

BYLAWS OF THE EXCHANGE CLUB OF POQUOSON, VIRGINIA

Effective April 10, 2013

PREAMBLE

These are the Bylaws of The Exchange Club of Poquoson Virginia, a member of the Colonial 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 Programs 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 Member - Elected in accordance with these Bylaws as approved by the National Board of Directors.

B. Active Honorary Member - 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 Member - 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 XVII 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 XVII 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. 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.

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.

Section 10. Membership may also consist of college students/faculty members of good character within the territorial limits of a Collegiate Exchange Club.

Section 11. Membership may also consist of Excel Club and Junior Excel Club members of good character within the community having primary/middle schools and/or high schools (or home schooled).

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, and pay dues.

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 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:

1. Perform such duties as are assigned to him/her by the President or the Board of Directors.
2. In the absence, inability or refusal of the President to perform some or all of the duties, the President-Elect shall perform some or all of his/her duties and have, in connection therewith, the authority of the President.
3. Should it be determined that the President's absence, inability or refusal to perform some or all of their duties is not temporary, and the President-Elect advises the Board of Directors that they are unable or unwilling to assume those duties and responsibilities at the time, then the Board of Directors by a majority vote shall appoint an Interim President from the Past Presidents to complete the remainder of the unexpired term. The Immediate Past President may be selected.
4. In the event the Immediate Past President is selected and confirmed as the Interim President, the duties and responsibilities of the Immediate Past President on the Board shall be assumed by the most recent consenting Past President for the remainder of the unexpired term.
5. The newly appointed Interim President shall have all the authority and responsibilities of the President as defined, and shall automatically succeed to the office of Immediate Past President at the end of the current fiscal year.

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). Not used in our club

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.

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, e-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, Immediate Past President, 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, except the official annual membership period of an Excel Club or a Junior Excel Club shall be September 30.

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, not in the approved budget, 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 by the club 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 fund-raising 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 annually (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, except the minimum amount for an Excel Club or a Junior Excel club shall be \$12.50.

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," "Excel Club", "Junior Excel 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 or minutes 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 XVIII

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.