

**THE FRIENDSHIP FORCE  
OF  
LOUISVILLE, KY  
  
BYLAWS**

**Revised 02/08/2007**

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**ARTICLE I            NAME**

The name of the organization shall be **The Friendship Force of Louisville, KY** (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 The Friendship Force Inc., hereinafter referred to as FFI.

**ARTICLE II            PURPOSES**

The purposes of the Club shall be:

- A. To provide leadership and support of the cultural exchange program.
- B. To provide continuity of Friendship Force activities through educational and cultural means.
- C. To increase program awareness by disseminating 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 Exchange Committees.

\*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.

**ARTICLE III            MEMBERS**

**Section 1.**

Any individual is eligible for membership who supports the goals and purposes of The Friendship Force and is willing to pay the required annual dues and abide by these bylaws. 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 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 immediate Past Exchange Directors may sit on the Board for one year in an ex officio capacity. The members of the Board of Directors shall serve for a term of one year.

### Section 2.

The duties of the Board shall be:

- F. To confirm the Chairperson of the Standing Committees.
- G. To approve the official depository or depositories for the Club's funds and designate persons to sign checks and withdraw funds.
- H. To prepare a budget for the year and establish annual dues.
- I. To elect a member of the Club to fill an unexpired term of an officer or director.
- J. To manage the affairs of the Club.
- K. To authorize expenditures in excess of \$100.00 dollars.
- L. To confirm inbound and outbound Exchange Directors as outlined in Articles V and X.

### Section 3.

Board meetings shall be held when called by the President or any three members of the Board with at least -3- days written notice.

### Section 4.

The presence of no less than 51% 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 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:

- M. Preside at all meetings of the Club and the Board.
- N. Serve as liaison with other international organizations and with FFI.
- O. Serve as official spokesperson for the Club.
- P. Appoint the Chairperson of all Standing Committees and Exchange Directors, subject to confirmation by the Board.
- Q. Exercise all powers and perform all duties normally incident to such offices.
- R. Sign or countersign the withdrawal of the funds of the Club.

### Section 3.

The Vice-President shall:

- S. Perform all duties and responsibilities of the President in the absence of the latter.
- T. Serve as Chairperson of the Membership Committee.
- U. Perform such other duties as the Board may authorize.

## Section 4.

The Secretary shall:

- V. Record the minutes of each meeting of the Club and the Board.
- W. Send a copy of the minutes to the President within a week after each such meeting.
- X. Keep the records of the Club.
- Y. Handle correspondence of the Club as directed by the President.
- Z. Issue all official notices.
- AA. Maintain possession and supervision over the property of the Club.

## Section 5.

The Treasurer shall:

- BB. Collect all monies due the Club.
- CC. Deposit Club funds in the bank approved by the Board.
- DD. Keep the books of accounts of the Club.
- EE. Make a Treasurer's report at all meetings of the Club and the Board, with a copy for the Secretary.
- FF. Sign or countersign withdrawal of the funds of the Club.
- GG. Arrange for payment of accounts owed by the Club.
- HH. Prepare the books for an auditing committee appointed by the President prior to each annual meeting of the Club.

## Section 6.

The Friendship Force of Louisville, KY President-Elect or designated Board member of the incoming Board or selected member should plan to attend the annual International Conference. Whenever possible the Club treasury will assume the cost of the conference expenses. If the Club is unable to bear the full cost of the Conference, the Board may decide the appropriate amount with the anticipation that in succeeding years the full amount will be provided.

## Section 7.

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 8.

At the conclusion of the Club year in December, the outgoing Club President should submit to FFI:

- II. The names, offices, addresses and telephone numbers of the incoming Board.
- JJ. The totals of paid membership and total membership for the preceding year.
- KK. A full financial statement for the preceding year.
- LL. A one page summary of the highlights of the year in the Club.
- MM. A list of names, addresses and full payment for subscription fees for those Club members wanting to receive *Friendship* magazine in the upcoming year. This list is due at FFI by December 15 in order to assure delivery of the Spring issue of *Friendship*.

## Section 9.

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.

## 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 succeed him/herself one time in that office. The elected officers shall assume office on January 1.

### **Section 2.**

The election of officers shall be held at the annual meeting. Voting of officers shall be by ballot and shall not be cumulative. 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 five (5) 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 the President shall receive from the floor further nominations with the consent of the nominees.

## ARTICLE VII      COMMITTEES

### **Section 1.**

Standing Committees shall be:

NN.Membership.

OO.Communications (publicity, telephone, newsletter, speakers bureau, etc.).

PP. Activities (programs, fundraising events, etc.).

QQ.Domestic Exchange.

### **Section 2.**

Each Standing Committee Chairperson may appoint members to the Committee and give this list to the Secretary. Each Chairperson will make a quarterly presentation to the Board regarding the current status of activities. 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.**

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

### **Section 4.**

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

## ARTICLE VIII MEETINGS

### Section 1.

The annual meeting of the Club shall be held during the month of August, September or early October each year at a time and place to be designated by the President. The meeting shall take place in time for the President-Elect or designated Board member of the incoming Board or selected member to attend the International Conference in October. A written notice of the time and place of this meeting must be sent to each member at least -5- days prior to the meeting. Whenever elections are to be held, the list of nominations pursuant to Article VI of these bylaws shall be made part of this notice.

### Section 2.

Regular meetings of the Club shall be held at least quarterly at dates designated by the Board of Directors.

### Section 3.

The President, any three elected offices, or any fifteen 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 4.

A quorum for the Club meetings shall be 25%. 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 IX FINANCES

### Section 1.

The annual dues of this Club shall be payable between the months of October and December. Club memberships will be for the calendar year. Members who have not paid dues by December 31 shall be dropped from the membership rolls. 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 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 X EXCHANGE DIRECTOR INCENTIVE PROGRAM

### Section 1.

#### Inbound Exchanges, International/Domestic

The Inbound Exchange Director will receive \$300/\$200 for planning and executing an Inbound Exchange. If the Inbound Exchange was completely or nearly completely planned and then cancelled, the Inbound Exchange Director will receive \$150/\$75. Otherwise, the Inbound Exchange Director will receive \$50/\$25. Monies will come from the FFLK General Fund.

For consideration as an Inbound Domestic Exchange under this section,  $\frac{3}{4}$  of the attending Ambassadors must home stay a minimum of four (4) nights.

For Inbound Domestic Exchanges less than four (4) nights and/or other approved Events, the Board will determine compensation, not to exceed \$100.

### Section 2.

#### Outbound Exchanges, International

The (FFI Primary) Outbound Exchange Director will receive paid round trip commercial transportation fares and other transportation fares as required for the Exchange portion only, with the fares divided equally among the participating Ambassadors, not counting the Outbound Exchange Director.

If the (FFI Primary) Outbound Exchange Director's round trip commercial transportation fares and other transportation fares as required for the Exchange portion only are not fully covered because the number of participants was insufficient to cover a group rate free fare, the Ambassadors will remit only enough to make up the difference.

If the Outbound Exchange was completely or nearly completely planned and then cancelled, the Outbound Exchange Director will receive \$150. Otherwise, the Outbound Exchange Director will receive \$50. Monies will come from the FFLK General Fund. For situations not listed the Board will determine compensation, not to exceed \$150.

#### Outbound Exchanges, Domestic

The Outbound Exchange Director will receive paid round trip commercial transportation fares and other transportation fares as required for the Exchange portion only and shall not exceed \$300, with the fares divided equally among the participating Ambassadors, not counting the Outbound Exchange Director.

If commercial transportation is not used by the Outbound Exchange director or not applicable, each participating Ambassador, not counting the Outbound Exchange Director, will remit a maximum of \$10 per person to the Outbound Exchange Director. Total remittance from all Ambassadors, not counting the Outbound Exchange Director, shall not exceed \$200.

If the Outbound Exchange was completely or nearly completely planned and then cancelled, the Outbound Exchange Director will receive \$75. Otherwise, the Outbound Exchange Director will receive \$25. Monies will come from the FFLK General Fund. For situations not listed the Board will determine compensation, not to exceed \$75.

### Section 3.

#### Co-Exchange Directors

If there are Co-Exchange Directors (2), both must be from our FF Chapter and each will receive no more than half.

**Article X is applied retroactive to August 2005.**

ARTICLE XI            AMENDMENTS

The bylaws may be amended at any regular or special meeting of the Club by a two-thirds vote of those present and voting, provided prior approval has been obtained from FFI and that notice to the amendments has been given either at the previous meeting or sent to each member at least -14- days before the meeting.

ARTICLE XII            RULES OF ORDER

"Robert's Rule of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XIII            DISSOLUTION<sup>\*</sup>

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 nonprofit corporation, provided that the corporation is then in existence and is such a tax exempt organization. If FFI 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 laws governing the distribution of assets of nonprofit organizations in the jurisdiction in which the Club is located.

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

Signed:

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Bylaws Chairperson

## FFLK Board Decisions

05-11-95

- For members joining in October through December, the membership payment will go to Atlanta to be effective January of the following year.
- Purchased FF banner to be used to welcome inbound exchanges to Louisville.

01/10/96

- Individuals residing in the greater Louisville area must be members of The Friendship Force of Louisville, KY, and pay dues to partake in any outbound exchanges.

05/07/96

- Club treasury to pay a portion of the President's or Board Member's expenses for attending the Annual Conference.
- Inbound Exchange Director Incentive Program.

06/13/96

- Changed name from The Friendship Force of Greater Louisville to The Friendship Force of Louisville, KY.