

**International Friends, Inc.**

**Corporate Bylaws**

**Article IV amended on 4/23/2016**

**Edited and Article II, Section 2 Amended 3/4/2019**

**Edited and Article IV, Sections 1, 2, 9, and 10 Amended, 07/13/2020**

**Article IV, Section 2 Amended, 04/24/2021**

**Article IV, Section 14 amended on 7/15/2024**

**Article I – OFFICES**

Section 1 – Offices. The principal office of the Corporation shall be located in the City of Tucson and State of Arizona. The Corporation may ~~all~~ maintain offices at such other places as the Board of Directors may, from time to time, determine.

**Article II – PURPOSE**

Section 1 – Purpose. The purpose of the corporation shall be to provide opportunities for Friends (international students and hosts) to develop close friendships and an understanding of and appreciation for each other's culture. The corporation offers opportunities through which international students may participate in the life of the community. Said corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2 – National Guidelines. International Friends subscribes and adheres to the national guidelines promulgated by NAFSA: Association of International Educators on the ethics of working with international students, as follows:

In both word and deed, we will respect the dignity and worth of all people and be properly attentive and responsive to the beliefs and cultural commitments of others. In the planning, development, and implementation of programs and services, we will engage respectfully with the diversity of peoples and perspectives. We will strive to ensure that our programs reflect the diversity of our institutions and their educational goals.

Section 3 – No private inurement. No part of net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

**Section 4—No lobbying.** No substantial part of the activities of the corporation shall involve lobbying, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public or University of Arizona office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

**Section 5 – Dissolution.** Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the University of Arizona for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction exclusively for such purposes or to such organizations as the Court shall determine which are operated exclusively for such purposes.

### **Article III – MEMBERS**

**Section 1 – Members.** The corporation shall have no members.

### **Article IV – BOARD OF DIRECTORS (Section 1 of Article IV amended at 4/23/2016 meeting)**

**Section 1 – Number of Directors and Designation.** The corporation shall have a minimum of nine (9) and a maximum of sixteen (16) directors. The number may be increased or decreased by the amendment of these bylaws by the Board but in no case shall be less than nine (9) directors. A minimum of three (3) directors shall be International Students participating in the corporation's activities. To be eligible for election, a potential director must be a current host or hosted student, agree to become a host during his/her first term on the Board, or have skills required by the Board such that this requirement is waived by the Board. A representative of the office of International Student Services, University of Arizona, shall be appointed by the Associate Director, International Student Services, and serve as an ex-officio member of the Board, with full voting rights.

**Section 2 – Term of Office and Election.** Directors may serve three (3) three-year terms of office. No director may serve more than three (3) consecutive terms for a total of nine (9) years, with one exception as noted below. The directors shall be elected by a majority of the votes of the current Board at the annual meeting or as may be required throughout the year. Each director shall hold office until the annual meeting held at the end of their term of office, the anniversary date of his/her initial election to the Board, or until his/her prior death, resignation, or removal. If a director's specific role, knowledge, and skill set are deemed unique and important to the continued success of the organization and a successor is not readily available, then this director's term may be extended in one-year increments by a two-thirds majority vote, not to exceed three such one-year extensions.

Section 3 – Vacancies. Any vacancy on the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 4 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property and interests of the corporation and may exercise all powers of the corporation, except as limited by statute.

Section 5 – Annual Meeting and Regular Meetings. An annual meeting of the Board shall be held on the second Monday of the month of March each year unless rescheduled by the Board. The Board from time to time may provide by resolution for the holding of other meetings of the Board and may fix the time and place thereof. There shall be no less than four (4) meetings of the Board each calendar year, including the annual meeting.

Section 6 – Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or by written request of two (2) or more directors. The time and place of the special meeting shall be specified in the respective notice or waivers of notice thereof.

Section 7 – Notice and Waiver. Notice of any annual, regular, or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, by mail, or by facsimile to each director at his/her address or electronically to his/her email account. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, either before, at or after such meeting, by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting was not lawfully called or convened.

Section 8 – Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board currently seated shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Articles of Incorporation, or these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9 – Board Action. At all meetings of the Board, each host and student director shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of Board. Any action taken by the Board may be taken

without a meeting if agreed to in writing or via email by all members before or after the action is taken and if a record of such action is filed in the minute book, which itself is on file at the International Student Services Office, University of Arizona.

Section 10 – Telephone and Online Meetings. Directors may participate in meetings of the Board through use of a telephone or online meeting software such as Zoom if such can be arranged so that all Board members can hear all other members. The use of a telephone or online meeting software for participation shall constitute presence in person.

Section 11 – Resignation and Removal. Any director may resign at any time by giving written notice to the Co-Chairs, the Secretary, or another Board member of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary for it to be effective. Any director may be removed for cause by a two-thirds vote of the Board at any regular or special meeting. Unexcused absences from two (2) regularly scheduled meetings in a year may be deemed to be cause for removal.

Section 12 – Compensation. No stated salary shall be paid to directors for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 13 – Liability. No director shall be liable for any debt, obligation, or liability of the corporation.

Section 14 – Expectations. The board of directors may create a written policy from time to time establishing such expectations and responsibilities for each director as it may deem appropriate. Among the expectations that may be established for non-student members is a requirement for an annual contribution or a suggested annual contribution.

## **Article V – OFFICERS**

Section 1 – Number, Qualification, Election and Term. The officers of the corporation shall consist of two (2) Co-Chairs, Secretary, Treasurer, and such other officers as the Board may from time to time deem advisable. All officers shall be members of the Board. The officers of the corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his/her election or until his/her prior death, resignation, or removal. An outgoing Co-Chair may be an ex-officio member of the Board for two years.

Section 2 – Resignation and Removal. Any officer may resign at any time by giving written notice to the Co-Chairs, the Secretary, or a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, by a two-third's vote of the Board at any regular or special meeting.

Section 3 – Vacancies. A vacancy in any office may, at any time, be filled for the unexpired term portion of the term by a majority vote of the Board.

Section 4 – Duties of Officers. Officers of the corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The Co-Chairs shall be the chief executive officers of the corporation.

Section 5 – Delegation of Duties. In the absence or disability of any officer of the corporation or for any other reason deemed sufficient by the Board, the Board may delegate his/her powers or duties to any other officer or to any other director.

Section 6 – Liability. No officer shall be liable for any debt, obligation, or liability of the corporation.

## **Article VI – COMMITTEES**

Section 1 – Committees. The Board of Directors shall have an Executive Committee and may, by resolution, designate one or more other committees. Such committees shall have such functions and may exercise such powers of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution(s) creating such committee or committees.

Section 2 – Executive Committee. The Executive Committee shall be composed of the Co-Chairs, Secretary, and Treasurer. The Executive Committee shall be delegated to act on behalf of the corporation between regular meetings of the Board. Actions taken by the Executive Committee shall be deemed to be actions of the Board unless canceled by a two-thirds vote of the Board at the next regular Board meeting. The Executive Committee shall have the responsibility to reevaluate the continuing participation of Friends if such reevaluation becomes necessary.

Section 3 – Committee Membership. Members of committees may be members of the Board or other people interested in the purposes of the corporation. Each committee shall have at least one Board member on the committee. Each committee shall elect its own Chair in March or as needed.

Section 4 – Committee Meetings. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall report proceedings and make recommendations to the Board.

## **Article VII – FINANCES**

Section 1 – Income. Funds for the support of the corporation shall be secured from contributions from cooperating groups, contributions from individuals, or such other sources as the Board shall determine.

Section 2 – Repository of Funds and Signatories. All funds received by the corporation shall be deposited with a repository bank as determined by the Board. The Co-Chairs and Treasurer shall be authorized signatories for the corporation. Only one signature is required for any disbursement of funds.

Section 3 – Budget. The Treasurer shall submit an annual budget to the Board for approval.

Section 4 – Obligation of Funds. Corporate funds may be obligated only by a duly authorized agent of the corporation. An agent may be appointed by the Board for a specific event and limited in the amount he/she is authorized to obligate.

Section 5 – Disbursement of Funds. If included in the annual budget or otherwise approved by the Board, receipts for an event or other expenses shall be submitted to the Treasurer for payment. When the Treasurer is unavailable, a Co-Chair is authorized to act on the Treasurer's behalf.

#### **Article VIII – BOOKS, RECORDS AND REPORTS**

Section 1 – Annual Report. The Treasurer of the corporation shall cause annual or other reports to be prepared as required by law and shall provide copies to the Board.

Section 2 – Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings, and proceedings of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation or as otherwise determined by the Board. Any such records shall be in written form or in a form capable of being converted into written form.

#### **Article IX – AMENDMENTS**

Section 1 – Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors or as provided by law.

Section 2 – Bylaws. The bylaws may be amended by a two-thirds vote of the Board of Directors currently seated.

#### **Article X – INDEMNIFICATION**

Section 1 – Indemnification. Any officer, director or employee of the corporation shall be indemnified and held harmless to the full extent allowed by law.

#### **Article XI – PROCEDURE**

Section 1 – Procedure. Proceedings of the corporation shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.