

BYLAWS
THE FRIENDSHIP FORCE OF CEDAR RAPIDS/IOWA CITY AREA, INC.
2020

ARTICLE I. NAME

The name of the organization shall be The Friendship Force of Cedar Rapids/Iowa City Area (hereinafter in these bylaws referred to as the Club). This name shall not be changed unless permission shall first have been obtained from The Friendship Force International, (hereinafter referred to as FFI).

ARTICLE II. PURPOSES

The purpose of the Club shall be:

- A) To provide leadership and support of the (cultural exchange) JOURNEY program;
- B) To provide continuity of the activities of The Friendship Force through educational and cultural means;
- C) To provide dissemination of information to club members and to interested persons in the community;
- D) To recruit members and maintain an active membership file;
- E) To provide an orderly means of assembling and retaining pertinent records for use in establishing and assisting Journey Chair;
- F) To provide an instrument for raising funds;
- G) To maintain an active relationship with FFI in accordance with its policies and guidelines.

This Club is not organized and shall not be operated for pecuniary (financial) 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 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 there from be devoted to such purpose.

ARTICLE III. MEMBERS

Section 1

Any individual who supports the goals and purposes of The Friendship Force, is willing to pay the required annual dues, and abides by these bylaws is eligible for membership. 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 business meetings.

Section 2

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 to the Friendship Force.

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 Ambassador/Host Coordinator and/or Journey Committee in accordance with procedures established by The Friendship Force, Inc. through its headquarters office, Friendship Force International (FFI).

ARTICLE IV. BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of the Elected Officers of the Club, two Directors At Large, Standing Committee Chairpersons, the immediate Past President, and any additional members appointed by a majority vote of the existing Board. All members of the Board of Directors shall serve for a term of one year, except for the Journey Chair who will serve a 3-year term, and the two Directors-At-Large who will serve a 2 year with alternating years.

Section 2.

Vacancies of Elected Officers, caused by resignation or otherwise, shall be filled by election by majority vote of the remaining members 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.

Section 3.

The duties of the Board shall be:

- A) To approve the official depository or depositories for the Club's funds and designate persons to sign checks and withdraw funds;
- B) To approve a budget for the year;
- C) To elect a member of the Club to fill an unexpected vacated term of an Officer or Director;
- D) To approve Ambassador and Host Coordinators;
- E) To manage the affairs of the Club;
- F) To authorize general account expenditures in excess of two hundred dollars (\$200.00) not covered in the approved budget;
- G) To approve Journey shortages in excess of \$200.00;
- H) To set dates for a minimum of four general meetings;
- I) To resolve other issues that may come before the Board.

Section 4.

Board meetings shall be held at least quarterly.

Section 5.

For a Board meeting the presence of no less than a majority of the Director positions currently filled, at least one of which shall be an Officer, shall constitute a quorum. Directors may be present in person, by telephone or through other electronic communications media or any combination thereof so long as all members may simultaneously hear each other and participate during the meeting. A vote of a majority of Director positions present shall constitute the action of the board.

Section 6.

- A) The Club should endeavor to have representation at one FFI Regional/FFI International Conference each year.
- B) Priority for designated representative(s) for international conference will be: President-elect, Journey chair, President, club member at the board's discretion.
- C) Priority for designated representative(s) for regional conference will be: President, President-elect, Journey chair, club member at the board's discretion.
- D) Whenever possible the club treasury will assume the cost of the hotel, registration and half the travel of designated representative(s) approved by the board. If the Club is unable to bear these costs, the Board will decide the appropriate amount. Funding for other FFI conferences/meetings/events will be decided by the Board.
- E) Priority for reimbursement for international conference: President-elect, Journey chair, President, club member at the board's discretion.
- F) Priority for reimbursement at regional conference: President, President-elect, Journey chair, club member at the board's discretion.

ARTICLE V. OFFICERS

Section 1.

The Elected Officers of this Club shall be (Co)President, (Co)President-Elect, (Co)Secretary and (Co)Treasurer.

Section 2.

The President shall:

- A) Preside at all meetings of the Club and the Board;
- B) Be the liaison with other organizations and with FFI;
- C) Be the official spokesperson for the Club;
- D) Appoint Director(s) At-Large to fill the open position(s);
- E) Appoint the Chairperson of all Standing Committees;
- F) Appoint nomination committee;
- G) Ensure an annual audit takes place and the annual President's report is sent to FFI and given to the membership;
- H) Ensure the club's biannual Secretary of State registration is renewed and the annual

- 990n tax return has been submitted;
- I) Prepare and send to FFI the Charter renewal annually at beginning of the calendar year;
 - J) Be responsible for keeping the records of the Club;
 - K) Exercise all powers and perform all duties normally incident to such an office.

Section 3.

The President-Elect shall:

- A) Perform all duties and responsibilities of the President in the absence of the President;
- B) Work as a team with the President to fulfill the President's duties and club activities;
- C) Act as the Fundraising Committee Chair;
- D) Develop and submit for distribution periodic newsletters/announcements to membership;
- E) Perform such other duties as the Board may authorize;
- F) Serve on the nomination committee.

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 meeting;
- C) Be responsible for the correspondence of the Club as directed by the President;
- D) Be responsible for submitting Club minutes for the website.

Section 5.

The Treasurer shall:

- A) Develop a budget with assistance from the president for Board approval;
- B) Collect all monies due the Club;
- C) Deposit club funds in the bank approved by the Board;
- D) Maintain and pick-up mail from Post Office Box;
- E) Arrange for payment of accounts owed by the Club;
- F) Keep the books of accounts of the Club;
- G) Make a Treasurer's report at all meetings of the Club and the Board;
- H) Be responsible for all club retail material-storage, distribution and inventory;
- I) Have the books ready for an annual financial review as soon as practical after the end of the fiscal year, but not later than March 1 of the new fiscal year;
Reimburse members who present signed receipts for supplies/services purchased for the Club. At no time shall the reimbursement go over the budgeted amount without approval from the Board;
- K) Prepare and submit the following:
 - a. Year-end Financial report (FFI & members);
 - b. Bi-annual Secretary of the State registration (State of Iowa);
 - c. Annual 990n tax return (IRS).

ARTICLE VI. **NOMINATION AND ELECTION OF OFFICERS**

Section 1.

The elected officers of the Club shall be President, President-Elect, Secretary and Treasurer, all of whom shall be members in good standing and shall be elected for a term of one year at the annual meeting. Officers will begin their terms at the end of the annual meeting.

Section 2.

At least 3 months prior to the date of the annual meeting, the President shall appoint a Nomination Committee. This committee shall consist of three to five (3-5) members one of which includes the President-Elect. The duties of this committee shall be to make nominations, with the consent of those nominated and to report those to the President. The nominees shall be listed in the notice for the annual meeting.

Section 3.

At the election of Officers during the annual meeting, nominations may be made from the floor provided the consent of the nominee has been secured. The affirmative vote of 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 voice vote; otherwise, voting must be by ballot. In the event of a tie vote, another ballot must be taken.

Section 4.

Only members present at the meeting and in good standing may vote. There shall be no voting by proxy or email.

ARTICLE VII. **STANDING AND SPECIAL COMMITTEES**

Section 1.

Standing Committees shall be:

- A) Membership:
Keep track of membership and oversee new member mentoring;
- B) Communications (includes web site manager):
 - 1. Promote the Club via media, speaking engagements, informational meetings, etc.:
 - 2. Coordinate information for social media. i.e.: website, meetup, Facebook, etc.:
 - 3. Disseminate the information in a timely manner;
 - 4. Monitor sites to keep current.
- C) Fundraising (chaired by President-Elect):
Plan and implement fundraising events, submit grants, and obtain donations as needed;
- D) Journey (chaired by Journey Chair):
 - 1. Coordinate all incoming, outbound, mystery, Open World activities;
 - 2. Actively seek out Journey opportunities by establishing contacts and

- communicating with clubs worldwide;
- 3. Follow the “FFI Journey Guidelines”;
- 4. Collect and present applications of Journey coordinators to the board.

E) Activities:

Working with the Board,

1. Provide logistics for general and special meetings including booking space and speakers;
2. Acquire refreshments, set up and clean-up at meeting and events.

Section 2

The President shall appoint the (Co) Chairperson of each Standing Committee. The Standing Committee Chairpersons shall be voting members of the Board of Directors and are responsible for recruiting necessary personnel to fulfill designated functions. If co-chairpersons are appointed, only one vote is allowed per committee.

Section 3.

The term of office of Standing Committee Chairpersons shall be one year, except for the Journey Chair which is a three-year term.

Section 4.

Special Committees may be appointed by the President or the Board. They are automatically dismissed after the final report of the Committee. They have no voting rights on the Board.

Section 5.

Standing and special committees are authorized to meet in person, by telephone or through other electronic communications media or any combination thereof so long as all members may simultaneously hear each other and participate during the meeting.

ARTICLE VIII. MEETINGS

Section 1.

The annual meeting of the Club shall be held between October 15 and December 15 at a time and place to be designated by the President. A written notice of time, place, a list of officer nominees and purpose of this meeting must be sent to each member at least fourteen (14) days prior to the meeting.

Section 2.

General meetings of the Club shall be held on dates designated by the Board.

Section 3.

A special meeting of the Club may be called by the President, any two elected Officers, or any fifteen (15) members, with at least one-week prior notice to all members. Business mentioned in the notice of the meeting must be conducted and any other business which may come before

the meeting may be considered.

Section 4.

A quorum for a general, annual or special meeting shall be 20% of the club membership determined by those present in person, by telephone or through other electronic communications media or any combination thereof so long as all members simultaneously hear each other and participate during the meeting. Decisions or actions taken or adopted by a majority of the members present and voting at a meeting shall constitute the action of the Club

ARTICLE IX. FINANCES

Section 1. Fiscal Year

The official fiscal year will run from December 1 to November 30

Section 2.

Two-thirds of the Board of Directors must approve a change in the amount of annual dues. The annual dues shall be per adult individual (18 and over.) Notice of the change of dues must be published in the club newsletter prior to the date of change. Members who have not paid dues by July 1 shall be taken off the membership rolls.

ARTICLE X. AMENDMENTS

The bylaws may be amended at any general or special meeting of the Club by two-thirds vote of those present and voting, provided that previous notice of the amendments has been given either at the previous meeting or sent to each member at least fourteen (14) days before the meeting.

ARTICLE XI. RULES OF ORDER

"Robert's Rules 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 the assets of the Club shall be distributed to The Friendship Force International, Inc. a non-profit corporation, provided that corporation is then in existence and is a tax-exempt organization under Section 501(c) of the United States Internal Revenue Code. If the Friendship Force International, Inc. is not 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 exclusively for charitable, scientific, literary or education purposes which shall be selected by the Board of Directors. 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 within a reasonable time, the senior judge of the Linn County, State of Iowa, shall make such distribution herein provided upon the application of one or more persons having a real interest in the Club or its asset.