

BYLAWS

THE FRIENDSHIP FORCE OF CENTRAL VIRGINIA, INC.

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BYLAWS

THE FRIENDSHIP FORCE OF CENTRAL VIRGINIA, INC.

1. **NAME.** The name of the organization is: THE FRIENDSHIP FORCE OF CENTRAL VIRGINIA, INC. (“Club”) and it was incorporated on June 11, 2015 under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1.
2. **PURPOSES.** The Club is organized and shall be operated exclusively for charitable, educational, purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code, including the charitable and educational endeavors associated with Friendship Force International (“FFI”), and as further described in Article 7 of the amended Articles of Incorporation of the Club which are incorporated herein by reference.
3. **MEMBERS.**
 - 3.1. **Membership Criteria and Responsibilities.** Any individual is eligible to be a Club member who supports the goals and purposes of FFI and the Club, is willing to pay the required annual FFI and Club dues, and is willing to abide by the Club Articles of Incorporation and Bylaws. An individual is a member is in good standing (Hereinafter sometimes referred to as “member”) if they have completed a membership application form; that application has been approved by the Board of Directors of the Club; the appropriate annual dues have been paid and that individual is not subject to Member Termination action.
 - 3.2. **Member Termination.** The Board of Directors of the Club has the right to refuse to accept the membership application or 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 FFI or the Club. Upon taking such action, the Club 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 or applicant. The decision of the Club Board of Directors in taking such action shall be final and conclusive.
 - 3.3. **Honorary Members.** The Board of Directors of the Club may from time to time, on such terms and condition as determined by the Board of Directors, appoint one or more Club members in good standing to be an Honorary Member of the Club in recognition of their long term commitment and service to the goals and purposes of the Club. Honorary Members are not a separate member class. An Honorary Director shall have the same responsibilities as other Club members, unless otherwise specified by the Club Board of Directors.

4. **FISCAL YEAR.** The Fiscal Year of the Club shall be on the twelve (12) month calendar basis, ending each December 31. The Fiscal Year may be changed by a vote of the Club Board of Directors.

5. **CLUB REGISTERED AGENT AND OFFICE LOCATION.** The registered agent and office of the Club shall be governed by the applicable laws of the State of Virginia. The registered agent and office of the Club as initially designated in the Club Articles of Incorporation of the Club and may be later changed by the Club Board of Directors. The Club may maintain such other registered offices in any determined by the Club Board of Directors.

6. **BOARD OF DIRECTORS.**

6.1. Number of Board Members. The Club Board of Directors (“BOD”) shall consist of not less than three (3) or more than nine (9) Directors, each of whom shall be members in good standing in the Club.

6.2. Board Terms. All Director terms of office, except those filling vacancies, shall be for a period of one (1) year, commencing January 1 each year and until their successors shall have assumed that Director position.

6.3. Appointment of Directors. All Directors shall be appointed to office by a vote of all Directors then on the BOD. The Chairman and the Secretary of the BOD shall each be appointed by the BOD for terms of one (1) year. The Board may from time to time appoint persons as non-voting “Ex-Officio” or “Emeritus” directors on such terms and conditions as set by the BOD.

6.4. Director Resignations and Removal of a Director. Any Director may resign at any time by giving written notice of such resignation to the BOD, the Chairman of the BOD, or the Secretary of the BOD. Any such resignation shall take effect at the time specified in the resignation or, if no time is specified, it shall take effect at the time it was delivered to the persons noted above. A member of the BOD may be removed from the BOD, with or without cause, by a two-thirds (2/3) vote of the then total BOD members in office at a meeting specifically called for this purpose. If a Director is to be removed for cause, that Director shall be advised in writing by the Chairman of the BOD of the causes for the removal in advance of the BOD meeting called for the removal for cause and provided with an opportunity, but not an obligation, at that BOD meeting to present any response to the stated causes before the BOD takes its vote on the removal for cause. The decision of the BOD on a matter of removal for cause shall be final.

6.5. Board Vacancies. All vacancies on the BOD should be filled as soon as possible by action of the remaining members of the BOD. If, at that time, the Directors then remaining in

office constitute less than a quorum of the total members of the BOD, they may fill the vacancy by an affirmative vote of a majority of all Directors remaining in office. Directors filling vacancies shall serve out the unexpired term of the Director they replaced.

6.6. Powers and Responsibilities of the Board of Directors. The Club shall be governed by the BOD which shall exercise ownership, management, and control over the revenues, assets, affairs and the funds of the Club to the full extent of applicable law. The BOD shall have the power and the responsibility to develop and to initiate policy and/or programs, to enter into contractual agreements and to conduct such other business as shall be deemed desirable to promote and achieve the purposes and goals of the Club. Said development and initiation of policy/or programs, contractual agreements, and other business, cited heretofore, shall be effected within the framework of, and in accordance with, the Club Articles of Incorporation and Bylaws. The responsibilities of the BOD shall, to the best of its abilities, also include, but not be limited to: compliance with laws and regulations applicable to the Club; maintenance of the Club books and records; appointment of Club Directors and Officers; the development, approval, implementation, and modification of an annual financial and operating budget; approval of annual year-end financial statements for the Club; strategic and day-to-day operation of the Club, including the expenditure of Club funds or credit; exercise the powers and authority conferred upon the BOD by the Club Articles of Incorporation and Bylaws and by the State of Virginia, Chapter 10 of Title 12.1, the Nonstock Corporation law or laws or regulations associated therewith; and powers and lawful acts as are not by statute or the Club Articles of Incorporation and Bylaws otherwise prohibited. The BOD shall not have the right to delegate its full authority or responsibilities or that of any Club Officer to any other person or committee.

6.7. Committees of the Board of Directors. The BOD may create, make limited delegations of authority to, and maintain one (1) or more committees of the BOD for any purpose appropriate to the operations of the Club (“Committee”). A Committee may consist of BOD members and non-board members. No BOD members shall be a member of more than two (2) Committees at the same time. The President of the Club shall appoint all chairman and members to any Committee. The resolution creating any Committee shall set forth at least the following:

- * The purpose, duties and authority delegated by the BOD to the Committee,
- * The Committee will report to and be responsible to the BOD,
- * The term of existence the Committee, and
- * Such other matters set by the BOD as reasonable and necessary for the operation of the Committee.

The creation, operation, and authority of any Committee shall not operate to relieve the Directors, or any member thereof, of any responsibility imposed upon it or such member by law. All Committees shall be either “Standing Committees” dealing with matters that continue year

after year; and “Special Committees” dealing with projects or alike having a term of less than one (1) year.

Current Standing Committees are:

~~Budget & Finance~~

Communications

Events

Exchanges Journeys

Fundraising

J A G

~~Member Outreach~~

~~Member Relations~~

Membership

Outreach

6.8. Board Meetings (“Meetings”)

6.8.1. Notice of Board Meetings. All Meetings of BOD shall be called by written notice, including the date, time, place and agenda for that Meeting, and transmitted by Regular Mail, Email, or Fax transmission at least five (5) days in advance of the Meeting by the any of the following:

The Chairman of the BOD, or
Three (3) Members of the BOD, or
The Club President.

A notice of any meeting shall be considered “delivered” when it is: presented to the Director by hand-delivery; or to the US Postal Service, parcel post or similar service with proper paid postage; or sent electronically by facsimile transmission; or by email to the address of record for the Director at the Club. A waiver of notice occurs when a Director, in electronic or other writing, waives said notice or defect in notice; or, by attendance by a Director at the meeting which was the subject of the notice.

6.8.2 Regular and Special Board Meetings. “Regular” BOD Meetings shall be scheduled in advance by the BOD for every calendar month of the year. The subjects for consideration at Regular meetings may be anything related to the Club. Unless otherwise directed by the BOD, (A) the November Regular meeting shall appoint Directors and Officers of the Club for the next Fiscal Year and approved a financial and operating budget for the next Fiscal Year; and, (B) the January Regular meeting shall approve the year-end financial statements for the preceding year of the Club. “Special” BOD meetings shall be any BOD meeting other than a Regular BOD meeting and may be held as needed and determined by any of

those authorized to give notice under Section 6.8.1.above. The subjects of any Special BOD meeting shall be limited to only those noted in the agenda of that meeting.

6.8.3. Board Proxies. Any Director in good standing may present to the Club Secretary in advance of any BOD meeting a written proxy authorizing the Secretary to (A) count that BOD member as in attendance at any BOD meeting and (B) expressing a vote in favor or against any or all of the items that may come before the BOD meeting for which the proxy applies. All proxies shall be approved by the Club Secretary and such approval shall be final.

6.8.4. Board Quorum and Actions. A majority of the total number of voting BOD members then in office and present in person or by an approved proxy shall in total constitute a quorum for any meeting. Unless specifically noted otherwise by applicable law, regulations, the Club Articles of Incorporation, or Bylaws, all actions of the BOD taken at a meeting shall require a majority vote of those Directors present at a meeting in which a quorum existed at the start of the meeting.

6.8.5. Board Unanimous Consent Action Without a Meeting. The BOD may act on any subject without a Regular or Special meeting, through a unanimous consent document (“Consent”) presented in the form of a writing, electronic fax or email. The Consent must contain:

- (1) a complete description of the subject of the action;
- (2) a description of the specific BOD resolution or action to be taken;
- (3) the effective date for actions taken by the Consent;
- (4) be accompanied by any appropriate supporting documents or attachments; and
- (4) be executed by all then Directors of the Club.

The Consent must be provided by the Secretary of the Club, or its designee, to all Directors. The Consent shall not be effective unless and until all Directors have specifically expressed in writing their acceptance of the Consent without reservations and that acceptance of the Consent has been expressed by return mail, electronic fax or email addressed to the Club Secretary. An effective Consent shall become part of the official minutes of the BOD.

6.8.6 Electronic Board Meetings. Any or all Directors may attend any meeting of the BOD by means of telephone, audio-visual, or similar communication system (“Electronic System”) whereby all persons participating in the meeting can communicate with each other. Participation in a BOD meeting via an Electronic System shall constitute presence at the BOD meeting with full voting powers.

6.8.7. Conduct of Board Meetings. The BOD may, from time to time and at its discretion, adopt rules and regulations for the conduct of its meetings and management of the operations and activities of the Club. In the absence of actions taken by the BOD, meetings may be conducted according with the most recent edition of *Robert’s Rules of Order*.

6.8.8. Compensation of Board Members. BOD members may not receive compensation for the performance of their BOD duties; however, Directors may be reimbursed by the Club for reasonable, documented, expenses associated with their performance as Directors.

7. OFFICERS OF THE CLUB.

7.1 Appointment of Officers. The BOD shall appoint all Officers of the Club under terms and conditions set by the BOD or the Bylaws.

7.2 Officer Term of Office. Unless noted otherwise by the BOD or the Bylaws, all Officer terms of office shall be for a calendar year term of one (1) year, or until their successors shall have been appointed and assumed office.

7.3 Officer Positions. The following are the Officers of the Club:

7.3.1 Officers from the Board of Directors of the Club. The BOD shall annually appoint the following Officers from among the sitting members of the BOD. The Chairman of the BOD shall also be the President of the Club so long as that person holds the position as Chairman of the BOD. The Secretary of the BOD shall also be the Secretary of the Club so long as that person holds the position as Secretary of the BOD.

President

Vice President

1st Vice President

2nd Vice President

Secretary

Treasurer

7.3.2 Other Officer and Assistant Officers Positions. The BOD may from time to time appoint one or more Vice Presidents and one or more Assistant Treasurers or Assistant Secretaries as Officers of the Club under terms and conditions set by the BOD. The foregoing Officers need not be appointed from the Club BOD.

7.4 Vacancies. In the case of an Officer vacancy, the BOD shall appoint a successor to fill out the uncompleted term of any Officer.

7.5 Officer Position Descriptions.

7.5.1 President. The (“President”) shall be a member of the BOD and shall be the chief executive officer of the Club and responsible for the management direction and operations of the Club, including any personnel associated with the Club. The President shall

chair and preside over all meetings of the BOD. The President shall also perform any additional duties as from time to time may be assigned to the office of President by the BOD.

7.5.2 1st Vice President. The 1st Vice President (~~“1st Vice President”~~) shall be a member of the BOD and shall fulfill the duties of the President in his or her absence and to perform such other duties as from time to time may be assigned to the 1st Vice President by the BOD.

~~**7.5.3 2nd Vice President.** The 2nd Vice President (2nd Vice President) shall be a member of the BOD and shall be responsible for the fund raising activities of the Club. In addition, the 2nd Vice President shall fulfill the duties of the 1st Vice President in his or her absence and to perform such other duties as from time to time may be assigned to the 2nd Vice President by the BOD.~~

7.5.4 Secretary. The Secretary (“Secretary”) shall be a member of the BOD and shall fulfill the duties customarily associated with the office of Secretary of a not-for-profit charity including maintaining the records of the Club and the Club BOD, notice and minutes of all meetings and actions of the BOD and such other duties as from time to time may be assigned to that office by the BOD.

7.5.4 Treasurer. The Treasurer (“Treasurer”) shall be a member of the BOD and shall fulfill the duties customarily associated with the office of Treasurer of a not-for-profit charity including maintaining custody of all Club funds and causing all federal, state, or local reports and tax documents to be filed on behalf of the Club and the BOD, and such other duties as from time to time may be assigned to that office by the BOD.

7.5.5 Other Officer and Assistant Officers. Any other officer or assistant officer shall fulfill the duties set by the BOD when creating each officer position and such other duties as from time to time that may be assigned to that office by the BOD.

8. ACCEPTANCE OF DONATIONS. Acceptance of all donations to the Club in excess of \$500.00 value, cash or in-kind, shall first be approved by the BOD. The BOD need not accept any donation. In determining whether to accept a donation to the Club, the BOD shall, in its reasonable **judgement**, only consider donations acceptable within the meaning of Section 501 (C)(3) of the Internal Revenue Code; which advance the purposes and programs of the Club; and are in the best interests of the Club.

9. RESTRICTED AND UNRESTRICTED FUNDS. The BOD shall determine whether any cash or in-kind assets or income (including expenses or liabilities associated therewith) received or acknowledged by the Club (“Funds”) are restricted or unrestricted within the IRS regulations and instructions applicable to IRC Section 501 (C) (3) organizations. If any Funds are subject to a condition precedent to its receipt, or must be used for a specific purpose by the Club, such Funds shall be considered and treated as Restricted Funds by the Club. Any

Funds not designated as Restricted Funds; or, Funds that are no longer subject to restrictions, shall be considered and treated by the Club as Unrestricted Funds.

10. CONFLICT OF INTERESTS. The BOD on September 8, 2015 approved and adopted a Conflict of Interest Policy intended to comply with IRC Section 501 (C) (3) which is incorporated by reference into these Bylaws.

11. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS.

11.1 Indemnification of Directors or Officers. To the fullest extent permitted by the laws of the State of Virginia, including amendments of those laws, the Club shall indemnify and hold harmless each present or former Director and Officer (“Person”) of the Club against any and all claims, liabilities, and expenses (including attorney’s fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suite or proceeding, whether civil, criminal, administrative, or investigative, to which such Person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

11.1.1 any breach of such Person’s duty of loyalty to the Club; or

11.1.2 any act or omission by such Person not in good faith or which involves intentional misconduct or where such Person had reasonable cause to believe his or her conduct was unlawful; or

11.1.3 any transaction from which such Person derived any improper personal benefit.

11.2 Determination of Directors or Officers Entitlement to Indemnification. The decision concerning whether a Person seeking indemnification has satisfied the provisions of 11.1 above shall be made by (A) the BOD by a majority vote of Directors who are not parties to the action, suite or proceeding giving rise to the claim for indemnity (“Disinterested Directors”), whether or not such majority constitutes a quorum of the entire BOD.; or (B) if there are no Disinterested Directors , or if Disinterested Directors so direct, by independent legal counsel in a written opinion.

11.3 Indemnification of Employees and Agents. The BOD shall indemnify and hold harmless any present or former Officer of the Club or any Agent of the Club, where such agency exists in writing and/or is determined to exist by applicable law, under the same terms and conditions applicable to Persons as stated in section 11.1 above.

11.4 Determination of Employees and Agents Entitled to Indemnification. The decision concerning whether a Person, under section 11.1 and 11.3 herein, seeking indemnification has satisfied the provisions of 11.1 above shall be made by the BOD by a majority vote of Directors who are not parties to the action, suite or proceeding giving rise to the claim for indemnity (“Disinterested Directors”), whether or not such majority constitutes a quorum of the entire BOD.; or (B) if there are no Disinterested Directors , or if Disinterested Directors so direct, by independent legal counsel in a written opinion.

12. AMENDMENT OF THESE BYLAWS. These Bylaws may be amended by a vote of two-thirds (2/3) of the total members on the BOD.

13. DISSOLUTION OF THE CLUB. The Club Articles of Incorporation, as amended, Article 8 Dissolution of the Club, intended to comply with provisions of IRC Section 501(C)(3) and FFI, is incorporated by reference into these Bylaws.

14. HISTORY OF BYLAWS. Approved & Adopted by BOD: October 20, 2015

CERTIFICATION.

I, Margaret Dryer, Secretary of Friendship Force of Central Virginia, Inc. (“Club”), hereby certify and attest that these Bylaws were adopted and approved by the Board of Directors of the Club at a meeting held October 20, 2015.

Margaret Dryer

Margaret Dryer