

**THE FRIENDSHIP FORCE OF KNOXVILLE, TENNESSEE  
BY-LAWS**

Revised October 14, 2013 to be Effective January 1, 2014

**ARTICLE I      NAME**

The name of the organization shall be THE FRIENDSHIP FORCE OF KNOXVILLE, TENNESSEE (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 primary purpose/mission of the Friendship Force of Knoxville, Tennessee is to promote international understanding by conducting people-to-people home stay exchange programs with Friendship Force clubs from other countries. The secondary purpose/mission -of the club is to promote international understanding within the local community. All programs are carried out in accordance with the policies and guidelines of Friendship Force International, Inc.

\* 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.

\* *This paragraph must be included in all bylaws.*

**ARTICLE III              MEMBERS**

**Section 1.**

Any individual is eligible who supports the goals and purposes of The Friendship Force and is willing to pay the required annual dues and to abide by these bylaws. An honorary membership will be given to members that have completed 30 years of continuous membership. All honorary members will not be required to pay dues. 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 and participate in club business meetings.

**Section 2.**

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/or Exchange Committee in accordance with procedures established by The Friendship Force, Inc. through its headquarters office, Friendship Force International (FFI).

**Section 3.**

The Board of Directors has the right to refuse to accept the membership dues of any applicant for membership, or to refuse to accept the renewal 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 The Friendship Force. Upon taking such action, the Board of Directors shall give written notice thereof to such member or applicant and return any money tendered as 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 of the club, the present Exchange Directors, Standing Committee Chairpersons, and any additional members appointed by a majority vote of the existing Board. The immediate past President and Exchange Directors from the prior year shall sit on the Board for one year in an ex officio capacity.

### **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; and
- (E) To authorize expenditures in excess of \$200

### **Section 3.**

Board meetings shall be held when called by the President or any three members of the Board with an email or a letter at least ten (10) days' written notice. In the event that a Board decision is needed and must be voted on, such votes may be taken by email and so documented by copies of such emails, at the subsequent Board meeting.

### **Section 4.**

The presence of no less than four Directors, at least one of which shall be an officer, shall constitute a quorum. Unless a higher vote is specified herein, the vote of 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 election by majority vote of the voting 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 official spokesperson for the club;
- (C) Sign checks if the Treasurer is not available,
- (D) Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board;
- (E) Exercise all powers and perform all duties normally incident to such offices;
- (F) Submit an Annual Report as required by FFI.
- (G) Serve as official club spokesperson and representative to Friendship Force International

### **Section 3.**

The Vice-President (President-Elect) shall:

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

**Section 4.**

The 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 a week after each such meeting;
- (C) Keep the records of the club;
- (D) Handle correspondence of the club as directed by the President;
- (E) Issue all official notices; and
- (F) Maintain possession and supervision over the property of the club.

**Section 5.**

The Treasurer shall:

- (A) Serve as Chairperson of the Finance Committee
- (B) Collect all monies due the club;
- (C) Deposit club funds in the bank approved by the Board;
- (D) Keep the books of accounts of the club;
- (E) Make a Treasurer's report at all meetings of the club and the Board, with a copy for the Secretary;
- (F) Sign or countersign withdrawal of the funds of the club;
- (G) Arrange for payment of accounts owed by the club; and
- (H) Prepare the books by January 15<sup>th</sup> for an auditing committee appointed by the President
- (I) With the help of the Finance Committee prepare an annual budget to be present to and approved by the Board at the November Board Meeting.

**Section 6.**

All elected officers shall prepare a report for the annual meeting. An annual report shall be submitted to FFI at the end of the club year.

**Section 7.**

At the conclusion of the club year in December, the out-going club President in January should submit to FFI:

- (A) The names, offices, addresses and telephone numbers of the incoming Board;
- (B) The club Renewal Form with total paid membership for the preceding year;
- (C) Any other forms requested

**Section 8.**

The President-elect shall make sure that the annual report from the previous year is on file at FFI. Any property pertaining to an office must be given to the incoming officer within two weeks of assuming office.

**Section 9.**

The Board may appoint officers, subject to their acceptance, to fill two officer positions, in the event of inability of the club to fill such positions otherwise.

## **ARTICLE VI      NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

### **Section 1.**

Candidates for elective club offices shall be members in good standing and shall be elected for a term of one year. An officer may serve in the same office for a maximum of three (3) consecutive years. After one year out of that office a member is eligible for nomination to the same office. The elected officers shall assume office on January 1.

### **Section 2.**

The annual meeting and election of officers shall be held in November. Voting of officers shall be by a show of hands, if no objection and by ballot if there is an objection or there are nominations from the floor. 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. If there is only one nominee for an office, voting for that office may be by voice vote.

### **Section 3.**

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 (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 further nominations may be received with the prior consent of the nominees.

**Note: The Article pertaining to Committees will be addressed in the new Policies and Procedures that are now in the process of being written.**

## **ARTICLE VII              MEETINGS**

### **Section 1.**

The annual meeting of the club shall be held during the month of November each year at a time and place to be designated by the President. A written notice in The Friendship Force of Knoxville Newsletter of the time and place of this meeting must be emailed and/or mailed to each member at least fourteen (14) days prior to the meeting. 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 2.**

Regular meetings of the club shall be at dates, times and locations as designated by the Board of Directors.

### **Section 3.**

The President, any three elected officers, or any ten (10) members may call a special meeting of the club with at least two (2) week's prior notice to all members. Only business mentioned in the notice of the meeting must be conducted.

### **Section 4.**

A quorum for the club meetings shall be 25 % (of membership). 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 VIII FINANCES**

**Section 1.**

Club membership will be for the calendar year. Members who have not paid dues by February 15<sup>th</sup> will be dropped from the membership rolls. Two-thirds (2/3) of the Board of Directors must approve a change in the amount of annual dues based on the recommendations from the Treasurer. Notice of a change of 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 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 IX AMENDMENTS**

The bylaws may be amended at any regular or special meeting of the club by a two-thirds (2/3) vote of those present and voting, provided that the notice to the amendments has been given either at the previous meeting or sent to each member at least seven (7) days before the meeting.

**ARTICLE X 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 XI DISSOLUTION \***

In the event of the dissolution of this club to the extent allowed under applicable law, after all liabilities and obligations have been met, all of the remaining 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 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.

In the event that 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.

*\* This paragraph must be included in all bylaws.*

*Raymond E. Simka,*

Treasurer

Signed:

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Bylaws Chairperson