

THE FRIENDSHIP FORCE OF KNOXVILLE, TENNESSEE BYLAWS

Approved October 9, 2019 by the Board of Directors

Approved XXX XX, 2019 by the members of FFK

ARTICLE I NAME

The name of the organization shall be THE FRIENDSHIP FORCE OF KNOXVILLE, TENNESSEE (hereinafter referred to as the club or as FFK) 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 FFK is to promote international and domestic understanding by conducting people-to-people home stay journeys with Friendship Force clubs, international and domestic. Additionally, the 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 is required by Friendship Force International to be included in all bylaws.)

ARTICLE III MEMBERS

Section 1.

Any individual is eligible who supports the goals and purposes of FFK and FFI and is willing to pay the required annual dues and to abide by these bylaws. A member is in good standing after having completed an application form and having paid the annual dues. Only members in good

standing shall be entitled to vote and participate in club business meetings, and only members and prospective members may serve as ambassadors and hosts.

Section 2.

Membership does not confer any right to participate in a Friendship Force Journey as an Ambassador or Host. Journey participants are selected by the Ambassador Coordinator and/or the Journey Committee in accordance with procedures established by FFI.

Section 3.

An honorary membership will be given to members who have completed 30 years of continuous membership with FFK. Honorary members will not be required to pay dues.

Section 4.

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 FFI and FFK. Upon taking such action by 2/3 majority vote, 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.

Section 5.

In accordance with sections of FFK's charter with FFI relating to data protection, only the names, addresses, phone numbers, e-mail addresses, and positions within FFK of members will be included in a member directory provided to all FFK members. An electronic contact/e-mail list will also be provided to committee chairs and members and the Board of Directors. It is the policy of FFK to only provide these data to FFK members and FFI or as

required by law. These data will under no circumstances be sold.

ARTICLE IV BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of the elected officers of the club, the Club Journey Director, the chairpersons of the Activity Committee, the Program Committee, and the Communications Committee, and any additional members appointed by a majority vote of the existing Board. The immediate past President and the immediate past Club Journey Director shall sit on the Board for one year in an ex officio capacity, but only the past President has voting privileges on the Board. If a committee has co-chairs, then one of the co-chairs shall be designated as the lead co-chair and be a member of the Board.

Section 2.

The duties of the Board shall be:

- (A) To confirm the Club Journey Director and Chairpersons of the Standing Committees;
- (B) To approve the official depository of depositaries 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 giving 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. If any Board member objects to an email vote, then the motion must carry by a $\frac{3}{4}$ vote of all Board members.

Section 4.

The presence of no fewer than five Directors, at least two of which shall be officers, and one of which shall be the president or vice-president, 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 ($\frac{3}{4}$) 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 or Club Renewal Form as required by FFI; and
- (G) Serve as official club spokesperson and representative to FFI.

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 in a timely manner 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) Maintain an up-to-date directory of members including names, address, telephone number, and e-mail, and distribute the directory by e-mail to members by February 15 and by hard copy to those who wish one;
- (D) Deposit club funds in the bank approved by the Board;
- (E) Keep the books of accounts of the club;
- (F) Make a Treasurer's report at all meetings of the club and the Board, with a copy for the Secretary;
- (G) Sign or countersign withdrawal of the funds of the club;
- (H) Arrange for payment of accounts owed by the club;
- (I) Prepare the books by January 15th for an auditing committee appointed by the President; and
- (J) With the help of the Finance Committee prepare an annual budget to be presented to and approved by the Board at the November Board Meeting.

Section 6.

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; and
- (C) Any other forms requested.

Section 7.

The President-elect shall insure that the annual renewal form 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 8.

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.

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 FFK 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 of FFK 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 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 (NOTE: This article is required by Friendship Force International to be in all bylaws.)

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 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.

ARTICLE XII COMMITTEES AND OPERATING PROCEDURES

FFK committees, policies, and operating procedures shall be detailed in a separate document approved by Board and titled Policies and Procedures for the Friendship Force of Knoxville. Journey policies and procedures shall be detailed in a separate document approved by the Board titled Journey Policies Friendship Force of Knoxville.

Revised XXX ##, 2019 by vote of FFK membership, R. Bruce Robinson, Chair of Bylaws Committee