analyzed on a case-by-case basis.

#### **Article 45**

Without prejudice to Article 28 of the statutes, all members of the Board of Directors are elected by the GAE for a 2-year term, renewable once.

#### **Article 46**

The eligibility conditions for members of the Board of Directors are those defined in Article 39 above.

#### **Article 47**

In the event of major or prolonged conflicts (tensions) that disrupt the normal conduct of Board meetings, the International Committee shall dissolve the Board and appoint an interim committee, of which the members in conflict shall not be members and shall not be eligible for re-election. The date and terms of the elections for the new committee shall be set after consultation with the members of the General Assembly.

## **Article 48**

The National Executive Secretary is responsible for the day-to-day management of FICE USA under the responsibility and direction of the Board of Directors.

### **1.3. The Statutory Auditor**

## **Article 49**

Financial control is ensured by the Statutory Auditor appointed by the General Meeting for a renewable 3-year term. He may or may not be an active member of FICE USA.

## **Article 50**

The auditor exercises his functions under the responsibility of the General Meeting to which he presents his reports.

In the exercise of his functions, the Auditor has access to all financial and accounting documents of FICE USA.

## **TITRE IV : DES RESSOURCES ET DE LA GESTION FINANCIÈRE**

### **CHAPITRE I : DES RESSOURCES**

## **Article 51**

FICE USA resources come from:

- Membership fees;
- Donations and legacies;
- Income from self-financing activities;
- Government grants.

## **Article 52**

Membership contributions are regular and uniform by category of members.

## **Article 53**

Donations and legacies consist of assets in cash and/or in kind given to FICE USA by a natural or legal person, whether a member or not, in order to facilitate the carrying out of activities undertaken or to be undertaken.

## **Article 54**

The Association nevertheless reserves the right to refuse any donation or legacy of an illegal, complacent and/or immoral nature.

## **Article 55**

To the extent that the association may carry out certain lucrative and one-off activities which are not purely commercial in nature but are intended to facilitate self-financing in a complementary manner in order to carry out its activities, the income arising from such

activities is included in its assets and may not under any circumstances be distributed to members.

## **CHAPITRE II : OF FINANCIAL MANAGEMENT**

### **Article 56**

The budget is presented to the Board of Directors with a balance in expenditure and revenue.

### **Article 57**

All funds received by FICE USA are held in a bank account signed by the President of the Board of Directors, the Treasurer, and the National Executive Secretary. They sign jointly, with the President of the Board of Directors or the Treasurer always being the first signatory.

## **TITRE V : DE RÈGLEMENT DE CONFLIT ET LA DISSOLUTION DE L'ORGANISATION**

### **CHAPITRE I : DE RÈGLEMENT DE CONFLIT**

#### **Article 58**

Any dispute that may arise from the application of these Internal Regulations will be settled solely in accordance with the laws, customs and practices applicable in the USA.

### **CHAPITRE II : DE LA DISSOLUTION**

#### **Article 59**

Subject to the legal texts governing the USA, FICE USA can only be dissolved by decision of an absolute majority of its effective members.

#### **Article 60**

For dissolution, the General Meeting is convened by the Board of Directors or 2/3 of the effective members.

#### **Article 61**

Once pronounced, the dissolution of FICE USA becomes effective in compliance with the provisions of the law, customs and practices applicable in the USA.

The assets of the dissolved FICE USA revert to an association pursuing the same objectives as FICE USA, specifically designated in the dissolution decision.

## **TITRE VI : DISPOSITIONS FINALES**

### **Article 62**

All matters not governed by these Bylaws shall be deemed to be governed by the Bylaws or applicable laws, customs and practices in the United States.

These Internal Regulations come into force on the date of their adoption.

Adopted on,





## **MEMBERS' SPECIFICATIONS FOR THE BOARD OF DIRECTORS OF FICE USA**

### **Important notes**

- The Board of Directors distributes tasks among the members for the proper management of FICE USA;
- With the use of the Internet, leaders can reside in different geographic locations within the country or abroad;
- Any member of the board of directors who is abroad for an extended period must give proxy to another member or arrange to participate in board meetings online;
- The Board of Directors sets out in specifications the tasks and skills expected of members who exercise a specific function within it;
- The Board of Directors is responsible for the administrative and financial management of the Association at the national level;
- The Board of Directors may establish rotating mandates at its discretion;
- Depending on national need and the development of FICE USA, the Board of Directors may, in agreement with the international level, establish other temporary or permanent commissions.

### **Technical skills and knowledge**

- Agree to the objectives of FICE USA;
- To be fluent in one of FICE USA's working languages;
- Know IT and social media tools;
- Have cross-functional and specific skills;
- Respect ethics/confidentiality and apply the regulations or instructions in force within FICE USA;
- Integrate into the FICE USA work environment;
- Present a positive image of FICE USA;
- Demonstrate active listening and diplomacy;
- Work with rigor and precision;
- Communicate easily, negotiate effectively and work in a team;
- Have good analytical skills and find creative solutions;
- Avoid conflicts of interest and political and religious opinions;
- Have a good reputation and moral integrity.

## **President**

- The founder and president of FICE international is the president of FICE USA.

## **Vice-President**

- The Vice-President replaces the President in the event of his or her absence. As such:
  - o He/she is the guarantor of FICE USA's orientations;
  - o He/she ensures the execution of the decisions of the International and General Assemblies.
  - o He/she reports in particular in the annual activity report;
  - o He/she informs all members of the decisions of all bodies likely to influence the situation of FICE USA;
  - o He/she chooses the strategies to apply to achieve the set objectives;
  - o He/she prepares and plans the meetings of the Board of Directors and the General Assembly. He sets the agenda;
  - o He/she convenes and chairs meetings of the Board of Directors and General Assemblies;
  - o He/she signs the invitations and summons;
  - o He/she has, with the treasurer, the signature on the bank accounts of FICE USA;
  - o He/she ensures the proper circulation of information between all members of the Board of Directors;
  - o He/she represents FICE USA at the international assembly and with third parties.
  - o He/she carries out other functions entrusted to him by the President and the Board of Directors meeting in session.
  - o He/she collaborates with the Vice-Presidents of other national FICEs to achieve the objectives of FICE International

## **National Executive Secretary**

- He/she is responsible for all administrative and management functions;
- He/she is responsible for drafting the minutes of ordinary and extraordinary meetings of the Board of Directors, ordinary and extraordinary general meetings;
- He/she ensures the distribution of the minutes of the ordinary and extraordinary meetings of the board of directors, of the ordinary and extraordinary general meetings to the members;
- He/she classifies and archives, on paper and digital media, all minutes, attached documents and attendance lists;
- He/she keeps the inventory of archives up to date;
- He/she contributes to the writing and media recordings of information;
- He/she prepares and submits to the Board of Directors all proposals likely to contribute to the proper functioning and influence of FICE USA;
- He/she registers membership requests from new members and completes all steps relating to payment of the annual membership fee, registration on FICE USA social media platforms, etc.;
- He/she carries out other functions entrusted to him by the President and the Board of Directors meeting in session.



## **Treasurer**

- The Treasurer of FICE International is ex officio the Treasurer of FICE USA. Assistant Treasurer
- He/she replaces the Treasurer of FICE International in the event of his incapacity. As such:
  - o He/she carries out all financial operations in coordination with the Vice-President;
  - o He/she assumes or organizes by a third party the accounting entry of all financial transactions;
  - o He/she establishes or has established, under his responsibility, the annual balance sheet and budget;
  - o He/she files and keeps all financial documents and supporting documents;
  - o He/she ensures relations between FICE USA and the financial institutions holding the Association's accounts;
  - o He/she periodically presents to the Board of Directors the financial situation of the Association;
  - o He/she summons the auditors;
  - o He/she submits the accounts to the auditors and then presents them for approval to the general meeting;
  - o He/she carries out other functions entrusted to him/her by the Treasurer and the Board of Directors meeting in session.

## **Women and Social Affairs Coordinator**

- She creates and coordinates the FICE Women - USA group at the national level. As such:
  - o She oversees the development and coordination of FICE Femmes - USA;
  - o She administers the work, encouraging teamwork and mutual assistance and providing leadership skills;
  - o It develops and executes the annual budget;
  - o She convenes and directs the meetings of FICE Femmes - USA;
  - o She coordinates and/or facilitates FICE Femmes' annual programs such as conferences, support groups and awareness programs;
  - o She learns about and takes advantage of resources and opportunities for community integration and economic development;
  - o She attends training courses and conferences organized for the empowerment and development of women;
  - o She defends the rights and interests of FICE Femmes - USA;
  - o She teaches women to be good citizens;
  - o It promotes the good cultures of Congo and the host country;
  - o She attends FICE USA board meetings;
  - o She collaborates with the coordinators of other national FICEs to achieve the objectives of FICE International.

## **Youth, Culture and Art Coordinator**

- He/she creates and coordinates the FICE Youth group at the national level. As such:
  - o He/she supervises the development and coordination of FICE Youth -USA;
  - o He/she administers the work, encouraging teamwork and mutual assistance and providing leadership skills;
  - o He/she develops and executes the annual budget;

- He/she convenes and directs FICE Youth – USA meetings;
- He/she coordinates and/or leads FICE Youth – USA’s annual programs such as conferences, support groups and awareness programs;
- He/she learns about and takes advantage of opportunities for community integration and economic development;
- He/she attends training and conferences organized for the empowerment and development of youth;
- He/she defends the rights and interests of FICE jeuneYouth - USA;
- He/she teaches women to be good citizens;
- He/she promotes the good cultures of Congo and the host country;
- He/she attends FICE board meetings;
- He/she collaborates with the coordinators of other national FICEs to achieve the objectives of FICE International.

### **Legal Advisor**

- He/she ensures legal monitoring;
- He/she participates in the representation of FICE USA to defend its positions with third parties;
- He/she reinforces compliance with the legislation to which FICE USA must comply and provides legal support to FICE USA bodies and their leaders;
- He/she responds to all specific requests from FICE USA bodies and their leaders;
- He/she provides analysis of legal and regulatory files relating to FICE USA services;
- He/she prepares negotiation files: construction of mandates, arguments, drafting of contracts and amendments, etc.;
- He/she monitors legislation and its modifications, primarily at the level of AISBL and NGO law;
- He/she participates in meetings of the Board of Directors;
- He/she participates in cross-functional projects;
- He/she works with legal advisors from other national FICEs to understand their legal environment in order to create a general legal framework for FICE International that includes common rules and exceptions.

### **Advisors**

- He/she has the mission of providing significant technical and moral support in a field of activity not covered by the other members of the CA. In this capacity, he/she can direct for a specific period the establishment of one or more emerging commissions;
- He/she provides technical and methodological support in the animation and implementation of new or pending activities;
- He/she supports the Board of Directors and the commissions in the design, development, implementation and monitoring of new activities;
- He/she supports the Board of Directors and the commissions in setting up activity monitoring tools;
- He/she organizes and facilitates the sharing of experience as well as networking between the Board of Directors and the committees;
- He/she contributes, on the basis of studies carried out as part of any action, to carrying out advocacy and awareness-raising activities for the general public.

- He/she contributes to the identification of thematic sectoral networks in areas that contribute directly or indirectly to the objectives of the organization;
- He/she contributes to the development of relationships with third parties;
- He/she performs other tasks as required by FICE USA,
- He/she contributes to the writing of communication materials.

