

# **BYLAWS OF LOCAL EXCHANGE CLUBS**

## **PREAMBLE**

These are the Bylaws of [The Bristol Exchange Club](#) of, Connecticut, a member of the [New England District Exchange Clubs](#) and [The National Exchange Club](#), a Not-for-Profit Corporation organized under the laws of the State of Ohio. The name of this club shall be as designated by the National Board of Directors.

## **ARTICLE I Purposes**

Section 1. The purposes for which this Exchange Club has been chartered by The National Exchange Club are:

- A. To actively participate in the establishment of new Exchange Clubs.
- B. To benefit our members by providing opportunities for personal development as they participate in the affairs of the club.
- C. To promote active participation in the Program of Service of The National Exchange Club and its national project, the Prevention of Child Abuse, for the betterment of the community.
- D. To exemplify the meaning of Exchange in a spirit of “Unity for Service.”

## **ARTICLE II Powers**

Section 1. The management and policies of this club, not otherwise provided for in these Bylaws, are under the direction of and vested in the Board of Directors.

## **ARTICLE III Relationship**

Section 1. This Exchange Club, in order to be a regularly constituted Exchange Club chartered by The National Exchange Club, acknowledges as a part of these Bylaws, the National and District Bylaws as amended.

Section 2. This club shall be assigned by the National Board of Directors to an appropriate district and region of The National Exchange Club. This club shall have all the rights and privileges of all clubs situated within the district and region assigned by the National Board of Directors.

Section 3. If, for any cause, the charter granted by The National Exchange Club shall be suspended, revoked, or surrendered, or the club in fact disbands, ceases to exist or becomes dormant, the word “Exchange” will not be used alone or in connection with other words as a club or organization’s name, and by such action the club surrenders all rights to the use of the emblem or other insignia. Any assets of the club shall become the property of The National Exchange Club.

## **ARTICLE IV**

### **Membership**

Section 1. The membership of this club shall consist of individuals and entities of good character and community standing.

Section 2. Each member shall be elected to membership in accordance with the procedures set forth in these Bylaws.

Section 3. The six categories of membership in a club are:

A. Active Members - Elected in accordance with these 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. At the At-Large Member's request, the member may revert back to his/her former category.

D. Life Member - Any Active, Active Honorary or At-Large Member may be granted or apply to the club's Board of Directors for Life Membership provided:

(1) the member has been a member of one or more clubs for a total of at least 20 years; or

(2) the member is 65 years of age or older and having been a member of one or more clubs for at least 15 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 XVI of the National 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, hold office and shall not be required to pay membership, 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 XVI of the National 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. A Business Member shall not have the right to vote or hold office.

Section 4. Membership cannot be conveyed or transferred from one person or business to another. Membership can be acquired only by qualification, reinstatement, or transfer from another Exchange Club, through the regular procedure of proposal and election.

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 these Bylaws.

Section 6. The Board of Directors, for causes, other than failure to pay dues or other charges, duly shown shall have the authority to drop, suspend or expel a member 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 the action shall have been delivered or mailed to the member and a full and complete hearing afforded the member, if not waived.

Section 7. Any member who fails to pay dues or other charges within sixty (60) days shall be considered "not in good standing" and may be dropped or suspended from membership by a two-thirds (2/3) vote of the members of the Board of Directors present and voting.

Section 8. Resignation of membership shall be made in writing to the Secretary and shall be considered by the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges previously accrued and unpaid.

Section 9. An Associate Member of the National Exchange Club is not a member of a club and cannot hold office, vote in a club, or serve as a club delegate.

## **ARTICLE V**

### **Election of Members**

Section 1. Active. Active Members of this club shall be elected as follows:

- A. All applications for membership in this club shall be made in writing to the Secretary on application forms furnished for that purpose. The Secretary shall submit all applications for membership to the Board of Directors for action.
- B. The member or representative sponsoring the new member shall sign the application form, and shall furnish such information regarding the person as the Board of Directors may require.
- C. A two-thirds (2/3) vote of the members of the Board of Directors present and voting is required to approve an application for membership.
- D. After the Board of Directors has approved the proposed member as provided above, the Secretary shall read the name of the proposed member

to the general membership of the club at a regular meeting, and a period of one week shall elapse before such member shall be permitted to qualify by paying the required joining fee. During such week, should any objection be filed against the election of membership of the proposed member, the same shall be reduced to writing and signed by the member making such objection, and given to the Secretary who refers it to the Board of Directors.

E. If an objection to a proposed member is filed, the decision of the Board, if in favor of membership must be at least a two-thirds (2/3) vote of those members of the Board of Directors present and voting.

F. It shall be the duty of the Secretary to notify the proposed member of election to membership either by direct communication or through the recommender.

G. An application may be withdrawn by the recommender at any time. Each application is subject to an election, a rejection or to being placed on a waiting list to be acted upon at some future date.

H. Proposed members who are duly elected shall not be permitted to claim membership until the joining fee together with all prorated charges have been paid.

Section 2. Active Honorary. An Active Honorary Member shall be elected in the same manner and by the same procedures as an Active Member. They shall not be required to pay a joining fee but shall be required to pay dues.

Section 3. At-Large. An Active, Active Honorary or Life Member may apply to the Board of Directors for an At-Large Member status. The At-Large Member shall remit to the club monthly or quarterly dues as prescribed in these Bylaws.

Section 4. Life. A Life Member shall be elected in the same manner and by the same procedure as an Active Member. (See Article IV, Section 3-D.)

Section 5. Honorary. Honorary Members shall be elected in the same manner and by the same procedures as an Active Member, however, they shall not be required to pay a joining fee or dues. (See Article IV, Section 3-E.)

Section 6. Business. A Business Member shall be elected in the same manner and by the same procedure as an Active Member. (See Article IV, Section 3-F.) They shall be required to pay a joining fee as prescribed in Article XII, Section 4.

Section 7. No individual member of this club, at any time, may represent more than one category of membership.

Section 8. Leave of Absence. In the event of a prolonged illness, or an enforced absence of a member in good standing, the Board of Directors, in its discretion, upon request, may grant a leave of absence for a period not to exceed ninety (90) days, provided that, for the period of such leave of absence, charges for all dues, (except for meals may be waived) must be paid by the member to whom such leave of absence is granted.

## **ARTICLE VI**

### **Officers**

Section 1. The officers of this club shall be:

A. President. The President-Elect shall automatically succeed to the office of President at the start of each administrative year. The President shall preside at all meetings of this club and at all meetings of the Board of Directors. He/She shall be its chief executive officer exercising general supervision over the interests and affairs of this club, subject to the direction of the Board of Directors. He/She shall perform such other duties as usually pertain to a Club President in promoting the purposes of this club; and, shall appoint committees as outlined in the Bylaws.

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

C. Secretary. The Secretary shall:

1. Keep all records of this club and minutes of regular and special meetings of this club and of the meetings of the Board of Directors.
2. Keep the records of membership and submit to the Executive Vice President of The National Exchange Club, membership changes as they occur. The Secretary shall also submit to the Executive Vice President of The National Exchange Club and district, such other reports as may be required.
3. Submit to the proper officials and committees all communications received from The National Exchange Club or the district.
4. Make an annual report to the club and at such other times as the Board of Directors may require. The Secretary shall perform such other duties as may be assigned by the President or the Board of Directors.
5. At the expiration of the term of office, the Secretary shall deliver over to a successor or to the President all records and any other club property.

D. Treasurer. The Treasurer shall:

1. Receive or collect all fees, dues and other monies constituting the revenue of this club which shall be deposited in such manner as is designated by the Board of Directors. The Treasurer shall disburse these funds in the manner authorized by the Board of Directors.
2. Make an annual report to the club and at such other times as the Board of Directors may require.
3. At the expiration of the term of office, the Treasurer shall deliver over to a successor or to the President all funds, books of account and any other club property.

E. Vice President(s). The Vice President(s), if any, shall perform such duties as may be assigned by the President or the Board of Directors.

F. Immediate Past President. The Immediate Past President shall attain his/her office by succession thereto. It shall be his/her duty to act in an advisory capacity and assist the President and Board of Directors in all matters which may come before them.

Every retiring President shall receive the title of "Past President." In the event of a vacancy in the office of Immediate Past President, the most recent consenting Past President shall fill the position for the remainder of the unexpired term.

Section 2. The terms of all officers shall be for a period of one administrative year, from July 1 to June 30, or until their successors have been duly elected and assume office. For secretaries and treasurers, a limit of no more than two one-year terms is recommended to develop and enhance leadership in clubs.

Section 3. The Board of Directors may create one or more Vice Presidents as deemed necessary.

## **ARTICLE VII**

### **Board of Directors**

Section 1. The officers of this club as defined in Article VI of these Bylaws, together with the directors, [six (6) directors are recommended] shall constitute the Board of Directors.

Section 2. The terms of the directors shall be for two (2) administrative years or until their successors have been elected and assume office. Their terms shall be staggered.

Section 3. A vacancy in any office, or in the Board of Directors, shall be filled by a majority vote of the Board of Directors for the unexpired term.

Section 4. The Board of Directors shall meet monthly at such times and places as may be determined by action of the Board of Directors.

Section 5. Special meetings of the Board of Directors may be called by the President or at the request of any three (3) directors, provided that before the meeting is held at least forty-eight (48) hours notice be given personally or by mail or telephone to each member of the Board of Directors.

Section 6. At a regular or special meeting of the Board of Directors, a majority of the members shall constitute a quorum, and a majority vote of those present shall decide a question, with the exception of those questions for which a greater proportion is specifically required in the Bylaws of this club.

Section 7. 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 to the officer or director, and a full and complete hearing is afforded the officer or director, if not waived.

Section 8. If it shall appear to the Board of Directors that a duly elected director is unable or unwilling to discharge the duties of the office, or otherwise has failed to assume and

discharge the duties and responsibilities of the office, the Board of Directors may declare the office vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies.

## **ARTICLE VIII**

### **Election of Officers and Board of Directors**

Section 1. The President shall appoint a Nominating Committee and shall designate its chairman, whose duty shall be to present to the club at its annual election meeting the names of the persons nominated as officers and directors of the club.

Section 2. Additional candidates may be nominated from the floor.

Section 3. All officers and directors shall be chosen by ballot except when nominations are unopposed when only a voice vote is needed to elect. A majority of all votes cast shall be necessary for the election of an officer or other member of the Board of Directors of this club.

## **ARTICLE IX**

### **Conventions**

Section 1. This club shall be entitled to representation in district and National Conventions by voting delegates provided the club is in good standing with the district and The National Exchange Club.

Section 2. Voting delegates at all conventions shall be the Club's President, President-Elect, Secretary and Treasurer, and three (3) voting representatives for the club's first twenty-five (25) members and one voting representative for each additional twenty-five (25) members based on the membership report at March 31 preceding the convention. An alternate may be elected for any voting delegates.

Section 3. The club shall be considered not in good standing and its delegates not eligible to vote in the District and National Convention, if the club is more than sixty (60) days in arrears for indebtedness to the district and/or The National Exchange Club.

## **ARTICLE X**

### **Committees**

Section 1. The Board of Directors may establish such committees as may be necessary to successfully operate the club.

Section 2. Suggested committees and their functions are outlined in the Club Leadership Handbook.

Section 3. The President also shall appoint such other committees as may be authorized by the Board of Directors or as the President may deem necessary.

## **ARTICLE XI**

### **Fiscal Matters**

Section 1. The fiscal period of this club shall be from July 1 through June 30, as prescribed by the National Board of Directors.

Section 2. The official quarterly membership or operating periods of this club shall begin July 1, October 1, January 1 and April 1 of each year.

Section 3. Trust or Surety Bonds shall be furnished by the Treasurer and Secretary and such other officer or committee chairman as the Board of Directors shall designate. The amount of such bond shall be determined by the Board of Directors. The cost of such bond shall be paid by the club.

Section 4. The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the club.

Section 5. Any motion, resolution or proposed action involving the expending of club funds brought before any regular or special meeting of this club shall be referred, without motion or vote, by the President, or member presiding, to the Board of Directors for its consideration, recommendation and report to the club, before a vote on any such motion, resolution or proposed action may be taken.

Section 6. No financial obligation or indebtedness shall be incurred for any one fiscal year by this club, or its officers, Board of Directors or standing or special committees, which amount is in excess of the anticipated revenue for the fiscal year, except with the concurrence of a two-thirds (2/3) vote of the members present and voting at any regular meeting of this club.

Section 7. All club funds shall be deposited and held in the name of the club in the depository or depositories designated by the Board of Directors. Officers authorized to sign checks shall be designated by the Board of Directors.

Section 8. The Board of Directors shall require two separate bank accounts, one for club operations and one for club-sponsored projects or activities. All revenue derived from member dues, fees and meals, shall be deposited in the club's operating account. The net proceeds of any fundraising activity in the community shall be deposited in the club's projects or activities account. Only club operating expenses such as meals, supplies, dues and fees payable to The National Exchange Club and the district, can be paid out of the operating account. Club projects or activities conducted in the community, must be paid for out of the club's projects or activities accounts. Exchange educational activities may properly be paid from the club's project or activities accounts. The two accounts are not interchangeable, and use of these funds for any other purpose other than those stated is prohibited.

Section 9. The Board of Directors shall pass upon and approve all invoices payable, and authorize the payment thereof, except such invoices as are rendered by The National Exchange Club or by the district of which this club is a member which shall be paid upon

being received, or within the time specified by the respective Bylaws of The National Exchange Club and the district, without action by the Board of Directors.

Section 10. The accounts of this club shall be audited not less than annually by a committee appointed by the President-Elect and a report made to the Board of Directors no later than the first Board meeting of the fiscal year.

Section 11. This club is exempt from the payment of federal income tax under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1954 as a chartered club of The National Exchange Club.

## **ARTICLE XII**

### **Dues**

Section 1. Club dues and/or meal charges, if applicable, for all membership categories shall be as determined by the club membership upon recommendation of the Club's Board of Directors.

Section 2. Dues and/or meal charges shall be payable quarterly (monthly) in advance.

Section 3. Each reinstated or transfer member, when qualifying for membership, as determined by the club membership upon recommendation of the Club's Board of Directors, shall pay to the Treasurer a membership or joining fee in an amount determined by this Club's Board of Directors.

Section 4. Each new Active, Active Honorary, or At-Large member, when qualifying for membership, shall pay to the Treasurer a joining fee as determined by the Board of Directors in the minimum amount of \$25.00.

Each new Business Member, when qualifying for membership, shall pay to the Treasurer a joining fee as determined by the Board of Directors in the minimum amount of \$50.00.

## **ARTICLE XIII**

### **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 motto "Unity for Service," and the titles "Exchange Club," the "Exchange Club Covenant of Service" "Exchangite" and any emblem, seal or insignia of The National Exchange Club shall not be used for purposes other than those authorized by the National Board of Directors.

**ARTICLE XIV**  
**Meetings**

Section 1. This club shall hold its regular meeting on such day and at such place as shall be determined by the Board of Directors. Regular meetings of this club shall be held throughout the year, and at least two times each month.

Section 2. Special meetings of this club shall be called by the President or when requested by a majority of the members of the Board of Directors.

Section 3. The annual election meeting of this club shall be held not earlier than the first meeting in March and not later than the last meeting in April.

Section 4. The annual business meeting of this club, at which reports shall be made by the President, the Secretary and the Treasurer, for the administrative year just being brought to a close, shall be held not later than the last meeting in June.

**ARTICLE XV**  
**Other Administrative Matters**

Section 1. Reports required by The National Exchange Club shall be submitted within the deadlines prescribed.

Section 2. An annual report shall be submitted as required by the Internal Revenue Service on an official form furnished by the Internal Revenue Service.

Section 3. The administrative year of the club shall coincide with The National Exchange Club's.

Section 4. This club is authorized to sponsor the organization of an Exchangette Club or youth groups upon application to and certification by the Executive Vice President of The National Exchange Club.

**ARTICLE XVI**  
**Official Publication**

Section 1. The Board of Directors shall publish or cause to be published, under its supervision, a club bulletin which shall be the official publication of the club. This publication shall be provided, not less than monthly to each member of the club.

**ARTICLE XVII**  
**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.

## **ARTICLE X VIII**

### **Amendments**

Section 1. With the exception of articles I, II, III, IV, XI, XIII, XV, XVII, XVIII and XIX, which are not amendable, these Bylaws may be amended by a majority vote of the voting members present and voting at any regular meeting of this club. All proposed amendments must be approved by the National Committee on Jurisprudence and Laws prior to being mailed to the club members for consideration.

Section 2. A copy of the proposed amendments shall be mailed to all members of this club not less than thirty (30) days prior to the date set for the regular meeting of this club at which time the amendments shall be voted on.

Section 3. An Exchange Club may change its name upon written application to the National Board of Directors, which must approve the name change before it becomes effective.

## **ARTICLE XIX**

### **Masculine and Feminine Gender**

Wherever in these Bylaws reference is made to the words "him," "he," "his," and similar 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.

## **NATIONAL BOARD OF DIRECTORS POLICY STATEMENTS**

The following are Policy Statements adopted by the National Board of Directors, which are of interest to the general membership.

### **1.1 — ACTIVITY OF CANDIDATES FOR NATIONAL OFFICE**

In the conduct of political campaigns for National office, the following guidelines will apply: Any solicitation, allocation or disbursement of club or district funds for the purpose of advancing the candidacy of any person, is prohibited.

At National Conventions, the use of banners, posters, photographs, brochures, cards, letters or other printed or written materials, and electronic media, to promote the candidacy of any person running for office, is restricted to hospitality rooms. No campaign materials of any kind shall be placed on seats or tables at Convention Sessions.

Any pens, pins, badges or other materials showing the name of any candidate for office, must be dispensed from the candidate's room or a hospitality suite.

Violations of this policy will be reported to the Chairman of the National Committee on Elections, and the person responsible will be given a hearing before the Elections Committee Chairman, the National President, and the Immediate Past National President. That Committee will then determine the disciplinary action to be taken, if any.

Adopted: May 10, 1992

## **1.6 — REQUIREMENTS FOR A CONVENTION SITE OF THE NATIONAL EXCHANGE CLUB (excerpt)**

Sites may be cities with or without Exchange Clubs, and cities may be considered as sites, so long as an invitation has been extended by a District of Exchange Clubs in writing. No site, however, shall be considered if a National Convention has been held in that location within ten (10) years of the year being considered for the convention.

A proposed convention site must have a minimum of 450 guest rooms, which can be reserved exclusively for the convention. To be considered, the hotel must be in operation. Properties proposed, or under construction, can not be considered.

The hotel must have a room which can seat a minimum of 1,000 theater style for General Sessions, and 850 for meal events; and, at least 12 break-out rooms.

Air transportation, by regularly scheduled carriers, must be available to the convention city. If airlines do not provide service directly to the convention city, such information must be provided.

The hotel must be able to provide facilities for a youth program, and the convention city must offer attractions for convention attendees, including good restaurants and shopping areas that may be easily reached.

The following procedures will be followed in the selection of a city in which an annual convention of The National Exchange Club will be held:

Invitations should be presented to the National Convention Site and Planning Committee three years in advance.

The National Convention Site and Planning Committee will report invitations received and recommend action thereon to the National Board of Directors.

The National Board of Directors will designate a proposed convention city, or cities, to be surveyed by staff.

The inspection report(s) prepared by staff will be presented, through the National Convention Site and Planning Committee, to the National Board of Directors, and the selection of the convention city will be made by the National Board.

Adopted: September 22, 1990

Last Amended: July 17, 2005

## **1.10 — LIMITING SALES AT NATIONAL CONVENTIONS**

RESOLVED that only items supplied by The National Exchange Club, or listed in its official supplies catalog, may be displayed, offered for sale or sold at convention registration headquarters or in other public space areas at annual conventions of The National Exchange Club, except for sales by convention sponsors of National Convention events, or other special activities as approved by the National Board of Directors; and

RESOLVED FURTHER that no individual Exchangite, Exchange Club, District of Exchange Clubs or other person, business or agency of any kind (except approved convention sponsors as set forth in the preceding paragraph), may display or sell saleable items at convention registration headquarters or in other public space areas at Annual Conventions of The National Exchange Club, or distribute sales promotional literature or order forms to convention attendees pertaining to any saleable item or to a fundraising project or activity.

Adopted: September 6, 1986  
Amended: July 19, 1995

## **2.1 — ASSIGNMENT OF NATIONAL REPRESENTATIVES (excerpt)**

It shall be the policy of The National Exchange Club to assign members of the National Board of Directors as National Exchange Club Representatives. These assigned Representatives are, within budget limitations, charged to advance the mission and goals of The National Exchange Club as they relate to the specific circumstances of the assignment. At the completion of an assignment, the Representative is required to submit an Assignment Report to the Executive Vice President, with a copy to the National President. This report must accompany the Expense Reimbursement Report before the Executive Vice President can approve the request for reimbursement.

The National President, in consultation with the Executive Vice President, shall make all assignments, giving consideration to the benefits to The National Exchange Club and its clubs, and the costs to be incurred in achieving those benefits.

Representatives shall be assigned using the following guidelines:

1. Clubs celebrating anniversaries, beginning with the 25th (and on subsequent 5-year anniversaries) may request an assigned National Representative for a special function. The National President or President-Elect may be specifically requested by a club having a 50th or greater anniversary. Generally, National Officers, Regional Vice Presidents or Past National Presidents, nearest geographically, will be assigned.
2. District Conventions should have a National Representative in attendance and participating in the Convention. The National President will assign a Representative at his or her discretion — making the decision based on district needs, avoidance of repeat appearances, and avoiding conflict with National Representative's home District Convention where possible.
3. Exchange Clubs, Districts or Regions will be expected to cover transfer, food and lodging expenses while the Representative is at the site of the convention, conference or meeting.
4. National Officers, within budget limits, may represent The National Exchange Club at activities, both within and outside the organization, that will serve to advance the mission and goals of The National Exchange Club.
5. Travel expense will only be paid for one Regional Vice President to attend any District Convention or Educational Conference. When a member of the Executive Committee is the assigned Representative, the Regional Vice President for that region is automatically assigned to those functions and can be reimbursed for travel expenses, except when the function is held within his/her own district. Should the Regional Vice President be unable to attend, only one National Representative shall be assigned and reimbursed.

6. Regional Vice Presidents should not be assigned to their own District Conventions. Whenever possible, a member of the Executive Committee shall be assigned to the home district of a Regional Vice President.

***Protocol***

Whenever a National Representative is assigned to attend a club, district or regional function, activity, conference or convention, the host club, district or region will be responsible for the payment of the expenses of the National Representative and his/her spouse (if attending) while in the area; such expenses to include:

1. Meals
3. Package Cost
2. Lodging
4. Local Transportation (tax, parking fees, etc.)

Said expenses will cover the full period of the assignment from the time of arrival to the time of departure.

Travel and transportation expenses for the National Representative to and from the area will be borne by The National Exchange Club.

Requests for assignment of a National Representative to any special club, district or regional function, activity, conference or convention must first be addressed to the Executive Vice President of The National Exchange Club, who will then consult with the National President for a final decision. Generally, such decisions will be made far enough in advance to arrange for adequate publicity, etc.; but, not too far in advance so that proper scheduling can be effected. In no case, should any member of the National Board of Directors or any Past National President be approached directly concerning their appearance at a special function, activity, conference or convention, without first having complied with the above policy. To enhance the position of the National Representative's appearance, the following suggestions are offered:

1. Contact should be made as far in advance as possible, designating the individual who will meet the Representative, where the meeting will take place and the specific time and day.
2. Prior to the event, an Exchangite should be assigned to be the host for the Representative and spouse (if attending.) The host should provide the Representative with a detailed schedule, indicating the time, place and dress requirements for each event.
3. An Exchangite, if not the host, should be provided to escort the Representative to meals or functions not connected with the conference or convention itself.
4. The Representative and spouse should be informed in advance of the function as to seating arrangements, and an Exchangite should be designated to sit with them if head table seating is not arranged.
5. An Exchangite or Exchangite's spouse should be assigned to inform and accompany the Representative's spouse to and from any event specifically for spouses.

### ***Publicity***

When a National Representative is scheduled to visit an Exchange Club or district, the visit can be a matter of local news value that should be taken advantage of to the fullest. Visits by Exchange dignitaries represent a considerable expenditure of time and energy. Therefore, it is reasonable to expect that the local club or district will spare no effort in attempting to obtain full publicity benefits from the visit. It is simply good public relations and image building that will benefit the entire Exchange organization.

The Publicity Chairman should prepare a news release at least one week in advance of the event at which the National Representative is to appear. It should give all details of the program — who, what, when, where — leading off with the news of the visiting speaker. Enough copies should be made for all local news media.

If possible, releases and biographies should be personally delivered to the major news outlets — newspapers, television and radio. Include the speaker's photo with the release to be given to the newspapers, as well as brochures and other materials containing background information on Exchange. At this time, the newspaper's city editor and television and radio news directors should be invited to assign a representative to cover the event. Offer complimentary meal tickets if it's to be a meal event. Actual coverage of the event should be a major goal. Several days after the visits, follow up with telephone calls.

The Exchange Club or district should have its own experienced photographer at the event whether news media people are there or not. A copy of one of the best photos, with identification and a written account, including all important details of the event, should be sent as soon as possible to the District Bulletin Editor and to *Exchange Today* Magazine for possible publication.

If the National President is to be your National Representative, arrange for radio and television interviews. Frequently, broadcasters are interested in such public service interviews. These may be short news type interviews or longer panel interviews, where topics range from the role of Exchange Clubs, to National Programs of Service or to local club activities.

Adopted: January 19, 1992

Last Amended: July 13, 2005

## **2.6 — VOLUNTEER FIELD REPRESENTATIVE ASSIGNMENTS**

*RESOLVED* that the following Policy will apply in determining the assignment of VFR (Volunteer Field Representatives):

Any request for the appointment of a VFR to any club, district or regional function must be directed to the Executive Vice-President of The National Exchange Club.

In making the appointment, the Executive Vice-President will take into consideration geographical location, the subject matter of the event, etc., in determining the appropriate VFR to be assigned.

Adopted: January 15, 1994

### **3.9 — CLUB LIABILITY INSURANCE**

Effective January 1, 1987, it shall be required by The National Exchange Club that all local Exchange Clubs carry liability insurance in an amount of not less than one (1) million dollars.

To that end, it is required that each Exchange Club participate in the liability insurance plan as provided by The National Exchange Club, and that each local club be required to pay premiums for liability insurance based upon its Active membership figure at December 31 of each year. In the event a Club refuses to participate in the liability insurance plan provided by The National Exchange Club, it will be required that the local Club provide to The National Exchange Club proof of insurance in an amount not less than one (1) million dollars.

It is the instruction of the National Board of Directors of The National Exchange Club that each local Exchange Club be invoiced for said liability insurance coverage, using the following schedule:

#### **Active Membership Annual Premium**

1 - 24 \$100

25 - 54 \$130

55 - 74 \$165

75 - 89 \$195

90 - 109 \$230

110+ \$260

(premium rates effective January 1, 2004)

Adopted: September 6, 1986

Last Amended: September 13, 2003

### **3.10 — INCORPORATION OF LOCAL EXCHANGE CLUBS**

The Standard Form of Bylaws for Local Exchange Clubs is silent as to the legal form of organization for local Exchange Clubs. The officers and directors of many local clubs have found that it would be advantageous and prudent for their clubs to be incorporated.

Therefore, The National Exchange Club and its officers and directors shall permit any club wishing to incorporate to do so, provided the Club adopts the Standard Form of Bylaws for Local Exchange Clubs as they are modified from time to time by the National Board of Directors. These Bylaws shall contain provisions necessary to protect and restrict the use of the "Exchange Club" name to only those clubs that are authorized by The National Exchange Club, its officers and directors.

Additionally, it shall be required that when a local Exchange Club decides to incorporate, copies of all incorporation papers be forwarded to National Headquarters for approval prior to the actual incorporation taking place.

Adopted: January 19, 1992

### **3.11 — FORMATION OF QUALIFIED CHARITABLE FOUNDATIONS BY LOCAL EXCHANGE CLUBS**

The National Exchange Club and local Exchange Clubs are organized under the provisions of Internal Revenue Code Section 501 (c) (4). As such, donations received from individuals are not deductible for Federal income tax purposes as charitable contributions by the donors. This has caused some clubs to have problems in their fundraising efforts. As a result, it could be beneficial for some clubs to form a separate, qualified charitable foundation.

Therefore, The National Exchange Club, its Officers and Directors, shall permit any club, or clubs, wishing to form a separate, qualified charitable foundation under Internal Revenue Code Section 501(c)(3) to do so, provided the control of the foundation is vested, at all times, in the local Exchange Club, or Clubs, and the life of the foundation be dependent upon the existence of the local Exchange Club, or Clubs. Furthermore, the use of the “Exchange Club” name by the foundation will be controlled by The National Exchange Club. If, for any cause, the charter granted by The National Exchange Club shall be suspended, revoked, or surrendered, or the club, or clubs, in fact disbands, ceases to exist or becomes dormant, the word “Exchange” will not be used alone or in connection with other words as a foundation or other nonprofit organization’s name, and any such action surrenders all rights to the use of the emblem or other insignia and the foundation or other nonprofit shall terminate its existence.

These provisions will be contained in several standard Articles, as modified from time to time, which each foundation will be required to include in their incorporating documents. Additionally, it shall be required that when a local Exchange Club, or Clubs, decide to form a separate foundation under Internal Revenue Code Section 501(c)(3), copies of all papers be forwarded to National Headquarters for approval prior to the actual formation.

Adopted: January 19, 1992

Last Amended: January 13, 2001

### **3.12 — ACTIVE HONORARY MEMBERS AND HONORARY MEMBERS**

**WHEREAS**, the National Bylaws in Article III, Section 3-E states that the National Board of Directors shall set qualifications for election of Honorary Members;

**NOW, THEREFORE, BE IT RESOLVED** by the National Board of Directors of The National Exchange Club that after September 1, 1989, no person who has ever served as an Active Member shall be elected as an Honorary Member.

**BE IT FURTHER RESOLVED** that any Honorary Member as of September 1, 1989, who does not participate in or attend local club activities may continue to be recognized as an Honorary Member.

**BE IT FURTHER RESOLVED** that any Honorary Member as of September 1, 1989, who does participate in or attend local club activities, shall be recognized as an Active Honorary Member.

**BE IT FINALLY RESOLVED** that Active Honorary Members shall be dropped from membership when they discontinue paying local club dues. An Honorary Member may be dropped by majority vote of the club’s Board of Directors.

Adopted: July 12, 1989

Revised: September 26, 1992

### **3.17 — DISSEMINATING INFORMATION ON PROPOSED AMENDMENTS TO THE BYLAWS OF THE NATIONAL EXCHANGE CLUB**

**WHEREAS**, the Bylaws of The National Exchange Club may be amended by delegates to the National Convention in a process outlined in Article XXI (*Amendments*) of said Bylaws, and;

**WHEREAS**, the National Board of Directors believes that greater knowledge and discussion of proposed national bylaws amendments on the part of members will result in informed decisions and improved legislation, and;

**WHEREAS**, technologies not previously available now permit quick and cost-effective dissemination of this important information;

**BE IT, THEREFORE, RESOLVED**, that the Executive Vice President of The National Exchange Club, in addition to the means stipulated in the National Bylaws, shall make information on proposed national bylaws amendments available as follows:

1. All materials listing proposed national bylaws amendments shall clearly identify the member of The National Exchange Club who (or which) is the maker of the proposed amendment.
2. No proposed national bylaw amendments may be distributed in any manner prior to approval of the National Committee on Jurisprudence and Laws, which shall review the proposed amendments as to form and language.
3. Within one week of approval by the National Committee on Jurisprudence and Laws, the proposed amendments shall be “posted” to the official National Exchange Club Web site.
4. Within one week **of approval by the National Committee on Jurisprudence and Laws**, the proposed amendments shall be “posted” to the official National Exchange Club electronic mailing list (listserv).
5. The proposed bylaws shall be summarized in available and timely headquarters publications (*Currents* or similar headquarters newsletter) as practical, with information as to how to obtain a full copy of proposals.
6. Printings of proposed amendments shall clearly explain that dissemination of information on the proposals does not imply endorsement by The National Exchange Club or any official committee or board.
7. In order to best educate members of The National Exchange Club on these important proposals, The National Exchange Club Board of Directors shall, from time to time, review the manner of disseminating this information.

Adopted: September 18, 1999

### **3.18 — GUIDELINES FOR EXCHANGE CLUB WORLD WIDE WEB SITES**

The National Exchange Club maintains its World Wide Web site as a service to Exchange members. One of the missions of the site is to develop a networked community of Exchangites across the U.S. and Puerto Rico. The site can serve as the hub for links to Exchange Club sites, Exchange District sites, EXCEL Clubs and Child Abuse Prevention Centers throughout the U.S. and Puerto Rico. The National Exchange Club urges all Exchange entities linked to and from The National Exchange Club's site to follow the guidelines below.

#### ***Links***

The National Exchange Club will maintain links to district, club, EXCEL Club and CAP center pages. District pages and club pages should be linked to The National Exchange Club's Web site. The National Exchange Club will maintain links to any organization officially approved by the National Board. The National Exchange Club will not establish a link to any commercial organization except as part of an advertising contract or in the context of an official Exchange Club relationship.

The National Exchange Club assumes no responsibility for the content of sites linked to this Web site.

#### ***Official Name and Logo***

Every Exchange Web site shall adhere to the Bylaws and Policy Statements of The National Exchange Club. These governing documents define the standards and practices of all official Exchange Club entities. Copies of these documents are available from the Administrative Department at The National Exchange Club Headquarters. Web sites of any member of any Exchange Club should follow the governing documents of its organization.

No addresses or phone numbers of Exchange Club members listed in any Exchange Club roster shall be posted, but each club may choose to post information about its own officers and meeting place. Exchange Clubs and club members are permitted to use the Exchange Club name, emblem and motto on their Web sites provided such use conforms with Exchange Club Policy Statement 3.16 as adopted by the National Board of Directors on July 8, 1998. Supervision of the use of the name, emblem and motto of Exchange is vested in the Board of Directors in Article XVI of the National Bylaws.

The Exchange name, emblem and motto shall not be used to promote an individual member, club, organization or political candidate or political ideal, which is not approved by the National Board of Directors.

It is the responsibility of every Exchange Club member to ensure that the official Exchange Club name, emblem and motto maintain the respect Exchange has earned over the years. Their protection as registered marks from unauthorized use demands the highest priority.

#### ***Proposed Bylaws Amendments***

According to Policy Statement 3.17, adopted by the National Board of Directors on September 18, 1999, all proposed Bylaws amendments and resolutions to be considered at the annual National Exchange Club convention will be posted on The National Exchange Club Web site within one week of approval by the National Committee on Jurisprudence

and Laws. To avoid confusion, other Exchange Club entities should not post proposed Bylaws amendments and resolutions. Similarly, clubs should not post amendments and resolutions to be considered at the district level.

### ***Page Design and Content***

The home page of an Exchange Club, district or center must clearly identify the entity sponsoring the page so that it will not be confused with The National Exchange Club site, the only site representing The National Exchange Club. All such home pages should contain a link to The National Exchange Club home page (<http://www.nationalexchangeclub.org/>). All pages and documents on an Exchange Club, district or center Web site should be identified as being issued by the sponsoring club, district or center, and not by The National Exchange Club.

Material should not be uploaded onto The National Exchange Club Web site.

The National Exchange Club asserts the following for this Web site and urges all Exchange sites to include the following statements:

The National Exchange Club assumes no responsibility for the content of material uploaded to its site. The National Exchange Club assumes no responsibility for the content of sites linked to its Web site. The NEC assumes no obligation to edit content uploaded to the site. The NEC retains the right to delete content it deems may violate copyright or trademark, and/or which may be defamatory. The NEC disclaims the right to control the parties submitting or posting content.

Any Exchange Club entity creating a Web site should obtain an agreement from the developer assigning all rights for the content of the site to the Exchange Club.

### ***Commercial Activity***

An Exchange Web site, like a bulletin or newsletter, may carry advertising or recognition for donations, but shall not endorse products or services. Such advertising or recognition should be clearly labeled as “Advertisement” or “Thanks for Donation.”

Any Exchange Club entity posting advertising on its Web site should obtain an agreement from each advertiser indemnifying Exchange Club against loss resulting from the advertisement including, without limitation, losses caused by trademark or copyright infringement and suits for defamation.

An Exchange Web site may contain a link to a commercial site, but it should be part of an advertisement.

An Exchange Club Web site shall not carry an advertisement or link to a commercial site that fails to meet the standards of The National Exchange Club.

### ***Fund Raising and Solicitation***

An Exchange Club organization may promote its fundraising activities on its Web site.

An Exchange Club, member or district shall not e-mail or circularize for sale any product or service, solicit any funds, or promote any program or project outside its district area without the prior approval of the Board of Trustees of The National Exchange Club. Similarly, e-mail solicitation of funds or sales of products by an Exchange Club within a district shall be

confined to the geographic area in which the club functions except by mutual understanding and agreement of clubs or divisions in the area of solicitation.

Participation in a listserv indicates a willingness to receive news from clubs in other districts, including solicitations.

Clubs may build e-mail lists of supporters, wherever they are located, to request support of future fundraisers.

Advertising in support of club fund raising should be labeled as a fundraising activity of the club.

E-mail address lists of Exchange Club members collected at a Web site or acquired by other means should not be used for unsolicited mail without specific permission of the Exchange Club members on the list.

The National Exchange Club Board of Directors must approve any commercial use of e-mail lists of Exchange Club members.

### ***Political Activity***

Although an Exchange Web site can provide balanced information on all candidates running for a given office as a public service, it shall not endorse a political candidate.

### ***Political Activity Within Exchange Club***

Endorsements of candidates for office in Exchange Club at the district and national level may be posted only if the club or district board of directors votes to endorse and directs that the endorsement be announced on the Web site.

Endorsements or critiques of amendments and resolutions at the district and national levels may be posted only if the club or district board of directors votes on these issues and directs that the decision be announced on the Web site.

A candidate for a position for National Exchange Club office may establish a Web site.

### ***Membership***

An Exchange Club Web site shall not list member names, mail and e-mail addresses, or phone numbers, without the written permission of the persons listed.

An Exchange Club shall not solicit new members through the Web site, but it may invite persons interested in learning more about the club to attend a meeting.

Adopted: July 12, 2000