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**BYLAWS**  
**OF THE NATIONAL LEAGUE OF AMERICAN PEN WOMEN,**  
**INC.**  
Adopted by vote of the membership, April 20-21, 2006  
Amended April 2010  
Amended April 20-21, 2012  
Amended by mail vote of membership, March 2014  
Amended by mail vote of membership, March 2016

38 **BYLAWS OF THE**  
39 **NATIONAL LEAGUE OF AMERICAN PEN WOMEN, INC.**

40  
41 **ARTICLE I NAME**

42 The name of this corporation shall be the National League of American Pen  
43 Women, Inc., hereafter referred to as the League.

44  
45 **ARTICLE II OBJECT**

46 The object of the League, a not-for-profit 501(c)(3) corporation, is to encourage  
47 the production of creative work of professional standard in Art, Letters, and  
48 Music, and through outreach activities, provide educational, creative, and  
49 professional support to members and nonmembers in these disciplines.

50  
51 **ARTICLE III MEMBERSHIP**

52 The membership of the League shall consist of Active and Associate members  
53 who are engaged in creative work of professional standard, under one or more of  
54 the following classifications: Art, Letters, Music, and of students who  
55 demonstrate commitment to one of these disciplines.

56  
57 **Section 1. TYPES OF MEMBERSHIP**

- 58 A. Active membership may be acquired by a woman who is a citizen of the  
59 United States who:
- 60 1. meets the qualifications under a specific classification of Art, Letters, or  
61 Music, including payment for original work of professional standard;  
62
  - 63 2. has been approved by the Branch Membership Committee of the branch  
64 to which application is made;  
65
  - 66 3. has submitted credentials, dues, and processing fees with her application  
67 to a Credentials Officer of the League and approval has been granted.  
68
- 69 B. Associate Membership may be acquired by a woman with all the  
70 qualifications for Active Membership, except payment for original work need  
71 not have been received.
- 72 1. Associate Members have the rights of Active Members except they may  
73 not hold national office or the branch offices of president or vice president.  
74
  - 75 2. Change of status from Associate to Active membership shall require  
76 formal application with submission of the necessary credentials to a  
77 Credentials Officer of the League for approval.  
78

- 79 C. International Affiliate Membership may be acquired by a woman who is not a  
80 citizen of the United States. An International Affiliate Member may qualify  
81 as Active or Associate.
- 82 1. The Active International Affiliate Member has all the privileges of Active  
83 Membership within her branch, but may not hold national office.  
84
  - 85 2. The Associate International Affiliate Member may not hold national office  
86 of the branch offices of president or vice president.  
87
- 88 D. Membership-at-Large is open to members where there is no branch of the  
89 League or to members who cannot participate in branch activities but wish to  
90 maintain affiliation with the national organization.
- 91 1. Current branch members may transfer to Membership-at-Large.  
92
  - 93 2. Direct application for Member-at-Large may be made to a Credentials  
94 Officer of the League.  
95
  - 96 3. A Member-at-Large who is qualified for Active Membership may serve on  
97 the Board of Directors.  
98  
99
- 100 E. Honorary Membership
- 101 1. National Honorary Membership may be conferred:  
102 a. only by the Board of Directors upon recommendation of one of its  
103 members or a branch;  
104  
105 b. to an honoree who is not a member of the League, but who is eligible  
106 for Active Membership;  
107  
108 c. to no more than one honoree per classification at each biennium.  
109
  - 110 2. Branch Honorary Membership may be conferred on an Active Member  
111 only by the branch to which she belongs. Her national and state  
112 association dues shall be paid by the branch.  
113
- 114 F. National Life Membership may be granted to an Active Member by a one-  
115 time gift of \$2,500 (twenty-five hundred dollars) to the NLAPW General  
116 Fund. She shall continue to pay branch dues and state association dues where  
117 applicable.  
118
- 119 G. National Student Membership may be acquired by a woman who is currently  
120 enrolled in a college or university program and is applying herself in a  
121 category of one of the three classifications: Art, Letters, Music/Dance

122 Composition. Qualifications, responsibilities, and procedures are detailed in  
123 the Procedural Manual of the League.

124  
125 **Section 2. QUALIFICATIONS FOR MEMBERSHIP**

126 Applications for membership, with required credentials and fees, shall be  
127 submitted through a branch unless the applicant qualifies as a Member-at-Large  
128 as specified in Section 1, Paragraph D. Credentials required for all three  
129 classifications, of Art, Letters, and Music, shall be accompanied by  
130 documentation of original work as well as proof of payment or sale, or  
131 employment if created by salary. In addition to the three classifications, Art,  
132 Letters, and Music, professionals in allied fields who do not otherwise qualify  
133 under the specific classifications may become members. They shall be listed as  
134 Allied Professional, Art; Allied Professional, Letters; or Allied Professional,  
135 Music.

- 136 A. Art membership is open to professional visual artists including, but not  
137 limited to, those listed below.
- 138 1. A painter, photographer, sculptor, craftsman, graphic artist shall show  
139 proof that her work has been selected by a qualified jury in at last 3 (three)  
140 exhibitions. This requirement may be waived by the Board of Directors  
141 for applicants who have received outstanding recognition in their  
142 professional field. Proof of publication in books or national magazines as  
143 creative fine art photography may be presented by a photographer.  
144
  - 145 2. An architect, cartoonist, designer, interior designer, illustrator, visual  
146 technologist shall show proof of work with firms or publication of work.  
147 An applicant salaried for her work shall submit proof to substantiate  
148 professional status and proof of payment.  
149
- 150 B. Letters membership is open to professional writers including, but not limited  
151 to, those listed below. Three samples of work shall be sent with the  
152 application. Only one credential is required if submission is a book.
- 153 1. Authors, coauthors, compilers, editors, poets, dramatists. All books,  
154 including anthologies or collections, shall show an ISBN, a royalty  
155 contract or letter from the publisher or authorization of book sales at an  
156 accredited bookstore.  
157
  - 158 2. Poets shall submit proof of publication in literary periodicals as accredited  
159 by such publications as *Writer's Market* or *Poet's Market*, or regional  
160 publications of like quality. Proof of payment in copies will be acceptable.  
161 Cash prizes or awards by incorporated professional arts organizations will  
162 be considered as payment if the poem is published or there is a  
163 commitment for publication.

- 164  
165 3. Lecturers shall submit scripts, recordings, or other forms of literary  
166 credentials of original creative work with proof of payment.  
167 4. Dramatists shall submit 3 (three) scripts or video recordings (digital  
168 included) with proof of payment or public performance by professional  
169 actors.  
170
- 171 C. Music (Composition in Music and Dance) membership is open to composers,  
172 lyricists, arrangers, producers, engineers, choreographers, and drill writers.  
173 1. A composer shall submit 3 (three) original published or unpublished  
174 compositions, one of which has been commercially published or given  
175 public performance in the following formats, supported by either full  
176 scores or CDs, recordings, or videos.  
177 a. Composers of (a) traditional, with classical notation; (b) non-traditional  
178 composition with lead sheet and chord symbols; (c) electronic music.  
179 b. Song lyricists, with proof of credit, agreement or payment by  
180 composers.  
181 c. Music arrangers, studio producers, engineers, with proof of credit, and  
182 supported by recordings, CDs, videos.  
183 d. Choreographers shall submit recordings by notation by currently  
184 accepted systems, film, video tapes, or digital recordings of 3 (three)  
185 works choreographed and sold or performed with verification of  
186 public performance of professional significance.  
187 e. Drill writers shall submit copies of 3 (three) custom created  
188 choreographed complete drum and bugle corps or marching band  
189 shows of at least 7 (seven) minutes in length each, including all the  
190 flow charts created for specific music, and proof of payment for these  
191 creations. The applicable music (published or manuscript, and not  
192 necessarily the creation of the drill writer) should accompany the  
193 submissions. The applicant must also include a video/DVD of the  
194 performance of at least one of the finished products.  
195
- 196 2. Salaried composers or arrangers shall show proof of payment.  
197
- 198 3. The applicant submitting an arrangement shall send a copy of the original  
199 and the composer's permission if the composition is not in the public  
200 domain.  
201
- 202 D. Addendum to Classifications: Allied Professionals Admission shall be by  
203 application to the Credentials Officer of the specific classification. Verification  
204 of the applicant's position and evidence of her work must be provided.  
205 Payment for work may be by methods such as, but not limited to, publication,  
206 salary, contract, or commission. A member admitted under D of Article III,

207 Section 2 is admitted with all privileges of membership EXCEPT that of  
208 entering national competitions limited to Active and Associate members.

- 209 1. Allied Professional, Art. Membership is open to professionals in allied art  
210 fields such as gallery or museum curators who create exhibitions of work  
211 by an artist or group of artists, video and film producers and directors.  
212
- 213 2. Allied Professional, Letters. Membership is open to professionals in allied  
214 fields such as, but not limited to, directors of theatre productions,  
215 television directors or producers, and film directors.  
216
- 217 3. Allied Professional, Music. Membership is open to professionals in allied  
218 music fields such as, but not limited to, conductors, music producers, and  
219 dance directors engaged in production and performance of works created  
220 by composers and choreographers.  
221

### 222 **Section 3. APPEALS**

223 The decision of the Credentials Officer for admission of applicant is final;  
224 however, appeal may be made to the specific classification chair, and if needed,  
225 to the Board of Directors.  
226

### 227 **Section 4. ANNUAL DUES, PROCESSING FEES, AND FISCAL YEAR**

- 228 A. Annual dues to national are payable from branch treasurers, or directly  
229 from Members-at-Large, between May 1 – May 15. Dues and processing  
230 fees shall be set by the Board of Directors upon recommendation of the  
231 Finance and Budget Committee in June of the even year. The amount is to  
232 remain the same for two years of each administration.  
233

- 234 B. The fiscal year of the League is May 1 through April 30.  
235

### 236 **Section 5. TRANSFER OF MEMBERSHIP**

237 A member in good standing whose dues are paid for the current year may apply  
238 for a transfer to another branch. A transfer form signed by the treasurer of the  
239 member's branch and by the treasurer of the receiving branch shall be sent to the  
240 League headquarters. No adjustment of branch or national dues shall be made  
241 for the current year in the transfer from one branch to another or to Membership-  
242 at-Large or from Membership-at-Large to a branch. A processing fee shall be sent  
243 to national.  
244

### 245 **Section 6. CHANGE OF STATUS AND ADDED CLASSIFICATION**

246 A member may change from Associate to Active Membership or qualify in an  
247 additional classification by submitting her application, the required credentials,  
248 and a processing fee to her branch membership chair.  
249

### 250 **Section 7. RESIGNATIONS, FAILURE TO RENEW, REINSTATEMENT**

251 A. Resignation and Reinstatement  
252 1. A branch member may resign by notifying the branch treasurer. A  
253 Member-at-Large may resign by notifying national. Application to restore  
254 membership must be made within 5 (five) years accompanied by current  
255 dues plus a reinstatement fee.

256  
257 B. Failure to Renew and Reinstatement  
258 1. A member whose dues are not paid by July 1 shall be notified that her  
259 name is being removed from membership for nonpayment of dues.  
260 Application to restore membership must be made within 2 (two) years of  
261 notification, with payment of all past dues plus a reinstatement fee.  
262

## 263 **ARTICLE IV COMPONENTS OF THE LEAGUE**

264 The League shall consist of branches and state associations.  
265

### 266 **Section 1. BRANCHES**

#### 267 A. Formation

- 268 1. A branch may be formed by 5 (five) or more Active Members. The number  
269 of members in a branch or the number of branches in a state shall not be  
270 limited. Local residence is not a requirement for membership in a branch.  
271  
272 2. Any member of the League may organize a branch upon notification of  
273 national and the state president of the state in which the new branch will  
274 be located. Instructions will be provided by national.  
275  
276 3. Each branch shall be chartered and designated as "The \_\_\_\_\_  
277 branch of the National League of American Pen Women, Inc." No two  
278 branches may have the same name.  
279  
280 4. A charter for a new branch shall be issued when officers have been elected  
281 and instructed of their obligations to abide by the bylaws of the League  
282 and the requirements of a 501(c)(3) organization.  
283

#### 284 B. Structure and Function

- 285 1. The officers of a branch shall be a president, a recording secretary, a  
286 treasurer, and other officers as desired.  
287  
288 2. Each branch may adopt standing rules for its governance.  
289  
290 3. The branch treasurer shall  
291 a. collect dues for national, the branch, and the state organization, if  
292 required, by May 1.  
293 b. send national dues for each member and each branch Honorary  
294 Member to national headquarters by May 15, but not before May 1,

- 295 with the membership printout provided by national, indicating  
296 changes of addresses of current members, names of members who  
297 have resigned, and those whose dues are delinquent.
- 298 c. notify a branch member whose dues are delinquent that her name will  
299 be removed from the membership roster on July 1, and that her current  
300 dues plus a late fee of \$15 (fifteen dollars) shall be paid for  
301 reinstatement.
  - 302 d. provide the names and addresses of the branch president, recording  
303 secretary, and treasurer to national headquarters with dues payment.
  - 304 e. notify national headquarters of the deaths and changes of addresses of  
305 branch members as they occur.
  - 306 f. maintain separate financial records for nonmember participants in  
307 branch activities. A 501(c)(3) status allows no intermingling of funds.

308

### 309 C. Dissolution

- 310 1. Notice shall be given to each member of the branch when a vote for  
311 disbanding is to be taken.
- 312
- 313 2. A 2/3 (two-thirds) vote of the membership at a regular or special meeting  
314 is required for disbanding. However, a branch may not disband if there  
315 are at least 5 (five) Active Members willing to continue the functions of the  
316 branch in accord with the national bylaws.
- 317
- 318 3. When it has been determined that a branch will disband, it shall  
319 a. advise all members that they may transfer to another branch, become  
320 Members-at-Large, or resign in good standing;  
321 b. settle all obligations;  
322 c. sent to national headquarters:  
323 (1) its charter;  
324 (2) the closing financial bank statement and financial records for the  
325 past 3 (three) years;  
326 (3) a certified check for funds remaining in the treasury, in compliance  
327 with the League's obligation to the IRS.
- 328
- 329 4. If the branch is reactivated within 3 (three) years, its charter shall be  
330 returned.

331

## 332 Section 2. STATE ASSOCIATIONS

### 333 A. Organization

- 334 1. A state association may be organized by a majority vote of all the branches  
335 of the state.
- 336
- 337 2. Every branch in the state shall be a member of the state association and  
338 shall abide by the state association bylaws.

339

340 B. Officers

- 341 1. The state association shall elect officers necessary for its operation.  
342  
343 2. The president of a newly organized state association shall notify the  
344 national headquarters of its officers and its appointed chairs for Arts,  
345 Letters, and Music.  
346  
347 3. The outgoing president shall send names of new officers and new chairs  
348 of Art, Letters, and Music to national headquarters immediately following  
349 their election or appointment.

350

351 C. Bylaws of a state association shall

- 352 1. be approved by the national Governance chair;  
353  
354 2. not conflict with the League's bylaws;  
355  
356 3. be reviewed after adoption of a national bylaws amendment and be  
357 amended by the state association without review by national.  
358

359

359 D. Dissolution

- 360 A state association shall dissolve upon a majority vote of its member  
361 branches. When dissolution occurs, it shall:  
362 1. settle all obligations;  
363 2. send to national headquarters  
364 a. its charter;  
365 b. the closing financial bank statement and financial reports for the  
366 past 3 (three) years;  
367 c. a certified check for funds remaining in the treasury, in compliance  
368 with the League's obligation to the IRS;  
369 d. have its charter returned if reactivated within 3 (three) years.  
370

371

371 E. A state association or a member branch may petition the Board of Directors  
372 for resolution of conflicts within the state association.  
373

373

374 **ARTICLE V OFFICERS AND ELECTIONS**

375

376 **Section 1. ELECTED OFFICERS**

377 The elected officers of the League shall be a president, a first, second, third,  
378 fourth, and fifth vice president, a recording secretary, and a treasurer, who shall  
379 all be elected by mail or electronic ballot. The Ethics Chair, who is not a voting  
380 board member, shall be elected on the same ballot.

381

382 **Section 2. NOMINATIONS**

- 383 A. Nominating Committee
- 384 1. A Nominating Committee of 5 (five) members and 2 (two) alternates shall
- 385 be nominated from the floor by members of the Board of Directors at the
- 386 October meeting in even-numbered years. The consent of the nominee
- 387 must be given. The Board of Directors shall elect a chair from among the 5
- 388 (five) members of the committee.
- 389
- 390 2. The duty of the committee is to select nominees for the elective officers of
- 391 the Board of Directors. Applications shall be submitted by individual
- 392 candidates, by certified mail, postmarked between September 1 and
- 393 October 1 in odd-numbered years, addressed to the nominations chair at
- 394 national headquarters. Applications from members contacted or solicited
- 395 by the Nominating Committee may be sent as directed by the Nominating
- 396 Committee Chair. Nominees must have consented. Only the Nominating
- 397 Committee can place names on the slate. The slate shall be selected and
- 398 sent to the Elections Committee for preparation of the ballot.
- 399
- 400 3. The chair shall follow procedures in these bylaws, the Standing Rules, and
- 401 the *Procedural Manual*, to:
- 402 a. submit application blank and instructions for applying for nomination
- 403 to *The Pen Woman* and the League website;
- 404 b. meet with all members of the Nominating Committee to review
- 405 applicants' qualifications and to select nominees;
- 406 c. transmit biographical information and photographs of selected
- 407 nominees to *The Pen Woman* magazine.
- 408 d. transmit names of nominees and office for which each is running to the
- 409 Election Committee for preparation of the ballot.
- 410
- 411 B. Nominee Qualifications
- 412 1. Nominees for the offices of national president and first vice president shall
- 413 have been Active Members in good standing (dues current and no
- 414 disciplinary charges pending) for the past 5 (five) years and have served
- 415 on the Board of Directors in elected offices for 2 (two) terms.
- 416
- 417 2. Nominees for other national officers shall have been Active Members in
- 418 good standing (dues current and no disciplinary charges pending) for 3
- 419 (three) years.
- 420
- 421 3. Qualifications for applicants shall be assessed by the Nominating
- 422 Committee on the basis of information submitted by the applicant, the
- 423 duties of the office as stated in the bylaws, and interviews with the
- 424 applicant or her colleagues.
- 425

426 **Section 3. ELECTIONS**

427 A. National officers shall be elected by mail ballot in even-numbered years.  
428 Ballots shall be returned to national headquarters by March 15, as directed by  
429 the Election Committee and printed on the ballot. A majority of votes  
430 received shall elect a candidate.

431

432 B. Election Committee

433 1. An Election Committee of a chair, 4 (four) members, and 2 (two) alternates  
434 shall be appointed by the President, with the approval of the Board of  
435 Directors at the April meeting of odd-numbered years.

436

437 2. The duty of the Committee is to plan and conduct the election of national  
438 officers. It shall publish the slate of candidates selected by the nominating  
439 committee and list write-in candidates by name and desired position only,  
440 who have applied directly to the Election Committee. The committee shall  
441 follow the *Procedural Manual* of the League and the Parliamentary  
442 Authority specified in ARTICLE XIII.

443

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

446

#### 447 **Section 4. TERM AND VACANCIES**

448 A. Term

449 1. The term of office for the national president and vice presidents shall be 2  
450 (two) years or until a successor is elected. They may serve in the same  
451 office no more than 2 (two) elective terms that may or may not be  
452 consecutive.

453

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

457

458 3. National officers shall assume their duties at the close of the Biennial  
459 Convention.

460

461 4. The retiring president and treasurer shall finalize all administrative  
462 responsibilities by the close of the fiscal year.

463

464 B. A national elected officer who does not fulfill assigned responsibilities may  
465 be relieved of her office by a 2/3 (two-thirds) vote of the Board of Directors.

466

467 C. In the event of the president's inability to serve, the office shall be filled by  
468 the first vice president. Vice presidents shall fill a vacancy in the office above.

469

470 D. A vacancy in any elected office other than that of the president, the first,  
471 second, third, and fourth vice presidents shall be filled by presidential  
472 appointment, with the approval of the Board of Directors.  
473

#### 474 **Section 5. DUTIES OF OFFICERS**

475 The duties of the elected officers shall be listed in these bylaws or as applicable to  
476 the office as prescribed by the parliamentary authority named in ARTICLE XIII.  
477 The president, first vice president, recording secretary, and treasurer shall be  
478 bonded.  
479

480 A. The president shall:

- 481 1. preside at meetings of the Board of Directors, at the Biennial Convention,  
482 and at all meetings of the membership of the League.  
483
- 484 2. appoint and nominate:
  - 485 a. nominate for election by the Board the Chairs of the national standing  
486 committees: Governance, Membership Development, National Arts,  
487 National Letters, National Music (composition in music and dance),  
488 Outreach, and Publications. Each committee chair shall appoint  
489 members to her committee.
  - 490 b. appoint as Special Appointees, a Parliamentarian, a Chaplain, a chair  
491 of the Commemorative Endowment Fund, and others to include, but  
492 not be limited to, an historian, a librarian, a public relations chair, and  
493 an archivist;
  - 494 c. appoint members of the Budget and Finance Committee;
  - 495 d. appoint an election chair, 4 (four) election committee members and 2  
496 (two) alternates;
  - 497 e. appoint a chair for the Biennial Convention. Create other Special  
498 Committees and appoint their chairs;
  - 499 f. submit all appointments to the Board of Directors for approval;
  - 500 g. preside over nomination and election by the Board of Directors of not  
501 fewer than 4 (four) nor more than 6 (six) members of the Ethics Board;  
502 and
  - 503 h. serve as ex-officio a member of all committees of the League except the  
504 Nominating and Election Committees.  
505
- 506 3. formulate guidelines for the League and aims to be achieved during her  
507 term of office, and present them for approval at the first meeting of the  
508 Board of Directors, following her installation;  
509
- 510 4. fill vacancies on the Board of Directors by appointment, with Board of  
511 Directors approval for positions not provided for in these bylaws;  
512

- 513 5. at each Board of Directors meeting, appoint a Minutes Approval  
514 Committee of 3 (three) members of the Board of Directors who shall read  
515 and approve the minutes before they may be sent to all voting members of  
516 the Board of Directors;  
517
- 518 6. sign all contracts for the League with the recording secretary, subject to  
519 approval by the Board of Directors;  
520
- 521 7. sign all checks with the treasurer;  
522
- 523 8. sign all official letters written on League stationery when the subject of the  
524 letter is an appeal for funds for League projects which have been  
525 approved by the Board of Directors;  
526
- 527 9. leave all furnishings and equipment at headquarters with a written  
528 inventory;  
529
- 530 10. employ office secretaries and other staff within the amount budgeted.  
531
- 532 11. employ an independent accountant and an in-house bookkeeper within  
533 the budgeted amount; and
- 534 12. when necessary, conduct a telephone or email vote of Board of Directors  
535 members, votes verified by a signed statement to the recording secretary  
536 who shall record the votes in the minutes of the next Board of Directors  
537 meeting.  
538
- 539 B. The first vice president shall
- 540 1. preside in the absence of the president and perform the duties of the  
541 president in her absence or inability to serve;  
542
- 543 2. perform other duties assigned by the president.  
544
- 545 C. The second, third, fourth, and fifth vice presidents shall
- 546 1. preside in the absence of the president and first vice president in order of  
547 sequence;  
548
- 549 2. be assigned a membership in a standing committee or the chair of a  
550 special or subcommittee at the discretion of the president;  
551
- 552 3. perform other duties assigned by the president.  
553
- 554 D. The recording secretary shall
- 555 1. record the minutes of each meeting of the Board of Directors, the business  
556 meeting of the Biennial Convention, and special meetings;

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2. file at national headquarters the original signed copy of the minutes of the Board of Directors, with reports and motion forms; minutes of the business meeting of the Biennial Convention with all Biennial reports, and minutes of special meetings of the Board of Directors;
3. send a copy of the minutes, approved by the 3 (three) members appointed by the president to Board of Directors members within 30 (thirty) days of the meeting;
4. sign, with the president, contracts for the League;
5. record in the minutes of the next meeting of the Board of Directors the written, signed verification of all telephone and electronic votes;
6. send each annual audit to *The Pen Woman* magazine after approval of the Board of Directors; and
7. perform other duties assigned by the president.

E. The treasurer shall:

1. sign checks with the president;
2. review the financial report prepared by the accountant/bookkeeper and present it at each Board of Directors meeting and the Biennial Convention;
3. chair the Standing Committee on Finance and Budget;
4. oversee the maintenance of appropriate ledgers, financial files, and records consistent with the fiscal needs of the League and current business practices;
5. close the financial accounts on the last day of each fiscal year and present such accounts to an independent auditor for annual audit;
6. retire from the active office files the financial records as prescribed by the records retention schedule and present them to the Archives chair for disposition; and
7. perform other duties assigned by the president.

## **ARTICLE VI THE BOARD OF DIRECTORS**

### **Section 1. STRUCTURE**

601 The voting members of the Board of Directors shall be the national elected  
602 officers and the chairs of standing committees.

603

604 **Section 2. RESPONSIBILITIES**

605 The management and control of the business, funds, and property of the League  
606 shall be vested in the Board of Directors.

607

608 A. The Board of Directors shall:

- 609 1. approve an independent certified auditor who shall audit the financial  
610 records of the League annually at the close of the fiscal year, the audit to  
611 be completed by the end of the following first quarter;
- 612
- 613 2. approve the president's employment of an independent accountant and  
614 an in-house bookkeeper who shall
  - 615 a. serve under the direction of the president;
  - 616 b. record the League's income and expenditures;
  - 617 c. transmit copies of these records on a monthly basis to the president  
618 and treasurer;
- 619
- 620 3. approve fundraising projects or activities for designated awards;
- 621
- 622 4. approve establishment of bank accounts for the Biennial Convention with  
623 signatures of the chair of the event for which the account is established  
624 and of the national treasurer. The accounting and funds shall be submitted  
625 to the treasurer of the League by the end of the fiscal year; and
- 626
- 627 5. budget expense money for setting up Biennial contests in each  
628 classification of Art, Letters, and Music.

629

630 B. The approval of the Board of Directors is required for Presidential Committee  
631 appointments as indicated in these bylaws.

632

633 C. The business of the League shall be conducted from its national headquarters,  
634 the Pen Arts Building.

635

636 D. The Pen Arts Building shall not be sold or otherwise disposed of except by a  
637 2/3 (two-thirds) affirmative vote of the Board of Directors, followed by a 2/3  
638 (two-thirds) affirmative vote of the members.

639

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

643

644 F. The outgoing Board of Directors shall leave in the treasury a sum equal to the  
645 obligations justified with bills and invoices, for which the Board of Directors  
646 is responsible, except for major repairs and improvements to the  
647 headquarters building requiring a long-term payment, for which the costs  
648 may be amortized.

649

### 650 **Section 3. MEETINGS**

651 A. The Board of Directors shall meet quarterly in April, June, October, and  
652 January, unless it orders otherwise. The dates and whether the meeting is to  
653 be held onsite or electronically shall be determined by majority vote at the  
654 first meeting of the administration. Members are expected to attend the first  
655 annual meeting of the administration and at least 3 (three) other regular  
656 meetings during their two-year tenure.

657

658 In lieu of meeting onsite, meetings may be held by any form of  
659 communication that enables dialogue, debate, the amending and voting on  
660 motions, and the reports of officers and committees. Electronic means may  
661 include, but shall not be limited to Skype, WebEx, and Telecom. Electronic  
662 meetings may be held for the January and June meetings. At onsite meetings  
663 only members physically present may vote.

664

665 B. The April meeting of the Board of Directors shall be designated as the annual  
666 meeting in odd-numbered years. In even-numbered years the annual meeting  
667 shall be just prior to the Biennial Convention. The newly elected officers and  
668 nominees for appointed positions on the Board of Directors shall meet  
669 immediately after the close of the Biennial Convention. Newly elected  
670 officers, the nominees for Standing Committee Chairs, and appointed  
671 positions to the Board shall be required to attend a Board Orientation.

672

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

679

680 D. Board members shall submit a written report, with 3 (three) copies to the  
681 recording secretary, prior to each meeting of the Board of Directors with a  
682 written summary that will be included in the minutes and published to the  
683 membership.

684

685 E. Special meetings of the Board of Directors shall be called by the national  
686 president, or upon written request of 3 (three) or more members of the Board

687 of Directors, or upon written request of a branch president and 2 (two) other  
688 members of 15 (fifteen) or more branches.

689

690 F. A total of 9 (nine) members, at least 5 (five) of whom shall be elected, shall  
691 constitute a quorum for the transaction of business at all regular and special  
692 meetings of the Board of Directors. Members connected electronically to  
693 onsite meetings shall not be counted on the quorum count.

694

## 695 **ARTICLE VII MEETINGS OF THE LEAGUE**

696

### 697 **Section 1. BIENNIAL CONVENTION**

698 A. The League shall hold a Biennial Convention in March or April of the even-  
699 numbered years, unless it is agreed by a 2/3 (two-thirds) vote of the Board of  
700 Directors that a justifiable reason exists for cancellation of the convention. The  
701 Biennial Convention shall take place in a city where a branch has extended an  
702 invitation and has agreed to host the Biennial.

703

704 1. Invitations from state associations and branches for hosting the  
705 conventions shall be received and locations determined by the Board of  
706 Directors.

707

708 2. A fund of no less than \$1000 (one thousand dollars) nor more than \$2000  
709 (two thousand dollars) shall be made available for advance reservations  
710 and shall be refunded to the League from registrations of the convention.

711

712 B. The voting body of the Biennial Convention shall consist of all members of  
713 the League in good standing (dues current, no disciplinary charges pending)  
714 registered and approved by the Biennial Convention credential personnel.  
715 This included Active, Associate, International Affiliate, Members-at-Large,  
716 and Life Members. Honorary Members may attend the Biennial Convention  
717 with the privilege of debate but not of making motions or voting.

718

### 719 **Section 2. SPECIAL MEETINGS**

720 A. The Board of Directors shall call a special meeting of the League upon written  
721 request from 2/3 (two-thirds) of the branches.

722

723 B. That 45 (forty-five) days notice of the date, place, and business shall be given  
724 to the membership. Only the business stated in the call may be transacted.

725

### 726 **Section 3. QUORUM**

727 A majority of the voting members present at a Biennial Convention or special  
728 meeting of the League shall constitute a quorum for the transaction of business.

729

## 730 **ARTICLE VIII COMMITTEES AND APPOINTEES**

731

732 **Section 1. STANDING COMMITTEES**

733 A. The standing committees of the League shall be Finance and Budget,  
734 Governance, Membership Development, National Art, National Letters,  
735 National Music (Composition in Music and Dance), Outreach, and  
736 Publications. Chairs of standing committees serve by appointment of the  
737 President of the League, and for as long as she deems appropriate. Standing  
738 Committee particulars are detailed in the Standing Rules, which are attached  
739 to each copy of the League's Bylaws.

740

741 B. The Ethics chair, an elected non-voting position, shall appoint 4 (four)  
742 additional committee members, who shall be approved by the Board of  
743 Directors.

744

745 **Section 2. SPECIAL APPOINTEES**

746 A. NAMED

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

751

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

760

761 B. DESCRIBED

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

765

766 **ARTICLE IX LONG-RANGE DESIGNATED FUNDS**

767

768 **Section 1. RECEIVING AND DISBURSING FUNDS**

769 A. The League

770 1. may accept contributions;

771

772 2. shall establish only those long-range awards, scholarships, and grants,  
773 and special purpose activities which can be administered at the national  
774 level;

775

776 3. shall use the income earned by the long-range designated funds only for  
777 the established purpose.

778

779 B. Contributions to funds shall be sent to the national treasurer who, with the  
780 League president as cosigner, shall invest the funds in appropriate interest-  
781 bearing securities, and make disbursements in accordance with the bylaws  
782 and Board of Directors' instructions.

783

784 1. Contributions are irrevocable.

785

786 2. The national treasurer shall present a financial statement at each annual  
787 meeting of the Board of Directors and Biennial Convention, covering  
788 contributions and contributors, income, and disbursements.

789

## 790 **Section 2. CONTRIBUTIONS**

791 The League may not accept a contribution for which administrative costs would  
792 exceed projected benefits, not one designated for awards for which the interest  
793 only would be awarded. The Board of Directors reserves the right to reject any  
794 contribution at its discretion.

795

796 A. A one-time restricted purpose contribution may be accepted by the League  
797 and be acted upon by the Board of Directors of that administration.

798

799 B. A voluntary contribution to a long-range purpose fund shall state the  
800 purpose intended. In the case of a voluntary contribution made without a  
801 designated purpose, the Board of Directors shall determine the purpose.

802

## 803 **Section 3. COMMEMORATIVE ENDOWMENT FUND**

804 This fund was founded in the 1970-72 administration to honor persons living or  
805 deceased as well as memorable events.

806

807 A. Income earned from the principal of the sum of \$100,000 (one hundred  
808 thousand dollars) and all monies donated above this sum may be used for  
809 maintenance and renovation of the Pen Arts Building and its contents.

810

811 B. If the Pen Arts Building is sold or ceases to exist, no monies from this fund  
812 shall be expended until a new headquarters for the League is established.

813

## 814 **Section 4. NAMED HONOR AND MEMORIAL AWARDS**

815 Named honor or memorial awards shall be awarded according to established  
816 requirement, guidelines, and tenets of the donor as listed in the Standing Rules.

817

## 818 **Section 5. NATIONAL SCHOLARSHIPS AND GRANTS**

819 These awards shall be established for the purpose of promoting professionalism  
820 in Art, Letters, and Music by encouraging talented women to pursue further  
821 education or other goals which affect their creative efforts, and shall be awarded  
822 in accordance with established requirements.

823

824 A. THE SHIRLEY HOLDEN HELBERG GRANTS FOR MATURE WOMEN  
825 (named by resolution of the membership at the 2006 Biennial Convention).  
826 Recipients of scholarships and grants for women 35 (thirty-five) years of age  
827 and older who are not now or have ever been a member of the League, nor  
828 members of the immediate family of a League member, shall be selected  
829 according to the rules and guidelines established by the Scholarship and  
830 Grants Committee and approved by the Board of Directors.

831

832 B. THE HELEN TRUEHEART COX ART SCHOLARSHIP FOR A NATIVE  
833 AMERICAN. June 17, 1994, \$8000 (eight thousand dollars). This sum is to be  
834 put in a restricted fund, with only the accrued interest withdrawn every 2  
835 (two) years for the use of a scholarship in art, and to be given to a Native  
836 American girl who is talented but lacks financial resources to further her  
837 education. If there is no recipient in any Biennial, the interested shall be  
838 added to the Commemorative Endowment Fund.

839

## 840 **ARTICLE X INSIGNIA AND SEAL**

841

### 842 **Section 1. THE INSIGNIA**

843 A. The insignia of the League shall be an owl within a triangle of a red pen, a  
844 blue pencil, and a white brush upon which is printed NLAPW.

845

846 B. The insignia may be worn by Active Members.

847

848 C. Members may use the initials NLAPW after their signature on Art, Letters,  
849 and Music.

850

851 D. No part of, or form of the name or insignia of the League shall be used on, in,  
852 or as a part of personal belongings or household articles, except those sold by  
853 the League.

854

855 E. The League grants to each branch, but not to individual members, the right to  
856 prepare, distribute, or sell to members only, letterheads and stationary  
857 bearing the insignia.

858

### 859 **Section 2. THE SEAL**

860 The seal shall include the insignia, name, and date of incorporation of the  
861 League.

862

863 **ARTICLE XI ETHICS BOARD**

864  
865 The Ethics Board shall be the guardian body for the professional and personal  
866 conduct of collective and individual members of the League.

867  
868 **A. STRUCTURE**

- 869 1. The Ethics Board shall be made up of 5 (five) members plus a first and  
870 second alternate, the Chair to be nominated and elected as defined in  
871 ARTICLE V NOMINATIONS AND ELECTIONS.

872  
873 **B. RESPONSIBILITIES**

- 874 1. It shall review and evaluate the Code of Ethics, approve as written, or  
875 recommend amendments, and publish the adopted document for the  
876 membership.  
877  
878 2. It shall accept and consider all reports of violations of the League's  
879 standard of behavior.  
880  
881 3. It shall act responsibly in discharging its duties as described in ARTICLE  
882 XII DISCIPLINE.

883  
884 **ARTICLE XII DISCIPLINE**

885  
886 **Section 1. CHARGES**

- 887 **A.** Charges against a member shall be filed with the Ethics Board Chair:  
888 1. by a member who provides in writing authoritative permission signed by  
889 the majority of the executive committee of her branch; or  
890  
891 2. by 3 (three) voting members of a state association; or  
892  
893 3. by 3 (three) members of the Board of Directors.  
894  
895 **B.** The charges may be  
896 1. violations of the Code of Ethics of the League; or  
897  
898 2. of professional dishonesty, working against the interest of the League, or  
899 injuring the professional standing of a member; or  
900  
901 3. based on dereliction of duty or misconduct in office.

902  
903 **Section 2. ETHICS BOARD JURISDICTION AND PROCEDURE**

904 The Ethics board shall  
905

- 906 A. investigate the charges. Investigation may include conducting interviews  
907 with the member(s) bringing charges, and/or the member being charged.  
908  
909 B. notify the member being charged that failure to respond does not abrogate  
910 the charges.  
911  
912 C. seek to resolve differences.  
913  
914 D. upon a majority ballot vote:  
915 1. dismiss charges for insufficient evidence or lack of just cause;  
916  
917 2. reprimand the member for unprofessional or unethical behavior;  
918  
919 3. refer charges, documents, and recommendations to the Board of Directors  
920 if, by majority ballot vote, the committee determines that the charges  
921 warrant removal from office, reprimand, suspension, or expulsion.  
922  
923 E. act as “managers” or secure qualified members or nonmembers for this role,  
924 at a regular meeting or a special executive session of the Board of Directors  
925 called to hear charges against a member and her defense.  
926

927 **Section 3. ACTION REQUIRED OF THE BOARD OF DIRECTORS**

928 Upon review of the charges, findings, and recommendations of the Ethics Board,  
929 the Board of Directors shall

- 930  
931 A. upon a majority ballot vote:  
932 1. dismiss charges for insufficient evidence or lack of just cause;  
933 2. reprimand the member for unprofessional or unethical behavior.  
934  
935 B. upon a 2/3 (two-thirds) ballot vote, proceed with considerations, in which  
936 case, the member shall  
937 1. have the privilege of being present at a regular or special meeting of the  
938 Board of Directors at which charges shall be heard and considered, or of  
939 submitting her defense in writing;  
940  
941 2. be notified of the meeting and of the charges being brought by certified  
942 mail with return receipt requested, notification to be postmarked at least 4  
943 (four) weeks prior to the specified date;  
944  
945 3. be advised that her rights as a member of the National League of  
946 American Pen Women, except those related to the hearing, are suspended  
947 pending disposition of the case.  
948

949 **Section 4. REMOVAL FROM OFFICE, SUSPENSION, OR EXPULSION**

950 A. A member, regardless of type of membership, may be removed from her  
951 branch, state, or national office or suspended from the League by a 2/3 (two-  
952 thirds) ballot vote of the Board of Directors, the duration of suspension to be  
953 determined by the Board of Directors. The member loses all privileges of  
954 membership during the time of her suspension.

955

956 B. A member, regardless of type of membership, may be expelled by a 3/4  
957 (three-fourth) ballot vote of the Board of Directors. A member who has been  
958 expelled is permanently barred from membership in the League.

959

## 960 **ARTICLE XIII PARLIAMENTARY AUTHORITY**

961

962 In cases not provided for in these bylaws, the Standing Rules, the *Procedural*  
963 *Manual*, the *Financial Procedural Manual*, the current edition of *Robert's Rules of*  
964 *Order Newly Revised* shall govern the proceedings of the League.

965

## 966 **ARTICLE XIV AMENDMENTS**

967

### 968 **Section 1. PROPOSALS**

969 Any active member has the privilege of proposing amendments to the Bylaws by  
970 obtaining the endorsement

971

972 A. of 15 (fifteen) branches or

973

974 B. a majority vote of the Board of Directors at its annual meeting (April of the  
975 odd year).

976

977 Proposed amendments shall be sent to the Governance Committee by April 1  
978 (odd year).

979

### 980 **Section 2. PUBLICATIONS AND BRANCH DEBATES**

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

987

### 988 **Section 3. VOTE OF THE MEMBERS**

989 Proposed amendments shall appear on the ballot for the election of officers,  
990 which is sent to the membership. 2/3 (two-thirds) of the votes cast must be in  
991 favor of the amendment for adoption.

992

## 993 **ARTICLE XV DISSOLUTION**

994

995 **Section 1. Instigation and Procedure**

996 In the event a dissolution of the League becomes necessary, the Board of  
997 Directors shall convene, with notice postmarked 45 (forty-five) days in advance,  
998 at a special or regular session. Upon a 2/3 (two-thirds) affirmative ballot vote of  
999 the Board of Directors, it shall authorize:

1000

1001 A. a committee of the elected officers of the League, assisted by an accountant  
1002 and a lawyer-consultant, to draw up guidelines and procedures necessary to  
1003 achieve a legal dissolution;

1004

1005 B. the committee to prepare a list of responsible organizations or institutions  
1006 actively engaged in the education of or promotion of professional women in  
1007 the creative fields of the Arts, Letters, and Music, whose objectives are  
1008 compatible with those of the League and eligible within the scope of the  
1009 Internal Revenue Service Code 501(c)(3) or amendments thereof, to be  
1010 considered for receiving all of the assets, property, and funds of the League;  
1011 that is, those of the national, state, and branch entities.

1012

1013 C. a mailing of ballots to the League membership to determine support for  
1014 dissolution.

1015

1016 **Section 2. THE VOTE**

1017 The Board of Directors shall mail a ballot to each member of the League. The  
1018 ballot shall require that the member:

1019

1020 A. vote for or against dissolution;

1021

1022 B. number in order of preference the listed possible recipients of the League's  
1023 funds if the vote for dissolution is in the affirmative; and

1024

1025 C. return the ballot by certified mail, return receipt requested.

1026

1027 **Section 3. AUTHORIZATION OF DISSOLUTION**

1028

1029 Authorization to dissolve the League shall require a majority vote of the entire  
1030 membership.

1031

1032

1033 It is mandatory that each printing of these bylaws be followed by the printing of  
1034 STANDING RULES OF THE LEAGUE.