

## National Ladies Auxiliary, Sons of the American Revolution

### Spring Leadership – Executive Board Meeting V3 6\_29\_23

March 3, 2023

The meeting of the NLASAR BOARD was called to order at 8:00 A.M. by President Pat Wilson-Perkins. A quorum was established. Chaplain Jacque Miller offered an invocation. She also asked those present to observe a minute of silence for Diane Jones of the Texas Society, who recently was seriously hurt in a tragic accident at her home.

#### Old Business

##### Review of Current NLASAR Bylaws: Nancy Alter and Sheila Manning

Former First Ladies and guests Nancy Alter and Sheila Manning recently sequestered themselves in the Arizona desert (specifically, Sedona) to ensure a minimum of distractions as they gave careful scrutiny to the current NLASAR bylaws. Their charge, given to them by current NLASAR president Pat-Wilson Perkins, was to recommend changes and updates to the NLASAR bylaws to make the bylaws more current and in line with today's NLASAR.

Their recommendations included:

#### Article II

**Section 4.** To provide educational activities for ~~the wives, and other interested relatives of the members of~~ all women who wish to support the NLASAR.

**Section 5:** Change the language describing the purpose for the NLASAR's formation from being "exclusively" for charitable, religious, educational, and scientific purposes" to it being formed "primarily" for those purposes.

**Section 5.** Said organization is organized exclusively for ~~charitable, religious, educational, and scientific~~ charitable and educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### Article V

**Section 3:** Changed a reference to "the November meeting" to "the Fall Leadership meeting" and also liberalized the description of those who can be members of the nominating committee from it consisting of "two Past Presidents and one member-at-large" to "two Past Board Members and one member-at-large."

**Section 3.** Nominations for officers shall be presented by a Nominating Committee of three members. The Nominating Committee shall be elected ~~biannually~~ at the ~~November Fall~~ meeting, in odd numbered years, and shall consist of two Past ~~Presidents Board Members~~ and one member-at-large of the NLASAR, all of whom are members in good standing.

**Section 4:** Removes a limitation on the number of years an officer can serve on the board.

**Section 4.** Election of officers shall be **biannually, in even numbered years** at the annual meeting which shall coincide with the NSSAR Congress. The officers shall be elected by the membership for a term of two years. They shall take office directly after the election. **No individual shall be eligible to hold the same office for more than three successive terms.**

**Section 5:** Eliminate a sentence that stated that the immediate past president shall be an advisor to the board of directors.

#### **Article VII**

**Section 4:** Added a statement that the presidents of the individual state ladies auxiliaries will assist the Third Vice President in maintaining an updated list of all members of the NLASAR.

**Section 5:** Eliminates the stipulation that the NLASAR secretary must keep a copy of the current roster of members.

**Section 6:** Eliminates a reference to a non-existent Budget and Finance Committee and added language directing the treasurer to file annual nonprofit tax reports required by the federal government.

#### **Article VIII**

**Section 2:** Totally rewrites and liberalizes the composition and number of standing committees, as well redefining how those committees will be approved.

#### **Article IX**

**Section 1:** Removes the deadline by which NLASAR dues must be paid.

**Section 2:** Increases from \$100 to \$200 the dollar ceiling on the value of unbudgeted disbursements that must be approved by the board of directors.

**Section 4:** Changes the description of which member(s) of the board are tasked with setting up an annual audit.

#### **Article XI**

Changes the description of who must be informed of proposed changes to the bylaws and liberalizes the amount of advance notice that must be given to members prior to meeting(s) where bylaws changes are to be proposed.

Sharefile is now available through SAR; all NLASAR board members will have access to it. It was suggested that a good use of Sharefile would be as a means of reviewing and editing minutes of our meetings. A designated, small group of board members could review the minutes and post comments or edits.

Pat agreed to integrate the changes suggested by Sheila and Nancy into our current bylaws and post the updated document on Sharefile.

**Treasurer's Report: Cyndi Weissinger**

Cyndi opened a discussion on - for tax purposes - whether the NLSAR should seek status as a subsidiary under the SAR or if it should maintain its current independence. Because the SAR's budget is greater than \$20,000 a year, it can qualify for an exemption on a gaming license. Currently, the NLSAR has to file paperwork for every auction we hold, even though we only "hold" three "events" (e.g., NLSAR meetings at Leadership and Congress) per year. Furthermore, there are associated rules about the amount of those proceeds we must spend for charitable purposes. Cyndi has posted a proposed budget in the treasurer Sharefile. Under the rules for nonprofits, we can hold no more than twice our total budget in our account. She will meet with the next Chancellor General of the SAR for advice on maintaining our nonprofit status.

Cyndi recommended that the state auxiliaries operate under their associated SAR chapter – which has implications for gaming – but a state auxiliary that has received its own EIN number is already considered independent from its associated state SAR Society and may need to file annually, whether they consider themselves independent or dependent...all the states have different rules. In Arizona, the ladies auxiliary gave the balance in their account to the State Society treasurer; it has been deposited in a parallel bank account.

An EIN number is required for an organization to open a bank account, and to receive an EIN number, the organization must be able to produce bylaws or articles of incorporation.

Cyndi announced that the NLSAR now has an account at Chase with a secure website so we can accept funds electronically.

Pat has a meeting set up with John Thornhill following this meeting to discuss the State Ladies Auxiliaries and the states without ladies auxiliaries, the status of the NLSAR as an independent, not for profit, 501(c)3 organization, and other topics that may come up. The state ladies auxiliaries are all separate and they can choose to change their membership criteria as long as they meet the National criteria. Currently, the NLSAR has members who are widows and daughters of members.

#### **Website update: Pat Wilson-Perkins**

Pat announced that the NLSAR website is in need of an update. She will personally take on the task of updating some of the website resources, including the "How to Run a Hospitality Suite" section and the "What to Wear" section. In the Hospitality Suite section, she plans to include information on how to anticipate the cost of running the suite, e.g. that it's important to take the men's consumption of resources in the hospitality suite into account.

Pat (with help from her website-builder husband, Dave) is also switching the NLSAR website from its current host, GoDaddy, to a new one named Yola. In order to make that switch, we will need to buy our domain name, NLSAR.org, from GoDaddy, but the benefits of switching will be so significant that costs associated with the website relocation will be justified. According to Pat, Yola is plug-and-play.

Next, Pat described the various file-size package options available on Yola and pointed out that if we plan to post a large number of photos or develop a newsletter, we will surely need a greater amount of file capacity. Specifically, a bronze plan on Yola includes 5 mg of storage; a silver plan includes 100 mg.

Cyndi entered a motion and Diane seconded, that the NLSAR move our website to Yola on the Silver Plan. The motion passed unanimously.

Cyndi then moved and Diane seconded that the NLSAR purchase its domain name from GoDaddy and transfer it to Yola. That motion also passed unanimously.

At 9:00 a.m., following a closing prayer by chaplain Jacque Miller, the meeting was formally adjourned.