

BYLAWS

FRIENDSHIP FORCE OF THE NATIONAL CAPITAL AREA

ARTICLE I: Name

The name of this organization shall be Friendship Force of the National Capital Area (FFNCA), a non-profit corporation chartered in the District of Columbia and affiliated with Friendship Force International (FFI), a nonprofit corporation chartered in the state of Georgia.

ARTICLE II: Purpose

The primary purpose of FFNCA is to promote global understanding across the barriers that separate people, through international cultural exchanges.

FFNCA is organized exclusively for charitable and educational purposes, and not for pecuniary gain or profit.

ARTICLE III: Membership

Section 1: Any person interested in promoting the cause of understanding, tolerance, and peace among peoples of different nations, and having paid annual dues and agreed to abide by the bylaws, is eligible for membership in FFNCA.

Section 2: FFNCA admits individuals of any race, color, national and ethnic origin, age, religion, sex, handicap, or marital status to all the rights, privileges, programs, and activities generally accorded or made available to members of FFNCA.

Section 3: FFNCA recognizes two types of membership:

- single (one person) and
- family unit.

Each single member shall be entitled to one (1) vote and each family unit shall be entitled to two (2) votes, at meetings of FFNCA, upon payment of dues.

Section 4: A member in good standing who has paid annual dues and adheres to these bylaws is entitled to make motions and vote.

Section 5: The dues year is from January 1 through December 31.

Section 6: Expiration date for new members joining after September 1st will be December 31 of the following year.

ARTICLE IV: Executive Board

Section 1: The Executive Board (referred to as "the Board" in this document) shall consist of:

- Four elected Officers – President, Vice President, Secretary, Treasurer;
- Three elected Members-at-Large;
- The immediate past President

Section 2: The Executive Board shall have the authority to transact business on behalf of FFNCA between meetings of the membership. Specifically, it shall have the authority to:

- Approve the bank into which FFNCA monies are deposited;
- Approve the budget and consider requests for expenditures in excess of budget;
- Appoint a nominating committee 3 months prior to the Annual Meeting.
- Elect a member to fill any vacancy in an elective office;
- Approve the President's selection of chairpersons for all committees;
- Approve the President's annual request for an outgoing journey;
- Approve the President's selection of journey coordinators;
- Be on call for emergency meetings related to important issues;
- Appoint an interim or external auditor to perform an audit at the end of the Treasurer's term in office;
- Manage the business of FFNCA

Section 3: All individuals serving on the Board must be members as defined in Article III.

Section 4: Meetings of the Board are to be held on the call of the president or three (3) members of the Board. Meetings shall be held at least quarterly, with four (4) members of the Board constituting a quorum, and shall be open to all FFNCA members and invited guests.

Section 5: Each individual on the Board shall have one vote.

Section 6: The officers and three elected representatives of the membership (members at large) shall hold office for a term of one year, unless removed from office (Article V, Section 6) or until their successor(s) is/are duly elected.

ARTICLE V: Officers

Section 1: The elected officers of FFNCA shall be President, Vice President, Secretary and Treasurer.

Section 2: The office of secretary and that of treasurer may be held by the same individual, but in this case, such person will only have one (1) vote.

Section 3: The officers and three elected representatives of the membership shall be elected by a majority vote of the membership, provided a quorum is present (see Article VII, Section 3), at a meeting of members held during the Fall.

Section 4: The president and the vice-president may succeed themselves in the office just held for one additional year term only; to serve a maximum of two consecutive one-year terms in the same office, unless appointed under the provisions of Section 6 of this Article. If no eligible member is willing to serve as president, the president may serve a total of four one-year terms. The past president is only responsible for serving up to two terms. In the event that a president serves more than two terms and the past president wants or needs to leave the Board, an additional member will join the Board until a new president is elected.

Section 5: Should a vacancy occur in the positions of vice-president, secretary, treasurer, or elected representative of the membership, the president shall appoint a member of FFNCA to serve in the vacant office for the remainder of the term, subject to approval of a majority vote of the Executive Board (see Article IV, Section 1).

Section 6: An officer or elected representative of the membership may be removed from office for just cause after adoption by two-thirds of the Board, of a bill of particulars setting forth the reasons for the proposed removal from office. Upon approval of the bill of particulars by the Board, the membership must be notified and at the next meeting of the membership confirm by a two-thirds majority vote the actions of the Board before the officer or a member-at-large may be removed from office and forfeit the privileges thereof.

Section 7: The president shall:

- Preside at all meetings of the membership and the Board;
- Be the liaison with other international organizations and FFI;
- Be the official spokesperson for FFNCA;
- Sign checks in the absence of the Treasurer;
- Cause an independent review of the Treasurer's records to be performed at least one time during the Treasurer's term of office and/or whenever there is a change in the office of Treasurer;
- Appoint and dissolve *ad hoc* committees as needed;
- Appoint the chairpersons of all committees with the approval of the Board;
- Oversee the activities of all committees;
- Exercise all powers and perform duties normally incident to such office.

Section 8: The vice-president shall perform the duties of the president in his/her absence and shall discharge such other duties as may be directed by the president. In the event of the president's disability or resignation, the vice-president shall assume all duties of the president.

Section 9: The secretary shall record and maintain minutes of all meetings, handle club correspondence, and maintain custody of all administrative records and archives.

Section 10: The Treasurer shall:

- Receive membership dues and other income of FFNCA and deposit these at the bank approved by the Board;
- Pay bills promptly and make other disbursements as approved by the Board;
- Maintain accurate records of all monies collected and disbursed and make a report of same at the annual meeting of members and at each meeting of the Board;
- Maintain an account for the operating funds of FFNCA and the scholarship fund.
- Maintain an escrow account for journey funds. While operating monies and scholarship monies may be co-mingled, the funds must be accounted for separately.
- Prepare or oversee preparation and submission of required tax and legal documents
- Discharge such other duties commonly incident to this office.
- The Treasurer's signature will be the authorizing signature for all FFNCA accounts. The President will be the alternate authorizing signature in the absence of the Treasurer.

Article VI: Advisory Council

Section 1: The Advisory Council shall consist of:

- Standing and ad hoc committee chairpersons,
- Current and immediate past Journey Coordinators (until final reports have been submitted).

Section 2: The Advisory Council shall have the authority to:

- Assist the President in decision-making;
- Help in planning agendas for the Board and meetings of the membership;
- Provide information to and receive direction from the Board regarding committee and journey actions.

Article VII: Standing Committees

Section 1: Chairpersons of standing committees shall be appointed or removed by the president subject to approval by the Board. The following standing committees are authorized:

- Activities
- Membership
- Communications
- Ways and Means
- Journeys

Section 2: Standing committees shall dissolve upon induction of the new officers at the first Board meeting in January.

Section 3: Ad hoc committees may be appointed and dissolved by the president at any time.

Section 4: A Nominating Committee shall be appointed by the president, subject to approval by a majority vote of the Board, approximately three months prior to the annual elections.

Article VIII: Meetings of the Membership

Section 1: The annual meeting of members shall be held in October or November. Additional meetings or special events may be held at any time at the discretion of the Board.

Section 2: Adequate notice of each meeting or special event shall be given to each membership before the date of the event.

Section 3: A special meeting of the membership may be called by the President or by any two (2) elected members of the Board, or by any fifteen (15) members, provided at least a ten (10) days written notice is given to all members.

Section 4: Twenty percent of the membership, including at least two (2) members of the Board, shall constitute a quorum for the transaction of business.

Section 5: Active membership in FFNCA is not required for attendance at meetings.

Article IX: Procedures

Roberts Rules of Order, Revised, shall be parliamentary authority for all procedural matters, except where otherwise provided for by the Bylaws of FFNCA or by the Constitution and procedures provided by FFI.

Article X: Dissolution

Upon dissolution of FFNCA, after paying or making provision for payment of all its liabilities, and to the extent allowed under applicable law, all of the assets shall be distributed to Friendship Force International (FFI), Inc., a non-profit corporation, provided that the corporation is then in existence and is such a tax exempt organization. If FFI should not be in existence at the time of said dissolution, then the assets of FFNCA shall be sold and the proceeds distributed to another organization or organizations that are organized and operating exclusively for charitable, scientific, literary or educational purposes. The Board shall select the organizations to receive the proceeds. In the event that for any reason upon the dissolution of FFNCA the Board shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the laws of the District of Columbia governing non-profit organizations.

Article XI: Conflict of Interest Policy

Section 1: Each officer, member of the Board, Committee chairpersons and Journey Coordinators, and members with delegated powers shall annually sign a statement affirming agreement with the FFNCA conflict of interest policy.

Section 2: No part of the net earnings of FFNCA shall inure to the benefit of, or be distributable to its members, officers, or other private persons.

Article XII: Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the memberships present and voting (provided that a quorum is present) at any regular meeting of members, provided the proposed amendment was submitted to the Executive Board in sufficient time for written notice of the proposed amendment to be sent to each membership at least fifteen (15) days before the date of said meeting.

Article XIII: Transition

These Bylaws shall take effect upon passage by the membership in accordance with Article VIII of the November 18, 1984 FFNCA Constitution. All elected officers and members-at-large (now known as elected representatives of the membership) in office at the time of passage shall be deemed to have met the election requirements of these Bylaws.

APPENDIX A: AMENDMENTS TO THE SEPTEMBER 19, 1987 BYLAWS

May 20, 1990 Change in the timing of the FFNCA Executive Committee's election from January to September and tenure from 2 years to 1.

September 13, 1992 Change to allow president and vice-president to be re-elected for a consecutive one-year additional term.

November 6, 1993 Change the annual dues from \$15 to \$25 (which includes FF magazine and FF passport) and the dues period from annually based on the member's anniversary date to annually on a calendar year basis.

January 22, 2000 Change the annual dues from \$25 for all memberships to \$30 for a single and \$35 for a family unit. This change was necessitated by FFI establishment of an annual chartering fee based on FFNCA membership.

December 1, 2003 In addition to editorial changes, deletion of the term "Board of Directors;" Executive Committee shall now be incorporated into a single entity called the Executive Board.

Some paragraphs are reworded to reflect the above change. Deletion of rule that only one individual of a membership may serve on the Executive Committee at the same time. Each member of the board will have one vote as well as each member of the membership will have one vote.

Change of the Annual meeting of the membership from September to the Fall.

Disbursements may be made with one individual's signature, either the Treasurer or an Executive Board designee.

Change of the annual dues from \$30.00 for a single and \$35.00 for a family to \$10.00 for a single and \$20.00 for a family plus the annual FFI club chartering fee.

Treasurer's records shall be subject to a "review" rather than an audit.

New: Dues for new members after September 1st will expire December 31st of the following year.

Change of the quorum for the membership from 25% to 20%.

November 3, 2013 In addition to editorial changes, changed Article II to better reflect the current Friendship Force mission; changed Article III to clarify membership and voting privileges and to remove specific dollar amount for dues;

changed Article IV, Board meeting, from 3 to 4 times a year and identified a quorum as 4 members of the Executive Board, which has 8 members including the immediate past president; changed Article V to clarify club Officer responsibilities; added Article VI, an Advisory Council of Committee chairs and journey coordinators; changed Article X, Dissolution, such that remaining assets will be distributed to FFI; added Article XI, Conflict of Interest Policy.

November 15, 2020 In addition to editorial changes and updating language to match current FFI terms, added a provision to Article V, Section 4 to allow the president to serve up to four one-year terms in the event that no new candidate for president can be found.

THE FRIENDSHIP FORCE OF THE NATIONAL CAPITAL AREA

Bylaws as accepted and approved September 19, 1987. Most recent amendment: November 15, 2020