

**Proposed changes to**  
**2022 July 12 BYLAWS**  
**NATIONAL LADIES' AUXILIARY OF THE**  
**NATIONAL SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION**

**Proposal 1.** Establish consistent **Membership** verbiage.

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE II</b> <b>PURPOSE AND DISSOLUTION</b></p> <p><b>Section 4.</b> To provide educational activities for the wives, and other interested relatives of the members of the NSSAR.</p>	<p>Strike the words "<i>the wives, and other interested relatives of the members of</i>" and insert "<i>women who wish to support</i>".</p> <p><u>Rationale:</u> The verbiage of this bylaw is inconsistent with <b>Article IV. MEMBERSHIP. Section 1.</b> "Membership in the NLSAR shall be open to <u>all women who wish to support</u> SAR and its mission."</p>	<p style="text-align: center;"><b>ARTICLE II</b> <b>PURPOSE AND DISSOLUTION</b></p> <p><b>Section 4.</b> To provide educational activities for women who wish to support the NSSAR.</p>

**Proposal 2.** Refine **Nominating Committee** parameters.

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS.</b></p> <p><b>Section 3.</b> Nominations for officers shall be presented by a Nominating Committee of three members. The Nominating Committee shall be elected at the November meeting, and shall consist of two Past Presidents and one member-at-large of the NLSAR, all of whom are members in good standing.</p>	<ol style="list-style-type: none"> <li>1. Strike the word "<i>November</i>" and insert "<i>Fall Leadership</i>".</li> </ol> <p><u>Rationale:</u> The assembly of the NLSAR General Membership is in conjunction with NSSAR Leadership meetings. It is during the <i>Fall Leadership</i> when the Nominating Committee shall be elected. The month in which the Fall Leadership meeting is scheduled may vary (e.g., it may be in Sept).</p> <ol style="list-style-type: none"> <li>2. After "<i>meeting</i>", insert the phrase "<i>the year prior to the Election of Officers,</i>"</li> </ol> <p><u>Rationale:</u> The election of officers and hence election of the Nominating Committee occurs once every two years, alternating with election of officers.</p> <ol style="list-style-type: none"> <li>3. Strike "<i>Past Presidents</i>" and insert "<i>past NLSAR Board members</i>".</li> </ol> <p><u>Rationale:</u> Past Presidents may not be available to serve on a nominating committee.</p>	<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS.</b></p> <p><b>Section 3.</b> Nominations for officers shall be presented by a Nominating Committee of three members. The Nominating Committee shall be elected at the Fall Leadership meeting, the year prior to the Election of Officers, and shall consist of two past NLSAR Board members and one NLSAR member from the general membership, all of whom are members in good standing.</p>

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	<p>Having past NLSAR Board members achieves the Committee requirement – being informed of the duties of the Executive Board, and acquainted with NLSAR in good standing who may be interested in serving.</p> <p>4. Replace “<i>member at large</i>,” with “<i>from the general membership</i>”.</p> <p><u>Rationale:</u> The intent is to include a NLSAR member from either a state-aligned auxiliary <u>or</u> a member-at-large (<i>who is a member but not in a state-aligned auxiliary</i>) who has not previously served on a NLSAR board.</p>	
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**Proposal 3. Clarify Election of Officers.**

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS.</b></p> <p><b>Section 4.</b> Election of officers shall be 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.</p>	<p>1. After “<i>Election of officers</i>”, insert the phrase “<i>occurs once every two years, and</i>,”.</p> <p><u>Rationale:</u> The election of officers occurs once every two years, alternating with election of the Nominating Committee.</p> <p>2. Insert the word “<i>elected</i>,” after “<i>hold the same</i>”.</p> <p><u>Rationale:</u> The restriction does not apply to an appointed office.  <i>NOTE: Only a Parliamentarian served more than 3 successive terms. (Ann Lampman (CA) was appointed Parliamentarian for 5 successive boards.)</i></p> <p>3. Replace “<i>election</i>” with “<i>installation</i>.”</p> <p><u>Rationale:</u> Election of the NLSAR officers occurs at the General Membership meeting; however, officers</p>	<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS.</b></p> <p><b>Section 4.</b> Election of officers occurs once every two years, and shall be 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 installation. No individual shall be eligible to hold the same elected office for more than two successive terms.</p>

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	<p>don't take the oath of office until the NSSAR Congress banquet.</p> <p>Note: Per discussion at the 3/1/24 Spring Leadership, an elected officer need not be present, but will need to be sworn in via electronic media (e.g. Zoom) or at a later date as soon as can be arranged.</p> <p>4. Strike the word "<i>three</i>" and insert "<i>two</i>" before "<i>successive terms.</i>"</p> <p><u>Rationale:</u> Encourage the involvement and leadership of others in NLASAR.</p>	
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**Proposal 4.** Fix typo.

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE V. BOARD OF DIRECTORS.</b></p> <p><b>Section 5.</b> The Board of Directors may authorize the President to appoint one or more special committee or coordinators. The President shall be the ex-officio member of all committees except the nominating committee. The immediate Past President shall be an advisor to the Board of Directors.</p>	<p>Add "s" to "committee".</p> <p><u>Rationale:</u> Accurate grammatical phrasing.</p>	<p style="text-align: center;"><b>ARTICLE VII. DUTIES OF ELECTED OFFICERS.</b></p> <p><b>Section 5.</b> The Board of Directors may authorize the President to appoint one or more special committees or coordinators. The President shall be the ex-officio member of all committees except the nominating committee. The immediate Past President shall be an advisor to the Board of Directors.</p>

**Proposal 5.** Add descriptive duties of the **Secretary**.

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE VII. DUTIES OF ELECTED OFFICERS.</b></p> <p><b>Section 5.</b> The <b>Secretary</b> shall keep the official minutes of both the Board of Directors meetings and the general membership at the respective meetings. She shall keep a current copy of the bylaws and the general membership.</p>	<p>1. Strike "<i>meetings</i>" after "<i>Board of Directors</i>". Strike "<i>the</i>" and insert "<i>their</i>" in front of "<i>respective meetings.</i>"</p> <p><u>Rationale:</u> This tightens grammatical phrasing.</p> <p>2. Insert "<i>a record of</i>" before and the phrase "<i>, as provided by the Third Vice President,</i>"</p>	<p style="text-align: center;"><b>ARTICLE VII. DUTIES OF ELECTED OFFICERS.</b></p> <p><b>Section 5.</b> The <b>Secretary</b> shall keep the official minutes of both the Board of Directors and the general membership at their respective meetings. She shall keep a current copy of the bylaws and a record of the general membership, as</p>

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	<p>after “<i>the general membership</i>”.</p> <p><u>Rationale:</u> Clarify the distinction between the duties of the Third Vice President of membership and that of the Secretary.</p> <p>3. Add “<i>The Secretary shall ensure those persons required to sign a NLASAR Conflict of Interest Statement do so, and file same with the official NLASAR records.</i>”</p> <p><u>Rationale:</u> The Secretary is responsible for retaining official NLASAR records.</p>	<p>provided by the Third Vice President. The Secretary shall ensure those persons required to sign a NLASAR Conflict of Interest Statement do so, and file same with the official NLASAR records.</p>
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**Proposal 6.** Add descriptive duties of the **Treasurer**.

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE VII. DUTIES OF ELECTED OFFICERS.</b></p> <p><b>Section 6.</b> The <b>Treasurer</b> shall collect and receive all monies due the NLASAR. The funds shall be kept in a checking account and/or a savings account as directed by the Board of Directors. She shall pay approved bills and shall keep full and accurate accounts of receipts and disbursements and make a financial report at each meeting of the membership of the NLASAR, and at the Board of Directors meetings. She shall serve as Chairman of the Budget and Finance Committee.</p>	<p>Add “<i>Annually, the Treasurer shall file the required nonprofit federal and state tax returns, and any required corporate informational returns. The Treasurer, with the President, will schedule an audit after the close of the fiscal year.</i>”</p> <p><u>Rationale:</u> A key responsibility of the treasurer is to produce the annual financial statements, file tax returns, and to ensure an independent audit of the financial records is conducted each year.</p>	<p style="text-align: center;"><b>ARTICLE VII. DUTIES OF ELECTED OFFICERS.</b></p> <p><b>Section 6.</b> The <b>Treasurer</b> shall collect and receive all monies due the NLASAR. The funds shall be kept in a checking account and/or a savings account as directed by the Board of Directors. She shall pay approved bills and shall keep full and accurate accounts of receipts and disbursements and make a financial report at each meeting of the membership of the NLASAR, and at the Board of Directors meetings. She shall serve as Chairman of the Budget and Finance Committee. Annually, the Treasurer shall file the required nonprofit federal and state tax returns, and any required corporate informational returns. The Treasurer, with the President, will schedule an audit after the close of the fiscal year.</p>

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**Proposal 7.** Change the offices of NLASAR **Chaplain** and **Historian** from appointed to elected.

<b>Current Wording</b>	<b>Proposed Amendment</b>	<b>If Adopted Will Read</b>
<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS</b></p> <p><b>Section 1.</b> The Board of Directors of the NLASAR shall consist of six elected officers, and appointed committee chairmen as provided in Article V, Section 5.</p> <p><b>Section 2.</b> The officers of the NLASAR shall be a President, three (3) Vice Presidents, a Secretary, and a Treasurer, elected by the general membership.</p>	<p>1. Strike “six” and insert “eight” as the number of elected officers.</p> <p><u>Rationale:</u> Changing the offices of NLASAR <b>Chaplain</b> and <b>Historian</b> from appointed to elected increases the number of elected officers by two (2).</p> <p>2. Replace “and a Treasurer” with “Treasurer, Chaplain, and Historian”.</p> <p><u>Rationale:</u> Changing the offices of NLASAR <b>Chaplain</b> and <b>Historian</b> from appointed to elected requires these offices to be so listed.</p>	<p style="text-align: center;"><b>ARTICLE V.</b> <b>BOARD OF DIRECTORS</b></p> <p><b>Section 1.</b> The Board of Directors of the NLASAR shall consist of eight elected officers, and appointed committee chairmen as provided in Article V, Section 5.</p> <p><b>Section 2.</b> The officers of the NLASAR shall be a President, three (3) Vice Presidents, a Secretary, Treasurer, Chaplain, and Historian, elected by the general membership.</p>
<p style="text-align: center;"><b>ARTICLE VII.</b> <b>DUTIES OF ELECTED OFFICERS.</b></p>	<p>3. Add “<i>Section 7. The <b>Chaplain</b> shall lead the membership with an Invocation and Benediction at the meetings of the NLASAR. She will send personal cards on behalf of membership to those in need.</i>”</p> <p><u>Rationale:</u> Change the office of NLASAR <b>Chaplain</b> from appointed to elected. Provide more descriptive duties of the Chaplain.</p> <p>4. Add “<i>Section 8. The <b>Historian</b> shall be the custodian of historical memoirs of the NLASAR, and directing historical work as may be requested by NLASAR.</i>”</p> <p><u>Rationale:</u> Change the office of NLASAR <b>Historian</b> from appointed to elected. Provide more descriptive duties of the Historian.</p>	<p style="text-align: center;"><b>ARTICLE VIII.</b> <b>APPOINTED OFFICERS AND COMMITTEES.</b></p> <p><b>Section 7.</b> The <b>Chaplain</b> shall lead the membership with an Invocation and Benediction at the meetings of the NLASAR. She will send personal cards on behalf of membership to those in need.</p> <p><b>Section 8.</b> The <b>Historian</b> shall be the custodian of historical memoirs of the NLASAR, and directing historical work as may be requested by NLASAR.</p>

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<p style="text-align: center;"><b>ARTICLE VIII.</b>  <b>APPOINTED OFFICERS AND COMMITTEES.</b></p> <p><b>Section 1.</b> The following officers: <b>Chaplain, Historian,</b> and <b>Parliamentarian</b> shall be appointed by the President and assume the normal responsibilities pertaining to that office.</p>	<p>5. Strike "<i>following officers: Chaplain, Historian, and</i>"</p> <p><u>Rationale:</u> Establish Chaplain and Historian as elected offices; no longer to be appointed by a newly elected NLASAR president.</p> <p>6. Strike "<i>and assume the normal responsibilities pertaining to that office.</i>" and append "<i>The Parliamentarian has the duty to impartially advise the President and other officers, committees, and members on matters of parliamentary procedure; and at meetings, assumes the non-participant role of a fair and neutral consultant, foregoing the right to make motions, debate, and vote (except on a ballot vote).</i>"</p> <p><u>Rationale:</u> Provide descriptive duties of the NLASAR <b>Parliamentarian</b>, in keeping with Roberts Rules of Order.</p>	<p style="text-align: center;"><b>ARTICLE VIII.</b>  <b>APPOINTED OFFICERS AND COMMITTEES.</b></p> <p><b>Section 1.</b> The <b>Parliamentarian</b> shall be appointed by the President. The Parliamentarian has the duty to impartially advise the President and other officers, committees, and members on matters of parliamentary procedure; and at meetings, assumes the non-participant role of a fair and neutral consultant, foregoing the right to make motions, debate, and vote (except on a ballot vote).</p>
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**Proposal 8. On Standing Committees.**

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE VIII.</b>  <b>APPOINTED OFFICERS AND COMMITTEES.</b></p> <p><b>Section 2.</b> Standing committees shall be limited to the following: Assembly, Budget, and Finance. Special Committees may be appointed as needed by a majority of the Board of Directors with the approval of the General Membership present at a meeting.</p>	<p>1. Change "Assembly, Budget and Finance" to "the Budget and Finance Committee". Uncapitalize "<i>Committees</i>" in the second sentence.</p> <p><u>Rationale:</u> Simplify by referring to the "Assembly, Budget and Finance" as the "Budget and Finance" committee, as found elsewhere in the Bylaws.</p> <p>NOTE: an "<i>Assembly, Budget and Finance Committee</i>" deliberates and makes recommendations on</p>	<p style="text-align: center;"><b>ARTICLE VIII.</b>  <b>APPOINTED OFFICERS AND COMMITTEES.</b></p> <p><b>Section 2.</b> Standing committees shall be limited to the following: the Budget and Finance Committee. Special committees may be appointed as needed by a majority of the Board of Directors.</p>

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	<p>matters relating to the financial management and policies.</p> <p>2. Strike “with the approval of the General Membership present at a meeting.”</p> <p><u>Rationale:</u> This gives the Board the flexibility to address needs outside the General Membership meeting.</p>	
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**Proposal 9. On annual Membership Dues.**

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE IX. FINANCES.</b></p> <p><b>Section 1.</b> Annual dues for members-at-large shall be determined by the Board of Directors and these dues are payable by February 1. Members of a current state-affiliated auxiliary are considered members of the NLSAR without further payment of dues.</p>	<p>Strike the phrase “and these dues are payable by February 1” and start new sentence “These dues are payable throughout the year; to annually renew as of the Spring Leadership General Membership meeting.”</p> <p><u>Rationale:</u> Individuals attending Fall or Spring Leadership or NSSAR Congress may want to join NLSAR membership at that time. To renew, members-at-large are asked to pay dues at the same point in time – that being Spring Leadership (the event closest to February 1).</p>	<p style="text-align: center;"><b>ARTICLE IX. FINANCES.</b></p> <p><b>Section 1.</b> Annual dues for members-at-large shall be determined by the Board of Directors. These dues are payable throughout the year, to annually renew as of the Spring Leadership General Membership meeting. Members of a current state-affiliated auxiliary are considered members of the NLSAR without further payment of dues.</p>

**Proposal 10. Correct references to national and state auxiliaries.**

Current Wording	Proposed Amendment	If Adopted Will Read
<p style="text-align: center;"><b>ARTICLE XI. AMENDMENTS.</b></p> <p>These bylaws may be altered or amended only by a two-thirds or better vote of those delegates present and voting at an NLSAR meeting held at the Annual Congress of the SAR provided that such amendments shall have been proposed to the Board by a prior Annual Meeting of the NLSAR, by the NLSAR Board,</p>	<p>1. Replace “SAR” with “NSSAR”.</p> <p><u>Rationale:</u> Proper use of the official acronym of the National Society of the Sons of the American Revolution.</p> <p>2. Replace “State Society” with “state-affiliated auxiliary”</p> <p><u>Rationale:</u> Generally, the state-level auxiliaries are not referred to as a “state society”. Instead, use the</p>	<p style="text-align: center;"><b>ARTICLE XI. AMENDMENTS.</b></p> <p>These bylaws may be altered or amended only by a two-thirds or better vote of those delegates present and voting at an NLSAR meeting held at the Annual Congress of the NSSAR provided that such amendments shall have been proposed to the Board by a prior Annual Meeting of the NLSAR, by the NLSAR Board,</p>

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<p>or by a State Society, and provided further that at least forty-five days' notice of such proposed amendment shall have been given by the President to each of the National Officers, members of the Board, and to the listed President of record of each State Society and this notice shall be posted on the website of the National Ladies Auxiliary Sons of the American Revolution. The notice period hereunder shall be computed from the date of such posting.</p>	<p>language ("state-affiliated auxiliary"), as found in <b>Article IX. Finances, Sect 1.</b></p> <p>3. Strike "<i>National Officers,</i>".</p> <p><u>Rationale:</u> The NLSAR national officers are part of the Board of Directors per <b>Article V. Sect 1.</b></p> <p>4. Insert "<i>of the</i>" after "<i>National Ladies Auxiliary</i>".</p> <p><u>Rationale:</u> This is the accurate name of NLSAR.</p>	<p>or by a state-affiliated auxiliary, and provided further that at least forty-five days' notice of such proposed amendment shall have been given by the President to each of the members of the Board, and to the listed President of record of each state-affiliated auxiliary and this notice shall be posted on the website of the National Ladies Auxiliary of the Sons of the American Revolution. The notice period hereunder shall be computed from the date of such posting.</p>
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