

THE FRIENDSHIP FORCE OF OTTAWA BY-LAWS

ARTICLE 1 NAME

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

ARTICLE 2 OBJECTIVES

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

2.1 Objectives

- A. To organize Friendship Force activities and programs in the National Capital Region of Canada.
- B. To recruit as members of the Club residents of the National Capital Region who are committed to the Friendship Force aims and objectives.
- C. To promote friendly relations and improved understanding between cultures through exchanges with Friendship Force Clubs in other countries and in other regions of Canada.
- D. To encourage and support the formation of other Friendship Force Clubs.
- E. To provide leadership and support of the cultural exchange program.
- F. To provide continuity of the activities of the Friendship Force through educational and cultural means.
- G. To increase program awareness by disseminating information to Club members and to interested persons in the community.
- H. To recruit members and maintain an active membership file.
- I. To provide an orderly means of assembling and retaining pertinent records for use in establishing and assisting exchange committees.

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 there from be devoted to such purpose.

ARTICLE 3 MEMBERSHIP

3.1 ELIGIBILITY

Any person who is committed to the Club objectives and is willing to conform to its Bylaws 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

The annual membership dues for the current membership year (December 1st to November 30th) shall be due and payable on December 1. 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 January 31st. (Amended June 17, 2013)

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 including the Club's exchanges provided that opportunity, which opportunity shall be fairly and objectively allocated, is available, to attend and vote on all motions presented in general members' meetings, to stand for election as an officer or director, and to cast ballots in all elections.

ARTICLE 4 MEMBERS' MEETINGS

4.1 ANNUAL GENERAL MEETING

The Annual General Meeting is a general members' meeting and shall be held in the National Capital Region, with notice delivered to all members, on a date no later than November 30, which date shall be selected by the Board of Directors. At the Annual

General Meeting the annual reports for the current year shall be tabled, the Board shall present for approval the financial report for the current year as detailed in the Club's financial policy and procedures, the proposed budget and membership fees for the next fiscal year, and the election of Officers shall be held. The members present at the Annual General Meeting shall elect a person or member then not a member of the Board of Directors of the Club, following the presentation to the meeting of the Board's nominee, to conduct a review in the next fiscal year of the Club's financial records and practices of the current fiscal year in accordance with Article 8.5 and the Club's financial policy and procedures. (Amended June 17, 2013 and November 30, 2015)

The election of Officers shall be held in accordance with Article 7. (Amended June 17, 2013 and November 30, 2015)

4.2 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.

4.3 MEETING NOTICE

The notice of Annual General Meeting shall be delivered to the members 14 or more days before the meeting date. The notice of all other general members' meetings shall be delivered to members seven or more days before the meeting date.

4.4 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 OFFICERS

5.1 GENERAL

The officers of the Club are the President, the Vice-President Membership, the Vice-President Exchanges, the Treasurer, the Secretary, the Vice-President Engagement and the Vice-President Communications and Support. The Officers are ex-officio members of the Board of Directors. (Amended November 30, 2015)

5.2 TERM

The Officers of the Club are elected at the Annual General Meeting to a one-year term which begins on December 1 next following the meeting and ends on November 30 of the following 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. (AMENDED November 8, 2006 and November 30, 2015)

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 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 Exchanges shall propose annually to FFI, subject to the approval of the Board and the Club members, a schedule of incoming and outgoing exchanges for the following year; recommend to the Board the appointment of exchange directors; develop exchange policies for review and approval by the Board; compile, maintain and update inventories of Club exchange documents available to support exchanges; oversee the preparation and retention of exchange 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 June 17, 2013 and November 30, 2015)
- 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 policies for exchange 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 policy and procedures for review and approval by the Club members at the Annual General Meeting; prepare the books for the annual review (as per Articles 4.1 and 8.5), and fulfill all other duties which are assigned to him/her by the Board. (Amended June 17, 2013)
- 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 Vice-President Engagement shall provide liaison between the Board and Activity coordinators; develop and present to the Board, initiatives that encourage member participation, new member engagement and member recruitment; initiate and cultivate new relationships with prospective members/organizations in the community; and fulfill all other duties which are assigned to him/her by the Board. (Amended November 30, 2015)
- G. The Vice-President Communications and Support shall develop management tools and innovative communication vehicles that support, streamline and promote Club activities; develop and manage communication plans; manage the Club database; support the Club and the Board by developing and managing tracking tools for analyzing trends and activities; make recommendations to the Board and membership based on analysis; fulfill all other duties which are assigned to him/her by the Board. (Amended November 30, 2015)

ARTICLE 6 BOARD OF DIRECTORS

6.1 COMPOSITION OF THE BOARD

The Board of Directors shall consist of the seven (7) elected Officers specified in Article 5 specified in this Article. In addition, the immediate past President and immediate past VP Exchanges may sit on the Board for one year, and will have the same rights and privileges as other members of the Board. (Amended June 17, 2013 and November 30, 2015)

6.2 QUORUM

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

6.3 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 the Club's Officers and committees, through the Club's recruitment, exchanges and 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 exchanges, 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

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)

6.4 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.

6.5 NUMBER & TERM OF OFFICERS

The term of an Officer begins on December 1 following his/her election and ends on November 30 of the following year and may be extended for one year. (Amended Nov. 8, 2006, June 17, 2013 and November 30, 2015)

6.6 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 6.7. 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 August 9, 2006 and November 30, 2015)

6.7 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. (Amended June 17, 2013)

6.8 INTERPRETATION

Notwithstanding Articles 5.2, 6.6 and 6.7, 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)

ARTICLE 7 NOMINATION & ELECTION OF OFFICERS

7.1 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 (removed "or Director), or candidate 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)

7.2 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)

7.3 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).

The elected officers shall assume office on December Pt. (Amended June 17, 2013 and November 30, 2015)

ARTICLE 8 FINANCE

8.1 FISCAL YEAR

The Club's fiscal year shall begin on November Pt, 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)

8.2 BANKING

The Club's general account, exchange 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 exchange account(s) shall require the signature of two members of the exchange committee or Board Officers. (Amended November 30, 2015)

8.3 MEMBERSHIP FEES

The Board of Directors shall recommend to the Annual General Meeting the membership fees to be levied in the next membership year. The recommended fees shall be adopted or amended by the members. The membership fees shall be collected by the Treasurer and deposited to the Club's general account. (Amended June 17, 2013)

8.4 EXCHANGE ACCOUNTS

A Club account shall be opened for the purpose of receiving all monies due and received in connection with outgoing or incoming exchange(s). All expenses arising from the exchange shall be paid from the exchange account in accordance with policies 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 member responsible for the exchange account, will be reviewed by the Club's Treasurer, and will be included in the Club Treasurer's year-end report to the Annual General Meeting. (Amended November 30, 2015)

8.5 FINANCIAL REVIEW

All of the Club's financial records and practices in the last fiscal year shall be reviewed by the person or member elected in the previous year pursuant to Article 4.1, and his/her report and recommendations, if any, shall be tabled at the next members' meeting following their delivery to the Club President and be made available to all members. (Amended November 8, 2006)

ARTICLE 9 AMENDMENT OF THE BYLAWS

The Bylaws 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 FF1, 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 10 MEETING PROCEDURE

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

ARTICLE 11 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 FF1.
- B. A motion to wind up the Club is adopted by, sixty (60) percent or more of the members in good standing in attendance and voting at a general meeting.
- C. A motion to wind up the Club is adopted by five (5) or more of the members of the Board of Directors. (Amended November 30, 2015)

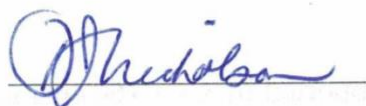
In the event of the dissolution of the Club, to the extent allowed under applicable law all assets of the Club shall be distributed to The Friendship Force, Inc., a non-profit corporation, provided that the corporation is then in existence and is such a tax-exempt organization. If The Friendship Force, 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 12 TRANSITIONAL


The amendments to the Club's By-laws adopted on November 30, 2015 come into effect on the date they are approved by FFI (December 9, 2015).

Revised November 30, 2015

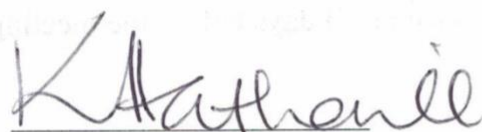
Signed:



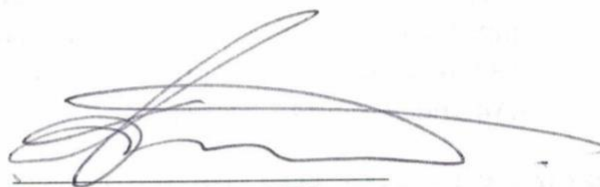
President, FFO



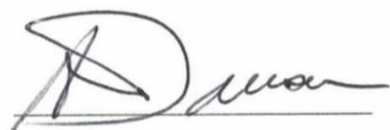
VP Membership, FFO



VP Exchanges, FFO



Treasurer, FFO



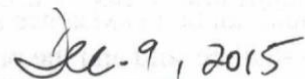
Secretary, FFO



VP Engagement



VP Communications & Support



Date: December 9, 2015

Approved by FFO Membership November 30, 2015 and by FFI December 9, 2015.



friendship force
INTERNATIONAL

Wayne Smith
Founder

Jeremi Snook
President and CEO

December 9, 2015

BOARD OF DIRECTORS

Cecile Latour
Chair
Ontario, Canada

Donna Nicholson
President
Friendship Force of Ottawa
Ontario, Canada

Robert Duncan
Vice Chair
Baton Rouge, Louisiana, USA

Dear Donna:

Loes Epping van den Bosch
Secretary
Lobith, The Netherlands

This letter is to indicate that Friendship Force International has read, reviewed, and approved the November 30, 2015 adjustments to FF Ottawa's By-Laws.

Thank you!

Jack Mullen
Treasurer
Asheville, North Carolina, USA

In friendship,

Vivian (Viv) Caulfield
Carrara, Australia

Cinda Clark
Loveland, Colorado, USA

Jyotsna Custead
Saskatoon, Canada

Kaitlyn Ranney
Program Manager
Friendship Force International

Edward Ekis
Chicago, Illinois, USA

Kurt Haefeli
Solothurn, Switzerland

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