

THE FRIENDSHIP FORCE OF CENTRAL IOWA BYLAWS
Revised May 2023

ARTICLE I NAME

The name of the organization shall be THE FRIENDSHIP FORCE OF CENTRAL IOWA (hereinafter referred to as FFCI) with the name being written in proper sequence with no deviations.

This name shall not be changed unless permission has first been obtained from Friendship Force International, hereinafter referred to as FFI.

ARTICLE II PURPOSES

Section 1. Purposes

The purposes of the club shall be:

- (a) To provide leadership and support of the home stays and cultural exchange programs;
- (b) To provide continuity of the activities of The Friendship Force through educational and cultural means;
- (c) To increase program awareness by disseminating information to club members and to interested persons in the community;
- (d) To recruit members and maintain an active membership file; and
- (e) To provide an orderly means of assembling and retaining pertinent records for use in establishing and assisting the exchange directors.

Section 2. Operations

¹This club is not organized and shall not be operated for pecuniary gain or profit. No part of the Property of FFCI and no part of its net earnings shall inure to the benefit of any private individual. FFCI shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other club activity except in furtherance of the purposes stated above for which FFCI is organized. FFCI shall never engage in propaganda attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office nor shall any part of its property or any part of the income there from be devoted to such purpose.

ARTICLE III MEMBERS

Section 1. Membership Eligibility

Any individual is eligible who supports the goals, purposes, and ideals of FFI and pays the required annual dues and abides by these ByLaws. A member is in good standing after having completed an application form and paying the annual dues. Only members in good standing shall be entitled to vote.

Section 2. Exchange Participation

Individuals must be members of a Friendship Force club to apply for participation in an exchange. Membership does not confer any right to participate in a Friendship Force exchange as an ambassador or host. Exchange participants are selected by the exchange director and exchange committee in accordance with procedures established by The Friendship Force, Inc. through its headquarters office, Friendship Force International (FFI).

¹ This paragraph must be included in all bylaws.

Section 3. Board Membership Approval

The Board of Directors has the right to approve or refuse the membership of new and continuing members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition of the Board and Voting

The Board of Directors shall consist of the elected officers of FFCI, the treasurer, the Standing Committee Chairpersons, and the present exchange directors. The immediate past President is an ex officio member of the Board for one year. Exchange directors may serve on the Board for 3 months upon completion of the exchange. Every member of the board is entitled to vote.

The elected members of the Board of Directors shall serve for a term of two years.

Section 2. Duties

The duties of the Board shall be:

- (a) To manage the affairs of FFCI;
- (b) To manage and provide oversight of FFCI finances, including
 - 1) To approve the official depository or depositories for FFCI's funds and designate persons to sign checks and withdraw funds;
 - 2) To approve a budget for the fiscal year;
 - 3) To authorize expenditures in excess of \$100.00;
- (c) To select the exchange director(s) and assist in the promotion of exchanges;
- (d) To seek new members and promote FFCI in the community.

Section 3. Quorum of Directors

The presence of no fewer than four (4) directors, at least one (1) of whom shall be an officer, shall constitute a quorum. Unless a higher vote is specified herein, the vote of a majority of the directors present at a meeting at which a quorum is present shall be necessary to constitute the action of the Board.

In an emergency, the president may submit a motion to the Board or the executive committee of officers for vote by email. The vote shall be reported at the next Board meeting.

Section 4. Board Meetings

Board meetings shall be held when called by the President or any three members of the Board with at least two (2) days' notice. Board meetings shall be held at least quarterly. All meetings are open to the general membership.

Section 5. Board Members Removal, Resignation and Replacement

In the best interest of FFCI, a board member may be removed from his or her post by a vote of three-fourths (3/4) of the voting members of the Board. Vacancies caused by removal or resignation shall be filled by a majority vote of the Board.

ARTICLE V OFFICERS

Section 1. Officers

The elected officers of FFCI are the President, Vice-President and Secretary. These officers may be elected as an individual or co-officers, but in any case shall function as one position with one vote for a maximum term of two (2) years. The Treasurer shall be appointed by the president and approved by the Board and shall serve for a term of two (2) years.

Section 2. Duties of President

The President shall:

- (a) Preside at all meetings of FFCI and the Board of Directors and the annual meeting;
- (b) Serve as liaison with FFI and with other international organizations;
- (c) Serve as official spokesperson for FFCI;
- (d) Appoint the Treasurer and Chairpersons of all ad hoc Committees, subject to approval by the Board;
- (e) Exercise all powers and perform all duties normally incident to such offices; and
- (f) Sign, countersign or designate an alternate for the withdrawal of the funds of FFCI in the absence of the Treasurer;
- (g) Prepare a report of recent FFCI activities for the annual meeting;
- (h) Submit annual exchange requests and charter renewal to FFI.
- (i) Ensure an annual audit takes place and is reported to the Board.

Section 3. Duties of Vice-President

The Vice-President shall:

- (a) Perform all duties and responsibilities of the President in the absence of the latter;
- (b) Serve as a member of the Membership Committee; and
- (c) Perform such other duties as the Board may authorize.

Section 4. Duties of Secretary

The Secretary shall:

- (a) Record the minutes of each meeting of FFCI and the Board and the annual meeting;
- (b) Send a copy of the minutes to all Board members within two (2) weeks after each meeting;
- (c) Keep the records of FFCI including the secretary and treasurer reports; and
- (d) Keep a file of the current ByLaws, and the Policies and Procedures of FFCI.

Section 5. Duties of Treasurer

The Treasurer shall:

- (a) Collect all monies due FFCI;
- (b) Deposit FFCI funds in the financial institution approved by the Board;
- (c) Keep the books of accounts of FFCI;
- (d) Make a Treasurer's report at all meetings of FFCI and the Board, with a copy for all board members;
- (e) Sign or countersign withdrawal of the funds of FFCI;
- (f) Arrange for payment of accounts owed by FFCI; and
- (g) Prepare the books for an auditing committee appointed by the President as soon as possible after the end of the fiscal year and prior to March 15.
- (h) File annual tax reports with the IRS and biennial state reports for nonprofit status.
- (i) Prepare the annual budget for the following year in cooperation with the President and President-elect for the last board meeting of the year for Board approval.

Section 6. Orientation of Newly Elected Board Members

The President-elect shall:

- (a) The President-elect shall also verify the annual exchange requests and charter renewal are on file at FFI.
- (b) Orientation of new board members and transfer of property and documentation pertaining to each office shall occur following the annual meeting and before January 1.

Section 7. Annual Meeting Reports

All officers shall prepare a written report for the annual meeting.

Section 8. FFCI Charter Renewal

In December, the current club President and treasurer shall submit to FFI:

- (a) The names, offices, addresses and telephone numbers of the incoming Board;
- (b) The total number of paid family and individual memberships for the preceding year;

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Board of Director Qualifications and Term of Office

Candidates for the Board of Directors shall be members in good standing and shall be elected for a term of two (2) years. The President and vice-president are elected in odd-numbered years. Secretary is elected in even-numbered years. Treasurer is appointed in even-numbered years for a term of two (2) years.

Standing Committee Communications and Activities chairs shall be elected in odd-numbered years. The Standing Committee Membership chair shall be elected in even-numbered years.

The officers and board members may succeed him/herself one term in that office. The elected officers shall assume office on January 1.

Section 2. Election of Officers

The election of officers shall be held at the annual meeting. If there is no contest for an office, voting for that office may be by voice vote. Voting of officers shall be by ballot. Only members present and in good standing may vote. There shall be no voting by proxy. In the event of a tie vote, another ballot must be taken. If a quorum is present, the affirmative vote of a majority of the members present shall be required to elect each of the officers.

Section 3. Nominating Committee

At least five (5) weeks prior to the date of the annual meeting, the President, with Board approval, shall appoint a Nominating committee. This committee shall consist of three (3) members. The duties of this committee shall be to make nominations, with the consent of those nominated, and to report those at the annual meeting.

At the annual meeting the President shall receive from the floor further nominations with the consent of the nominees.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

Standing Committees shall be:

- (a) Membership;
- (b) Communications (historian, information technology, newsletter, publicity); and
- (c) Activities (programs, fund-raising events, etc.).

Section 2. Standing Committee Duties

Each Standing Committee Chairperson is responsible for appointing at least two (2) members to the Committee and giving this list to the Board of Directors. Each Chairperson will make a quarterly presentation to the Board regarding the current status of activities. An annual report shall be prepared for the annual meeting.

Section 3. Ad hoc Committees

The President or the Board of Directors may appoint *ad hoc* Committees. *Ad hoc* Committees are automatically dismissed after preparing and presenting a final report to the President or the Board.

ARTICLE VIII MEETINGS

Section 1. General Membership Meetings

Regular meetings of FFCI shall be held quarterly at dates designated by the President with approval of the Board of Directors. The annual meeting is held no later than November 15.

Section 2. Annual Meeting

The annual meeting of FFCI shall be held no later than November 15 each year at a time and place to be designated by the President. Notice of the time and place of this meeting must be sent to each member at least seven (7) days prior to the meeting date. Whenever elections are to be held, the list of nominations pursuant to Article VI (Nomination and Election of Officers and Directors) of these ByLaws shall be made part of this notice.

Section 3. Special Membership Meetings

The President, or two (2) elected officers, or any fifteen (15) members may call a special meeting of FFCI with at least two (2) week's prior notice and a proposed agenda sent to all members.

Section 4. Quorum

A quorum for FFCI general membership meetings shall be one-quarter (25%) of the members. Unless a higher vote is specified herein, decisions or actions taken or adopted by a majority of the members present and voting at a meeting at which a quorum is present shall constitute the action of FFCI.

Section 5. Virtual Meetings

The Board of Directors, standing committees, and special committees are authorized to meet by telephone or web conference, or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

All meetings, including the annual meeting, may be conducted in such a virtual setting if deemed necessary by the Board of Directors.

ARTICLE IX FINANCES

Section 1. Membership Dues

The annual dues of FFCI are payable from October 1 through December 31. Club memberships will be for the calendar year. Members who have paid dues by January 31 shall be included on the membership list. Two-thirds (2/3) of the Board of Directors must approve a change in the amount of annual dues. Notice of a change of dues must be published in the FFCI newsletter at least one (1) month prior to the date of the change.

Section 2. Revenue

Revenue from sources other than annual dues may be raised as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the Board of Directors.

Section 3. Regional Leadership Conference Reimbursement Expenses

The FFCI President and President-elect or other members designated by the board should attend the annual Regional Leadership Conference. The club treasury will assume partial cost of the conference expenses and the partial cost of the President's travel expense.

Section 4. Fiscal Year

The FFCI fiscal year shall be January 1 to December 31.

ARTICLE X AMENDMENTS

The ByLaws may be amended at any regular or special meeting of FFCI by a two-thirds (2/3) vote of those present and voting, provided that prior approval has been obtained from FFI and that notice to the amendments has been given either at the previous meeting or sent to each member at least one (1) month before the meeting.

ARTICLE XI RULES OF ORDER

“Robert’s Rule of Order, Newly Revised” shall be the parliamentary authority of all matters of procedure not specifically covered by these bylaws.

ARTICLE XII DISSOLUTION ²

In the event of the dissolution of FFCI to the extent allowed under applicable law, all of the assets of FFCI shall be distributed to The Friendship Force, Inc., a non-profit corporation, provided that the corporation is then in existence and is such a tax exempt organization. If The Friendship Force, Inc. shall not be in existence at the time of said dissolution, then the assets of FFCI shall be sold and the proceeds distributed to another organization organized and operating exclusively for charitable, scientific, literary or educational purposes which shall be selected by the Board of Directors of FFCI. In the event that for any reason upon the dissolution of this club FFCI the Board of Directors shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the law governing the distribution of assets of nonprofit organizations in the jurisdiction in which FFCI is located.

² This paragraph must be included in all ByLaws, according to FFI Board of Directors policies.

On July 26, 2014, revised ByLaws were unanimously approved by FFCI members at the summer picnic (General Membership Meeting) Saturday, July 26, 2014. Joan Herwig, ByLaws Chairperson, Committee Members: Cheryl Binzen, Ginny Huntington, and Carole Magilton.

On October 3, 2020, **ARTICLE VIII Section 5. Virtual Meetings** was added to these ByLaws by unanimous vote of FFCI members at their Annual Meeting on Saturday, October 3, 2020.

Example of previous changes:

On July 26, 2014, revised ByLaws were unanimously approved by FFCI members at the summer picnic (General Membership Meeting) Saturday, July 26, 2014. Joan Herwig, ByLaws Chairperson, Committee Members: Cheryl Binzen, Ginny Huntington, and Carole Magilton.

On October 3, 2020, **ARTICLE VIII Section 5. Virtual Meetings** was added to these ByLaws by unanimous vote of FFCI members at their Annual Meeting on Saturday, October 3, 2020.

On May 11, 2023, membership voted to change the date of the Annual Meeting in Article VIII, Sections 1 and 2, from “October 15” to “November 15.”