

# THE FRIENDSHIP FORCE OF BIG CANOE/NORTH GEORGIA

## ARTICLE I NAME

The name of the organization shall be The Friendship Force of Big Canoe/North Georgia (hereinafter in these bylaws referred to as the club). This name shall not be changed unless permission shall first have been obtained from Friendship Force International (hereinafter referred to as FFI).

## ARTICLE II PURPOSE

The purposes of the club shall be:

- (A) To provide an organization to coordinate and continue exchange activities in cooperation with FFI by promoting public interest and friendship with people and cultures around the world.
- (B) To promote global understanding across the barriers that separate people.
- (C) To provide information and education about global people and cultures through home hospitality.

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 the 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 purpose 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 sixteen years or older, willing to pay the required annual dues and abide by these bylaws and the standing rules of the club, may become a member in good standing by completing an application form and paying the annual dues. Only members in good standing shall be entitled to participate in club meetings and to vote.

### Section 2.

Membership categories shall be:

- (A) Regular members

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Regular members shall upon payment of the annual dues have all rights and privileges of membership, i.e.: voting, serving as officers, exchange directors, committee chairmen, and participation in exchanges. Regular members will be reported to FFI as is required.

(B) Honorary members

Honorary members shall be recommended by the membership and approved by the club's board. Honorary members will receive all communications from the club and have the opportunity to participate in club activities upon payment of the appropriate fees. Dues will not be charged to this category of membership. The names of honorary members will not be included on membership roles sent to FFI.

(C) Life Members

Life members shall be elected by the club's board with all rights and privileges of regular members without paying the membership dues. Participation in exchanges will require payment of member fees. Life members will be reported to FFI and the club will pay for the Club Affiliation Fee for these members.

### ARTICLE IV BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of the elected officers of the club, the Standing Committee Chairmen, the present Exchange Directors, and the Immediate Past President

Section 2.

Vacancies caused by resignation or otherwise shall be filled by election by majority vote of the remaining members of the Board, though less than a quorum.

Section 3.

The duties of the Board shall be:

- (A) To confirm the Chairmen 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 prepare a budget for the year;
- (D) To elect a member of the club to fill an unexpired term of an officer or director;
- (E) To suggest to FFI individuals to serve as Exchange Directors and to assist in the planning and promotion of exchanges;

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- (F) To manage the affairs of the club; and
- (G) To authorize expenditures in excess of \$150.00, except for dues payments to FFI, which shall be the responsibility of the Treasurer.

### Section 4.

Board meetings shall be held prior to membership meetings, as called by the President, or any three members of the Board with at least 7 days' written notice to its members.

### Section 5.

The presence of no less than 4 directors, at least one of whom shall be an officer, shall constitute a quorum. Unless a higher vote is specified herein, the vote of the majority of directors present at a meeting at which a quorum is present shall be necessary to constitute the action of the Board.

## ARTICLE V OFFICERS

### Section 1.

The elected officers of this club shall be a President, a First Vice President/President-Elect, a Second Vice-President, a Secretary and a Treasurer.

### Section 2.

The President shall:

- (A) Preside at all meetings of the club and the Board;
- (B) Be the liaison with other international organizations and with FFI;
- (C) Be the official spokesperson for the club;
- (D) Authorize the withdrawal of the funds of the club;
- (E) Appoint the Chairmen of all Standing Committees, subject to confirmation by the Board; and
- (F) Exercise all powers and perform all duties normally incident to such office.

### Section 3.

The First Vice President/President-Elect shall:

- (A) Perform all duties and responsibilities of the President in the absence of the latter;
- (B) Oversee incoming exchanges; and
- (C) Perform other such duties as the Board may authorize.

### Section 4.

The Second Vice-President shall:

- (A) Oversee outgoing exchanges; and
- (B) Perform such other duties as the Board may authorize.

### Section 5.

The Secretary-Treasurer shall

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- (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) Be responsible for keeping the records of the club;
- (D) Be responsible for the correspondence of the club as directed by the President;
- (E) Be responsible for issuing all official notices.

### Section 6.

The Treasurer shall

- (A) Collect all monies due the club;
- (B) Deposit club funds in the bank approved by the Board;
- (C) Keep the books of accounts of the club;
- (D) Make a Treasurer's report at all meetings of the club and the Board;
- (E) Sign or countersign withdrawal of the funds of the club;
- (F) Arrange for payment of accounts owed by the club;
- (G) Have the books ready for an auditing committee appointed by the President prior to each annual meeting of the club.

### Section 7.

All elected officers shall prepare an annual report for the annual meeting. Any property pertaining to an office must be given to the incoming officer within two weeks of the meeting.

## ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

### Section 1.

The elected officers of the club shall be a President, a First Vice President/President-Elect, a Second Vice-President, and a Secretary and a Treasurer, all of whom shall be members in good standing, shall be elected for a term of one year and may be re-elected for additional terms.

### Section 2.

The election of officers shall be held at the annual meeting. Only members present and in good standing may vote. There shall be no voting by proxy or absentee ballot.

### Section 3.

At least five weeks prior to the date of the annual meeting, the President shall appoint a Nominating Committee. This committee shall consist of at least three members. The duties of this committee shall be to make nominations, with the consent of those nominated, and to report those to the annual meeting. At the annual meeting the President shall receive further nominations from the floor with the consent of the nominee.

### Section 4.

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

### ARTICLE VII COMMITTEES

#### Section 1.

Standing Committees shall be

- (A) Membership;
- (B) Communications (publicity, telephone, newsletter, speakers bureau, etc.);
- (C) Activities (programs, fund-raising events, etc.);
- (D) Historian (maintain possession and supervision over the property of the club).

#### Section 2.

The Standing Committee Chairmen shall be voting members of the Board of Directors and are responsible for appointing at least three members to the committee and giving this list to the Secretary. An annual report shall be prepared for the annual meeting. Additional Standing Committees may be created by a majority vote of all members of the Board.

#### Section 3.

Special Committees may be appointed by the President or the Board of Directors. They are automatically dismissed after the final report of the committee.

#### Section 4.

The term of office of Standing Committee chairmen shall be concurrent with the term of office for which officers of the club are elected.

### ARTICLE VIII 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 of time, place, and purpose of this meeting must be sent to each member at least fourteen days prior to the meeting. Whenever elections are to be held, the list of nominations pursuant to Article VII of these bylaws shall be made part of this notice.

#### Section 2.

Regular meetings of the club shall be scheduled.

#### Section 3.

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A special meeting of the club may be called by the President, any three elected officers, or any fifteen members, with at least one week's 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.

### ARTICLE IX FINANCES

#### Section 1.

The annual dues of this club shall be set annually by the Board of Directors at the September meeting. Two thirds 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 month prior to date of change. Dues are payable between November 1 and December 31 for the following calendar year. Any member who has not paid by January 31 shall be considered past due and shall be notified accordingly. The Board shall have the option of dropping a past-due member from the rolls.

### ARTICLE X AMENDMENTS

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

### ARTICLE XI RULES OF ORDER

"Roberts Rules of Order" 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 FFI, a non-profit corporation, provided that the corporation is then in existence and is a tax exempt organization under Section 501c of the United States Internal Revenue Code, or if FFI is not in existence or is not such a tax-exempt organization, then the assets of the club shall be sold and the proceeds distributed to another organization organized and operating for the same purpose for which this club is organized and operating, or to one or more corporations, fund, or charitable, scientific, literacy, 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 within a reasonable time, the Chief Judge of the Appalachian Judicial Circuit, State of Georgia,

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shall make such distribution herein provided upon the application of one or more persons having a real interest in the club or its assets.

AMENDED NOVEMBER 15, 2009