

**2022 July 12 BYLAWS**  
**2023 March 03 Proposed Changes**  
**NATIONAL LADIES' AUXILIARY OF THE NATIONAL SOCIETY**  
**SONS OF THE AMERICAN REVOLUTION**

**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 ~~the wives, and other interested relatives of the members of~~ all women who wish to support the NSSAR.

**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.

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 propaganda, 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 six elected officers, and appointed committee chairmen as provided in Article V, Section 5.

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

**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.** 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.** 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.**

**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**

### **Duties of the President – Current Bylaws Version as Written July 17, 2022**

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.

### **Revised President Version submitted by Patricia Wilson-Perkins, President, 2022-2024, 08/21/2022**

**Section 1.** The President is the chief executive officer of the National Ladies Auxiliary of the Sons of the American Revolution (the NLASAR). She shall direct the affairs of the Auxiliary in accordance with the wishes of the membership and the Board of Directors. She is responsible for fulfilling the mission of the NLASAR. The President shall preside at all meetings of the Auxiliary and the Executive Board. The President establishes short- and long-term goals for the NLASAR. She sets meeting agendas to fulfill those goals. She shall call all the meetings, appoint committee chairmen and appoint officers per the bylaws. The President can delegate the oversight and management of the website or any subcommittee to a member of the Board or a member appointed to a subcommittee at her discretion. She shall be an ex-officio member of all committees except the Nominating Committee. The President is responsible for keeping copies of all agendas, minutes, officer reports, correspondence, etc. received during her term in office. She shall train her successor when her term is over.

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### **Duties of the First Vice-President – Current Bylaws Version as Written July 17, 2022**

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.

### **Revised 1<sup>st</sup> VP Version submitted by Becky Osbourn, 1<sup>st</sup> VP, 2022-2024, 08/13/2022:**

**Section 2.** The First Vice-President shall be the Administrative Assistant to the President and act as presiding officer in the absence of the President at Auxiliary Board meetings and meetings of the NLASAR general membership. She will be the program chairman, securing speakers for the NLASAR membership meetings at Leadership Conferences – Spring and Fall – and at the annual NSSAR Congress. She shall maintain a record of the speakers at said NLASAR meetings. She will attend the Auxiliary Board and Auxiliary General Membership meetings, submitting to the President and the Secretary a “First Vice-President Activity Report” since the last meeting.

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### **Duties of the Second Vice-President – Current Bylaws Version as Written July 17, 2022**

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

### **Revised 2<sup>nd</sup> VP Version submitted by Diane Ungvarsky, 2<sup>nd</sup> VP, 2021-2024, 08/14/2022:**

**Section 3.** The Second Vice President shall supervise the Ways and Means activities of the NLASAR. Ways and Means activities include, but are not limited to, 50/50 Raffles, “Paper Bag” Raffles, Single Item Raffles (e.g., Artwork, Handmade Quilt), Silent Auctions, and sale of merchandise (e.g., blue ribbons). She will solicit donations for raffles and silent auctions and will recruit volunteers to assist in fundraising activities. At NSSAR annual Congresses, she will coordinate with the NSSAR Congress Coordinator, Host Society, and Host State Auxiliary (if applicable) for the conduct of fundraising activities in the Ladies Hospitality Suite. The Second Vice President will procure or produce all materials needed including raffle tickets, silent auction sheets, signage, and other supplies. She will transmit all funds raised along with a record of money raised by each activity to the Treasurer at the end of each Leadership Meeting and annual Congress. She will submit a copy

of all receipts for incurred expenses to the Treasurer for reimbursement.

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#### **Duties of the Third Vice-President – Current Bylaws Version as Written July 17, 2022**

**Section 4.** The **Third Vice President** shall supervise the Membership activities of the NLASAR, promoting membership to all ladies attending NSSAR events.-She shall maintain a current record of the membership of the NLASAR. including the state auxiliaries. She shall process all applications for membership as directed by the Board. She shall maintain a current record of the NLASAR membership with the assistance of individual state Ladies Auxiliaries providing their membership rosters.

#### **Revised 3<sup>rd</sup> VP Version submitted by Becky Moyer, 3<sup>rd</sup> VP, 2022-2024, 07/18/2022:**

**Section 4 –** The **Third Vice-President** shall supervise the Membership activities of the NLASAR, promoting membership to all ladies attending NSSAR events. She shall maintain a current record of the membership including the state auxiliaries. She shall process all applications for membership and retain those applications. The Third Vice-President shall report all activities related to membership at Board meetings and general membership meetings, collect dues, provide membership cards to those paying their dues. She shall pass the monies collected for dues and the sale of pins to the Treasurer and provide an itemized report of the transactions to the Treasurer and retain a copy for the NLASAR records. The Third Vice-President shall collect and maintain a record of those attending the general Auxiliary meeting, providing a copy to the Secretary as needed. She will maintain a record of the inventory of membership pins, President pins and charms, and reorder those items when needed. The Third Vice-President will submit expenses incurred with a copy of the receipt, to the Treasurer for reimbursement.

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#### **Duties of the Secretary – Current Bylaws Version as Written 07/17/2022**

**Section 5.** The Secretary 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.

#### **Revised Secretary Version submitted by Laurie Bredenfoerder, Secretary, 2021-2024, 08/29/2022**

**Section 5.** The **Secretary** shall keep the official minutes of both the Board of Directors meetings 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.

At both the meetings of the board of directors and the general membership, the secretary shall provide the attendees a draft version of the minutes of the respective group's most recent meeting, in preparation for those minutes to be voted on, and approved by the attendees.

The Secretary will contact the Administrative Coordinator to the Executive Director of the NSSAR a week prior to any NLASAR general meeting (Fall or Spring Leadership and Congress) for the registration information (how many spouses or guests have registered). Once she receives that information, she will inform the board members of the number needed, for their use in determining how many copies to print for the meeting.

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#### **Duties of the Treasurer – Current Bylaws Version as Written July 17, 2022**

**Section 6.** The Treasurer shall collect and receive all monies due to 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. Annually, the Treasurer shall file the required nonprofit federal tax reports and with the President schedule an audit after the close of the fiscal year.

**Section 6.** The **Treasurer** shall collect and receive all monies due to the NLASAR. The funds shall be kept in a checking account and/or a savings account as directed by the Board of Directors and/or required by law. 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 tax reports and with the President schedule an audit after the close of the fiscal year.

The **Treasurer** provides seed money (singles and fives) for the fundraising activities held during the Fall and Spring Leadership conferences and the annual Congress each year. The amount of that seed money shall not exceed \$200.

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## Duties of the Appointed Officers and Committees – Current Bylaws Version as Written July 17, 2022

### Article VIII. APPOINTED OFFICERS AND COMMITTEES

**Section 1.** The following officers: **Chaplain, Historian, and Parliamentarian** shall be appointed by the President and assume the normal responsibilities pertaining to that office.

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### Revised Version and New Chaplain, Historian and Parliamentarian Duties Descriptions

Chaplain revised 08/26/2022

Historian revised 08/25/2022

Parliamentarian revised 08/16/2022

### Article VIII. APPOINTED OFFICERS AND COMMITTEES

**Section 1.** The following officers: **Chaplain, Historian, and Parliamentarian** shall be appointed by the President. They shall assume the duties as outlined for each office below.

**Section 2.** The appointed role of the **Chaplain** should include these duties.

The **Chaplain** shall

- a. Be prepared to lead the membership with an opening prayer at the meetings of the NLASAR and a benediction at the closing of each meeting. Meetings would include but not limited to board meetings, membership meetings and luncheons.
- b. Content of prayers is a personal decision of the Chaplain. All suggestions would be considered. Resources available could include seasonal, patriotic, or uplifting prayer anthologies. Speaking from your heart if you are comfortable is very good. Prayers do not have to be long. Books on how to pray can be found on the internet.
- c. Send personal "Get Well", "Sympathy" or "Thinking of You" cards to the membership of both NLASAR and NSSAR. It is helpful to establish communication with the wives of the past and present President General's to find out who needs a card.
- d. The cost of the cards and the postage is currently a personal donation of the Chaplain.
- e. Attend all NLASAR meetings (Fall and Spring Leadership and Congress).
- f. Is entitled to all rights of membership, including the right to make motions, debate, and vote.

**Section 3.** The appointed role of the **Historian** should include these duties:

The **Historian** shall:

- a. Direct such historical work as may be requested by the National Ladies Auxiliary membership or its President, in accordance with the historical program of the National Society Sons of the American Revolution (NSSAR)
- b. Be the custodian of historical and biographical papers which the Auxiliary may acquire, to then be turned over to the NSSAR Headquarters for safe keeping

- c. Serve as the Chairman of the Scrapbook Committee, keeping two identical copies of the scrapbook, one to be given to the exiting National Ladies Auxiliary President at the end of her term and one copy to be presented to the NSSAR Headquarters as a permanent record of National Ladies Auxiliary proceedings and activities over the preceding two years.
- d. Is entitled to all rights of membership, including the right to make motions, debate, and vote.

**Section 4.** The appointed role of **Parliamentarian** should include these duties:  
The **Parliamentarian** shall:

- a. Assists the President to manage meetings and advises on Parliamentary procedures according to the NLASAR Bylaws and Robert's Rules of Order.
- b. Chairs the Bylaws Committee to review bylaws each year and revise bylaws every 4 years
- c. Arranges the nominating committee's first meeting, providing information on the nomination and election process
- d. Is entitled to all rights of membership, including the right to make motions, debate, and vote.

**Section 2. Section 5.** ~~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.

## Article IX. FINANCES

**Section 1.** Annual dues for members-at-large shall be determined by the Board of Directors and these dues are payable ~~by February 1 throughout the year.~~ 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.~~ ~~Unbudgeted disbursements in excess of \$200 must be approved by the majority vote of the Board of Directors present at a meeting or by email.~~

**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.~~ The Treasurer has been tasked to set up own audit. President and Treasurer shall coordinate an annual audit 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 SAR 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 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.

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, WA  
Monday, July 12, 2021

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

<https://nlasar.org/index.htm>