DISTRICT BYLAWS
Texas Louisiana Gulf Coast District Exchange Clubs
ADOPTED VERSION
Effective June 5,2026

PREAMBLE

These are the Bylaws of The Texas-Louisiana Gulf District of Exchange Clubs, as adopted and amended by the Board of Directors of The National Exchange Club. This district is part of The National Exchange Club, a Not-for-Profit Corporation organized under the laws of the State of Ohio and operating for the purpose as hereinafter set forth in these Bylaws.

ARTICLE I
Purposes

Section 1. The 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.

ARTICLE II
Powers

Section 1. The management and policies of this district, not otherwise provided in these Bylaws, are to be under the direction of and vested in the District Board of Directors, subject to the direction of the National Board of Directors.

ARTICLE III
Relationship

Section 1. This district shall be under the direction and jurisdiction of The National Exchange Club. These Bylaws and all regulations, and policies adopted or enacted, shall not in any way conflict with, modify or alter the Bylaws and all regulations, policies or decisions of The National Exchange Club.

Section 2. The territorial limits of this district shall be established by the National Board of Directors.

Section 3. This district of Exchange Clubs shall be assigned to a region by the National Board of Directors.

ARTICLE IV
Membership

Section 1. Membership in this district shall be composed of those clubs within the district as defined by the National Board of Directors.

ARTICLE V
Divisions

Section 1. This district shall be divided into divisions, as determined by the District Board of Directors.

Section 2. No division may be created or exist with less than two (2) Exchange Clubs

ARTICLE VI
Officers

Section 1. The officers of this district shall be:

A. District President. The District President-Elect shall automatically succeed to the office of District President at the start of each administrative year except in those districts holding their annual convention after July 1, the District President-Elect shall take office immediately following his/her installation. The District President shall preside at its District Convention, at all special meetings and at all meetings of the District Board of Directors. He/She shall be its chief executive officer exercising general supervision over the interests and affairs of the district, subject to the direction of the Board of Directors. He/She shall perform such other duties as usually pertain to a District President in promoting the objectives and purposes of this district and shall appoint committees as outlined in these Bylaws.

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

C. District Secretary. The District Secretary shall:
   1. Keep all records of this district and minutes of all conventions and of the meetings of the District Board of Directors and transmit to the Executive Vice President of The National Exchange Club a certified copy of the minutes and budget and financial reports of the District Convention and each meeting of the District Board of Directors no later than sixty (60) days following the convention or meeting.

2. Make a report at the District Convention and at such other times as the District Board of Directors may require.
3. Submit to the proper officers and committee chairpersons all communications from The National Exchange Club.
4. Cooperate with the District President in forwarding all reports required by The National Exchange Club and shall perform such other duties as may be assigned by the District President and/or the District 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 district property.

D. District Treasurer. The District Treasurer shall:

1. Receive or collect all funds due this district, 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 District Board of Directors.
2. Make a report at the District Convention and at such other times as the District 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 district property.

E. District Vice President(s). The District Vice President(s), if any, shall assume such responsibilities as may be assigned by the District President and/or the District Board of Directors.

F. Immediate Past District President. The Immediate Past District President shall attain his/her office by succession thereto. He/She serves as Chairman of the District Convention Committee on Nominations, acts in an advisory capacity and assists the District President and the Board of Directors. in all matters which may come before them. He/She shall also perform such other duties as may be assigned by the District President or the Board of Directors.

Section 2. The office of District Secretary and District Treasurer may be held by a single member.

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

Section 4. Each retiring District President shall receive the title of "Past District President."

Section 5. To serve as a District President or District President-Elect, a member must have served a full term as President of an Exchange Club prior to assuming office.

To serve as a District Secretary, District Treasurer or District Vice President, a member must have served a full term as an officer of an Exchange Club, prior to assuming office.

Section 6. The terms of all officers shall be for a period of one (1) administrative year, from July 1 through June 30, or until their successors have been duly elected and assumed office. For secretaries and treasurers, a limit of no more than two one-year terms is recommended to develop and enhance leadership in districts.

Section 7. In the event of a vacancy or the inability of the District President to perform some or all of the duties of the office, the District President-Elect shall perform these duties and have, in connection therewith, the authority of the District President.

Section 8. In the event of a vacancy in the office of District President-Elect, District Vice President (if any), District Treasurer or District Secretary, the vacancy shall be filled by majority vote of the District Board of Directors.

Section 9. In the event of a vacancy in the office of Immediate Past District President, the most recent consenting Past District President shall fill the position for the remainder of the unexpired term. (Note: If a district provides that the District Secretary collect all funds due the district, the above Section 1-C must be modified to provide that the District Secretary "shall collect all funds due this district and shall promptly turn the same over to the District Treasurer, taking the District Treasurer's receipt therefore." The above Section 1- D must be modified by deleting therefrom the sentence which reads the District Treasurer "shall collect all funds due this district in such manner as is designated by the District Board of Directors," and by substituting therefore the following sentence, that the District Treasurer "shall receive from the District Secretary all funds paid to this district, which shall be deposited in such manner as is designated by the District Board of Directors.")

Section 10. An Associate Member of The National Exchange Club cannot hold district office; and, an Excel Club or a Junior Excel Club Member cannot hold district office. As to Business Members, the primary contact only may hold district office.

ARTICLE VII
Board of Directors

Section 1. The officers as defined in Article VI of these Bylaws together with one (1) District Director elected from each division by a majority vote at the District Convention, shall constitute the District Board of Directors.

Section 2. Each District Director shall:

A. Be a member in good standing from any Exchange Club within the division and must have served a full term as an officer of a local Exchange Club, within or outside of the division, prior to assuming office.

B. Serve a two (2) year, staggered term, with the odd-numbered divisions of the district being elected in each odd-numbered year, and with even numbered divisions of the district being elected in each even-numbered year.
[Note: The National Committee on Jurisprudence and Laws can approve a one (1) year term for District Directors.]

C. Have the following duties and responsibilities:
    1. Represent the district in guiding, training and providing services to Exchange Clubs within a division.
    2. Develop a strong, supportive relationship with each club in the division.
    3. Have primary responsibility for club officer and director leadership training.
    4. Work with the district's governing body to administer a membership growth program.
    5. Visit the clubs in the division regularly.
    6. Perform such other duties as directed by the District Board of Directors.

Section 3. In the event of a vacancy in the office of District Director, the Board of Directors shall elect a member in good standing of an Exchange Club in good standing within the division to fill the office for the unexpired term. If the position is not filled by a member within the division, the District Board shall elect a member in good standing from any Exchange Club within the district

Section 4. 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 transmitted to the officer or director, and a full and complete hearing is afforded the officer or director, if not waived.

Section 5. If it shall appear to the Board of Directors that a duly elected District 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 of the district may declare the office vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies.

Section 6. In the absence or inability of the District President and the District President-Elect to preside at a meeting, the Immediate Past District President may act as chairman. If the Immediate Past President is absent or is unable to preside, then the Board of Directors may designate one of its members to act as chairman.

Section 7. The Board of Directors shall hold at least three (3) meetings during each administrative year at such time and place as is designated by the District President.

Section 8. A special meeting of the Board of Directors may be called by the District President at any time. The District President or District Secretary shall call a special meeting of the Board of Directors upon the written request of a majority of said Board.

Section 9. The District Secretary shall notify each member of the Board of Directors by mail, email or other electronic media of the time, place and date of any regular or special meetings, not less than seventy-two (72) hours in advance of such meeting.

Section 10. A majority of the members shall constitute a quorum for a District Board of Directors meeting, and a majority vote of those present shall decide a question, with the exception of those questions from which a greater proportion is specifically required in these Bylaws.

Section 11. The Board of Directors may transact business by electronic media or by voting upon any proposal sent to the members thereof by the District Secretary with the approval of the District President. Fifteen (15) days following the date of transmittal shall be allowed for the return of the votes thereon to the District Secretary. The voting shall be considered closed at the end of fifteen (15) days or at any time prior thereto when all members have returned their votes. Any proposal not receiving an affirmative vote of the majority of the Board within fifteen (15) days, or when required, a two-thirds (2/3) vote of the Board of Directors under the provisions of the Bylaws of this District, shall be deemed to be lost.

Section 12. A special meeting of the Board of Directors may be held without notice when all members of the Board are present, or those absent have signed a waiver of notice.

ARTICLE VIII
Executive Committee

Section 1. The Executive Committee shall consist of the District President as chairman, District President Elect, District Treasurer, District Secretary, Immediate Past District President and any District Vice Presidents who may be elected. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The District President shall call meetings of the Executive Committee as the business of the district may require, or a meeting shall be called by the Secretary on request of four (4) members of the Executive Committee.

Section 2. The Executive Committee may act in place and stead of the District Board of Directors, between meetings of the District Board of Directors, on all matters except those specifically reserved to the District Board of Directors by these Bylaws. At the next meeting of the District Board of Directors, action of the Executive Committee shall be reported to the District Board of Directors for ratification.

Section 3. The Executive Committee has no authority to expend funds of the district unless specifically authorized to do so by the District Board of Directors.

Section 4. No action of the District Board of Directors shall be altered, amended or rescinded by the Executive Committee.

ARTICLE IX
Conventions

Section 1. Time and Place. The District Board of Directors shall determine a time and a place for holding the annual convention and appoint a convention committee to plan the convention at least ninety (90) days previous to the date designated for the annual convention. The District Board of Directors shall have full supervision and management of any District Convention and announce the official program and order of business.

Section 2. Call. The President shall issue and the Secretary shall send by mail, email or other electronic media to each Club President and Secretary, all District Officers, all Past District Presidents and all National Officers and Past National Presidents having membership in a club within the district, the Official Call for the Annual Convention at least sixty (60) days prior to the convention. By a two-thirds (2/3) vote of the District Board of Directors, a special District Convention can be called at a time and place designated by the District Board of Directors in a notice issued and sent by mail, email or other electronic media 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.
    1. Each chartered club in good standing shall be entitled to voting delegates, also in good standing, at any convention of the district by the Club's President, President-Elect, Immediate Past President, Secretary and Treasurer, and three (3) voting delegates for its first twenty-five (25) members and one 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. The Club's Secretary shall give written notification of the delegates to the District Secretary prior to any Convention. In the event any chartered club fails to certify the election of its delegates and alternates as herein set forth, the District 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:

1. District Officers and members of the District Board of Directors;
2. Past District Presidents having membership in a club within the district;
3. National Officers and members of the National Board having membership in a club within the district;
4. Past National Presidents having membership in a club within the district.

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 no later than the beginning of the business session at which District Officers and members of the District Board of Directors are elected. 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. A majority vote of those members present and voting shall govern. No At-Large delegate may at the same time be a delegate from a club and no individual may be a delegate from two clubs at the same time. No delegate may vote in two districts because of holding membership in two districts.

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

A. Convention Committee on Credentials. The Credential 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 District Convention.
B. Convention Committee on Elections. The Elections Committee shall have general charge of the election and the distribution of ballots at the Convention.
C. Convention Committee on Resolutions. The Resolutions Committee shall consider all resolutions and make recommendations thereon. The Committee shall also have the authority to originate resolutions and to modify, combine and edit all resolutions submitted.

Section 7. A Convention quorum shall be representative from not less than thirty-three percent (33%) of all chartered clubs within the district.

Section 8. Excel Club and Junior Excel Club membership numbers shall be kept separate from all other Exchange Clubs and not be considered for quorums for any district or national meetings.

ARTICLE X
Nomination and Election of Officers and Directors

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

Section 2. At least forty-five (45) days prior to each annual convention, the District President-Elect shall appoint a District Committee on Nominations. The committee shall comprise one Exchangite from each division of the District. The Immediate Past District President shall serve as chairman. The Nominating Committee shall present at least one candidate, who must be registered and in attendance at the convention as a delegate.

Section 3. All suggested candidates for the office of District President-Elect, Vice President(s), District Secretary, District Treasurer and members of the Board of Directors must be forwarded to the District Secretary or the Immediate Past District President not less than thirty (30) days prior to the date designated for the annual convention.

Section 4. Nothing contained in these Bylaws shall be construed as limiting the right to make further nominations from the floor of the annual convention, except anyone nominated from the floor must be registered and in attendance at the convention as a delegate.

Section 5. No person shall be nominated for any office that is not fully cognizant of the duties of that office and without consenting to such nomination being first obtained.

Section 6. Should any District Director desire to seek another office at the end of the first year of a two-year term, a letter of resignation must be submitted to the District Board of Directors for action at its pre-convention meeting. The resignation must be accepted and shall take effect when his/her successor is installed.

Section 7. No person may be a candidate for two offices at the same convention.

Section 8. All of the elective officers shall be chosen by paper ballot by the delegates present and voting. In the event there is only one 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 9. A majority of all votes cast shall be necessary for elections to any office. In the event that any ballot cast does not show a majority for any candidate for any particular office, the District President shall designate a time and place for further balloting. Prior to the second ballot, the two candidates having the highest number of votes on the first ballot shall be the only candidates on the second ballot.

Section 10. Cumulative voting shall not be permitted.

ARTICLE XI
Revenue

Section 1. Dues shall be paid to the district treasurer as follows:

A. **Local Clubs** - Each club shall pay to the district per capita dues in the amount of $8.00 per quarter, per Active member, Honorary member, At-Large member, Business and Life

Membership of the local club as reported to The National Exchange Club by the local Clubs Secretary on June 30th, September 30th, December 31st and March 31st.

B. **Collegiate Clubs** - Collegiate Clubs shall pay to the district per capita annual dues in the amount of $0, per member of each such club as reported to The National Exchange Club by the local Club's Secretary on September 31st.
C. **EXCEL & Junior Clubs** - Excel Clubs and Junior Excel Clubs shall pay to the district per capita annual dues in the amount of $0, payable on June 30, per member of each such club, as reported to The National Exchange Club.

Section 2. No financial obligations other than the per capita annual dues herein provided, and District Convention or meeting registration fees, if any, shall be placed upon the clubs by the district and no voluntary contribution, for any purpose, shall be requested of the clubs by the district without the written approval of the Board of Directors of The National Exchange Club.

Section 3. A district will receive the sum of $10.00 per quarter (or $40.00 per year) from The National Exchange Club for each Associate Member who resides within the district.

ARTICLE XII
Dissolution

Section 1. Upon the dissolution of the district's affairs, or upon the abandonment of the district's activities, the assets of the district then remaining in the hands of the district, shall be distributed, transferred, conveyed, delivered and paid over to The National Exchange Club, a nonprofit organization formed under the laws of the State of Ohio and approved by the Internal Revenue Service.

ARTICLE XIII
Committees

Section 1. Budget and Finance. The Budget and Finance Committee shall consist of the District Treasurer and at least two (2) other members of the District Board of Directors appointed by the District President. The District Treasurer shall serve as the Chairman. The Committee shall counsel with the Executive Committee on the annual budget of the District and prepare recommendations for the District Board of Directors. The Committee should periodically compare the original budget with the actual, current budget and examine the variances. At year-end, the Committee shall select either an independent auditor OR a District Audit and Review Committee to conduct an annual audit/review of the books of the District and report its findings to the District Board of Directors. The Budget and Finance Committee may perform such other duties in connection with the finances of the District as the District Board of Directors may determine.

Section 2. Other Committees. There shall also be the following committees whose functions are outlined in the District Leader's Planner:

A. New Club Building
B. Inter-Club/Fellowship
C. Exchange Education
D. Convention
E. Membership
F. Public Relations/Marketing
G. Audit and Review (Optional)

Section 3. Committees shall serve for the administrative year for which they are appointed.

Section 4. The chairman and other members of the committees shall be appointed prior to the beginning of the administrative year by the District President-Elect.

Section 5. Special committees, authorized by the Board of Directors, shall be appointed by the District President and shall perform such duties as assigned.

ARTICLE XIV
Fiscal Matters

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

Section 2. Trust or surety bonds shall be furnished by the District Treasurer, District Secretary and such other officers of this District as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors. The cost of such bonds shall be paid by the district.

Section 3. The Board of Directors at its initial board meeting shall adopt a budget for the fiscal year.

Section 4. Total appropriations in the annual budget shall not exceed the gross amount of the anticipated revenue for that year.

Section 5. A copy of the adopted budget must be forwarded to the Executive Vice President of The National Exchange Club for review within ten (10) days following the adoption by the District Board of Directors.

Section 6. The Board of Directors shall determine the official depository or repositories.

Section 7. The Board of Directors shall designate the officer or officers who shall sign checks.

Section 8. The necessary expenses of all District Officers and/or Directors when engaged in business of the district may be paid by the district in accordance with the provisions of the budget.

Section 9. The necessary expenses of the District President and/or other District Officers and Directors incurred in attending any convention of The National Exchange Club may be paid by the district in accordance with the provisions of the budget.

Section 10. Any member club more than sixty (60) days in arrears for any indebtedness to The National Exchange Club or to this district shall be considered not in good standing.

ARTICLE XV
Other Administrative Matters

Section 1. The administrative year of this district shall coincide with that of The National Exchange Club.

Section 2. The accounts of this district shall be audited not less than annually by a committee appointed by the District President-Elect and a report of the audit committee shall be made to the Board of Directors.

ARTICLE XVI
Official Publication

Section 1. The District Board of Directors shall have complete charge of and responsibility for the issuance of an official publication that shall be sent by mail, email or other electronic media, to each member of the district and to any Associate Member for whom the district receives a payment of $10.00 per quarter (or $40.00 per year) from the National Exchange Club.
Section 2. The District President shall appoint the District Bulletin Editor who shall report to the Board of Directors at each Board meeting.

ARTICLE XVII
Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the district in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the district may adopt.

ARTICLE XVIII
Amendments

Section 1. These Bylaws, except Articles I, II, III, IV, V, XII, XV and XIX, which are not amendable, may be amended by a majority vote of the accredited members present and voting at any District Convention.

Section 2. Proposed amendments must first be submitted to and approved by the National Committee on Jurisprudence and Laws for proper interpretation and composition prior to being presented to the District Convention for consideration.

Section 3. If duly approved, the proposed amendment must then be transmitted to each chartered Exchange Club in the district, Past District Presidents, District Officers and other members of the District Board of Directors, not less than thirty (30) days prior to the date of the convention.

ARTICLE XIX
Masculine and Feminine Gender

Section 1. Wherever in the 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.