

PROPOSED AMENDED BYLAWS
NATIONAL LADIES AUXILIARY OF THE
NATIONAL SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION

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Article I. NAME

The Name of this organization shall be the National Ladies Auxiliary of the Sons of the American Revolution, also known as NLASAR and hereafter called NLASAR.

Article II. PURPOSE AND DISSOLUTION

Section 1. To maintain a nonprofit association of women interested in the objectives and activities of the National Society Sons of the American Revolution, hereafter called NSSAR.

Section 2. To stimulate greater interest in and support of the NSSAR.

Section 3. To assist the NSSAR in the promotion of membership and in furthering the objectives and patriotic activities of the Society, as listed in the Articles of Incorporation and Bylaws of the NSSAR.

Section 4. To provide educational activities for women who wish to support the NSSAR.

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Section 5. Said organization is organized exclusively for charitable, religious, educational, and scientific 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.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6. Upon dissolution of the organization, assets shall be distributed to the National Society of the Sons of the American Revolution (the recipient organization), whose current address is 809 West Main Street, Louisville, KY 40202, as long as the recipient organization is tax exempt under section 501 (c) (3) of the Internal Revenue Code at the date of distribution or, if the recipient organization does not so qualify there under, agrees, pursuant to a binding contract, to spend the dissolution funds for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Alternatively, when such criteria cannot be met by the aforementioned designated recipient organization, the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III. INSIGNIA

Section 1. Seal: This organization shall have a common seal with the NSSAR with the words National Society at the top, and Ladies Auxiliary on the bottom.

Section 2. Seal: Said seal shall be used as approved by the general membership, i.e., letterhead, stationary, pins.

Article IV. MEMBERSHIP

Section 1. Membership in the NLASAR shall be open to all women who wish to support SAR and its mission.

Section 2. A woman may join the NLASAR by completion of membership form and payment of dues. She shall receive all the rights and privileges of the NLASAR and will be eligible to hold office.

Article V. BOARD OF DIRECTORS

Section 1. The Board of Directors of the NLASAR shall consist of eight elected officers, and appointed committee chairmen as provided in Article V, Section 5.

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Section 2. The officers of the NLASAR shall be a President, three (3) Vice Presidents, a Secretary, Treasurer, Chaplain, and Historian, elected by the general membership.

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Section 3. 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 NLASAR Board members and one from the general membership of the NLASAR, all of whom are members in good standing.

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Section 4. 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 electd office for more than two successive terms.

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Section 5. 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.

Section 6. Vacancies of elected members of the Board (except the President) shall be filled by appointment by the remaining Board members. Vacancies of appointed members of the Board shall be filled by appointment by the President. A vacancy shall occur upon death, resignation, removal, or absence from three consecutive meetings of the Board of Directors without satisfactory explanation.

Section 7. A member of the Board of Directors may be removed by a two-thirds vote of the Board members present, the member involved not being included in the count.

Section 8. The Board of Directors shall have authority to transact the business of the NLASAR between meetings and such other business as may be referred to it by the NLASAR.

Article VI. MEETINGS

Section 1. One meeting per year shall be held for the general membership to coincide with the NSSAR Congress. A quorum shall consist of the members present. Election of officers shall be held at this meeting every other year.

Section 2. Additional meetings may be scheduled as approved by the Board in accordance with the scheduled meetings of the NSSAR.

Section 3. The Board of Directors shall meet at least three times during the year. The first meeting shall be held at the NSSAR Congress. A quorum shall consist of four members. The other two meetings will be at the scheduled NSSAR Fall and Spring Leadership meetings.

Section 4. Should the Executive Committee of the NLASAR deem it necessary, a meeting of the NLASAR may be held entirely by means of telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting.

Article VII. DUTIES OF ELECTED OFFICERS

Section 1. The **President** shall preside at all meetings. She shall direct the affairs of the NLASAR in accordance with the wishes of the membership and the Board of Directors. She shall call all the meetings, appoint committee chairmen and appoint officers. She shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. The **First Vice President** shall be the Administrative Assistant to the President and will be the Program Chairman. She will act as presiding officer in the absence of the President.

Section 3. The **Second Vice President** shall supervise the Ways and Means activities of the NLASAR turning all proceeds over to the Treasurer.

Section 4. The **Third Vice President** shall supervise the Membership activities of the NLASAR, promoting membership to all ladies attending NLSAR events. She shall maintain a current record of the membership of the NLASAR. She shall process all applications for membership as directed by the Board.

Section 5. The **Secretary** 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 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.

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Section 6. The **Treasurer** 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.

Section 7. The Chaplain 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.

Section 8. The Historian shall be the custodian of historical memoirs of the NLASAR, and directing historical work as may be requested by NLASAR.

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Article VIII. APPOINTED OFFICERS AND COMMITTEES

Section 1. The **Parliamentarian** 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).

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Section 2. 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.

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Article IX. FINANCES

Section 1. 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 NLASAR without further payment of dues.

Section 2. Unbudgeted disbursements in excess of \$100 must be approved by a majority vote of the Board of Directors present at a meeting or by e-mail.

Section 3. The fiscal year of the NLASAR shall be from January 1 to December 31 to coincide with that of the NSSAR.

Section 4. The Board of Directors shall appoint an auditor to review the Treasurer's books at the end of the fiscal year.

Section 5. All costs of operation of Ladies' Auxiliary shall be borne by the membership of that Ladies Auxiliary.

Article X. PARLIAMENTARY AUTHORITY

All meetings shall be conducted according to Robert's Rules of Order, Newly Revised, except when in conflict with these Bylaws or with the laws of the State of Kentucky.

Article XI. AMENDMENTS

These bylaws may be altered or amended only by a two-thirds or better vote of those delegates present and voting at an NLASAR 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 NLASAR, by the NLASAR Board, 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.

Adopted at NSSSR Congress, Chicago, IL
Monday, July 7, 2003

Amended at NSSAR Congress, Louisville, KY
Monday, July 6, 2005

Amended at NSSAR Congress, Atlanta, GA
Monday, July 6, 2009

Amended at NSSAR Congress, Cleveland, OH
Monday, June 28, 2010

Amended at NSSAR Congress, Phoenix, AZ
Monday, July 9, 2012

Amended at NSSAR Congress, Renton, Washington
Monday, July 12, 2021

Amended at NSSAR Congress, Savannah, Georgia
Tuesday, July 12, 2022

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