BYLAWS OF THE FRIENDSHIP FORCE OF GREATER DES MOINES

Revised September 20, 2017

ARTICLE I - NAME AND OFFICE

Section 1.1 Corporate Name.
The name of the non-profit Corporation shall be known as "The Friendship Force of Greater Des Moines, Inc.", incorporated in 1981 in the State of Iowa.

Section 1.2 Registered Agent.
The Board of Directors shall appoint a member as the registered agent of the corporation.

ARTICLE II - MISSION

The Mission of The Friendship Force of Greater Des Moines, Inc. is to create an environment where individual friendship and peace can be established across the international barriers that separate people.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 Number and Qualifications.
The business and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) persons. Each Director shall be a current member of the Corporation.

Section 3.2 Election and Term.
All directors except those appointed to fill a vacancy and those appointed to a newly created directorship shall serve for a term of three (3) calendar years and until their successors shall have been elected. No director may be elected to the Board for more than two consecutive terms. A term shall be considered as service of eighteen months or more. Directors shall be divided into three staggered terms consisting of no more than three members in each group. Election by the corporation membership shall occur within ninety (90) days of the beginning of the Directors' terms. Regular elected terms begin on January 1.

Section 3.3 Vacancy.
Any vacancy on the Board of Directors may be filled by the affirmative vote of most of the remaining directors. A director so elected shall serve for the unexpired term of his/her predecessor and until his/her successor is elected.

Section 3.4 Removal.
A director may be removed from office after four (4) absences from regularly scheduled board meetings per calendar year or for just cause with an affirmative vote of not less than two-thirds of the directors then in office.

Section 3.5 Duties of Directors.
Directors shall have the following responsibilities to the Corporation:
(1) To set, review and approve major strategies, policies, and guidelines for program implementation;
(2) To ensure compliance with the bylaws;
(3) To monitor the financial status of the organization and take remedial action as needed.

(4) Each Director shall chair a committee or organize an activity each year they serve on the Board, after their first year.

Section 3.6 Quorum.
A majority of the directors shall constitute a quorum for the transaction of any business by the Board of Directors. If a quorum is not present, a majority of the directors present may adjourn the meeting. Directors may be present in person, by telephone, or any other means approved by the Board.

Section 3.7 Presiding Officer.
The presiding officer of a directors' meeting shall be the President, or, in his/her absence, the President Elect/Vice President. In the absence of the President and President Elect/Vice President, the directors shall designate one of their number to preside.

Section 3.8 Rules.
All meetings shall be conducted in accordance with Roberts' Rules of Order (Revised) in such a manner as not to be inconsistent with these Bylaws.

ARTICLE IV – OFFICERS

Section 4.1 Selection.
The officers of the corporation shall be elected by the Board of Directors at its first monthly meeting following the annual meeting. The officers shall serve at the pleasure of the Board. Any office becoming vacant for any reason shall be filled by the Board of Directors at the next monthly meeting following the vacancy.

Section 4.2 Titles and Qualifications.
The officers of the corporation shall be a President, a President Elect/Vice President, a Treasurer, a Secretary, and such additional officers as the Board of Directors may from time to time elect from the ranks of the Board of Directors. The Treasurer and Secretary are not required to be directors.

Section 4.3 President.
The President shall be a Director elected annually by the Board of Directors. The President may serve not more than four consecutive one-year terms. The President shall be the chief executive officer of the corporation, shall have general supervision of the business, property, and affairs of the corporation, and shall see that all orders and resolution of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors. The President shall appoint the Nominating Committee and any other committees the President deems necessary.

Section 4.4 President Elect/Vice President.
The President Elect/Vice President; shall generally assist the President and exercise such other powers and perform such other duties as the President or the Board of Directors shall from time to time prescribe. In the absence or disability of the President and during such times as there shall, for any reason, be no President in office, the President Elect/Vice President shall serve as the chief executive office of the corporation and shall have all the powers and shall perform all the duties of the President. The President Elect/Vice President shall automatically become President of the organization the year following election as President Elect/Vice President unless the President is re-elected.

Section 4.5 Treasurer.

Subject to the direction of the President, the Treasurer shall have the custody of all corporate files and securities and shall keep, or cause to be kept, timely and accurate accounts of receipts and disbursements of the corporation and shall as often as requested by the Board of Directors, prepare and certify proper statements of the financial condition of the corporation and an account of his/her transactions as the Treasurer. The Treasurer shall deposit all monies and other valuable effects of the corporation in the name and to the credit of the corporation as ordered by the President or the Board of Directors. The Treasurer shall be charged with the duty of providing an audit of the financial reports annually.

Section 4.6 Secretary.
The Secretary shall attend all meetings of the Board of Directors and shall keep minutes of all such meetings. The Secretary shall also give, or cause to be given, notices as directed by the President of all annual or special meetings of the Board of Directors. The Secretary shall have charge of the corporate books, correspondence, and all records other than the Treasurer's records.

Section 4.7 Delegation of Duties.
Whenever for any reason, including without limitation, absence of an officer, the Board of Directors may deem it desirable, the directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE V - STANDING COMMITTEES

Section 5.1 Committees.
There shall be a Nominating Committee of the Board of Directors. In addition, the President may create other committees as deemed necessary.

Section 5.2 Selection of Committee Chair
Each committee chair shall be appointed by the President from the membership.

Section 5.3 Vacancies.
The President shall have the authority to remove any member of any committee whenever, in his/her judgment, the best interests of the Corporation will be served. Any member of a committee may resign from such committee at any time by giving written notice to the President or Committee Chair.

Section 5.4 Board Nominations.
Nomination for Board of Directors shall be by a nominating committee appointed by the President and such nominations shall be given to the members with the notice of annual meeting. Other nominations may be made by written notice mailed to the President at least five *(5)* days prior to the meeting.

ARTICLE VI - MEMBERS

Section 6.1 Member and Voting Rights.
(1) Dues shall be paid annually for the calendar year in an amount set by the Board of Directors.
(2) In addition to the regular membership, contributions may be made and recognition given.
(3) All participants of an FFGDM domestic or international journey shall be members of The Friendship Force of Greater Des Moines or another Friendship Force club.
(4) Each member is entitled to one vote.

Section 6.2 Powers.
No member shall have the authority:
(1) to amend the Articles of Incorporation or the Bylaws;
(2) to exchange or otherwise dispose of all, or substantially all, of the property and assets of the Corporation;
(3) to purchase products or services in excess of $100 without prior approval of the Board of Directors.

ARTICLE VII - MEETINGS

Section 7.1 Regular Meetings of the Board of Directors.
Meetings of the Board of Directors shall be held monthly at a time and place set by the majority of the Directors.

Section 7.2 Annual Meeting.
The annual meeting of members shall be held at such time and place as shall be designated by the Board of Directors. At such meetings, the members shall elect Directors and transact any other business that is properly brought before the meeting. Written notice of any business must be delivered to the President or Secretary at least five *(5)* days before the meeting. Any business for which such notice is not given may not be considered until a subsequent meeting. This requirement of notice of business prior to the meeting may be waived by unanimous approval of all members present at the meeting.

Section 7.3 Special Meeting.
A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors and shall be held at such time and place as designated in the notice.

Section 7.4 Notice.
Notice of annual or special meeting of the Board of Directors shall be given by the President or the Secretary to each Director not less than forty-eight (48) hours by telephone, e-mail, other electronic means, or by written notice delivered personally or mailed to each Director or Member ten days before the time fixed for such meeting.

Section 7.5
All meetings shall be conducted in accordance with Roberts' Rules of Order, Revised, in such manner as not to be inconsistent with these Bylaws.

ARTICLE VIII - GENERAL PROVISIONS

Section 8.1 Amendments.
The bylaws may be amended at any regular or special meeting of the club 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 amend has been given either at the previous meeting or sent to each member at least 20 days before the meeting.

Section 8.2 Fiscal Year.
The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise fixed by the Board of Directors.

Section 8.3 Execution of Instruments.
Contracts, deed, documents, and instruments shall, unless otherwise directed by the Board of Directors, be signed in the name and on behalf of the Corporation by the President, or the President Elect/Vice President, together with the Secretary or Treasurer, or such other person as the Board of Directors may appoint.

Section 8.4 Checks and Notes.
Checks, notes, drafts, and demands for money shall be signed by the officer or officers designated by the Board of Directors.

Section 8.5 Loans.
No loans shall be contracted on behalf of the Corporation.

Section 8.6 Interested Directors.
A director must disclose to the remaining Board members, any financial interest they may have in a contract or action under consideration by the Board.

Section 8.7 FFI Required Statement
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.

Section 8.8 Indemnification.
Any person who was or may be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), judgments, fees and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation (and with respect to any criminal action or proceedings, if he/she had no reasonable cause to believe his/her conduct was unlawful), to the maximum extent permitted by law or provided by the Bylaws.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of this Corporation to the extent allowed under applicable law, all of the assets of the Corporation, or proceeds from sale of such assets, shall be distributed to another organization operating exclusively for charitable purposes and selected by the Board of Directors of this Corporation. A vote of 2/3 by members of the Board of Directors is necessary for dissolution and/or sale of assets.

ARTICLE X - PUBLIC LIABILITY

Section 10.1 Overview

The officers and directors of the corporation, their heirs, executors, and assigns, shall be personally free from the obligations or liability to the corporation, its creditors, and any other person or entity for any corporate or personal liability, debt or claim arising from and out of his/her service to the corporation, except for any breach of the director's or officer's duty of loyalty to the corporation for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director or officers derives an improper personal benefit and the corporation shall indemnify such person for any and all losses and expenses incurred thereby to the extent not prohibited by law or provided in the Bylaws.

Section 10.2 Indemnification; Third Party Actions.
The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, or agent of the corporation, against all expenses (including attorneys' fees), liabilities, judgment, fines and amounts paid in settlement actually and reasonably incurred by, or imposed upon, him/her in connection with such action, suit or proceeding, except in such cases wherein such person is adjudged to be liable for misconduct, in the performance of his/her duty of loyalty to the corporation, for acts of omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit.

Section 10.3 Indemnification; Further Provisions.
The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation against any liability asserted against him/her and incurred by him/her in such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this section.

Approved and declared as Bylaws of the Friendship Force of Greater Des Moines, Inc. by the undersigned on September 20, 2017.

Shelley Bain
President, Friendship Force of Greater Des Moines