

BYLAWS OF THE FRIENDSHIP FORCE OF THE SAN FRANCISCO BAY AREA

Revised and approved by a quorum of members at the Annual Meeting, September 17, 2017

ARTICLE I NAME

The name of the organization shall be The Friendship Force of the San Francisco Bay Area (hereafter referred to as FFSFBA). This name has been licensed by the Friendship Force, Inc. (hereafter referred to as FFI).

ARTICLE II TYPE OF ORGANIZATION

FFSFBA is a nonprofit organization and no part of the proper net income of FFSFBA shall ever be used for benefiting any private individual or other organization. All funds raised by FFSFBA shall be used solely for advancing the purpose of FFSFBA.

ARTICLE III PURPOSE

The purpose of the FFSFBA is to promote friendship between citizens of the San Francisco Bay Area and people of foreign nations and of other United States clubs primarily by means of home stays. Subordinate objectives of the organization supportive of the goal are to:

- A. provide continuity of Friendship Force activities and volunteer involvement;
- B. recruit new members and maintain an active membership file and database -;
- C. disseminate pertinent information to its members and to other interested persons in the community;
- D. provide mechanisms for fund raising; and
- E. develop informed leadership.

ARTICLE IV MEMBERS

Section 1. Qualification

Any individual sixteen years of age or older, willing to abide by these bylaws and standing rules, may become a member of FFSFBA by filling out an application form and paying the annual dues.

Section 2. Dues

The dues for the coming year as set by the Board of Directors are payable by January 1. All such new dues shall pass unencumbered into the new calendar year except for possible advances on programs to be undertaken in that new calendar year for which the dues were paid. Members who have not paid dues by January 31 shall be dropped from the membership rolls.

Section 3. Standing

A member in good standing is one who has paid his/her annual dues and is thereby entitled to make motions, to vote in general meetings and to hold office if selected.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. Regular

Regular meetings of FFSFBA shall be held at least quarterly, as scheduled by the Board of Directors, unless otherwise ordered by the Executive Committee.

Section 2. Annual

The annual meeting shall be held in September.

At the annual meeting, all current officers shall report on the activities of their respective

offices during the year and election of new officers shall be held.

Section 3. Special

A special meeting of the FFSFBA may be called by the President, any three elected officers, or any fifteen members, with at least one week's notice to all members. Only business mentioned in the call to the meeting may be conducted.

Section 4. Quorum

A quorum for all business meetings of the membership shall be 15% of the total members in good standing.

ARTICLE VI OFFICERS—GENERAL

Section 1. Types

Three types of officers manage the affairs of FFSFBA. The elective officers, ex officio (such as the parliamentarian) and appointive officers.

Section 2. Additions

Additional officers may be selected as needed by the Board of Directors and the President.

Section 3. Reports

All officers shall maintain records of their official activities and report these in summary form to the Board of Directors as requested and to the general membership at the annual meeting.

Section 4. Property

Any property pertaining to an office must be given to the relevant incoming officer on or before December 31.

ARTICLE VII ELECTIVE OFFICERS

Section 1. Specified

The elective officers of FFSFBA shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Nomination

A nominating committee of three members in good standing—excluding elective officers—shall be selected by the Board of Directors to propose, at the annual meeting, a slate of candidates for all elective offices. This slate shall appear in the newsletter prior to the annual meeting.

Section 3. Election

The election of officers shall take place at the annual meeting. Nominations may also be made from the floor, provided the consent of the nominee has been secured. A quorum being present, a simple majority shall elect 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, another ballot shall be taken immediately.

Section 4. Term

The term of office shall be for one year beginning January 1. An elected officer may succeed him/herself in that office not more than one time. The Board of Directors may approve an extension of an officer's term.

Section 5. Vacancy

If a vacancy occurs in an elective office, the unexpired term shall be filled by a member of FFSFBA in good standing. This FFSFBA member shall be selected by the Board of Director

Section 6. Removal of an Elective Officer
At the discretion of the Board of Directors, an elective officer may be removed.

ARTICLE VIII DUTIES OF ELECTIVE OFFICERS

Section 1. The President

- A. presides at all meetings;
- B. is the liaison with FFI and with other organizations;
- C. is the official spokesperson for FFSFBA;
- D. signs checks if other approved signers are not available;
- E. appoints all Journey Coordinators, the Chairpersons of all standing committees and other appointive officers with the approval of the Board of Directors;
- F. ensures that FFSFBA's Bylaws and Standing Rules are distributed to every member who has not received one;
- G. is an ex-officio member of all committees except the nominating committee; and
- H. exercises all powers and performs all duties incident to such an office.

Section 2. The Vice President

- A. performs all duties and assumes all responsibilities of the President in the absence of the latter;
- B. performs such other duties as the Board of Directors may authorize.

Section 3. The Secretary

- A. records minutes of each meeting;
- B. sends a copy of the minutes to the president within a week after the meeting;
- C. is responsible for keeping the non-financial records of FFSFBA. This shall include updating FFSFBA's Standing Rules and Bylaws whenever the board authorizes adding or revising any policies;
- D. is responsible for the correspondence of FFSFBA as directed by the president, e.g., issuing thank you notes;
- E. maintains the inventory of property of FFSFBA not pertaining to the functioning of a particular office; and
- F. serves as historian and writes a yearly review of FFSFBA activities, which shall be presented at the annual meeting, with a copy to FFI.

Section 4. The Treasurer

- A. collects all monies due FFSFBA;
- B. deposits FFSFBA funds in a bank approved by the Board of Directors;
- C. keeps the books of accounts of FFSFBA in a manner consistent with acceptable accounting principles;
- D. prepares a report to be given at each meeting, with a copy to the Secretary;
- E. readies the books at the close of the year for a timely audit;
- F. pays all bills promptly;
- G. signs all checks for the main FFSFBA accounts (unless otherwise authoritatively signed);
- G. facilitates payments to FFI; and
- H. presents a budget for the Board of Directors' approval.

Section 5. Group Executive Duty

As a group the elected officers serve as the Executive Committee of the Board of Directors.

Section 6. Bylaws Review

Between their election and their assuming office, all newly elected officers shall sit as a special committee to review the bylaws. Any changes they recommend shall be presented to the new Board of Directors for their disposition early in the coming year.

ARTICLE IX APPOINTIVE OFFICERS

Section 1. Types

Appointive officers consist of the Journey Coordinators and the Chairperson of other committees of FFSFBA members which have been or may be established at the Board of Directors' discretion. These committees include continuing ("standing") committees and temporary ("special" or "ad hoc") committees which are automatically dismissed after their final report.

Section 2. Selection

All appointive officers are selected by the President with approval of the Board of Directors.

Section 3. Responsibilities

Except in the case of the Nominating Committee, the Committee Chairpersons are responsible for notifying the President of all committee meetings, for appointing members to their respective committees, and for providing a list of committee members to the President.

Section 4. Dispersion

Selection of Chairpersons and of committee members should be made with an effort to involve membership from all regions of FFSFBA.

ARTICLE X BOARD OF DIRECTORS

Section 1. Structure

The Board of Directors shall consist of the elective officers and selected, appointive, and ex-officio officer, including, but not necessarily limited to, the immediate Past President (who shall serve as Parliamentarian), the standing committee Chairpersons, and the current-year Journey Coordinators. All Board members must be FFSFBA members in good standing in order to serve. Every member of the Board is a voting member.

Section 2. Duties

- A. determine, consistent with these bylaws, FFSFBA policy by direct resolution and by considering for formal ratification all actions of the Executive Committee of the Board;
- B. determine the appointive officers by formally acting on the recommended selections of the President;
- C. decide the bank(s) in which funds of FFSFBA are deposited;
- D. approve the budget for the year;
- E. set the membership dues;
- F. select a Nominating Committee and various Board committees, other than the Executive Committee, including an audit committee of three board members, excluding financial officers (such as the Treasurer), to arrange for a timely audit of the financial records;
- G. fill any vacancy in an elective office [See Article VII, Section 5.];
- H. provide guidance to officers; and
- I. take any action incident to the management of FFSFBA.

- Section 3. Meetings
A Board of Directors meeting shall be held at least quarterly, as called by the President or any three members of the Board of Directors, with at least two weeks' notice to all Board Members.
- Section 4. Quorum
A quorum shall be a simple majority of the Board of Directors.
- Section 5. Executive Committee
The Executive Committee of the Board of Directors (the elected officers) shall act in emergencies when a full Board meeting cannot be convened in time. All actions taken by the Executive Committee of the Board are subject to ratification at the next regular Board meeting.
- ARTICLE XI PARLIAMENTARY AUTHORITY
The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (RONR) shall govern FFSFBA in all cases to which they are applicable, consistent with these Bylaws and any standing rules FFSFBA may adopt.
- ARTICLE XII AMENDMENT
These bylaws may be amended at any regular meeting of the FFSFBA by discussion and a two-thirds majority vote of members in good standing, present and voting, provided that previous notice of the proposed amendment(s) is given in the call to that meeting, usually by publication in the preceding newsletter sent to all members.
- ARTICLE XIII 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 nonprofit corporation, provided that corporation is then in existence and as such is a tax-exempt organization; or, if not, then the assets of the club shall be sold and the proceeds distributed to another organization, organized and operated exclusively for charitable, scientific, literary or education purposes, which shall be selected by the Board of Directors of this club. In the event that, for any reason, the Board of Directors shall fail to act in the manner stated herein within a reasonable time after the dissolution of this club, the senior judge of San Mateo County, State of California, shall make such distribution herein provided upon application of one or more persons having a real interest.

REVISIONS PROPOSED FOR MEMBERS' APPROVAL AND APPROVED ON 9/17/17