

The Friendship Force of Greater Orlando

Bylaws

Revised Dec 20, 2021

ARTICLE I - NAME

The name of the organization shall be THE FRIENDSHIP FORCE OF GREATER ORLANDO (hereinafter referred to as the club) 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

The purposes of the club shall be:

- (A) To provide leadership and support of the cultural Journey program;
- (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 Journey Committees.

This club is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the club and no part of its net earnings shall inure to the benefit of any private individual. This club 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 the club is organized. The club 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 therefrom be devoted to such purpose.

ARTICLE III - MEMBERS

Section 1. Any individual is eligible who supports the goals and purposes of this club and of The Friendship Force International and is willing to pay the required annual Club Membership dues and to abide by these bylaws. A member is in good standing after having completed an application form and paid the annual Club Membership dues. Only members in good standing shall be entitled to vote and participate in club meetings.

Section 2. The club operates on a calendar year basis (January 1 to December 31). Those who have not paid their Club Membership dues by January 1 will be carried on the membership roster as delinquent and will lose their voting rights. Non-payment of Club Membership dues after February 1 will cause the member to be dropped from the membership roster and shall be returned as a member in good standing only upon payment of their annual Club Membership dues.

Section 3. Membership does not confer any right to participate in a Friendship Force Journey as an Ambassador or Host. Journey participants are selected by the Journey Coordinator and/or Journey committee in accordance with procedures established by The Friendship Force, Inc. through its headquarters office, Friendship Force International (FFI).

Section 4. The Board of Directors has the right to refuse to accept the membership Club Membership dues of any applicant for membership, or to refuse to accept the renewal Club Membership dues of any existing member who has demonstrated by his or her statement or behavior that he or she is not supportive of the goals and ideals of this club or FFI. Upon taking such action, the Board of Directors shall give written notice thereof to such member or applicant and return any money tendered as Club Membership dues, whereupon that person shall no longer be considered a member. The decision of the Board of Directors in taking such action shall be final and conclusive.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers and two directors of the club. The current Journey Coordinators, Standing Committee Chairpersons, Web Manager, Newsletter Editor and any additional members will be appointed by a majority vote of the existing Board. The immediate Past President will sit on the Board for the calendar year following the completion of their terms. The members of the Board of Directors shall serve for a term concurrent with the one year term of elected Officers and Directors.

Section 2. The duties of the Board shall be:

- (A) To confirm the chairpersons of the Standing Committees;
- (B) To approve the official depository or depositories for the club's funds and designate persons to sign checks and withdraw funds;
- (C) To elect a member of the club to fill an unexpired term of an officer or director;
- (D) To manage the affairs of the club;
- (E) To confirm proposed Journey Coordinator nominees; and
- (F) To authorize expenditures in excess of \$100.

Section 3. Board meetings shall be held when called by the President or any three members of the Board with at least seven (7) days' notice by e-mail, telephone or written.

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

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 voting members of the Board. Vacancies caused by removal or resignation shall be filled by appointment by the President with approval by majority vote of the existing Board.

ARTICLE V - OFFICERS

Section 1. The elected officers of this club shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The President shall:

- (A) Preside at all meetings of the club and the Board of Directors;
- (B) Serve as liaison with FFI and other international organizations;
- (C) Serve as official spokesperson for the club;
- (D) Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board;
- (E) Sign or countersign the withdrawal of the funds of the club.

Section 3. The Vice-President shall:

- (A) Perform all duties and responsibilities of the President in the absence of the latter;
- (B) Perform such other duties as the Board may authorize.

Section 4. The Secretary shall:

- (A) Record the minutes of each meeting of the Board, the Annual Meeting, and special meetings;
- (B) Send a copy of the minutes to the President within a week after each such meeting;
- (C) Keep the written records of the club;
- (D) Handle correspondence of the club as directed by the President.

Section 5. The Treasurer shall:

- (A) Collect all monies due the club;
- (B) Deposit club funds in the bank approved by the Board;
- (C) Keep the books of accounts of the club;
- (D) Make a Treasurer's report at all meetings of the club and the Board, with a copy for the Secretary;
- (E) Sign or countersign withdrawal of the funds of the club;
- (F) Arrange for payment of accounts owed by the club;
- (G) Prepare the books for an auditing committee appointed by the President at the end of the calendar year. Audit must be completed by the end of January of the following year.

Section 6. At the conclusion of the club year in December, the out-going club President and Treasurer should submit to FFI:

- (A) The names, offices, addresses, telephone numbers and e-mail addresses of the incoming Board;
- (B) The totals of paid membership and total membership for the preceding year.

Section 7. Any property pertaining to an office must be given to the incoming officer within two weeks of assuming office.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS.

Section 1. The elected Officers of the club shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members in good standing and shall be elected for a term of one year. An officer may succeed him/herself one time in that office. The elected officers shall assume office on January 1.

Section 2. Two Directors shall be elected, both of whom shall be members in good standing and shall be elected for a term of one year and shall assume office on January 1.

Section 3. The election of officers and directors shall be held at the annual meeting at which a quorum of 25% must be present, pursuant to Article VIII (Meetings/Section 1). Voting for officers and directors shall be by ballot and shall not be cumulative. Only members in good standing may vote. 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 and directors. If there is only one nominee for an office, voting for that office may be by voice vote. If a quorum is not present at the annual meeting, a special meeting may be called to achieve a quorum for the purpose of electing officers and directors and any other business which may come before the members.

Section 4. At least five (5) weeks prior to the date of the annual meeting, the Board of Directors shall appoint a Nominating committee. This committee shall consist of three to five members. The duties of this committee shall be to make nominations, with the consent of those nominated, to provide a list of nominations to the Board of Directors at the Board meeting preceding the annual meeting and to report the nominations at the Annual Meeting. At the Annual Meeting the President shall receive further nominations from the floor with the consent of the nominees.

ARTICLE VII - COMMITTEES

Section 1. Standing Committees shall be:

A. Membership

- (1) Maintain club membership records. Promote membership development. Plan and oversee membership recruiting drives in cooperation with the Communications Committee.
- (2). Maintain a roster of paying members, provide names and addresses of members to the Communications Committee for club mailing and telephone notices; coordinate with treasurer in sending list of members to FFI; and provide promotional materials to guests and to those making inquiry into the program.
- (3) Other duties as assigned by the board.

B. Communications

- (1) Publicity
- (2) Organize and coordinate a Speakers Bureau
- (3) Other duties as assigned by the board.

C. Activities

- (1) Arrange for refreshments at Annual and General Meetings.
- (2) Organize committee to plan social, fund raising, etc. events and provide refreshments for those events.
- (3) Other duties as assigned by the board.

D. Programs

- (1) Determine appropriate travel and cultural programs for the General Meetings
- (2) Procure guest speakers and introduce them at the meetings.
- (3) Other duties as assigned by the board.

Section 2. Each Standing Committee Chairperson is responsible for appointing at least three members to the Committee and giving this list to the Secretary. Each Chairperson will make a report to the Board regarding the current status of

activities at each Board meeting. Additional Standing Committees may be created by a majority vote of all members of the Board.

Section 3. The term of office of Standing Committee Chairpersons shall be concurrent with the term of office for which officers of the club are elected.

Section 4. The President or the Board of Directors may appoint Ad Hoc Committees for a specific purpose and time. Ad Hoc Committees are automatically dismissed upon completion of their task.

ARTICLE VIII - MEETINGS

Section 1. The Annual Meeting of the club shall be held during the month of September each year at a time and place to be designated by the President. A written notice of the time and place of the Annual Meeting must be sent to each member by email, or if necessary by mail, at least 10 days prior to the meeting. Elections are to be held at the Annual Meeting and 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 2. Regular meetings of the club shall be held at least quarterly at dates designated by the Board of Directors.

Section 3. The President, or any three elected officers, or any 12 members may call a special meeting of the club with at least one (1) week's prior notice to all members. Business mentioned in the notice of the meeting must be conducted; any other business coming before the meeting may also be considered.

Section 4. A quorum for the club meetings shall be 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 the club.

ARTICLE IX - FINANCES

Section 1. The Board of Directors will review the annual Club Membership dues schedule once a year preferably prior to the annual membership meeting. Two-thirds of the Board of Directors must approve a change in the amount of annual Club Membership dues. Notice of a change of annual Club Membership dues must be published in the club newsletter at least one (1) month prior to the date of change.

Section 2. Revenue from sources other than annual Club Membership 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.

ARTICLE X - AMENDMENTS

The bylaws may be amended at any regular or special meeting of the club at which a quorum is present by a two-thirds (2/3) vote of those present and voting, provided that prior approval has been obtained from FFI and that notice of the amendments has been given either at the previous meeting or sent to each member at least 10 days before the meeting.

ARTICLE XI - RULES OF ORDER

"Robert's Rule of Order, Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XII - DISSOLUTION

In the event of the dissolution of this club to the extent allowed under applicable law, all of the assets of the club 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. should not be in existence at the time of said dissolution, then the assets of the club shall be donated or 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 this club. If for any reason upon the dissolution of this club 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 the club is located.