



friendship force

SOUTHWEST FLORIDA

BYLAWS

Revised Date, 2023

ARTICLE I NAME

The name of the organization shall be **Friendship Force Southwest Florida**, (herein sometimes referred to as "**FFSWFL**") with the written in proper sequence with no deviations. This name shall not be changed unless permission has first been obtained from Friendship Force International, hereinafter referred to as "FFI."

ARTICLE II PURPOSES

The primary purpose/mission of the Friendship force of Southwest Florida, a private non-profit tax-exempt organization under Employer Identification Number [EIN 80-01684991 with Recognition of Exemption Under Section 5010 (3) of the Internal Revenue Code, is to promote international understanding by conducting people-to-people home stay programs with Friendship Force clubs from other countries and the United States. The secondary purpose/mission of FFSWFL 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.

FFSWFL is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the organization or part of its net earnings shall inure to the benefit of any private individual.

FFSWFL shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other club activity 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 its income therefrom 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 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 journey as Ambassador or Host. Journey participants are selected by the Journey Coordinator 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 statement or behavior that he/she is not supportive of the goals and ideals of 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 Executive Committee in taking such action shall be final and conclusive.

Section 4. Associate Members

Members whose primary membership is with another chapter of FFI, but who pay associate dues to FFSWFL shall have all the rights and benefits of regular member.

ARTICLE IV EXECUTIVE BOARD OF DIRECTORS

Section 1. Executive Board Composition

The Executive Board of Directors shall consist of the elected officers of the club.

The remaining members of the board include Ad Hoc and Standing Committee Chairmen. The Immediate Past President may sit on the Board for one year in an ex-officio capacity. In order to maximize the cohesiveness of the Board, all members of the Board shall serve for a term of a two-year period.

Section 2. Board Duties

- (A) To manage all of the affairs of FFSWFL;
- (B) To confirm the Chairperson(s) of the Standing Committees;
- (C) To appoint Journey Coordinators (outbound trips) and Host Coordinators (inbound trips) for future journeys that the club participates in or hosts from recommendations of two Vice Presidents. Assist in the planning and promotion of all inbound and outbound journeys;

- (D) Assist Club Vice Presidents in meeting planning (e.g., scheduling meetings, locating meeting venues, obtaining speakers, arranging restaurant reservations following meetings);
- (E) To elect a member of the club to fill an unexpired term of an officer or director
- (F) To work with the Club Treasurer to establish a budget and monitor and review reports of the status of the club's accounts;
- (G) To approve the bank or depository of club's funds and designate persons to sign checks and withdraw funds (usually the Club Treasurer and one member of the Board);
- (H) To supervise the physical property of the club (e.g., notebook computer, projector, flags, etc.) and monitor their locations to ensure they are cared for and stored properly to maintain usefulness;
- (I) To authorize non-budgeted expenditures in excess of \$300;
- (J) Audit the FFSWFL's books annually by December 31 by appointing an Audit Committee of at least two club members to perform the audit and report findings to the membership at the annual meeting

Section 3. Board Meetings

- (A) Board Meetings shall be held at least 3 times annually, when called by the President or any three members of the Board with at least 5 days written notice provided generally by email or text. In the event the President or any group of three Board members believe that an emergency situation requires a shortening of the notice, an emergency meeting may be called. The general nature of such emergency shall be stated in the call and no other business shall be addressed.
- (B) Board Meetings may be held in person, conference call or via computer using an app like Zoom or Microsoft TEAMS provided all members hear each other simultaneously. Regular minutes of Board Meetings are kept by the Club Secretary, approved by the Board and published on the club website.
- (C) The presence of no less than 3 Board members, at least one of whom is an officer, shall constitute a quorum. Unless a higher vote is specified herein, the vote of a majority 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 (3/4) 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 FFSWFL shall be a President, two Vice-Presidents (1st VP and 2nd VP), a Secretary and a Treasurer for a total of 5 officers. Elected officer's roles may be shared by 2 people when requested and voted affirmatively by the membership.

Section 2.

The President shall:

- (A) Preside at all meetings of FFSWFL and the Board of Directors;
- (B) Serve as the liaison with FFI and with other international organizations;
- (C) Be the official spokesperson for FFSWFL;
- (D) Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board of Directors;
- (E) Exercise all powers and perform all duties normally incident to such office;
- (F) Communicate important club news and communications to FFSWFL newsletter editor and provide written articles in advance of the club newsletter publication date;
- (G) Monitor with club treasurer the withdrawal & expenditures of funds from the club;
- (H) Submit an annual report containing the highlights of the year to FFI by December 31.
- (I) Submit the names, addresses, telephone numbers, and email addresses of the Incoming Executive Board to FFI.
- (J) Preside at all meetings of FFSWFL and the Board of Directors;
- (K) Serve as the liaison with FFI and with other international organizations;
- (L) Be the official spokesperson for FFSWFL;
- (M) Appoint the Chairpersons of all Standing Committees, subject to confirmation by the Board of Directors;
- (N) Serve as the liaison with FFI and with other international organizations;
- (O) Communicate important club news and communications to FFSWFL newsletter editor and provide written articles in advance of the club newsletter publication date;
- (P) Monitor with club treasurer the withdrawal & expenditures of funds from the club;
- (Q) Submit an annual report containing the highlights of the year to FFI by December 31;

- (R) Submit the names, addresses, telephone numbers, and email addresses of the Incoming Executive Board to FFI.

Section 3. 1st and 2nd Vice-President Duties

The 1st and 2nd Vice-Presidents shall:

- (A) Perform all duties and responsibilities of the President in the President's absence or incapacity of the President;
- (B) Perform such other duties as the Board may authorize;
- (C) Co-Serve with Chairperson of the Membership Committee by helping and advising Chair with membership recruitment efforts
- (D) Plan General Meeting details (e.g., scheduling meetings, locating meeting venues, obtaining speakers, arranging restaurant reservations (if required) following meetings);
- (E) Assist Board of Directors in recruitment of Journey Coordinators (outbound trips) and Host Coordinators (in-bound trips) for future journeys that the club participates in or hosts;
- (F) Communicate with FFSWFL newsletter editor regarding club communications and news.
- (G) At least five (5) weeks prior to the Annual Meeting, the two current Vice Presidents will serve as the Nominating Committee and will make nominations, with consent of those nominated to fill positions on the Board of Directors, and place them for nomination and election at Annual Meeting. Note: The President may also take nominations from the floor at the Annual Meeting.

Section 4. Secretary

The Secretary shall:

- (A) Record and keep the minutes of each meeting of FFSWFL and the Board.
- (B) Submit draft copy for approval within one week of meeting, and once approved by President and/or one of Vice Presidents, send to club Webmaster for publication on FFSWFL website;
- (C) Keep the records (Minutes and Financial Reports) of FFSWFL
- (D) Handle correspondence of the club as directed by the President;
- (E) Issue all official notices.

Section 5. Treasurer

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, with a copy for the Secretary;
- (E) Sign or countersign withdrawal of funds of the club;
- (F) Arrange for payment of accounts owed by the club; and
- (G) Prepare the books for an Audit Committee appointed by the Board prior to each annual meeting of the club.
- (H) File the club's IRS Tax Return annually.
- (I) Renew the club's Consumer's Certificate of Exemption as required (once every five years). Provide copies of the certificate to club members making purchases for the club.

Section 6. FFI International Conference

Should the Friendship Force Club President-Elect or another designated member of the incoming Board of Directors plan to attend the FFI International Conference and the regional conference. With approval of the Board of Directors, the club may cover part of the travel and conference expense, the total amount covered not to exceed \$500.

Section 7. Reports to FFI

An annual report containing highlights of club year shall be submitted by the president to FFI at the end of the club year, (December 31).

Section 8. President Elect Responsibilities

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.

Section 9. FFSWFL Administrative Calendar for Executive Board

October/ November	President confirms date of annual meeting typically held in December
October/ November	Board reviews dues and communicates changes to membership
October/ November	VPs start serving as Nominating Committee (least five weeks before date of annual meeting) to fill positions on the Board of Directors
November	President/board appoints audit committee of at least two members. Committee completes audit and prepares written report for annual meeting.
November	Board members and committee chair persons complete written reports for annual meeting.
November December	Treasurer collects dues. Provides updated membership roster to board members, newsletter editor and other members as required. Dues must be paid to our club by December 31.
December	Outgoing Treasurer prepares financial statement for the preceding year and activities report.
December	Outgoing President completes responsibilities listed in Bylaws
January	Treasurer/Board prepare budget for upcoming year.
January	Incoming Treasurer updates Consumer Certificate of Exemption with new address for treasurer if required. ¹
January	By January 15, Treasurer pays FFI dues based # members at end of previous year by January 15.
January	Incoming president completes the renewal of the Club Charter and verifies that FFSWFL's annual report is on file with FFI ² by January 15.
January	Incoming president/board appoints audit membership, communication committee members.
January	Communications Committee Chairperson updates Membership Directory and emails it to the membership.
January	Webmaster renews fees for website and domain name registration.
January	Webmaster updates website with information for new board members and revised membership application and policies if required.
January	Communications Committee Chairperson renews subscription for <i>Constant Contact</i> .
January - May	Treasurer files IRS 990-N Tax Return ³
January	Vice Presidents schedule general and board meetings thru January of the next year
August	Treasurer renews <i>Consumer Certificate of Exemption</i> once every five years.

1 Only required if new treasurer is elected. To change the address, call the “Florida Department of Revenue” at 850-488-6800. The phone number can be found at the following web site:

https://floridarevenue.com/taxes/Pages/gta_contact.aspx

2 See <https://helpcenter.friendshipforce.org/help-category/club-documents/> for link for charter renewal.

3 To file the IRS return

Go to <https://www.irs.gov/payments/your-online-account>

Click on *Sign in to your Online Account*

A new treasurer will need to create an account with ID.me and attach

FRIENDSHIP FORCE OF SOUTHWEST FLORIDA, EIN 800168499

to his/her account.

Signing in will require an email address and password plus a text confirmation sent to your phone.

Once logged in, the postcard return can be submitted. Check back to confirm acceptance and print a copy for the Treasurer’s records.

ARTICLE VI JOURNEY COORDINATORS (OUTBOUND) AND HOST COORDINATORS (INBOUND)

It is the desire of FFSWFL to encourage its members to volunteer as Host Coordinator for an inbound visit from another Friendship Force Club or as a Journey Coordinator on a club Outbound Journey to a Friendship Force Club either in the USA or foreign country. The club encourages and rewards these vital jobs with the following Compensation Plan:

- (A) Host Coordinator (HC) for another club's Inbound Journey to FFSWFL will be reimbursed for all Entrance Fees and Scheduled Meals paid for during the inbound journey up to the value of a FFI Journey Fee for the incoming club's days visited. In the case of multiple Host Coordinators, only one fee is collected and is split among the individuals serving in this capacity.

Note: The Host Coordinator Reimbursement Fee is budgeted by the Host Coordinator when establishing the club fee that will be charged to each inbound Club Member (Ambassador). For example, entrance fees divided by number of ambassadors coming. This amount is added to the calculation of each ambassador's fee for meals and entrance fees.

- (B) Journey Coordinator (JC) for a FFSWFL Outbound visit to another Friendship Force Club will be reimbursed in two ways with an additional third reward for add-on trips and activities beyond the scope of the current FFI journey.
- (i) FFI Journey Fee is credited to them by FFI for the full amount of club days visited as a percentage of "Seats Filled" per policy on FFI Website. If all seats are filled for inbound journey, the Journey Coordinator received 100% credit; alternatively, if only 50% of the seats are filled, the Journey Coordinator receives a credit of 50% of FFI Journey Fee.
- (ii) JC Club Fees are reimbursed to the Journey Coordinator at a rate no greater than \$100 per club member (Ambassador) traveling on journey. In the case of multiple JC's, only one fee is collected and is split among the individuals serving in this capacity.

Note: The Journey Coordinator Reimbursement for (ii) is budgeted and collected by the Journey Coordinator in advance when the visiting club communicates the fee each club member will pay. This amount is divided by number of ambassadors going the trip and added to the amount due from each Ambassador traveling. It cannot exceed \$100 per traveling ambassador.

- (iii) If the Journey Coordinator negotiates a separate "add on" journey with a tour company (or on their own) and other advantageous discounts beyond the scope of the FFI original journey (e.g., airline ticket group rates), the Journey Coordinator will be reimbursed by those choosing to participate in this additional trip or activity. Each member will reimburse the Journey Coordinator at a rate not to exceed \$25 for the exceptional effort. This fee is added to the trip fees as amount due from each Ambassador traveling. In the case of multiple JC's, only one fee is collected and is split among the individuals serving in this capacity.

ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Candidates

Candidates for elective club offices shall be members in good standing and shall be elected for a term of two years. An officer may succeed him/herself one time in that office. The elected officers shall assume office on January 1.

Section 2. Annual Meeting

The election of officers shall be held at the Annual Meeting. FFSWFL traditionally holds its Annual meeting in December. 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 voice vote.

Article VIII. COMMITTEES

Section 1. Standing Committees

The Standing Committees shall be:

(A) Membership;

(B) Communications (Newsletter, Email notifications, publicity, telephone

(C) Activities (Programs, Fund-raising, etc.) This role may be fulfilled by the two Vice Presidents.

Section 2. Responsibilities

Each Standing Committee is responsible for appointing members to the committee and giving this list to the Secretary. Each Chairperson will make a report at the General Meeting regarding the current status of activities. An annual report should be prepared and given to the club president. Additional Standing Committees may be created by a majority of the vote of all members of the Board.

Section 3. Term of Office

The term of office of Standing Committees and their Chairpersons are concurrent with the term of office for which officers of the club are elected.

Section 4. Ad Hoc Committees

The President or 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 IX MEETINGS

Section 1. Annual Meeting

FFSWFL Annual Meeting shall be held in the last quarter of the year (October, November or December) annually at a time and place to be designated by the President. Traditionally, FFSWFL's meeting is held in December along with the club's holiday party, but it can be changed by the President. A written notice (may be by email, text or newsletter) of the time and place of this meeting must be sent to each member at least 21 days prior to the meeting. Whenever elections are to be held, the list of nominations pursuant to Article VII (Nomination and Election of Officers and Directors) of these Bylaws shall be made part of this notice.

Section 2. General Meetings

Regular General Meetings of the club are held monthly from September through April in deference to the "Snowbird Season" in Southwest Florida. They are designated by the President with input from the Board.

Section 3. Special Meetings

The President, any three-elected officers, or any 15 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. Quorums

A quorum for the club meetings shall be 10 members or 20% whichever is the lesser. 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.

Section X FINANCES

Section 1 Annual Dues

The Board of Directors shall establish annual dues of FFSWFL and shall be published on the club website and in the club newsletter or communicated to the membership via email, text message and/or US Postal mail. Dues are payable and collected in the months of October, November and December. Club memberships will be for the calendar year.

Members who have not paid dues by January 31 shall be dropped from the membership rolls. Two-thirds (2/3) of the Board of Directors must approve a change in the amount of the annual dues. Notice of a change of dues must be published in the club newsletter or communicated by email, text message and/or US Postal Mail to all club members at least one (1) month prior to the date of change.

Note: Dues for new members joining in October, November and December will include membership for the following year.

Section XI Amendments

The Bylaws may be amended at any regular or special meeting of FFSWFL at which a quorum is present by a two-thirds (2/3) vote of those present and voting, provided that 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 via email, newsletter, text, or website at least ten (10) days before the meeting.

Section XII Rules of Order

Robert's Rule of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws to which they are applicable and in which they are not inconsistent with Florida law.

Section XIII DISSOLUTION

In the event of the dissolution of FFSWFL to the extent allowed under applicable provisions of law, all of the assets of the organization shall be distributed to Friendship Force Inc, a nonprofit corporation, provided that corporation is then in existence and is a tax-exempt organization under Section 5010 United States Internal Revenue Code. If Friendship Force Inc is not in existence or is not such a tax-exempt organization, then the assets of FFSWFL shall be sold and the proceeds distributed to another organization formed and operating exclusively for charitable, scientific, literary or educational purposes, which shall be selected by the Board of Directors of FFSWFL.

In the event that for any reason upon the dissolution of FFSWFL, the Board of Directors shall fail to act in this manner herein provided, the assets shall be distributed in accordance with the law governing the distribution of assets of nonprofit organizations of Lee County, State of Florida, who shall make such distributions referred herein.

Signed:

Joanne M Collins, Bylaws Chairperson

Date:

November 11, 2023

Approved November 10, 2023 at a regularly scheduled membership meeting.



friendship force

SOUTHWEST FLORIDA

Reimbursement Policy

From time to time, members make purchases or contract for services, in support of the activities of Friendship Force. Use the following guidelines to obtain payment from the treasurer of Friendship Force of Southwest Florida:

For expenses paid with your own money, submit a completed "EXPENSE REQUEST" form to the Treasurer with receipts attached if possible. Obtain a copy of the "Expense Request" form from our website, <http://friendshipforceswfl.org>. Click *Membership*, click *Expense Form* and then click *Display & Print Expense Form* in a New Window. The *Expense Form* will display as a PDF in a new window. Print the *Expense Form* by click the printer icon at the top right of the screen.

If you contract for services that require payment "on the spot" (upon the completion of that service), (for example: contracting a caterer for food, or contracting a DJ for entertainment), and you desire the payment made directly by the club, provide the Treasurer well in advance with the amount of the payment and when and where contractor requires payment. The treasurer will write a check in advance so that you can pay the vendor in a timely manner.



friendship force

SOUTHWEST FLORIDA

New Member Processing

Forward to the Treasurer a completed application and payment, preferably a check, for the membership fee and name badge for each person applying for membership.

The application form can be printed from the website:

Go to <http://friendshipforceswfl.org>. Click *Membership*, click *Application Form*. The *Application Form* will display as a PDF in a new window. Print the *Expense Form* by click the printer icon at the top right of the screen.

The Treasurer will maintain the application for our records and forward copies of the application to the President, Membership Committee Chairperson and the Communications Committee Chairperson.

Membership Committee Chair will follow up with a welcoming letter, email and/or a phone call to the new member(s) including an invitation to the next meeting or social gathering.

Communications Committee Chairperson will update the Membership Directory, email the updated directory to the membership and email the most recent newsletter to each new member.

President) will introduce the new member(s) at the first meeting that they attend including a welcoming message in the Power Point presentation if made.

The Treasurer will order a name badge for each new member upon receipt of payment for dues. The badge will either be mailed to each new member or presented to them at the next meeting or social gathering.

Badges may be purchased locally from:

Gulf Coast Engraving & Awards
2395 Tamiami Trail, Port Charlotte, FL 33952
<http://www.gulfcoastengraving.com/>
941-743-7744, sales@gulfcoastengraving.com

Current cost in 2023 is \$11 per badge.