

**BYLAWS OF
THE NATIONAL EXCHANGE CLUB
Effective January 1, 2020**

PREAMBLE

These are the Bylaws of The National Exchange Club, a Not-for-Profit Corporation organized under the laws of the State of Ohio, and operating for the purposes hereinafter set forth.

**ARTICLE I
Purposes**

Section 1. The purposes of The National Exchange Club are:

- A. To charter clubs, not-for-profit, throughout the United States of America and its Territories.
- B. To educate, improve and/or develop the capabilities of its members.
- C. To encourage, promote and supervise Exchange Clubs.

**ARTICLE II
Powers**

Section 1. The management and policies of The National Exchange Club are under the direction of and vested in the National Board of Directors, which possesses power for the enforcement of these Bylaws, the Standard Form of District Bylaws, and the Standard Form of Bylaws for Local Exchange Clubs.

**ARTICLE III
Membership**

Section 1. The National Exchange Club. Membership in The National Exchange Club shall be composed of:

- A. Chartered Exchange Clubs (representation by the Club President).
- B. Past National Presidents in good standing in a club in good standing.
- C. National Officers and other members of the National Board of Directors.
- D. Members of the National Committee on Jurisprudence and Laws.
- E. District Presidents.

Section 2. District Organizations. Membership in District Organizations shall be composed of: Clubs within the district as defined by the National Board of Directors.

Section 3. Exchange Clubs. Membership in the local Exchange Clubs shall be composed as follows:

- A. Active Members - Elected in accordance with the club's Bylaws as approved by the National Board of Directors.
- B. Active Honorary Members - Any Active Member who performs a special service for or to the club may be elected by the club's Board of Directors as an Active Honorary Member in recognition of the special services performed. An Active Honorary Member shall be entitled to all rights and privileges of membership.

- C. At-Large Members - An Active, Active Honorary, or Life Member may apply to the club's Board of Directors for At-Large status when the member is unable to attend regular club meetings. An At-Large Member shall be entitled to all rights and privileges of membership including the right to vote and represent the club, but may not hold office. An At-Large Member must possess the same qualifications as an Active Member. At the At-Large Member's request, the member may revert back to his/her former category.
 - D. Life Member - Any Active Member may be granted by, or apply to, the club's Board of Directors for Life Membership provided:
 - (a) the member has been an Active member of one or more clubs for a total of at least thirty (30) years; or
 - (b) the member is sixty-five (65) years or older and has been an Active member of one or more clubs for at least ten (10) years.

A Life Member shall be entitled to all rights and privileges of membership. Upon election to Life Membership, the club shall remit to The National Exchange Club the sum as provided for in Article XVII of these Bylaws.
 - E. Honorary Member - The club shall have the right to elect a person who has never been a member of an Exchange Club as an Honorary Member provided the individual shall have distinguished himself/herself and assisted Exchange in its purposes. An Honorary Member shall not have the right to vote or hold office, and shall not be required to pay an administrative fee, joining fee or club dues. The National Board of Directors shall set qualifications for Honorary Members. The club shall pay per capita dues as outlined in Article XVII of these Bylaws.
 - F. Business Member - Any business entity (partnership, corporation, or LLC) in a community that supports the mission of Exchange may apply to the Club's Board of Directors for a Business Membership. Each Business Member shall designate a primary contact from the business to receive communications from the club and attend club meetings. Each Business Member shall also be entitled to designate up to two additional persons from the business who may attend club meetings. Only the primary contact from the business shall be allowed to vote or hold office. Any additional designated person or persons from the business shall not have the right to vote or hold office.
- The National Board of Directors shall have the power to establish such terms and conditions for a Business Member classification.

Section 4. Membership in local chartered clubs or clubs functioning under the temporary authority of the National President shall consist of individuals of good character and community standing residing or having other community interests within the territorial limits of the respective club. Members who are under the age of 18 in local chartered clubs, or clubs functioning under the authority of the National President, cannot serve as District or National Officers.

Section 5. Membership in a chartered club may be had by transfer or reinstatement, providing said member was in good standing at the time of relinquishing membership in the original club. Transfer must be approved by the new club within sixty (60) days of relinquishing membership in the original club. Transfer and reinstatement of membership in all cases are subject to the applying member having been duly elected and accepted in accordance with the Bylaws of the club.

Section 6. Membership may also consist of college students/faculty members of good character within the territorial limits of a Collegiate Exchange Club. These students/faculty members shall have the same rights and privileges as other members of local Exchange Clubs.

Section 7. Membership may also consist of Excel Club and Junior Excel Club members of good character within the community having primary, middle school, and/or high schools. These members shall have the same rights and privileges as other members of local Exchange Clubs, except these members cannot serve as District or National Officers.

Section 8. Associate Member - A person may be eligible for Associate Membership if he or she resides in an area where an Exchange Club in good standing does not exist within a twenty-five (25) mile radius or is

a previous member of an Exchange Club and has not been a member during the past three years. The Associate Member shall apply to The National Exchange Club for membership. An Associate Member shall not have the right to vote or hold office.

The National Board of Directors shall have the power to establish such terms and conditions for an Associate Member classification.

Section 9. Family Membership. Active members may be eligible for Family Membership and shall be entitled to all rights and privileges of membership. Individuals in a member's same household, including dependent college students, may qualify.

The National Board of Directors shall have the power to establish such terms and conditions for Family Membership.

ARTICLE IV Collegiate Exchange Clubs

Section 1. The National Board of Directors shall charter Collegiate Exchange Clubs in communities having college campuses throughout the United States of America. The National Board of Directors shall have the power to establish such terms and conditions for granting charters to Collegiate Exchange Clubs as it considers desirable.

Section 2. Every Collegiate Exchange Club chartered by The National Exchange Club shall be bound by the Bylaws of The National Exchange Club and amendments thereto; and shall adopt and be bound by the standard form of Bylaws for Local Exchange Clubs as provided by the National Board of Directors, and any amendments thereto.

Section 3. Collegiate Exchange Clubs shall be referred to as Exchange Clubs with the same rights and privileges as other Exchange Clubs chartered by The National Exchange Club.

ARTICLE V Excel Clubs and Junior Excel Clubs

Section 1. The National Board of Directors shall charter Excel Clubs and Junior Excel Clubs in communities having primary, middle schools, and/or high schools throughout the United States of America. The National Board of Directors shall have the power to establish such terms and conditions for granting charters to Excel Clubs and Junior Excel Clubs as it considers desirable.

Section 2. Every Excel Club and Junior Excel Club chartered by The National Exchange Club shall be bound by the Bylaws of The National Exchange Club, and any amendments thereto, and shall adopt and be bound by the Standard Form of Bylaws for Local Exchange Clubs as provided by the National Board of Directors, and any amendments thereto; however, as the same may be amended to comply with the school's regulations.

Section 3. Excel Clubs and Junior Excel Clubs shall be referred to as Exchange Excel Clubs and Exchange Junior Excel Clubs with the same rights and privileges as other Exchange Clubs chartered by The National Exchange Club, except their members cannot serve as District or National Officers. Their membership numbers shall be kept separate from all other Exchange Clubs and shall not be considered for quorums for any district or national meetings.

Section 4. Excel Clubs and Junior Excel Clubs shall be sponsored by a local Exchange Club or District, which shall provide two or more members of a local club to act as mentors/sponsors to the Excel Club or

Junior Excel Club. The sponsoring Exchange Club or District shall follow the policies and procedures for chartering a club as provided by the National Board of Directors, and any amendments thereto.

Section 5. Membership in Excel Clubs shall be open to any young person in high school (or home schooled) from the ninth grade through the twelfth grade. Membership in Junior Excel Clubs shall be open to any young person enrolled in a primary/grade school (or home schooled), sixth grade through ninth grade.

ARTICLE VI Business Leads/Networking Clubs

Section 1. The National Board of Directors shall charter Business Leads/Networking Clubs in communities where a need for such a club is established to further the growth of Exchange.

Section 2. The National Board of Directors shall have the power to establish such terms and conditions for granting charters to Business Leads/Networking Clubs as it considers desirable.

Section 3. Every Business Leads/Networking Club chartered by The National Exchange Club shall be bound by the bylaws of The National Exchange Club and amendments thereto; and shall adopt and be bound by the standard form of bylaws for local Exchange Clubs as provided by the National Board of Directors, and any amendments thereto.

Section 4. Business Leads/Networking Clubs shall be referred to as Exchange Clubs with the same rights and privileges as other Exchange Clubs chartered by The National Exchange Club.

ARTICLE VII Suspension or Revocation of Charters

Section 1. Club charters may be withdrawn as follows:

- A. Non-Payment. Any club which fails to pay its dues or other financial obligations to The National Exchange Club after due notice has been provided may have its charter withdrawn by a two-thirds (2/3) vote of the National Board of Directors when such financial obligations are sixty (60) days or more in arrears.
- B. Discipline. The National Board of Directors may, for cause, and after a hearing, by two-thirds (2/3) vote of the entire Board, discipline, suspend, or expel a club, provided a copy of the charges and notices of the time and place of the hearing thereon, are to be mailed to the President and Secretary of the club at least thirty (30) days prior to such hearing at the last known address on record at National Headquarters. Such club is entitled to representation at any such hearing. The decision of the National Board of Directors may be subject to appeal to the next annual convention, provided sixty (60) days' notice is given to the Executive Vice President in advance of said convention.
- C. Voluntary Surrender. A club may surrender its charter voluntarily. Upon acceptance by the National Board of Directors such surrender shall be immediately effective, and the charter shall be returned to the Executive Vice President.
- D. Failure to Function. If a club for any reason disbands, fails to meet regularly or otherwise fails to function, the National Board of Directors by a majority vote may revoke the charter of such club.

Section 2. Upon surrender or revocation of a club charter in The National Exchange Club, the former club shall have no proprietary rights in the property of The National Exchange Club. All financial and other obligations to The National Exchange Club and the district to which it belongs must be satisfied. The privilege of a club to use the name, emblem and other insignia of The National Exchange Club shall cease upon the termination of the club's membership in The National Exchange Club. Upon any of the foregoing, the club membership in the district shall automatically terminate.

Section 3. Termination of an individual membership in a club shall be as provided for/or defined in the Local Club's Bylaws. Such termination automatically voids the individual's rights to membership in The National Exchange Club.

ARTICLE VIII National Officers

Section 1. Officers. The officers of The National Exchange Club shall be:

- A. National President. The National President-Elect shall automatically succeed to the office of National President when installed at the annual convention.

The National President shall preside at the annual convention and at all meetings of the National Board of Directors and the Executive Committee.

He/She shall be its chairman of the board, exercising general supervision over the interests and affairs of The National Exchange Club, subject to the direction of the National Board of Directors.

He/She shall perform such other duties as usually pertain to the office of National President.

He/She shall have the power to issue temporary authority for organizing new clubs during his/her term as National President.

- B. National President-Elect. The National President-Elect shall be elected by a majority vote of accredited and voting delegates to the annual convention to serve until the next annual convention or until his/her successor is installed.

The National President-Elect shall perform such duties as are assigned to him/her by the National President or the National Board of Directors. In the absence, inability or refusal of the National President to perform some or all of his/her duties, the National President-Elect shall perform these duties and have, in connection therewith, the authority of the National President.

- C. National Treasurer. The National Treasurer shall be elected by a majority vote of accredited and voting delegates to the annual convention to serve for a period of two (2) administrative years. No member shall be elected to serve as National Treasurer for more than two (2) consecutive two (2) year terms. Should the office of National Treasurer become vacant during a period other than the annual convention, the Executive Vice President shall serve in his/her place until the National Board of Directors fills the vacancy. Any individual who fills the vacancy may be elected to serve for two (2) additional two (2) year terms of office.

The Treasurer shall regularly review and advise the Board of Directors on the financial condition of The National Exchange Club, shall make a report at the annual convention and shall perform such other duties as may be assigned by the National President or the Board of Directors. The Treasurer shall give bond for the faithful discharge of his/her duties in a sum with sureties as are required by the Board of Directors.

- D. Immediate Past National President. The Immediate Past National President shall attain his/her office by succession thereto. It shall be his/her duty to act in an advisory capacity and assist the National President and the National Board of Directors in all matters, which may come before them. In the event of a vacancy in the office of the Immediate Past National President, the most recent consenting Past National President shall fill the position for the remainder of the unexpired term.

Section 2. All officers and directors, except the Executive Vice President, shall serve without compensation. No elected officers shall accept any remunerative employment from The National Exchange Club.

Section 3. No member is eligible to serve in the office of National President, National President-Elect or National Treasurer unless he/she has served on the National Board of Directors.

Section 4. In the case of any vacancy in the office of National President-Elect or National Treasurer during the annual convention, such vacancy shall be filled by a majority vote of accredited and voting delegates at the annual convention.

Section 5. Any vacancy occurring in the office of National President-Elect or National Treasurer except during the annual convention, shall be filled by affirmative majority vote of the National Board of Directors.

ARTICLE IX

National Board of Directors

Section 1. The National Officers as defined in Article VII of these Bylaws, together with no more than eleven (11) Regional Vice Presidents elected by a majority vote of accredited and voting delegates to the annual convention shall constitute the National Board of Directors.

The National Board of Directors has the power to establish such terms and conditions for the granting of temporary authority by the National President for the organizing of new clubs and, under the limitations and restrictions prescribed herein, to grant charters to new clubs.

The National Board of Directors shall determine what matter, movements or policies are National in their scope. No club, district, officer or member thereof, shall undertake to initiate a National movement or policy. Districts shall not solicit funds for any purpose from clubs or membership thereof.

The decision of the National Board of Directors shall be subject to the right of appeal to the next annual convention by any member of The National Exchange Club. Such appeals must be filed with the Executive Vice President at least sixty (60) days prior to the opening of the convention.

Section 2. The Regional Vice Presidents shall be elected by a majority vote of accredited and voting delegates holding membership within the region to which they are to be elected at the annual convention. Their term shall be for two (2) years. Regional Vice Presidents from even-numbered regions shall be elected in even-numbered years. Regional Vice Presidents from odd-numbered regions shall be elected in odd-numbered years. No Regional Vice President shall be elected to serve more than two consecutive two (2) year terms. All Regional Vice Presidents shall have served a full term as a District President, shall have been an Active member in good standing of an Exchange Club for a minimum of five (5) years, shall undergo training before their election on the responsibilities of a Regional Vice President, and live within and hold membership in a club within the region.

Section 3. In the event of an announced vacancy in the Board of Directors during the annual convention, such vacancy shall be filled by a majority vote of accredited and voting delegates at the annual convention. Any Regional Vice President elected at any annual convention to fill the announced vacancy shall assume office when installed at the annual convention.

Section 4. Any vacancy occurring in the office of Regional Vice President, except during the annual convention, shall be filled by an affirmative majority vote of the National Board of Directors.

Section 5. Any Regional Vice President elected at the annual convention, or by the National Board of Directors, to fill a vacancy occurring in the office of Regional Vice President, upon completing the unexpired term of office, shall be eligible for two additional, two (2) year terms of office.

Section 6. The National Board of Directors shall meet at such times and places as may be determined by action of the National Board of Directors, by call of the National President or by written request of five (5) members of the National Board of Directors, provided that there shall be at least three (3) meetings each year.

Section 7. A written notice of the time and place of all meetings of the National Board of Directors shall be sent by mail, email or other electronic media, to each member of the National Board of Directors by the Executive Vice President not less than thirty (30) days prior to any meeting.

Section 8. A majority of the National Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present and entitled to vote shall be necessary to give effect to any action of the National Board, except in cases where a larger vote is required under these Bylaws.

Section 9. The National Board of Directors may transact business by electronic media or by voting upon any proposal mailed to the members thereof by the Executive Vice President with the approval of the National President. Fifteen (15) days from the date of mailing shall be allotted for the return of the votes thereon to the Executive Vice President. The voting shall be considered closed at the end of fifteen (15) days or any time prior thereto when all members have returned their votes. Any proposal not receiving an affirmative vote of a majority of the National Board within fifteen (15) days, or when required, a two-thirds (2/3) affirmative vote of the National Board of Directors under the provisions of the Bylaws of The National Exchange Club, shall be deemed to be lost.

For the National Board of Directors to conduct business by conference call or other electronic media, the secretary shall call the roll of the members present, quorum to be determined by voice acknowledgement of the members. Voting on all matters shall be by voice roll call, with the secretary to announce the results.

Section 10. The Board of Directors for cause duly shown, may remove any officer or director from office by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any meeting for which advance notice of not less than fifteen (15) days shall be given; provided, further, that written notice stating the grounds for removal from office shall have been delivered or mailed, and a full and complete hearing afforded the officer or director, if not waived.

ARTICLE X

Executive Committee

Section 1. The Executive Committee shall consist of four (4) voting members and one (1) nonvoting member: the National President, as chairman, the National President-Elect, the National Treasurer, the Immediate Past National President and the Executive Vice President who shall be non-voting. A majority of the voting members shall constitute a quorum at any duly called meeting of the Executive Committee. The National President shall call meetings of the Executive Committee as the business of The National Exchange Club may require, or a meeting shall be called by the Executive Vice President on request of three (3) members of the Executive Committee.

Section 2. The Executive Committee may act in place and stead of the National Board of Directors, between meetings of the National Board of Directors, on all matters except those specifically reserved to the National Board of Directors by the Bylaws. Within sixty (60) days thereafter, at a meeting of the National Board or by mail, actions of the Executive Committee shall be reported to each member of the National Board of Directors for ratification.

Section 3. The Executive Committee shall appoint the Executive Vice President and fix his/her term of office and compensation with the approval of the National Board of Directors.

ARTICLE XI

Executive Vice President

Section 1. The Executive Vice President shall, under the supervision and direction of the National Board of Directors, be the active managing employee of The National Exchange Club, who shall be in executive charge of the headquarters of The National Exchange Club, and shall be responsible for the selection, supervision and termination of staff members. He/She shall assist the National President and the National Board of Directors in conducting the business of The National Exchange Club, and shall perform such duties as are specified or implied in these Bylaws, or as may be assigned to him/her by the National Board of Directors.

Section 2. He/She shall attend all meetings of the National Board of Directors and all meetings of the Executive Committee without vote. He/She shall attend all conventions of The National Exchange Club, and shall act as Secretary thereof.

Section 3. He/She shall sign all documents issued by The National Exchange Club when required; shall affix the corporate seal of the organization when required; shall be the corporate secretary of The National Exchange Club; shall keep the accounts; and shall receive all monies paid to The National Exchange Club. He/She shall report monthly to the National Treasurer as to the income and expenses or more frequently if requested by the National Treasurer. He/She shall deposit all funds in the official depository designated by the National Board of Directors, and shall disburse the same by order of the National Board of Directors.

Section 4. He/She shall make a report to the annual convention and such other reports as directed by the National Board of Directors. His/Her records and books shall at all times be maintained at National Headquarters and be open to inspection by members of The National Exchange Club as defined in Section 1 of Article III.

ARTICLE XII Conventions

Section 1. Time and Place. The National Board of Directors shall determine a time and place for holding the annual convention in the third (3rd) administrative year after the expiration of the administrative year in which such decision is made. They shall be empowered to make all arrangements for holding such convention.

The National Board of Directors shall have full supervision and management of all conventions and shall announce the official program and order of business of each convention.

Section 2. Call. The President shall issue and the Executive Vice President shall send the official call for the annual convention by mail, email or other electronic media, to each Club President, Club Secretary, District President, District Secretary, all National Officers and all Past National Presidents, at least sixty (60) days prior to the convention.

By a two-thirds (2/3) vote of the National Board of Directors, a special national convention can be called at the time and place designated by the National Board of Directors in a notice issued and mailed at least sixty (60) days prior to the date thereof.

Section 3. Delegates. There shall be two (2) types of voting delegates as follows:

A. Club Delegates.

Each chartered Exchange Club in good standing shall be entitled to voting delegates at any convention of The National Exchange Club by the Club President, Club President-Elect, Club Secretary, Club Treasurer, Club Immediate Past President and three (3) voting delegates for its first twenty-five (25) members and one (1) voting delegate for each additional twenty-five (25) members based on the membership reported as of March 31 preceding the convention. The charter membership figure of a new club chartered after March 31 will determine the number of voting representatives allowed the new club at any convention. At the time of electing delegates, the club shall be entitled to elect an alternate for each such delegate from the Active, Active Honorary, Life, At-Large, or Business (primary contact only) Members in good standing in the club that they represent. An alternate may be elected for any voting delegate. The Club Secretary shall give written notification of the delegates to the Executive Vice President prior to any convention. In the event any chartered clubs fail to certify the election of its delegates and alternates as herein set forth, the National Convention Committee on Credentials shall have the right to determine the seating of the delegates or alternates for the club.

B. At-Large Delegates.

The following individuals shall be voting delegates:

- (a) Members of the National Board of Directors;

- (b) Past National Presidents in good standing in a club in good standing;
- (c) Members of the National Committee on Jurisprudence and Laws;
- (d) District Presidents, District Presidents-Elect, District Secretaries, District Treasurers and Immediate Past District Presidents;
- (e) Members of Convention Committee on Resolutions, Convention Committee on Credentials and Convention Committee on Elections.

Section 4. All delegates listed in Section 3 of this Article shall be entitled to vote on any question submitted at any convention provided the delegate is registered on the rolls of the convention. Delegates must be at the convention and registered no later than noon on the day of the opening business session in order to vote on proposed changes to the Bylaws, or other items that may be voted on that business day. On any other contested ballot, the delegate must be both at the convention and registered no later than 7:00 p.m. on the day prior to the business session at which the vote is taken. There shall be no voting by proxy.

Section 5. Each delegate shall have one (1) vote on any question coming before the convention and may take part and vote only in person. No At-Large delegate may at the same time be a club delegate and no individual may be a delegate from two (2) clubs at the same time. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

Section 6. Committees. Prior to each convention, the National President shall appoint the following committees of at least three (3) Exchangites and shall designate the chairman thereof.

- A. Convention Committee on Credentials. The Credentials Committee shall inspect credentials and qualifications of all delegates, certify all accredited delegates and report thereon to the convention prior to any vote being taken by the National Convention.
- B. Convention Committee on Elections. The Elections Committee shall have general charge of the election, in the manner as determined by the National Board of Directors.
- C. Convention Committee on Resolutions. The Resolutions Committee shall consider all resolutions submitted for action at the convention and make recommendations thereon. Only resolutions submitted by the National Board of Directors, districts and chartered clubs will be considered. The committee shall also have the authority to originate resolutions and to modify, combine and edit all resolutions submitted to it, except resolutions submitted by the National Board of Directors.

Section 7. A convention quorum shall be representation from not less than ten (10) percent of all chartered clubs.

Section 8. The National Board of Directors shall adopt and distribute Rules of the Convention to all voting delegates.

ARTICLE XIII

Nomination and Election of Officers and Directors

Section 1. The election of officers and other members of the National Board of Directors shall be held at the annual convention.

Section 2. All suggested candidates for the office of National President-Elect, National Treasurer and Regional Vice Presidents must be endorsed by the candidate's club and by the candidate's District Board of Directors, which must be forwarded in writing, on the Suggested Candidate For National Office form provided by The National Exchange Club, to the Executive Vice President not less than one hundred-twenty (120) days prior to the date designated for the annual convention. Members of Excel Clubs and Junior Excel Clubs are not eligible to be candidates for any elected office.

Section 3. Nothing contained in these Bylaws shall be construed as limiting the right to make further nominations from the floor of the annual convention, except that those desiring to be nominated from the

floor must submit their intention to run from the floor in writing to the Executive Vice President prior to 9:00 p.m. on the first day of the annual convention.

Section 4. No person shall be nominated for any office who is not fully cognizant of the duties of that office and without consenting to such nomination being first obtained. A person nominated for a National Office, or as a member of the National Board of Directors, must be registered as a voting delegate and in attendance at the annual convention.

All candidates from the floor must be endorsed in writing by at least three (3) Exchangites from three (3) different clubs, within the person's region, other than the candidate's own club who are entitled to vote in the annual convention.

Section 5. Should the National Treasurer or a Regional Vice President desire to seek another office at the end of the first year of a two (2) year term, a letter of resignation must be submitted to the National Board of Directors for action at its pre-convention meeting. The resignation shall take effect when his/her successor is installed.

Section 6. No person may be a candidate for two (2) offices at the same convention.

Section 7. All of the elective officers shall be chosen by the delegates present and voting. One ballot shall be used which will list the candidates in alphabetical order for National President-Elect, then the candidates in alphabetical order for National Treasurer, and the candidates by regions in alphabetical order for Regional Vice Presidents.

In the event there is only one (1) candidate for an office to be filled, the election may be by voice vote, after nominations have been closed and prior to voting for contested offices.

Section 8. A majority of all votes cast for the position shall be necessary for election to any office. In the event that any ballot cast does not show a majority for any candidates for any particular office, the National President shall designate a time and place for further balloting for such office. Prior to the second ballot, the two (2) candidates having the highest number of votes on the first ballot shall be the only candidates on the second ballot.

Section 9. Cumulative voting shall not be permitted.

ARTICLE XIV Regions

Section 1. The National Board of Directors may establish geographic regions for the purpose of providing representation at the national level for local Exchange Clubs and districts, thereof.

ARTICLE XV Districts

Section 1. For the purpose of advancing The National Exchange Club and to assist local clubs, the National Board of Directors shall create, direct and supervise districts of chartered clubs and shall establish their boundaries.

Section 2. Each district shall be under the direction and jurisdiction of the National Board of Directors, and shall adopt the Standard Form of District Bylaws. Any modification of, or amendment to, said District Bylaws by the district must be submitted to and approved by the National Committee on Jurisprudence and Laws prior to being presented to the delegates of the district convention for consideration.

Section 3. The objectives and purposes of the district shall be to strive for the attainment of the ideals and purposes of The National Exchange Club by:

- A. The building of local Exchange Clubs.
- B. Increasing fellowship between clubs within the district.
- C. Strengthening established clubs.
- D. Promoting the participation of local Exchange Clubs in the Programs of Service of The National Exchange Club.

Section 4. Each district shall hold an annual district convention and conferences as deemed necessary in accordance with the district Bylaws.

Section 5. Each chartered club situated within the territorial limits of a district shall be a member of the district, and shall be subject to the Standard or Alternate Form of District Bylaws, and Amendments thereto as provided by the National Board of Directors.

ARTICLE XVI

Committees

Section 1. Jurisprudence and Laws. The National President shall appoint a Jurisprudence and Laws Committee of three (3) Exchangites, the Chairman of which shall be a Past National President. The committee shall approve the form and language of all amendments to the National Bylaws and refer same to the National Board of Directors before the next annual convention for recommendation to the delegates.

They shall approve of all amendments to the District and Local Club Bylaws to ensure they do not conflict with the National Bylaws or substantially deviate from the Standard Bylaws as adopted by the National Board of Directors.

Section 2. Budget and Finance. The Budget and Finance Committee shall consist of the National Treasurer and at least two (2) other members of the Board of Directors appointed by the National President. The National Treasurer shall serve as Chairman. The committee shall counsel with the Executive Vice President on the annual budget of The National Exchange Club and prepare recommendations for the National Board of Directors. The Committee shall select an independent auditor to conduct an annual audit of the books of The National Exchange Club and report its findings to the National Board of Directors. The committee may perform such other duties in connection with the finances of The National Exchange Club as the National Board of Directors may determine.

Section 3. Special. The National President may also appoint such special committees as are deemed necessary or as the National Board of Directors may direct, and the duties of any such committees shall be prescribed by the National President upon their appointment.

Section 4. Committees, except special committees, shall serve for the administrative year for which they are appointed. Special committees appointed to serve a specific purpose shall terminate when their purpose has been accomplished as determined by the National President or the National Board of Directors.

ARTICLE XVII

Fiscal Matters

Section 1. Each chartered club shall pay to The National Exchange Club quarterly per capita dues of \$19.50 per Active, Active Honorary, At-Large, and Business Member, and \$8.00 per Honorary Member. A club, newly-formed during any quarter, is exempted from the payment of per capita dues for a period of ninety (90) days from the date of charter.

These dues include the sum of \$1.50 as one-fourth (1/4) payment on a yearly subscription of \$6.00 for *Exchange Today Magazine*. The sum of \$2.50 per member per quarter shall be deposited to the account of The

National Exchange Club Foundation. Said funds will be used for the purpose of raising public awareness for The National Exchange Club and providing funding for The National Exchange Club's Programs of Service, including its national project, the Prevention of Child Abuse. Said dues shall be payable quarterly in advance and dues are payable by the 10th day of July, October, January and April of each year.

In addition, each club shall pay to The National Exchange Club a one-time Life Member fee in the amount of \$1,000.00, for each Life Member, payable at the time the club's Board of Directors elects a member to Life Membership status.

Section 2. The account of The National Exchange Club Foundation shall be administered separate and apart from all other funds of The National Exchange Club.

Section 3. By the 10th day of July, October, January and April of each year, every Exchange Club shall pay to The National Exchange Club the sum of \$25.00 for the Club President, Club President-Elect, Club Secretary and Club Treasurer and other delegates to which the club is entitled to at the annual convention under the provisions of these Bylaws. Said four (4) quarterly payments shall constitute the annual convention registration fee for all delegates of the club and shall relieve them from payment of any further registration fees at the time of the annual convention. No refund shall be due any club for its failure, for any reason, to send to an annual convention the delegates to which it is entitled. Any club newly formed during the current administrative year shall be exempted from the annual convention registration fee for delegates to the first (1st) annual convention following the charter presentation. The annual convention registration fee shall be used primarily in defraying the annual convention expenses.

Section 4. Each chartered club shall pay to The National Exchange Club an administrative fee in the sum of \$20.00 for each new, reinstated or transferred member, and \$50.00 for each Business Member acquired. Such fees shall be transmitted to the Executive Vice President quarterly.

Section 5. Each Associate Member shall pay an administrative joining fee in the sum of \$50.00 directly to The National Exchange Club at the time of application. In addition, an Associate Member shall pay quarterly dues in the sum of \$30.00 directly to The National Exchange Club (\$10.00 of which will be remitted to the district in which the member resides.)

Section 6. Collegiate Exchange Clubs, when they are chartered, shall pay fifty percent (50%) of the charter fee for local Exchange Clubs to The National Exchange Club; Collegiate Exchange Clubs shall pay fifty percent (50%) of all dues and fees established for a local Exchange Club by the National Board of Directors.

Section 7. Excel Clubs and Junior Excel Clubs, when they are chartered, shall pay fifty percent (50%) of the Charter fee for local Exchange Clubs to The National Exchange Club. Excel Clubs and Junior Excel Club members shall pay membership dues of \$12.00 per year. The sum of \$10.00 shall be distributed to The National Exchange Club; and the sum of \$2.00 shall be deposited to the account of The National Exchange Club Foundation, with said funds to be used for the purpose of raising public awareness for The National Exchange Club and providing funding for The National Exchange Club's Programs of Service, including its National Project, the prevention of child abuse. Excel/Junior Excel Club dues billing shall occur October 1. Clubs will be billed for new members joining after October 1 on a quarterly prorated basis.

Section 8. For Family Membership, national dues for the first member in a family shall be the same quarterly per capita dues rate as established for Active, Active Honorary, At-Large and Business Members. Quarterly dues for additional family members shall be \$10.00 per member. The family membership rate will affect only the Active membership category. Billing will be the responsibility of the local club, which shall notify The National Exchange Club of those seeking the family membership rate.

Section 9. Each club shall, before the 10th day of the months of July, October, January and April, transmit to the Executive Vice President a remittance covering all indebtedness.

Section 10. The fiscal period of The National Exchange Club, districts and clubs shall be prescribed by the National Board of Directors.

Section 11. Trust or surety bonds shall be furnished by the National Treasurer, the Executive Vice President and such other officers or employees of The National Exchange Club as the National Board of Directors direct. The amount of such bonds shall be determined by the National Board of Directors and the cost paid by The National Exchange Club.

Section 12. With recommendations of the Budget and Finance Committee, the National Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of The National Exchange Club. Expenses in the annual budget shall not exceed the anticipated revenue for that year.

Section 13. A new member's dues shall be effective the first day of the month following their joining a chartered Exchange Club.

ARTICLE XVIII Name, Emblem and Motto

Section 1. All members shall be entitled to wear the emblem and/or other insignia, as may from time to time be adopted by the National Board of Directors.

Section 2. The titles "Exchangite," "The National Exchange Club," "Exchange Club," "Excel Club", or "Junior Excel Club", the motto "Unity for Service," the "Exchange Club Covenant of Service," and any emblem or copy thereof, seal or insignia of The National Exchange Club, shall not be used or manufactured for purposes other than those authorized by the National Board of Directors.

Section 3. The motto of The National Exchange Club shall be "Unity for Service."

ARTICLE XIX Other Administrative Matters

Section 1. Clubs and districts shall submit reports to the Executive Vice President as required by the National Board of Directors.

Section 2. The administrative year for The National Exchange Club, the districts and local clubs, shall be from July 1 of each year to June 30 of the following year.

Section 3. The National Board of Directors shall have the power to establish such terms and conditions for issuing a certificate to an Exchangette Club or youth group as it deems necessary.

ARTICLE XX Official Publication

Section 1. The National Board of Directors shall cause to be published, under its supervision and control, a periodical, which shall be the official publication of The National Exchange Club.

Section 2. The National Board of Directors shall have full control of all questions of policy of the official publication.

Section 3. The Executive Vice President shall be in charge of, and be responsible for, the issuance of the official publication, subject to the direction and control of the National Board of Directors. He/She shall receive no additional compensation for his/her services in connection with the official publication.

Section 4. Each club shall make it a condition of membership that each member be a subscriber to the official publication.

ARTICLE XXI

Parliamentary Authority

Section 1. The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by any special rules of procedure.

ARTICLE XXII

Amendments

Section 1. These Bylaws may be amended at any annual convention by a majority vote of accredited and voting delegates, except Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XVII and XVIII, which shall require a two-thirds (2/3) vote of the accredited and voting delegates. Amendments shall become effective upon adjournment of the convention at which they are adopted, unless otherwise stated.

Section 2. All proposed amendments must be received in writing by the Executive Vice President at least sixty (60) days prior to the date set for the opening day of the annual convention. The Executive Vice President shall mail a copy of all proposed amendments to the President and Secretary of each club not later than thirty (30) days prior to the date of the convention.

Section 3. The form and language of all proposed amendments must have the approval of the National Committee on Jurisprudence and Laws before the same may be sent to the President, President-Elect, Secretary and Treasurer of each club and all At-Large delegates and submitted to the National Board of Directors for recommendation, or presented to the convention for adoption.

Section 4. All proposed amendments must be submitted by the National Committee on Jurisprudence and Laws to the National Board of Directors, which shall consider and recommend the action to be taken by the convention. Such report, however, shall be regarded only as an opinion or recommendation.

ARTICLE XXIII

Masculine and Feminine Gender

Section 1. Wherever in these Bylaws reference is made to the words "him," "he," "his," and similar references to the male or masculine gender, such references shall be deemed to include, as appropriate, "her," "she," "hers," and similar references, to the end that all distinction between the male and female sexes, for purposes of these Bylaws, shall be deemed eliminated.