

THE FRIENDSHIP FORCE OF DALLAS

BY-LAWS

Adopted - August 28, 1998

Amendments Approved - November 12, 2016

ARTICLE I - NAME

The name of the organization shall be THE FRIENDSHIP FORCE OF DALLAS (hereinafter referred to as the "Club") with the name to be written in proper sequence with no deviations.

ARTICLE II - PURPOSE

The purpose of the Club is to be a multicultural group that promotes peace and friendship in the world by building global good will through personal friendships and exchanges.

The Club is chartered by Friendship Force International ("FFI"), cooperates with FFI and operates in compliance with FFI policies, guidelines and procedures.

ARTICLE III - MEMBERS

Section 1 Membership Eligibility

Any individual is eligible for membership who supports the goals and purposes of FFI and the Club, pays required dues and fees, abides by these bylaws and the Club's and FFI's rules and policies. A member is in good standing after submitting an application form and paying the annual dues and required fees. Only members in good standing shall be entitled to vote at Club Meetings.

In the best interest of the Club, the Board of Directors, upon majority vote, has the right a) to refuse to accept any applicant for membership, b) to refuse to accept the renewal dues of any existing member, or c) to cancel the membership of any existing member who has demonstrated behavior, either by speech or actions, that is inconsistent with the purposes, bylaws, policies and rules of the Club and FFI. Upon taking such action, the Board of Directors shall give written notice to the member or applicant and return any money tendered as dues or fees. At that time the person shall no longer be considered a member. The decision of the Board of Directors in taking such action shall be final and conclusive.

Membership does not confer any right to participate in a Friendship Force Exchange. Exchange participants are selected by the Exchange Director and/or Exchange Committee in accordance with procedures established by the Club and FFI.

Section 2 Dues

The annual dues of the Club shall be determined by the Board of Directors and shall include any FFI fees. Club membership will be for the calendar year, January 1 through December 31. Notice of change of dues must be given to members at least thirty (30) days before the date of change.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 Members

The Board of Directors shall consist of the Officers of the Club and the Standing Committees' Chairpersons. The immediate past President may sit on the board for one year in an ex officio capacity. The members of the Board of Directors shall serve for a term of one year.

Section 2 Duties

The duty of the Board shall be to manage the affairs of the Club including but not limited to the following:

- A. To approve the President's appointments of Chairpersons of the Standing Committees
- B. To approve the official depository or depositories for the Club's funds.
- C. To designate persons to sign checks and withdraw funds in the event the President and/or Treasurer is unable to do so
- D. To approve a budget for the year
- E. To elect a member of the Club to fill an unexpired term of an Officer
- F. To authorize non-budgeted operating expenditures in excess of one hundred fifty dollars (\$150.00)

Section 3 Meetings

Board meetings shall be held when called by the President, the First Vice-President or any three members of the Board at least three (3) days before the meeting. If mailed, the notice will be deemed delivered when deposited in the United States mail in a properly addressed envelope, postage prepaid. If given by electronic mail or means of electronic transmission, notice will be deemed given upon sending to the email address or other electronic address of record of the Board member. A Board member may waive the notice in writing, either before or after such meeting has been held. A Board member's attendance at any meeting, except for the sole purpose of objecting to the

holding of the meeting, shall constitute waiver by the Board member of notice of the meeting.

The Board of Directors may participate in and act at any meeting of the Board of Directors or a committee by means of conference telephone, video, Internet conference or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting. Whether to conduct a meeting of the Board or a committee by such means shall be determined by President or the committee chair, respectively, in his or her sole discretion.

Section 4 Meeting Quorum

The presence of no less than thirty-five (35) percent of the Board of Directors, at least one of whom shall be an officer, shall constitute a quorum. Unless a higher vote is specified by these bylaws, the vote of a majority of members of the Board present at a meeting at which a quorum is present shall be necessary to constitute an action of the Board.

Section 5 Removal of Board Member

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

ARTICLE V - OFFICERS

Section 1 Elected Officers

The elected officers of the Club shall be a President, a First Vice-president, a Second Vice-president, a Recording/Corresponding Secretary and a Treasurer.

Section 2 The President shall:

- A. Preside at all meetings of the Club and the Board
- B. Serve as a liaison with other FF clubs, FFI, and other organizations
- C. Serve as an official spokesperson for the Club
- D. Appoint the Chairpersons for all Standing and ad hoc Committees, unless otherwise set out in these bylaws, subject to approval of the Board
- E. Exercise all powers and perform all duties normally included in such office
- F. Be authorized to sign or countersign withdrawal of Club funds
- G. Oversee the transfer in a timely manner of property and records pertaining to an office or a Standing Committee to incoming Officers or chairpersons
- H. Appoint an Audit Committee on an annual basis.

- I. File any required reports with FFI
- J. Send notices of Board and business meetings and other official notices.

Section 3 The First Vice-president shall:

- A. Perform all duties and responsibilities of the President in his/her absence
- B. Be an ex-officio member of all Standing and Exchange Committees
- C. Perform such duties as the Board may authorize

Section 4 The Second Vice President shall:

- A. Be Chairperson of the Membership Committee
- B. Perform all duties and responsibilities of membership (including but not limited to managing membership records and welcoming guests).

Section 5 The Recording/Corresponding Secretary shall:

- A. Record the minutes of each meeting of the Club and the Board
- B. Send a copy of the minutes to the President within fifteen (15) days after each meeting
- C. Keep the records of the Club
- D. Handle the correspondence of the Club

Section 6 The Treasurer shall:

- A. Collect all monies due the Club
- B. Deposit Club funds in the financial institution approved by the Board
- C. Keep the accounting records of the Club
- D. Be Chairperson of the Finance Committee which shall prepare the annual budget for the Club and present it to the Board for approval
- E. Make a Treasurer's report at all Club and Board meetings with a copy for the Recording/Corresponding Secretary.
- F. Be authorized to sign or countersign withdrawal of Club funds
- G. Arrange for payment of accounts owed by the Club
- H. Prepare the books for the Auditing Committee

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section 1 Nominating Committee

At least five (5) weeks before the date of the annual meeting, the Board of Directors shall appoint a Nominating Committee. This Committee shall consist of three (3) members. The duties of this committee shall be to make nominations of members in good standing for the elected officers previously named (with the consent of those nominated), give notice to the board of the nominees, and present the nominees to the

membership in writing at least fifteen (15) days before the annual meeting. Nominees will be reported to the membership at the annual meeting. At the annual meeting, the President shall receive from the floor any further nominations with the consent of the nominees.

Section 2 Election of Officers

The election of officers shall be held at the annual meeting. Each member shall have one vote for each office. Only members present and in good standing may vote. There shall be no voting by proxy. If a quorum is present (see Article IX), an affirmative vote of a majority of the members present and voting shall be required to elect each officer. If there is only one nominee for an office, voting for that office may be by voice vote. If there is more than one nominee for an office, voting for that office shall be by written ballot. In the event of a tie vote (voice or written), another vote must be taken until a nominee is elected.

Section 3 Candidates for Elective Club Office

Candidates for elective Club office shall be members in good standing and shall be elected for a term of one year. The elected officers shall assume office January 1 following the election. An officer may succeed himself/herself in office.

ARTICLE VII - COMMITTEES AND APPOINTED CHAIRS

Section 1 Standing Committees

Standing Committees and responsibilities of each:

- A. The **Communications Committee** shall handle all publicity and any communications with the membership and public (including but not limited to event announcements, website, presenting to other groups).
- B. The **Ways and Means Committee** shall initiate and execute fund raising projects approved by the Board.
- C. The **Telephone Committee** shall contact all members and prospective members prior to each meeting and social event.
- D. The **Newsletter Committee** shall publish and distribute a Club newsletter.
- E. The **Yearbook Committee** shall be responsible for publication and distribution of the yearbook.
- F. The **Sunshine Committee** shall communicate with members in the event of special situations.

- G. The **Program Committee** shall arrange for programs and secure meeting places for all club functions. The Committee shall arrange for the refreshments and other hospitality needs for meetings, programs and other social events.
- H. The **Finance Committee** shall be responsible for all moneys received and all expenditures of the club. The Treasurer shall be chair of the Finance Committee. The Chair shall appoint, subject to Board approval, an Exchange Treasurer. The **Exchange Treasurer** shall collect all monies for exchanges, deposit exchange funds in the financial institution approved by the Board, keep all accounting records for exchanges and make them available for audits, make an exchange treasurer's report at all Club and Board meetings (with a copy for the Recording/Corresponding Secretary), be authorized to sign or countersign withdrawals of exchange funds, and arrange for payments of accounts owed by exchanges.
Should an Exchange Treasurer be appointed an Exchange Director, the Chair shall appoint, subject to Board approval, an interim Exchange Treasurer for that exchange.
- I. The Exchange Committee shall manage all exchanges for the Club. The Committee shall be co-chaired by an International Exchange Coordinator and Domestic Exchange Coordinator, both of whom shall serve on the Board of Directors.

Additional Standing Committees may be created by the majority vote of the Board.

Section 2 Committee members and Reporting

Each Standing Committee chairperson may appoint members to their committees and give a list of such appointed members to the Recording/Corresponding Secretary. Each Chairperson will make a monthly presentation to the Board regarding the current status of activities. Each Chairperson shall prepare an annual report and deliver the report to the President and Board prior to the Annual Meeting.

Section 3 Ad hoc committees

The Board of Directors may establish ad hoc committees as needed. Ad hoc committees are automatically dismissed after delivery and approval of the final committee report to the Board.

Section 4 Term of Office

The term of the office of the Standing Committee Chairpersons shall be concurrent with the term of office for which officers of the club are elected.

ARTICLE VIII - EXCHANGE DIRECTORS

Section 1 Appointment

An Exchange Director (“ED”) will be appointed by the Exchange Committee, with the approval of the Board, for each exchange and will report as needed to the Board of Directors from the date of the appointment until delivery and acceptance by the Board of the final exchange report.

Section 2 Duties

Exchange Directors shall be appointed for a specific exchange and shall:

- A. Arrange for the visitation of an authorized incoming exchange to the Club, or supervise the details and activities of the members of this Club and other Clubs traveling on an authorized outbound exchange.
- B. Coordinate with other Exchange Directors, both within the United States and abroad
- C. Appoint and oversee members for appropriate committees required for a successful exchange and coordinate their activities with any Standing Committees
- D. Develop and present an exchange budget and proposed activities to the Board prior to the Exchange and a final report on revenue and expense and activities within 30 days of the end of the Exchange.

The Exchange Director shall not serve as Exchange Treasurer for any exchange for which he/she is an Exchange Director.

ARTICLE IX - MEETINGS

Section 1 Annual Meeting

The annual meeting of the Club shall be held during the second half of each calendar year at a time and place to be designated by the President. Written notice of time and place of this meeting must be sent to each member at least fifteen (15) days before the meeting. Whenever elections are to be held, the list of nominations pursuant to Article VI of these bylaws shall be made a part of this notice. Elected Officers and Standing Committee Chairpersons will prepare an annual report for presentation at the annual meeting (See *ARTICLE VII - COMMITTEES AND APPOINTED CHAIRS*, Section 2 Committee members and Reporting)

Section 2 Special meetings

A special meeting of the Club may be called by the President, any three elected officers or any fifteen (15) members with notice given to all members at least seven (7) days before the meeting. Business mentioned in the notice of the meeting must be conducted. Any other business coming before the meeting may also be considered.

Section 3 Meeting Quorum

A quorum for the Club meetings shall be twenty percent (20%) of the Club membership with at least two (2) being Board members. Unless a higher vote is specified by these bylaws, the vote of a majority of members present at a meeting at which a quorum is present shall be necessary to constitute an action of the membership.

ARTICLE X - INTERNATIONAL CONFERENCE

Section 1 International Conference

The President or a designated member of the Club should attend the annual FFI World Conference. At the discretion of the Board, the Club may contribute to the cost of travel and conference expenses of the President or the designated delegate.

ARTICLE XI - AMENDMENTS

The bylaws may be amended at an annual or special meeting of the Club provided (a) notice of the amendments has been given to each member at least fifteen (15) days before the meeting, and (b) by an approval vote of two-thirds (2/3) of those present and voting with a quorum being present.