

The National Executive Board of NLAPW, inc. approved the amendments to the present bylaws as recommended by the bylaws committee. The approval of this governing body mandates that the exact statement of the proposed amendments be presented to the membership in sufficient time for their study before the vote is taken at the next Biennial Business meeting of the membership, April 19-21, 2012 in Washington, D C . The proposed changes address three major concerns expressed to the committee by the membership.

1. **Amending the bylaws** The biennial attendance no longer represents the membership of the League, therefore a different method for changing the bylaws has been devised.
2. **Balancing elected- appointed voting members of the governing body of the League** The adjusted board would have 8 members elected by the League membership, and 7 members nominated by the president and elected by the Board as opposed to the present 11 elected, 15 appointed by the president and approved by the Board.
3. **A change in the membership dues** The current economy demands that the members of a professional organization pay their full share of its corporate managerial expenses.

After each recommended change, the rationale is given in italics.

Substitute

Name Change of governing body from National Executive Board to Board of Directors to conform to common usage of other 501 (c)(3) organizations

BYLAWS OF THE NATIONAL LEAGUE OF AMERICAN PEN WOMEN, INC.

ARTICLE III MEMBERSHIP

Substitute

Section 3 ANNUAL DUES, PROCESSING FEES, FISCAL YEAR

A. Annual dues to National are payable from branch treasurers, or directly from members-at-large, between May 1 - May 15. Dues will be set by the Board of Directors upon recommendation of the Finance and Budget Committee in June of the even year. Increases are dependent on the cost of living index. The amount is to remain the same for the two years of each administration.

B. Processing fees are nonrefundable and are charged for first dues of new members, for annual dues received after July 1, for members applying for a change of membership status or added classification, and for reinstatement of members within 5 (five) years of their resignation or failure to renew.

A professional organization must expect that its membership will pay dues sufficient to cover the cost of the management of the organization. The sum of the dues should pay the cost of office space and the effective staffing of its national office, its communication facilities, and all records of its membership. Keep in mind that the Commemorative Endowment Fund pays for the maintenance of the Pen Arts building, so that is not under consideration.

ARTICLE IV COMPONENTS OF THE LEAGUE

Eliminate the word funds from dissolution statements of both the Branch and the State Association.

Because of problems in accounting, the auditor has recommended we not keep funds in escrow.

ARTICLE V OFFICERS AND ELECTIONS

Section 1. ELECTED OFFICERS

The elected officers of the League shall be a President, a First, Second, Third, Fourth, and Fifth Vice President, a Recording Secretary, and a Treasurer who shall all be elected by mail or electronic ballot.

The Librarian and the Historian, if not elected, can be appointed without regard to the limits of term of office or assumption of fiduciary responsibilities.

Section 2. NOMINATIONS

A. Nominating Committee

1. The duty of the committee is to select a nominee for each elective office of the Board of Directors. Applications shall be submitted by individual candidates, by certified mail, postmarked between September 1 and October 1 in odd-numbered years, addressed to the nominations chair at national headquarters. Applications from members contacted or solicited by the Nominating Committee may be sent as directed by the Nominating Committee Chair. Nominees must have consented. Only the Nominating Committee can place names on the slate. A single slate shall be selected and sent to the Elections Committee for preparation of the ballot.
2. Qualifications of applicants shall be assessed by the Nominating Committee on the basis of information submitted by the applicant, the duties of the office as stated in these bylaws, and interviews with the applicant or her colleagues.

This wording mandates a single slate, recommended by Robert's Rules of Order Newly Revised, and considered preferable for organizations with small leadership pools.

Section 3. ELECTIONS

A. Election Committee

1. An Election Committee of a chair, 4 (four) members, and 2 (two) alternates shall be appointed by the President, with the approval of the Board of Directors at the April meeting of odd-numbered years.
2. The duty of the Committee is to plan and conduct the election of national officers.

It shall publish the slate of candidates selected by the nominating committee and list write-in candidates, by name and desired position only, who have applied directly to the Election Committee.

The committee shall follow the Procedural Manual of the League and the Parliamentary Authority specified in ARTICLE XII.

3. The Election Committee shall notify the national office and the nominees of the results.

This assures that candidates on the slate have been vetted. Listing write-in candidates gives voters a choice even though write-in candidates were those not selected for the slate or those whose credentials have not been verified.

Section 4 **TERM AND VACANCIES**

A. Term

2. The term of office for other national elected officers shall be 2 (two) years or until a successor is elected. They may serve in the same office no more than 2 (two) elective terms that may or may not be consecutive.

The change in wording reduces redundancy.

Section 5. **DUTIES OF OFFICERS**

The duties of the elected officers shall be as listed in these bylaws or as prescribed by the Parliamentary Authority named in Article XII. The President, First Vice President, Recording Secretary, and the Treasurer, shall be bonded.

A. The President shall

Substitute for # 1 and #2

1. preside at meetings of the Board of Directors, at the Biennial Convention, and at all meetings of the membership of the League;
2. appoint and nominate:
 - a. nominate for election by the Board the Chairs of the national standing committees: Ethics, Governance, National Art, National Letters, National Music (composition in music and dance,) Outreach, and Publications. Each committee chair, except Ethics, shall appoint members to her committee.
 - b. appoint, as Special Appointees, a Parliamentarian, a Chaplain, a chair of the Commemorative Endowment Fund, and others to include, but not be limited to, an historian, a librarian, a public relations chair, and an archivist;
 - c. appoint members of the Finance and Budget Committee;
 - d. appoint an election chair, 4 (four) election committee members and 2 (two) alternates;
 - e. appoint a chair for the Biennial Convention Committee. Create other Special Committees and appoint their chairs;
 - f. submit all appointments to the Board of Directors for approval;
 - g. preside over nomination and election by the Board of Directors of not fewer than 4 nor more than 6 members of the Ethics Committee;
 - h. serve as ex-officio a member of all committees of the League except the Nominating, Election, and Ethics Committees.

This committee structure emphasizes the three classifications of membership by consolidating all policies, procedures, programming, and membership credentials requirements within each classification.

The Board of Directors elects standing committee chairs, except Finance and Budget, chaired by the Treasurer. They serve, therefore, at the pleasure of the Board rather than of the President.

C. The First Vice President shall

b. omit since Planning Committee has been eliminated. c. becomes b.

D. The Recording Secretary shall

3. send a copy of the minutes, approved by the 3 (three) members appointed by the president, to each member of the Board of Directors within 30 (thirty) days of the Board meeting.

Thirty days is sufficient for the approval and distribution of minutes and serves the Board members better.

5. record in the minutes of the next meeting of the Board of Directors the written, signed verification of all authorized telephone and electronic votes.

Change in wording, substituting electronic for e-mail

F. The Duties of the treasurer as stated in the present bylaws

1, 2, 3, 4, 8, 9,10 remain the same except omit 5, 6, 7 therefore 8,9,10 become 5, 6, 7.

These changes eliminate from the bylaws functions now assigned to staff or other committees. The duties of the librarian and historian are in the Standing Rules, Special Appointees.

ARTICLE VI THE BOARD OF DIRECTORS

Section 1. STRUCTURE

E. The Board of Directors shall by a 2/3 (two-thirds) ballot vote request the resignation or dismiss any elected officer who is determined unable, for any reason, to perform the duties of her office.

This change is made to include all elected officers rather than applying to the President only.

Section 3. MEETINGS

C. Past national presidents who are members of the League, current state association and branch presidents and special appointees may attend Board meetings with the privilege of debate. They may not vote. Special committee chairs may attend, and make motions from their committees. They shall have the privilege of debate and may present motions from their committees. They may not vote.

D. Board members shall submit a written report, with 3 (three) copies to the recording secretary, prior to each meeting of the Board of Directors with a

written summary that will be included in the minutes and published to the membership.

These changes reflect the restructuring of committees and the rethinking of privileges of attendees at meetings of the Board of Directors.

E. Special meetings of the Board of Directors may be called by the national president, or upon written request of 3 (three) or more members of the Board of Directors, or upon written request of a branch president and 2 (two) other members of 15 (fifteen) or more branches.

ARTICLE VIII COMMITTEES AND APPOINTEES

Substitute

Section 1. STANDING COMMITTEES

A. NAMED:

The standing committees of the League shall be Ethics, Finance and Budget, Governance, National Art, National Letters, National Music of (Composition in Music and Dance), Outreach, and Publications. Chairs of standing committees may serve two terms, which may be consecutive, or until the Board of Directors elects a successor.

B. DESCRIBED:

The description, method of nomination/election/appointment, and duties the standing committees of the League are in the standing rules of the League, which must be printed following each publication of the bylaws.

Section 2. SPECIAL APPOINTEES

A. NAMED

The president may appoint, subject to approval by the Board of Directors, Special Appointees who have specific assigned duties. They may attend meetings of the board with the privilege of debate. They may present motions relevant to their position but may not vote.

They shall report to the Board at annual meetings and at the biennial business meeting of the membership. The special appointees shall include, but not be limited to, a parliamentarian, a chaplain, a chair of the Commemorative Endowment Fund, an historian, a librarian, an archivist, and a public relations chair. None is given authority for establishing or amending policy, although chairs may recommend policy changes to the Board of Directors for their consideration and decision. Each may appoint committee members.

B. DESCRIBED

The description, method of nomination/election/appointment, and duties of the Special Appointees of the League are in the Standing Rules of the League, which must be printed following each publication of the Bylaws.

ARTICLE IX LONG-RANGE DESIGNATED FUNDS

Section 2. CONTRIBUTIONS

A. The League may not accept a bequest for which administrative costs would exceed projected benefits, nor one designated for awards for which the interest only would be awarded. The Board of Directors reserves the right to reject any contribution at its discretion.

This amendment will prevent difficulties encountered with some present bequests which stipulate interest only. In times of little or no interest these awards are not viable.

Section 5. NATIONAL SCHOLARSHIPS AND GRANTS

The Outreach Standing Committee will administer the two grants listed here.

ARTICLE XI DISCIPLINE

B The charges may be

1. violations of the Code of Ethics of the League, or

This allows enforcement of the Code of Ethics whose adoption postdates that of the bylaws.

Section 2. ETHICS COMMITTEE JURISDICTION AND PROCEDURE

The Ethics Committee shall

Substitute

A. investigate the charges. Investigation may include conducting interviews with the member(s) bringing charges, and/or the member being charged;

Substitute

ARTICLE XIII AMENDMENTS

Section 1. PROPOSALS

Any Active member has the privilege of proposing amendments to the Bylaws by obtaining the endorsement (a) of 15 (fifteen) branches or (b) a majority vote of the Board of Directors at its annual meeting (April of the odd year.) Proposed amendments shall be sent to the Governance Committee by April 1 of the odd year.

Section 2. PUBLICATION AND BRANCH DEBATES

The Governance Committee will publish the endorsed proposals on the website and send to the Branch Presidents by email. The Branch president is responsible for distributing proposed amendments to all branch members and for conducting a branch forum for discussion and debate. Branches may make recommendations for amendments to the amendments, following the process for endorsement in Section 1, and sent to the Governance Committee by October 1 of the odd year.

Section 3. VOTE OF THE MEMBERS

Endorsed proposed amendments shall appear on the ballot for the election of officers which is sent to the membership. A majority of the votes cast must be in favor of the amendment for its adoption.

This amendment allows members an opportunity to propose bylaw amendments and to debate and amend amendments proposed by others. All members may vote by ballot rather than accepting the vote of the few who attend Biennial Conventions to determine the choice of amendments.

STANDING RULES OF THE LEAGUE

pertaining to the description, method of nomination/election/appointment, and duties of the standing committees and the special appointees of the League.

STANDING COMMITTEES

The standing committees of the League shall be Ethics, Finance and Budget, Governance, National Art, National Letters, National Music (Composition in Music and Dance), Outreach, and Publications.

Chairs of standing committees may serve two terms, which may or may not be consecutive, or until the Board of Directors elects a successor.

1. The Ethics Committee is the guardian body for the professional and personal conduct of collective and individual members of the League. It shall review and evaluate the Code of Ethics, approve as written, or recommend amendments, and publish the adopted document for the membership. It shall accept and consider all reports of violations of the League's standard of behavior. It shall act responsibly in discharging its duties as described in ARTICLE XI DISCIPLINE.

The Ethics Committee shall be chaired by a member who has served on the board and has been nominated by the president and elected by the board to the position of Ethics Chair. Members of the committee shall be from varying geographic regions, of varying lengths of membership and with different membership classifications. They shall be nominated and elected by the Board of Directors.

2. The Finance and Budget Committee, chaired by the National Treasurer, shall adhere to the regulations of these bylaws, the parliamentary authority set forth in ARTICLE XII and the regulations of the Financial Procedural Manual.

Committee membership includes those specified by the *Financial Procedural Manual* and additional members appointed by the President and approved by the Board of Directors.

The Finance and Budget Committee is responsible for monitoring the financial position and activities of the League which shall be reviewed and reported to the Board of Directors on a quarterly basis. At intervals it shall review the League's investment portfolio and policies with NLAPW's financial advisor. It shall review budget proposals presented by the Treasurer, the President, (and the Budget Chair, if a special appointee for Budget is appointed and approved), and shall approve/amend and recommend adoption of the budget by the Board of Directors at its June meeting.

It shall recommend an auditor to the Board for engagement. It shall promote transparency by ensuring that all reports prepared for the Board are complete and accurate. It shall publish reports to the membership.

3. The Governance Committee is the arm of the Board responsible for all governing documents of the League, its bylaws, standing rules, policies, and procedures. It shall keep all documents current and edit and publish them in the League's publications available to all members as well as the to Board of Directors, and to presidents of branches and state associations.

The Chair is responsible for the preservation of the bylaws and charter files to be kept in the archives. The Governance Committee shall provide a charter number for new branches. The Committee shall report the name and charter number to the Board of Directors for inclusion in the minutes.

The Governance Committee may write amendments and shall review all proposed amendments to the governing documents and adhere to the requirements of ARTICLE XIII.

The Governance Chair shall be nominated by the president and elected by the Board of Directors. Committee members may be appointed by the Chair.

4. The National Art Committee shall formulate policies and initiate, coordinate, and oversee, all activities pertaining to the classification of Art membership, projects, and programs. The Chair shall be nominated by the president for election by the Board of Directors. She shall be competent in her own medium and able to contribute to the viable functions of the League's Art classification. The Chair shall appoint Committee members.

Under the direction of the National Art Committee shall be a Credentials Officer to assess applications and approve applicants for Art Membership, and a chair for The Elizabeth Bentley Biennial Exhibiting Artists Fund (BEAF). The National Art Chair may appoint other sub-committees and their chairs and report them to the Board.

The Art Chair is responsible for establishing the categories and rules for biennial competitions and designating the awards, completing all arrangements for the National Art Exhibit, securing a gallery and biennial speakers, workshops/demonstrations in cooperation with the Biennial Convention Committee and the other national classification chairs.

The Committee shall establish other competitions, real or virtual, for Art members. It may coordinate programming with Letters/ Music classifications and cooperate with Outreach in partnering with other art organizations.

5. The National Letters Committee shall formulate policies and initiate, coordinate, and oversee, all activities pertaining to the classification of Letters membership, projects, and programs.

The National Letters Chair shall be nominated by the president and elected by the Board of Directors. The selected member shall be established in her profession and in communication with other professionals in her field. The Chair shall appoint Committee members.

The Chair shall appoint and direct a Credentials Officer to whom applications for Letters memberships shall be sent directly and who approves applicants for League membership under the Letters classification.

The Chair may establish sub committees and appoint their chairs.

The National Letters Chair works with the Biennial Convention Committee, and in conjunction with other classification chairs in the planning and execution of biennial events

such as securing workshop leaders and convention speakers, but is solely responsible for competitions and establishing and publicizing guidelines for entries, designating awards, and securing judges.

6. The National Music Committee establishes policies and initiates, coordinates, and oversees all activities of the League pertaining to composition in music and dance. In its classification it is responsible for membership, projects, and programs. The National Music Chair shall be nominated by the president and elected by the Board of Directors. The chair shall appoint committee members.

A Credentials Officer for receipt and assessment of applications for membership in music is appointed and works under the direction of the National Music Chair. She may coordinate with the Outreach Committee on programming with non-members, and with the Biennial Convention Committee. She has the responsibility for all Music related competitions and events of the biennial in cooperation with the Biennial Convention Chair.

7. The Outreach Committee spearheads activities focusing on our responsibility as a 501 (c)(3) organization to provide educational, creative and professional support to non-members in the disciplines of art, letters, and music. It assumes these duties in the District of Columbia from NLAPW's national headquarters, and recommends programs, provides procedures for submissions, and evaluation forms for outreach activities of branches and state associations.

The Chair is nominated by the President and elected by the Board of Directors. The members of the committee are appointed by the chair.

8. The Publications Committee oversees and evaluates all authorized publications according to established policies and procedures. The Committee may recommend changes in present publications or receive or originate proposals for new publications. The chair is selected for her professional experience in publishing and editing and is nominated by the president and elected by the Board of Directors. Members of the committee shall include a national vice president and a member from each of the National Committees of Art, Letters, and Music.

The Committee conducts a search for an editor, volunteer or paid, for each publication, receives applications, reviews credentials, and makes recommendations to the President for appointment and to the Board of Directors for approval. It shall annually review employed editors. It shall present a budget and request funding annually from the Finance and Budget Committee before June 1. It shall approve an Editorial Committee selected by the editor of each publication.

SPECIAL APPOINTEES

Special Appointees not in attendance at regular meetings of the Board of Directors are requested to present a progress report at the annual meeting of the Board of Directors each April, and at the Biennial Business Meeting of the membership. A written report, with 3 copies, and a summary for inclusion in the minutes and for publication shall be made available to the Recording Secretary at the time of their oral presentation.

1. The parliamentarian shall have a minimum status of Registered Parliamentarian, National Association of Parliamentarians, or Certified Member of the American Institute of Parliamentarians, and shall perform the duties of the parliamentarian as prescribed in the current edition of *Robert's Rules of Order Newly Revised*; advise all members of the board on parliamentary matters concerning the League, in particular the Standing Committees on Ethic and Governance, the Nominating Committee, the Election Committee, and other standing or special committees or appointees at their request; assist the president in preparing for the biennial business meeting and be present at all sessions to advise her upon request.

2. The chaplain shall offer the invocation at the opening of each meeting of the Board of Directors and at all sessions of the Biennial Convention; send letters of condolence to the branch upon the death of a member and the names of the deceased members for publication in *The Pen Woman*. In cooperation with the Biennial Convention Committee, she assumes responsibility for a memorial service as part of the programming for the biennial convention.

3. The Commemorative Endowment Chair shall record in a permanent book, contributions, contributors, and honorees. ARTICLE XIX describes the origin and purpose of the fund. She shall report annually to the Board of Directors, and biennially to the membership. She shall acknowledge in writing each contribution. She shall publish regularly notices about the history and function and the importance of contributions to the Commemorative Endowment Fund.

4. The Historian shall keep an account of the branch, state association, National Headquarters, and Presidential activities of the current term of office. This record, when approved by the Board of Directors, will be archived. She shall be appointed by the President, with approval of the Board of Directors, without limitation of term of office.

The Historian shall assemble, organize, and have bound the minutes and reports of the regular and special meetings of the Board of Directors and the biennial business meeting of the membership with all reports, audits, and related correspondence of the immediate-past administration, following the procedures in the League's Procedural Manual. She shall have bound *The Pen Woman* magazines of the administration immediately past. All bound volumes shall be placed in the hands of the Archivist.

5. The Librarian is the custodian of the League's collection of work in all media of its membership: books and multimedia materials written, edited, illustrated by members, or collections which include their work, or biographies of members; and electronic recordings of members' works, such as lectures, compositions of music and dance and choreographed movement and multimedia performances. She shall keep all work in the League's library organized and catalogued and available for perusal /research by members or by non-members by appointment. Each President shall appoint a Librarian, with approval of the Board of Directors, without limitation of term of office.

6. An Archivist shall be appointed by the President, subject to approval of the Board of Directors. The Archive Committee shall include the Governance Chair and the Historian.

7. A Public Relations chair who is a member knowledgeable in preparing press releases, and with secure skills in use of electronic media and open to communication with publications chair and editors and all members of the Board of Directors shall be appointed by the President, subject to approval of the Board of Directors.

submitted by the National Bylaws Committee:

Bettie Jane Owen Wooten, chair- Delta Branch

Myra Levick, Boca Raton Branch

Rosalind Lacy MacLennan, District of Columbia Branch

Barbara Nunes, Alexandria Branch

Frances Patton Statham, Atlanta Branch

Kathy Roper, Parliamentarian

Anna Di Bella, Editorial Advisor

approved by the National Executive Board, October 15, 2011 for publication to the membership and for their vote at the Biennial Business meeting.

*The Corresponding Secretary, the Historian, and the Librarian will have been elected before the vote is taken on these proposed amendments at the Biennial business meeting of the membership. Therefore they will serve for the 2012-2014 Administration as called for in the present bylaws. **All other proposed amendments approved by vote of the membership at the Biennial will take effect at the close of the Biennial.***