

THE FRIENDSHIP FORCE OF OTTAWA

BY-LAWS

DEFINITIONS:

- i. **Officers:** President, Treasurer, Secretary, VP Journeys, VP Membership and 2 Directors at Large (7).
- ii. **Board Members:** Officers elected at the Annual General Meeting (identified below) and the ex-officio member immediate Past President as per Article 5.2.
- iii. **Ex-officio:** A member of the Board of Directors by virtue of holding their previous office. (Robert's Rules of Order). In this organization, ex-officio members are afforded the same rights as other members of the board including proposing motions and voting.
- iv. **Fiscal year:** November 1st of one year to Oct. 31st of the year following.
- v. **Club Members:** All those individuals who are in good standing and have paid club membership dues.
- vi. **E-member:** an individual who is not a resident of the National Capital Region or its surrounds but who pays an annual membership fee and is able to contribute to club activities (e.g., day hosting, journey support, travel, club administration).

ARTICLE 1 NAME

The name of the organization is The Friendship Force of Ottawa, hereinafter referred to as the Club.

ARTICLE 2 PURPOSE AND OBJECTIVES

2.1 PURPOSE

The primary purpose/mission of the Friendship Force of Ottawa is to promote international understanding by conducting people-to-people home-stay Journey programs with Friendship Force Clubs from other countries and in other regions of Canada. (Amended June 17, 2013)

2.2 OBJECTIVES

- A. To provide leadership and support of the FFO cultural Journey program.
- B. To promote friendly relations and improved understanding between cultures through Journeys with Friendship Force Clubs in other countries and in other regions of Canada.
- C. To organize ongoing Friendship Force educational and cultural activities and programs in and around the National Capital Region of Canada.
- D. To maintain an active membership file and to recruit as members of the Club, individuals (or e-members able to participate) who are residents of the National Capital Region and/or surrounds and who are committed to the Friendship Force aims and objectives.
- E. To encourage and support the formation of other Friendship Force Clubs.
- F. To increase program awareness by disseminating information to Club members and to interested persons in the community.
- G. To provide an orderly means of assembling and retaining pertinent records for use in establishing and assisting Journey committees, i.e. club website Toolbox, archives.

This Club does not operate for financial gain or profit. No part of the property of the Club or its earnings shall benefit or advantage of any private individual(s) or member(s). 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 club's income be devoted to such purpose. (Amended Dec. 28, 2017)

ARTICLE 3 MEMBERSHIP

3.1 ELIGIBILITY

Any person who is committed to the Club objectives and is willing to conform to its By-laws is eligible to become a member of the Club. Such person shall become a member upon filing an application to the committee responsible for membership, upon satisfying that committee that he/she is committed to the Club's objectives and will conform to its By-laws, and upon paying the current membership fees of the Club.

3.2 MAINTAINING MEMBERSHIP IN GOOD STANDING

In order to maintain his/her membership in good standing, a member shall pay the current membership fees of the Club no later than the subsequent deadline of January 31st to avoid having his/her name removed from the official membership roster. (Amended Dec. 28, 2017)

3.3 TERMINATION OF MEMBERSHIP

A member who delivers to the Club a letter of resignation or who fails to pay the current membership fees by January 31 shall thereby terminate forthwith his/her membership. In addition, the committee charged by the Board of Directors with responsibility for membership may terminate the membership of any member for willful conduct inconsistent with the Club's objectives or the refusal to comply with the Club's Bylaws. Upon being informed of the suspension by the membership committee of his/her membership, the member may submit in writing to the Secretary an appeal against the suspension within 30 days, which appeal shall be the subject of a hearing by the Board of Directors which may uphold or dismiss the appeal. If the appeal is upheld by the Board of Directors, the suspension of membership shall be voided. (Amended November 8, 2006)

3.4 MEMBER'S RIGHTS

A member in good standing has the right to participate in all members' activities, to attend and vote on all motions presented in general members' meetings, to stand for election as an officer or director, to cast ballots in all elections and to participate in the Club's Journeys. The opportunity to participate in Club's Journeys shall be fairly and objectively allocated.

ARTICLE 4 MEMBERS' MEETINGS

4.1 ANNUAL BUDGET MEETING

The Annual Budget Meeting is a once yearly general members' meeting in which the Board of Directors presents the proposed budget for the upcoming fiscal year. The meeting shall be scheduled within 90 days of the AGM. All club members shall have an opportunity to pose questions or suggest amendments to the proposed budget. (Amended Feb.15, 2018)

4.2 ANNUAL GENERAL MEETING

The Annual General Meeting is a general members' meeting and shall be held in the National Capital Region on a date no later than 60 days following the fiscal year end, which date shall be selected by the Board of Directors with notice delivered to all members (**see Article 4.4**). At the Annual General Meeting, the annual reports for the current year shall be presented, the Board shall present the Annual Financial Statement as detailed in the Club's financial guidelines and the election of Officers and the Financial Reviewer shall be held in accordance with Article 7. The Financial Review report shall be presented at the AGM or within 90 days of the AGM. (Amended April 2, 2018)

4.3 OTHER GENERAL MEMBERS' MEETINGS

Other meetings of the Club members may be called at any time, with notice to all members specifying the business to come before the meeting, either by the president, any two members of the Board of Directors, or by any ten members in good standing.

4.4 MEETING NOTICE

The notice and the meeting documents of the Annual Budget Meeting and the Annual General Meeting shall be delivered to the members 14 or more days before the meeting date with opportunity to review the financial documents and reports before the meeting. The notice and the meeting documents of all other General Members' meetings shall be delivered to members seven or more days before the meeting date. (Amended Feb.15, 2018)

4.5 QUORUM & ADOPTION OF MOTIONS

A quorum for any general members' meeting shall be 25 members in good standing. Any motion properly moved and seconded in a members' meeting, other than a motion which amends the Bylaws or to dissolve the Club, shall be declared adopted when supported by a show of hands of the majority of the members in good standing who are present and voting on the motion.

ARTICLE 5 BOARD OF DIRECTORS

5.1 COMPOSITION OF THE BOARD

The Board of Directors shall consist of seven (7) elected Officers: President, Vice-President Membership, Vice-President Journeys, Treasurer, Secretary, and two additional Officers (Directors-at-Large). All Officers have signing authority. In addition, the immediate Past President may sit on the Board as ex-officio member. (Amended December 28, 2017)

5.2 TERM OF OFFICE

The Officers of the Club are elected at the Annual General Meeting to a one-year term which begins following the meeting and ends following the AGM of the upcoming year. The term may be extended for a second year at the invitation of the nomination committee and subsequent approval of the membership at the Annual General Meeting. The immediate Past President sits on the Board for one year. The time sitting on the board may be extended at the discretion of the President. The term of office of the Past President is two years or longer as determined by the President's term of office. (Amended December 28, 2017)

If an Officer is temporarily incapable of performing his/her duties, the Board shall appoint a member as a temporary replacement. If an Officer should resign, the Board shall appoint a member to fill the office for the duration of the term.

5.3 MAXIMUM TERM AS A MEMBER OF THE BOARD

A member shall not serve on the Board of Directors for a term longer than four consecutive years except as provided in sub-article 5.4. If, after completing a term on the Board of Directors a member stands down for a period of one or more years, he or she is qualified again to stand for election to the Board. (Amended November 30, 2015)

5.4 EXTENSION OF A TERM

A member who has completed four consecutive years on the Board of Directors may stand, in either or both of the next two years, for election to an office and, if elected, shall continue as a member of the Board of Directors for a term not to exceed a maximum of six consecutive years. This limitation shall not apply to the immediate Past President as it applies to Article 5.2. (Amended December 28, 2017)

5.5 INTERPRETATION

Notwithstanding Articles 5.2, 5.3 and 5.4, it may be deemed necessary to extend the term of an officer or officers in their respective position(s) for an additional maximum period of twelve (12) months to ensure continuity and a smooth transition in that position. Such an extension must be approved by the Board of

Directors and supported by sixty (60) per cent or more of the members in good standing in attendance and voting at the Annual General Meeting. (New Nov. 30, 2015)

5.6 DUTIES OF THE OFFICERS

- A. The President shall preside whenever possible over meetings of the Club and Board, be the chief liaison/spokesman of the Club with FFI and the general public, appoint the chairs of all Club committees subject to the approval of the Board, file the annual and other reports required by FFI, and fulfill all other duties which are assigned to him/her by the Board. (Amended June 17, 2013)
- B. The Vice-President Membership shall be the chair of the committee which is assigned the responsibility for the recruitment and orientation of new members and the suspension of membership pursuant to Article 3.3; at the request of the President, shall preside over a meeting of the Club or of the Board; and shall fulfill all other duties which are assigned to him/her by the Board.
- C. The Vice-President Journeys shall propose annually to FFI, subject to the approval of the Board and the Club members, a schedule of incoming and outgoing Journeys for the upcoming year; recommend to the Board the appointment of Journey Coordinators; develop Journey guidelines for review and approval by the Board; compile, maintain and update inventories of Club Journey documents available to support Journeys; oversee the preparation and retention of Journey records; at the request of the President, shall preside over a meeting of the Club or of the Board; and shall fulfill all other duties which are assigned to him/her by the Board. (Amended Feb. 15, 2018)
- D. The Treasurer shall maintain the Club accounts; sign or countersign withdrawal of funds from Club accounts; remit to FFI the membership fees payable to the international office; establish (subject to the approval of the Board banking and accounting guidelines for Journey and all other accounts of the Club; report periodically to the Board on the Club's finances; prepare the financial statements as per Club financial guidelines for review by the Club members at General Meetings; develop an annual budget for the upcoming year and present this to the membership at the Annual Budget Meeting (see Article 4.1); present the Annual Financial Statement at the Annual General Meeting; prepare the books for the annual review (as per Article 8.5), and fulfill all other duties which are assigned to him/her by the Board. (Amended Feb. 15, 2018)
- E. The Secretary shall record the minutes of meetings of the Club's members and of the Board, shall oversee the safe-keeping of the Club's meeting records, receive and distribute to the Officers any appeal received against the suspension of membership pursuant to Article 3.3, oversee the safe-keeping of the Club's archives and of all material property received by or purchased by the Club (unless delegated by the Board), and shall fulfill all other duties which are assigned by the Board. (Amended June 17, 2013)
- F. The two additional Officers (Directors-at-Large) shall perform such duties as assigned by the Board of Directors. These Officers' duties may change over time and be assigned based on the individual's interests, abilities and vision for club development. It is desirable for one of these officers to be a new club member (3 years or less). (New Feb.15, 2018)

5.7 QUORUM

The quorum of the Board shall be five (5) members of the Board (Amended November 30, 2015)

5.8 RESPONSIBILITIES OF THE BOARD

The Board is accountable to the members for the planning, implementation and achievement of the Club's objectives, either directly or through the work of committees, through the Club's recruitment, Journeys, cultural and social activities, and its administrative and financial performance. The Board shall establish and from time to time revise the mandate of committees needed to recruit and orient new members, plan and organize incoming and outgoing Journeys, organize and conduct the Club's social activities, and to carry out any other activity with the exception of duties specifically assigned by these Bylaws. The Board shall review, reject or approve all nominations received of its members and Club members as committee chairs. The Board shall receive and review annually, or, at its discretion, more frequently, reports on the

activities of each Officer and each standing and ad hoc committee and shall ensure that a consolidated report to the members is prepared for the Annual General Meeting. The Board may remove for cause one of its members by a vote of five (5) or more of its members. The Board has the power to appoint a member in good standing to any vacant Officer post; any such appointment shall end at the next Annual General Meeting. (Amended November 30, 2015)

5.9 APPEAL HEARING

The Board shall conduct promptly a hearing of an appeal received from any person whose membership has been suspended by the membership committee at which the Vice-President Membership will be given the opportunity to speak to the grounds of the suspension, and the appellant to the grounds of his/her appeal. The Vice- President Membership shall not participate in the deliberations of the Board or in its decision on the appeal.

ARTICLE 6 NOMINATION & ELECTION OF OFFICERS

6.1 COMPOSITION OF THE NOMINATIONS COMMITTEE

The immediate Past President shall chair the Nominations Committee if available and willing. If not, the Board shall appoint an active and experienced member of the Club to chair the Nominations Committee with the mandate to prepare a slate of nominations for the Officer posts to be filled by elections conducted at the Annual General Meeting. The chair will appoint another three (3) or more Club members as ad hoc members of the Nominations Committee, none of which shall be an Officer or candidate standing for an elected office in the Club. Any member of the Nominations Committee who decides to become a candidate for election in the next Annual General Meeting shall forthwith resign from the committee and may be replaced at the discretion of the chair. (Amended November 30, 2015).

6.2 NOMINATIONS PROCEDURE

The Nominations Committee will issue to the members at least four (4) weeks prior to the Annual General Meeting its nominations for each of the seven (7) Officer posts to be filled by election at the Annual General Meeting. (Amended November 30, 2015)

Additional nominations for the Board may be made at large, provided that such nominations shall be made in writing and signed by at least two members in good standing and provided that the nomination is accompanied by a confirmation signed by the nominee of his/her willingness to be a candidate. Such nominations at large shall be in the hands of the Secretary at least two weeks prior to the Annual General Meeting.

The Nominations Committee will introduce all nominees for the seven (7) Officer positions to the members at the Annual General Meeting prior to the election. (Amended November 30, 2015)

6.3 ELECTION PROCEDURE

Whenever the Nominations Committee reports to the Annual General Meeting that only one nomination has been received for a post to be filled at that meeting, the presiding Officer shall declare that post has been filled by acclamation.

An election shall be conducted whenever the Nominations Committee presents more than one candidate for an Officer post. The chair of the Nominations Committee will preside over the election and his/her ruling on any procedural question will not be subject to appeal. The Nominations Committee will distribute one ballot to each member in good standing in attendance at the election. The chair may appoint one or more members to assist in the conduct of the election, including the collection and counting of completed ballots. The chair will report to the Annual General Meeting the winner of each contested office without reporting the number of ballots cast for either the winner or loser(s). (Amended November 30, 2015)

ARTICLE 7 FINANCE

7.1 FISCAL YEAR

The Club's fiscal year shall begin on November 1st, and end on the following October 31st. The Club's fiscal year can be changed by a motion of the Board confirmed by sixty (60) percent or more of the members in good standing in attendance and voting in a general meeting or special meeting of the Club. (Amended June 17, 2013)

7.2 BANKING

The Club's General Account, Journey account(s) and any other accounts that the Club may establish from time to time shall be maintained in one or more of the Canadian chartered banks. All cheques drawn on the Club's general account shall require the signature of two Officers, and cheques drawn on Journey account(s) shall require the signature of two members of the Journey committee or Board Officers. (Amended November 30, 2015)

7.3 MEMBERSHIP FEES

The Board of Directors shall announce at the Annual Budget Meeting, the membership fees to be levied in the next membership year. The membership fees shall be collected by the Treasurer and/or the VP Membership and deposited to the Club's general account. The annual membership renewal fee for the upcoming year (January 1st to December 31st) shall be due and payable on or before Dec. 31st to avoid incurring a late payment penalty. (Amended Feb.15, 2018)

7.4 JOURNEY ACCOUNTS

A Club Journey account shall be opened by each Journey Treasurer for the purpose of receiving all monies due and received in connection with each outbound or inbound Journey. All expenses arising from a Journey shall be paid from that specific Journey account in accordance with guidelines adopted from time to time by the Board of Directors. A report of all income and expenditures will be submitted to the Club Treasurer by the Journey Treasurer, will be reviewed by the Club's Treasurer, and the surplus/deficit* for each journey will be included in the Club Treasurer's year-end report to the Annual General Meeting. (Amended Feb.15, 2018)

*Journey expenses are to be calculated with the objective that there will be no surplus or deficit, although exceptions may occur (e.g. an ambassador withdraws past the "no refund" date). See Journey Treasurers Guidelines for details.

7.5 FINANCIAL REVIEW

The Board shall nominate a person or member (then not a member of the Board of Directors of the Club) to be elected by the membership at the Annual General Meeting to assume the position of Financial Reviewer for that fiscal year. The person elected shall carry out the financial review for that fiscal year, once the Club Treasurer has identified that the year-end financial statements have been completed (usually by mid-November). The Reviewer's report and recommendations, if any, shall be presented at the Annual General Meeting or at the next members' meeting following their delivery to the Club President and membership. The election of the reviewer and the club financial review shall be carried out in accordance with the Club's Financial Guidelines. (Amended Feb. 15, 2018)

ARTICLE 8 AMENDMENT OF THE BY-LAWS

The By-laws shall be amended only by motion supported by sixty (60) per cent or more of the members in good standing in attendance and voting in a general meeting or special meeting provided that the draft amendment has been reviewed and approved in writing by FFI, and provided that the draft amendment was delivered to each member in good standing at least fourteen (14) days before the meeting. (Amended June 17, 2013)

ARTICLE 9 MEETING PROCEDURE

Robert’s Rules of Order shall be the authority on all procedural questions not specifically governed by these Bylaws.

ARTICLE 10 DISSOLUTION

The affairs of the Club shall be wound up, and the Club shall be dissolved by any of following acts:

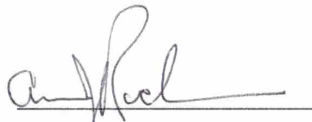
- A. The charter of the Club is withdrawn by FFI.
- B. A motion to dissolve the Club is adopted by five (5) or more of the members of the Board of Directors. (Amended November 30, 2015)
- C. A motion to dissolve the Club is adopted by sixty (60) percent or more of the members in good standing in attendance and voting at a general meeting.

In the event of the dissolution of the Club, to the extent allowed under applicable law all assets of the Club shall be distributed to The Friendship Force, Inc., a non-profit corporation, provided that the corporation is then in existence and is such a tax-exempt organization. If The Friendship Force, Inc. should not be in existence at the time of the 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 the Club. In the event that for any reason upon the dissolution of the Club, the Board of Directors shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the law governing the distribution of assets of non-profit organizations in the Province of Ontario, Canada.

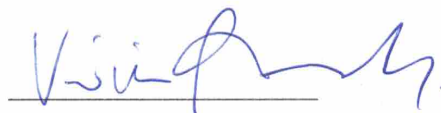
ARTICLE 11 TRANSITIONAL

The Club’s By-laws adopted by the Board on April 2, 2018 were reviewed and validated in June 2024.

Signed:



Anna Rochon, FFO President



Vivien Runnels, FFO Secretary

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Date: