

## **BYLAWS LADIES AUXILIARY OF PENNSYLVANIA SOCIETY SONS OF THE AMERICAN REVOLUTION Article I. NAME**

The name of this organization shall be the Ladies Auxiliary of the Pennsylvania Society of the Sons of the American Revolution, also known as LAPASSAR and hereafter referred to as LAPASSAR.

**Article II. PURPOSE** Section 1-- To maintain a nonprofit association of women interested in the objectives and activities of the Pennsylvania Society of the Sons of the American Revolution (PASSAR).

Section 2--To stimulate greater interest in and support of PASSAR. Section 3--To assist PASSAR 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 PASSAR. Section 4--To provide educational activities for wives, and other interested relatives of the members of the PASSAR.

**Article III. INSIGNIA** The insignia of the National Ladies Auxiliary of the Sons of the American Revolution (NLASAR) will be used by the LAPASSAR until an insignia for this organization is designed and approved by the membership.

### **Article IV. MEMBERSHIP**

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

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

**Article V. BOARD OF DIRECTORS** Section 1--The Board of Directors of the LAPASSAR shall consist of up to seven elected officers, and appointed committee chairman as provided in Article V, Section 5.

Section 2-The officers of the LAPASSAR shall be a President, two (2) Vice Presidents, a Secretary, and a Treasurer, elected by the general membership. These elected officials will comprise the Board of Directors of LAPASSAR.

Section 3-The initial election of officers will take place at the November 2016 meeting of PASSAR with those officers serving until the May Annual Board of Managers meeting.

Section 4-Nominations for officers shall be presented by a nominating committee of three members. The nominating committee shall be elected at the spring meeting (May) to coincide with the PASSAR Annual Board of Managers meeting and shall consist of the Past President and two members in good standing.

Section 5-Election of officers shall be at the annual meeting (May) which shall coincide with the PASSAR State 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. An exception to this rule may be made for the office of Treasurer.

Section 6-The Board of Directors may authorize the President to appoint one or more special committees or coordinators. The President shall be an ex-officio member of all committees except the nominating committee. The immediate past President shall be an advisor to the Board of Directors.

Section 7-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.

Section 8-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 9-The Board of Directors shall have authority to transact the business of the LAPASSAR between meetings and such other business as may be referred to it by the LAPASSAR.

## **Article VI. MEETINGS**

Section 1-Three (3) meetings per year shall be held for the general membership in accordance with the schedule of the PASSAR. These meetings include the summer and fall quarterly meetings and spring PASSAR annual meeting. A quorum shall consist of the members present.

Section 2-The Board of Directors may meet at least three times, as needed, during the year, thirty (30) minutes prior to the meeting times described in Section 1. A quorum shall consist of three members.

Section 3-The Use of electronic or virtual mediums, in whole or in part, will suffice for LAPASSAR to meet for the purpose of receiving reports of officers and committees, for the election of officers and for any other business that may arise.

## **Article VII. DUTIES OF ELECTED OFFICERS**

Section 1-**The President** shall preside at all meetings. She shall direct the affairs of the LAPASSAR in accordance with the wishes of the membership and the Board of Directors. She shall call all meetings, appoint committee chairmen and appointed officers. These appointed posts shall consist of Chaplain, Historian, and Parliamentarian (cf. Article VIII, Section 1). She shall be an ex-officio member of all committees except the Nominating Committee. She

shall serve as the program chairwoman and, if desired, plan the program at the LAPASSAR meeting.

Section 2-**The First Vice-President** shall be the Administrative Assistant to the President. She will act as presiding officer in the absence of the President. She shall maintain a current record of the membership of the LAPASSAR. She shall supervise membership activities for LAPASSAR and promote membership to all ladies attending PASSAR events.

Section 3-The Second Vice-President shall be in charge of fundraising for LAPASSAR

Section 4-**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 up-to-date list of the general membership.

Section 5-**The Treasurer** shall collect and receive all monies due the LAPASSAR. 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 LAPASSAR, and at the Board of Directors meetings. With the President, she shall process member applications.

The Treasurer is responsible for submitting a **990N postcard electronically NO LATER THAN MAY 15 FOR THE FISCAL YEAR ENDING DECEMBER 31 OF THE PREVIOUS YEAR** to ensure LAPASSAR's continued 501 C 3 non-profit status. She is required to save an electronic copy and submit it to the President as well as print a hard copy for LAPASSAR files. The 990N postcard form and instructions are available at [www. IRS. Gov/charities-non-profit/annual-electronic-filing-requirements-for-small-exempt-organizations-form-990N](http://www.IRS.Gov/charities-non-profit/annual-electronic-filing-requirements-for-small-exempt-organizations-form-990N) e-postcard.

#### **Article VIII. APPOINTED OFFICERS AND COMMITTEES**

Section 1--The following officers: Chaplain, Historian and Parliamentarian shall be appointed by the President if deemed necessary and assume the normal responsibilities pertaining to those offices.

Section 2--Special Committees may be appointed as needed by a majority of the Board of Directors with the approval of a majority of the general membership present at a meeting.

## **Article IX. FINANCES**

Section 1--Annual dues for members shall be determined by the Board of Directors and these dues are payable no later than February 1 to correspond with the National Ladies Auxiliary of Sons of the American Revolution (NLASAR). Lifetime dues for members shall be determined by the Board of Directors and these dues are payable no later than February 1 to correspond with the National Ladies Auxiliary of Sons of the American Revolution (NLASAR). Members of the LAPASSAR are considered members of 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. Fundraising that requires the use of LAPASSAR funds must have the approval of the LAPASSAR membership.

Section 3-The fiscal year of the LAPASSAR shall be from January 1 to December 31 of each year to coincide with that of the PASSAR.

Section 4-The Board of Directors shall appoint an auditor to review the Treasurer's books as deemed necessary.

Section 5-Upon dissolution of the organization, assets shall be distributed to the Pennsylvania Society of the Sons of the American Revolution (the recipient organization), whose current address is that of the treasurer, 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's 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.

Section 6--All costs of operation of the LAPASSAR shall be borne by the membership of the LAPASSAR.

Section 7--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 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.

#### **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 Pennsylvania.

#### **Article XI. AMENDMENTS**

These Bylaws may be altered or amended only by a two-thirds or better vote of members present and voting at any of the three formal LAPASSAR meetings provided that such amendments shall have been proposed to the Board by the prior meeting of the LAPASSAR, by the LAPASSAR Board, and provided further that at least thirty (30) days' notice of such proposed amendment shall have been given by the President to each of the State Officers, members of the Board and distributed to the general membership by email.

Original Bylaws 10/20/2016

Adopted at PSASAR Board of Managers Meeting

Duncansville, Pennsylvania

Saturday, November 12, 2016

Draft #3

Revised April 7, 2021