

**BYLAWS
OF FRIENDSHIP FORCE INTERNATIONAL, INC.**

*ARTICLE I
NAME AND OFFICE*

Section 1.1 Corporate Name. The name of the corporation shall be Friendship Force International, Inc. (FFI) as adopted by amendment to the Articles of Incorporation dated May 14, 2001 and approved by the Secretary of State of Georgia.

Section 1.2 Registered Office. The registered office of the Corporation shall be at such place within or without the State of Georgia as designated by the Board of Directors from time to time.

Section 1.3 Principal Office. The principal office of the Corporation shall be at such place within or without the State of Georgia as designated by the Board of Directors from time to time.

Section 1.4 Registered Agent. The President or such other person as is designated by the Board of Directors shall serve as the registered agent of the Corporation.

*ARTICLE II
MISSION*

The Mission of Friendship Force International, Inc. is to promote world peace and understanding by creating an environment where individual friendships can be established across the 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 and all the powers of the Corporation may be exercised by a Board of Directors consisting of not less six (6) and not more than sixteen (16) persons who reflect the global nature of the organization; provided, however, if for any reason one of the members of the Board of Directors is not the immediate past chairperson (see Section 3.2), then the Board of Directors shall be comprised of not more than fifteen (15) persons.

Section 3.2 Election and Term. Except as provided in this Section 3.2 or Section 5.5, all Directors shall serve for a term of four years and until their successors shall have been elected and qualified. No Director may be elected to a consecutive term; provided, however, if a Director is elected for less than a full term in order to fill a vacancy, such partial term shall in no event be deemed to be an election to a consecutive term even if such Director served in the immediately preceding term, and, if such Director did not serve in the term immediately preceding the partial term, such Director may be subsequently elected for a full four-year term immediately following the end of such partial term. However, the Chairperson's term may be extended by one year if needed to serve a second year as Chairperson in accordance with Section 5.5. Further, in order to ensure continuity of leadership, the immediate past chairperson of the Board of Directors shall remain as a voting

member of the Board of Directors until his/her successor's term as Chairperson has been completed.

Section 3.3 Vacancy. Any vacancy on the Board of Directors may be filled through the normal process by the affirmative vote of a majority of the remaining Directors.

Section 3.4 Ex-Officio Director. The President (CEO) of the Corporation shall be an ex-officio, non-voting member of the Board of Directors and its committees.

Section 3.5 Honorary Directors. The Board of Directors may designate, by resolution of two-thirds vote of those present, a person as Honorary Director. The general qualifications for designation should be the rendition of highly meritorious service to the Board of Directors and the Corporation. An honorary Director shall have the right to attend and to speak at meetings of the Board of Directors, but not have the right to vote at such meetings and shall not have any other powers and duties of regular Directors. Honorary Directors shall be elected for a term of four (4) years.

Section 3.6 Duties of Board of Directors. The Board of Directors shall have the following responsibilities to the Corporation:

- (1) Determine the organization's mission and purpose, which gives direction to the staff, attracts funders and describes what the organization is, what it does and why.
- (2) Provide proper financial oversight.
- (3) Ensure adequate resources are available for the organization to meet its program commitments.
- (4) Ensure legal and ethical integrity and maintain accountability.
- (5) Ensure that effective organizational planning, particularly in developing strategic initiatives, is undertaken on a regular basis. At least annually, the board should plan priorities for the coming year. It is important to respond to changing needs, existing and proposed legislation and the human and financial resources available.
- (6) Recruit and orient new board members and assess the board's performance.
- (7) Enhance the organization's public standing – prospective funders need to know what the organization does and what programs are provided.
- (8) Determine, monitor and strengthen the organization's programs and services.
- (9) Recruit and direct the Chief Executive Officer and define his/her role and responsibilities
- (10) Support the Chief Executive Officer and assess his/her performance on a regular basis.

Section 3.7 Duties of Individual Directors. Each Director shall have the following duties and responsibilities to the Corporation:

- (1) Each Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee, in a manner the Director believes in good faith to be in the best interests of the Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- (2) Each Director shall make every effort to attend meetings of the Board of Directors unless providentially hindered or hindered by illness or other pressing business or prior commitment.
- (3) Each Director shall help support of the Corporation by considering annual personal

- financial gifts or making contacts to raise funds to the best of his or her ability.
- (4) Each Director shall support the decisions reached by the Board of Directors by positively discussing those policies as appropriate with volunteers and outside parties and by refraining from negative comment when talking to others.
 - (5) Each Director shall cooperate in having the Board of Directors speak with one voice through its Chairperson and by refraining from inappropriate extraneous comments.
 - (6) Each Director shall hold the proceedings of the Board and other information furnished to the Directors in an official capacity in confidence when such information has not already been released to the public by the Board of Directors or when not otherwise authorized by the Board of Directors to release it.
 - (7) Each Director, upon completing his/her term on the Board of Directors shall be considered an alumnus of the board and will continue to support the Board of Directors and the CEO with their knowledge of the organization.

*ARTICLE IV
MEETINGS*

Section 4.1 Meetings. Regular meetings of the Board of Directors shall be held semi- annually, preferably in March and September. The September meeting shall be the Annual General Meeting of the Corporation for the purpose of electing Directors and Officers of the Corporation, receiving the Audited Financial Statement and appointing the Auditors for the ensuing year. Both meetings shall also be for the transaction of such other business as may come before the meeting.

Special meetings may be called by the Chairperson of the Board of Directors, the President at the request of the Executive Committee or a majority of the members of the Board of Directors. Any or all of the Directors may participate in any meeting of the Board of Directors by the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 4.2 Action without a Meeting. Any action by the Board of Directors may be taken without a meeting if the action is taken by two thirds of the Directors after request for action is sent to all Directors at the same time. The action must be evidenced by one or more written consents, describing the action taken, signed by each Director and delivered to the Chairperson of the Board for inclusion in the minutes or filed with the corporate records.

Section 4.3 Notice. Notice of a meeting of the Board of Directors shall be given by the President, the Chairperson or the Secretary of the Board of Directors to each Director, not less than five (5) days before the time fixed for such meeting by e-mail, facsimile transmission, or overnight delivery service, or by written notice delivered personally, or mailed to each Director at his or her business address. If mailed, notice shall be deemed delivered when deposited in the United States mail, so addressed, with postage paid at least twenty-one days prior to the meeting. If notice is given by e-mail or facsimile transmission, it shall be deemed delivered when transmitted. If notice is given by overnight delivery, it shall be deemed given the day it was delivered. It shall not be necessary for notice or waivers of notice of any meeting of the Board of Directors to state the purpose or objects of any business to be transacted at such meeting. A Director, either before or after the

meeting of the Board of Directors, may waive notice of such meeting and such waiver shall be deemed the equivalent of giving notice. A Director's attendance and participation in a meeting waives any required notice of such meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.4 Quorum. A majority of Directors shall constitute a quorum for the transaction of any business by the Board of Directors. But if less than a quorum is present, a majority of the Directors present may adjourn and continue the meeting from time to time without further notice. At an adjourned/continued meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 4.5 Action by Board. The vote of a majority of the Directors participating in a meeting at which a quorum is present shall be necessary for the Board to take action, except where a different majority is required by these bylaws, that requirement shall control.

Section 4.6 Tie Vote. In the event of a tie vote, sufficient discussion shall be had, and a second vote taken. If still a tie vote, the Chairperson will break the tie by an extra allowable vote.

ARTICLE V CORPORATE OFFICERS AND DUTIES

Section 5.1 Corporate Officers. The officers of the Corporation shall be the President and the following members of the Board of Directors: the Chairperson, Vice- Chairperson, Secretary, Treasurer and such additional Board members that the Board of Directors may from time to time elect.

Section 5.2 Elections. The Board officers shall be elected by the Board of Directors annually and shall serve at the pleasure of the Board.

Section 5.3 Vacancies. Any office becoming vacant for any reason may be filled by the affirmative vote of the majority of the Board of Directors.

Section 5.4 President. The President of Friendship Force International serves as the Chief Executive Officer of the Corporation and is responsible for providing overall leadership for the organization as well as management direction and oversight for the head-quarter's staff. The President is appointed by the Board of Directors and serves at the pleasure of the board. The board determines the job description and compensation of the President and is responsible for conducting periodic performance reviews and compensation adjustments.

Section 5.5 Chairperson. The Chairperson shall be a member of the Board of Directors. The Chairperson may serve up to two consecutive one-year terms. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall serve as an ex-officio member of all committees of the Board with the exception of the Nominating Committee. If the Chairperson is absent, the Vice-Chairperson shall preside. If the Chairperson and Vice-Chairperson are absent, the Chairperson shall designate another member of the Board of Directors to preside.

If no such designation is made, the majority of Directors present shall elect one of their numbers to preside. The Chairperson shall appoint the Executive Committee, Nominating Committee and any other committees. All committee appointments shall be made subject to the approval of the majority of the entire Board of Directors. The Chairperson may act as the spokesperson for the Corporation.

Section 5.6 Vice-Chairperson. The Vice-Chairperson shall be a member of the Board of Directors and shall perform the duties of the Chairperson in his or her absence and shall perform such other duties as assigned by the Chairperson or the Board of Directors.

Section 5.7 Secretary. The Secretary shall be a member of the Board of Directors and shall be responsible for keeping minutes of the meetings of the Board of Directors. The Secretary shall also give or cause to be given notices as directed by the Chairperson or the President of all meetings of the Board of Directors. The Secretary may delegate any of the above duties to a member of the staff who need not be a member of the Board of Directors, but who shall serve at the pleasure of the Board of Directors.

Section 5.8 Treasurer. The Treasurer shall be a member of the Board of Directors. The Treasurer shall work with the president and the accountants who keep, or cause to be kept, full 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 receipts and disbursements of funds of the Corporation. The Treasurer shall cause a report of income and expenses of the Corporation for the previous month and year to date compared to the annual budget adopted by the Board of Directors to be transmitted to each Director each month. The Treasurer may delegate any of the above duties to a member of the staff who need not be a member of the Board of Directors, but who shall serve at the pleasure of the Board of Directors.

Section 5.9 Delegation of Duties. Whenever there is an absence of an officer, the Board of Directors may deem it desirable to delegate the powers and duties of an officer to any other officer, or to any Director.

ARTICLE VI STANDING COMMITTEES

Section 6.1 Committees. There shall be an Executive Committee and a Nominating Committee of the Board of Directors. In addition, the Board of Directors may create by resolution other committees as deemed necessary.

Section 6.2 Powers. Each committee shall have and may exercise consistent with and to the extent provided in the resolution of the Board of Directors designating such committee, all the authority of the Board of Directors.

However, the following actions are reserved for the full Board of Directors and no such committee 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 the property and assets of the Corporation;*
- (3) *To adopt a plan of merger or consolidation;*
- (4) *To voluntarily dissolve the Corporation or revoke a dissolution;*
- (5) *To elect or remove officers or Directors of the Corporation;*
- (6) *To repeal any resolution of the Board of Directors.*

Section 6.3 Selection of Members. Chairpersons and members of each committee shall be Directors appointed by the Chairperson, subject to the approval of the Board of Directors. Each member of a committee shall serve until the next meeting of the Board of Directors following his designation or until his successor is designated, elected and qualified, unless otherwise ordered by the Board of Directors in the resolution designating such committee.

Section 6.4 Vacancies. The Board of Directors shall have the authority to remove any member of any committee whenever, in its judgment, the best interest of the Corporation will be served thereby. The Chairperson shall appoint Directors to fill vacancies on committees in accordance with these bylaws. Any member of a committee may resign from such committee at any time by giving written notice to the Chairperson.

Section 6.5 Meetings. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the holding of its meeting and the conduct of its business, subject to the following:

- (1) *A majority of the authorized number of members of such committee shall constitute a quorum for the transaction of business;*
- (2) *Each committee shall keep minutes or other records of its proceedings and shall submit such of its actions to the Board of Directors at its next meeting.*

Section 6.6 Executive Committee. The Executive Committee shall consist of not less than three (3) and not more than six (6) members of the Board of Directors including the Chairperson and the Vice-Chairperson. Meetings of the Executive Committee may be called by the Chairperson, President or by any two members of the Executive Committee. The Chairperson shall serve as Chair of the committee.

The Executive Committee shall have the immediate oversight of the management of the affairs of the Corporation, and any action taken by the Executive Committee within the scope of its authority shall be binding on the Corporation. The Executive Committee shall report all its actions to the Board of Directors.

Section 6.7 Nominating Committee. The Nominating Committee shall consist of three (3) or more Directors and shall be responsible for presenting nominations for the Board of Directors and officers, including the position of Chairperson of the Board of Director, and for proposing persons to fill vacancies on the Board of Directors. Terms of Directors shall begin on January 1 following election or at such other time designated by the Board of Directors.

Section 6.8 International Advisory Council. The Board of Directors may establish an International Advisory Council (IAC). The purpose of the IAC is to provide an internationally

diverse group of advisors consisting of individuals who have demonstrated support for the mission of Friendship Force International. Members of the IAC will be provided periodic updates on matters related to Friendship Force International and will be invited to provide informal counsel on an individual basis.

Members of the IAC will be appointed by the Board of Directors upon recommendation by the CEO.

ARTICLE VII FRIENDSHIP FORCE CLUBS

Section 7.1 Chartered Clubs. Friendship Force clubs may be established in communities and regions of the world to support this Corporation, its missions and programs.

Section 7.2 Qualifications. The Board of Directors shall fix the procedures, qualifications and annual assessment necessary for a club to qualify for and maintain its Chartered Status.

Section 7.3 Rights and Privileges. The rights and privileges of a chartered club include participation in the exchange and special programs of the Corporation and the opportunity to submit names for nomination to the Board of Directors.

Section 7.4 Responsibilities. The responsibilities of a chartered club include the payment of annual club fees as determined by the Board of Directors and adoption of the exchange procedures as set annually by the Board of Directors. The Board of Directors reserves the right to waive club fees, for a specified time, when it is deemed necessary for the survival of a club.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1 Seal. The corporate seal of the Corporation shall consist of the image impressed at the end of this document. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 8.2 Amendments. The power to amend or repeal the bylaws or to adopt new bylaws is reserved to the Board of Directors, the affirmative vote of not less than two-thirds of the Directors then in office being necessary to exercise such power. The parliamentary authority of any matter of procedure not specifically covered in these bylaws shall be *Robert's Rules or Order, Newly Revised*.

Section 8.3 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 8.4 Compensation. Directors shall be reimbursed for expenses incurred in fulfilling their responsibilities, including registration fees for the International Conference, not to include transportation costs to the conference or optional activities. The President, for each fiscal year, shall designate funds in the budget for these purposes. Any compensation for Directors shall be fixed by the Board of Directors.

Section 8.5 Execution of Instruments. The President shall have authority to sign contracts for non-budgeted expenses that commit the Corporation to expenditures that vary from the budget by up to five thousand dollars [\$5,000]. Non budgeted expenses in excess of \$5000 must be approved by the Board/Executive Committee. Contracts exceeding twenty-five thousand dollars [\$25,000.00] shall be signed by both the President and the Chairperson or the Secretary only after approval of the Board/Executive Committee. The Chairperson shall be authorized to sign any contract in the absence of the President. The monetary limits contained in this Section may be amended by the Board of Directors from time to time by resolution without amending these bylaws.

Section 8.6 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of Indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to a specific instance.

Section 8.7 Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the officers or staff members designated by the Board of Directors. A report shall be submitted monthly to the Board of Directors through the Treasurer.

Section 8.8. Use of Information. No information contained in any database maintained by the Corporation shall be used for any purpose other than the business of the Corporation. The Corporation shall not sell or disseminate any such information to third parties other than for use directly required to carry on the business of the Corporation. The Corporation shall adopt a privacy policy to insure that data furnished to it by its volunteers is kept secure.

Section 8.9 Interested Director. No contract or transaction between this corporation and any other corporation and no act of this corporation with relation to any other corporation shall, in the absence of bad faith, be invalidated or otherwise affected by the fact that one or more of the Directors of the corporation are pecuniarily or otherwise interested in, or are trustees or officers of such other corporation. Any Director of this corporation may vote upon a contract or transaction between this corporation and any subsidiary of an affiliated corporation without regard to the fact that he is also a trustee or officer of such subsidiary or affiliated corporation. Any Director of this corporation individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation; provided, the fact that he individually or as a member or such firm or association is such a party or is so interested shall be disclosed to a majority of trustees voting upon such contract or transaction; and, in any case described in this paragraph, any such interested trustee may be counted in determining the existence of such a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction.

ARTICLE IX 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 is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the of the Corporation, as a

trustee, 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, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 had no reasonable cause to believe his conduct was unlawful), to the maximum extent permitted by, and in the manner approved by, the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the United States Internal Revenue Code of 1954, as amended.

*ARTICLE X
DISTRIBUTION, SALE OR TRANSFER OF SUBSTANTIALLY ALL OF THE ASSETS*

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. If upon dissolution of the organization, the Board of Directors shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the laws governing the distribution of assets of non-profit organizations in the jurisdiction in which the Corporation is located. Vote of 2/3 of the members of the Board of Directors is necessary for dissolution, transfer, and/or sale of substantially all of the assets of the Corporation.

History of Bylaws of Friendship Force International, Inc., formerly The Friendship Force, Inc.:

Adopted 1977
Revised 08/21/93
Revised 10/24/96
Revised 12/03/99
Revised 09/06/02
Revised 03/14/03
Revised 09/11/03
Revised 09/12/05
Revised 09/10/07
Revised 02/17/10
Revised 3/1/2014
Revised 9/11/2014
Revised 3/7/2015
Revised 10/15/15