BY-LAWS OF
THE FRIENDSHIP FORCE OF WESTERN MICHIGAN

Last Revision: 2016
Current Revision: 2017
Approved at membership meeting 6-25-17

ARTICLE I – NAME

The name of the organization shall be The Friendship Force of Western Michigan (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, Inc. (FFI), the parent organization.

ARTICLE II – PURPOSES

The primary purpose/mission of the Friendship Force of Western Michigan is to promote international understanding by conducting people-to-people home stay journey 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 monetary 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 there from be devoted to such purpose.

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. A member is in good standing after having completed an application and paying the annual dues. Only members in good standing shall be entitled to vote and participate in club decisions.

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 Host Coordinator and/or Journey Committee in accordance with procedures established by FFI.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 Composition

The Board of Directors shall be composed of up to seven members elected by the membership for staggered terms of two years. Four of these Directors will serve in officer positions as appointed by the Board (president, vice president, secretary and treasurer). The Board members shall assume

office January 1. Immediate past and current Journey Coordinators may sit on the Board for one year in an ex officio capacity.

SECTION 2 Term limitations

The ***officer*** positions of the Board may be filled a maximum of 2 consecutive two year terms by the same person. There is no limitation on the number of terms a Club member may serve as a Director.

SECTION 3 Duties of the Board

A) To select the officers from those Directors elected by the Club membership. In the event that no Director is willing to serve as a standing committee chair, the Board may appoint a committee chair from the general membership;
B) To approve the official depositories for the club's funds and designate persons to sign checks and withdraw funds;
C) To approve the budget for anticipated expenses submitted by the treasurer;
D) Collaborate with the Journey Coordinator for Journeys when necessary;
E) To elect a member of the Club to fill an unexpired term of an officer or director,
F) To manage the affairs of the Club;
G) To authorize expenditures in excess of $100 other than for journeys;
I) Set the annual schedule for journeys;

SECTION 4 Scheduling board meetings

Board meetings shall be held when called by the President, or a majority of members of the Board, with at least seven days written or email notice.

SECTION 5 Quorum

A majority of Directors shall constitute a quorum. Unless a higher vote is specified herein, the vote of a majority of Directors present at a meeting shall be necessary to constitute the action of the Board.

SECTION 6 Removal of a Director

In the best interest of the Club, a Board member may be removed from his or her post for cause by vote of a majority of the voting members of the Board. Examples of cause include, but are not limited to, failure to attend meetings and failure to complete assigned tasks. Vacancies caused by removal, death or resignation shall be filled by a majority vote of the voting Board.

ARTICLE V – OFFICERS AND RESPONSIBILITIES

SECTION 1 Officers

The officers of this Club shall be a President, a Vice-President, a Secretary, Treasurer and Communications Director. As need arises, co-officers may share the duties if so elected by the Board.

SECTION 2 Responsibilities of the Officers

Responsibilities of all officers are as stated in the FFWM Policy and Procedure Manual.

ARTICLE VI STANDING COMMITTEES AND DUTIES

SECTION 1 Standing Committees

Membership Committee
Activities/Social Committee

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

SECTION 2 Duties of Standing Committee Chairperson

Responsibilities of all standing committee chairpersons are as stated in the FFWM Policy and Procedure Manual.

SECTION 3 Standing Committee Chairperson Terms

The term of office of Standing Committee Chairpersons shall be for one year with reappointment possible.

SECTION 4 Ad Hoc Committees

The President or the Board of Directors may appoint Ad Hoc Committees. Ad Hoc Committees are automatically disbanded after preparing and presenting a final report to the President, or the Board.

ARTICLE VII – NOMINATIONS AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1 Nominating Committee and Nominations

Two months prior to the annual meeting the Board of Directors shall appoint a Nominating Committee from the membership. The duties of the committee shall be to solicit consenting nominees from the membership for the annual selection of the Board of Directors. To ensure that all Club members have the opportunity to be a part of the nominating process, any member may self-nominate or be nominated by another member with the nominee's consent for Board membership by responding to the call for nominations which shall be announced as the nominating committee begins its process.

SECTION 2 Election Process

The election of the Board of Directors shall be held before the Annual Meeting. Voting for members standing for election to the Board of Directors shall be by electronic ballot sent to all members who have email addresses. Those members without email addresses will be mailed a ballot. To be counted, ballots must be returned by the stated deadline. The President shall appoint a committee of three members who will tally the votes with the results announced at the Annual Meeting. Only members in good standing may vote. Election of Directors is by simple majority of those voting.

ARTICLE VIII – MEETINGS

SECTION 1 Annual Meeting

An Annual Meeting of the Club shall be held each year at a time and place to be designated by the Board of Directors. A notice of the time and place of this meeting must be sent to each member at least 30 days prior to the meeting. This can be done by email or a Newsletter.

SECTION 2 Special Meetings

The President, or a majority of board members, or any ten (10) 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 3

Recognizing the number of distant members, a quorum for the Club meetings shall be 30% of members. Decisions or actions taken or adopted by a majority of the members present shall constitute the action of the club.

ARTICLE IX – FINANCES

SECTION 1 Dues

The annual dues of this Club shall be determined by the Board of Directors. The dues are payable by January 1 or when a new member joins. Calendar year of the Club will be from January 1 to December 31. Members who have not paid dues by January 31 shall be dropped from the membership roll. Three fourths (3/4) of the Board of Directors must approve a change in the amount of annual dues. 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 Other Revenue

Revenue from sources other than annual dues may be raised as determined by the Board of Directors and approved by a three-fourths (3/4) vote of the Board of Directors. Any outbound journey may collect fees as determined permissible by FFI journey guidelines for administrative and contingency fees and to cover at least partial costs of the Ambassador Coordinator, as stated in the FFWM Policy & Procedure Manual. If there is any remainder from the money collected, this will be placed in the club treasury.

ARTICLE X – AMENDMENTS

The Bylaws may be amended at any regular or special meeting of the Club by a simple majority of those present and voting and that notice to the amendments has been given either at the previous meeting, or emailed or mailed to each member at least 15 days prior to the meeting. Article I and Article XII cannot be amended except as directed by FFI.

ARTICLE XI – RULES OF ORDER

Meetings will follow an agenda as prepared by the President or designated Director presiding. The presiding Director can limit debate to five (5) minutes. 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 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 as a tax-exempt organization. If 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.