

**NATIONAL LEAGUE OF AMERICAN PEN WOMEN
2017-2018 STAGE 1 PROPOSED BYLAW AMENDMENT TEMPLATE**

Amendment 1. Article: III MEMBERSHIP

Section: 7

Paragraph: B. 1.

Amend Article III, Section 7, Paragraph B. 1., by **striking** “2 (two)” and **inserting** “5 (five)” and **striking** “all past” and **inserting** “current” and **adding** “Further, persons applying for reinstatement who have been non-members for three or more years must pay a records retrieval fee in addition to current dues and the reinstatement fee.”

Current language	Proposed language (change)	Language if adopted would read
<p>B. Failure to Renew and Reinstatement 1. A member whose dues are not paid by July 1 shall be notified that her name is being removed from membership for nonpayment of dues. Application to restore membership must be made within 2 (two) years of notification, with payment of all past dues plus a reinstatement fee.</p>	<p>B. Failure to Renew and Reinstatement 1. A member whose dues are not paid by July 1 shall be notified that her name is being removed from membership for nonpayment of dues. Application to restore membership must be made within 2 (two) 5 (five) years of notification, with payment of all <u>current</u> dues plus a reinstatement fee. <i>Further, persons applying for reinstatement who have been non-members for three or more years must pay a records retrieval fee in addition to current dues and the reinstatement fee.</i></p>	<p>B. Failure to Renew and Reinstatement 1. A member whose dues are not paid by July 1 shall be notified that her name is being removed from membership for nonpayment of dues. Application to restore membership must be made within 5 (five) years of notification, with payment of current dues plus a reinstatement fee. Further, persons applying for reinstatement who have been non-members for three or more years must pay a records retrieval fee in addition to current dues and the reinstatement fee.</p>

Rationale: Current bylaws state that application to restore membership must be made within 2 (two) years of notification, with payment of all past dues plus a reinstatement fee. Requiring payment of annual dues for each year of absence is unrealistic, counter-productive and a strong disincentive to rejoin. Some former members have had to curtail their membership for extended periods of time because of personal circumstances, such as serving as full-time caregivers for elderly relatives. They have been fully vetted previously as members, so should be penalized as little as feasible.

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Amendment 2. Article: V OFFICERS AND ELECTIONS

Section: 4

Paragraph: A (2)

1. Amend Article V, Section 4, Paragraph A. 2., by **striking** (“.”) and **inserting** “, *provided that this limitation does not apply to the office of treasurer.*”

Current language	Proposed language (change)	Language if adopted would read
2. The term of office for other elected offices 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.	2. The term of office for other elected offices 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. <u><i>, provided that this limitation does not apply to the office of treasurer.</i></u>	2. The term of office for other elected offices 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, provided that this limitation does not apply to the office of treasurer.
Rationale: To allow flexibility to re-elect the treasurer in the event no one is nominated or willing to run for the position.		

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Amendment 3. Article: VI THE BOARD OF DIRECTORS

Section: 2. RESPONSIBILITIES

Paragraph: A. 1.

Amend Article VI, Section 2, Paragraph A. 1. by **striking** “annually at the close of the fiscal year, the audit to be completed by the end of the following first quarter;” and **inserting** “at least once every four (4) years at the close of the fiscal year and completed by the end of the following first quarter. In every year that an audit is not performed, a financial review shall be conducted at the close of the fiscal year and completed by the end of the following first quarter.”

Current language	Proposed language (change)	Language if adopted would read
<p>Section 2. RESPONSIBILITIES A. The Board of Directors shall: 1. approve an independent certified auditor who shall audit the financial records of the League annually at the close of the fiscal year, the audit to be completed by the end of the following first quarter;</p>	<p>Section 2. RESPONSIBILITIES A. The Board of Directors shall: 1. approve an independent certified auditor who shall audit the financial records of the League annually at the close of the fiscal year, the audit to be completed by the end of the following first quarter; <u>at least once every four (4) years at the close of the fiscal year and completed by the end of the following first quarter. In every year that an audit is not performed, a financial review shall be conducted at the close of the fiscal year and completed by the end of the following first quarter.</u></p>	<p>Section 2. RESPONSIBILITIES A. The Board of Directors shall: 1. approve an independent certified auditor who shall audit the financial records of the League <u>at least once every four (4) years at the close of the fiscal year and completed by the end of the following first quarter. In every year that an audit is not performed, a financial review shall be conducted at the close of the fiscal year and completed by the end of the following first quarter.</u></p>

Rationale: Unless there is a history of systemic mismanagement of the financial transactions and records of the organization, it is not necessary to incur the extreme cost (thousands of dollars) associated with an annual audit. Further, annual audits require year-round input of large amounts of data, becoming a continuous, onerous and unnecessary administrative burden for the President and her limited staff. Most non-profit organizations rely on an annual review between audits, which is a reliable and much less costly process for overseeing the operations and financial stability of the organization.

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Amendment 4. Article: VI THE BOARD OF DIRECTORS

Section: 3. MEETINGS

Paragraph: A

Amend Article VI, Section 3, Paragraph A by **striking** “*at the first meeting of the administration*”

Current language	Proposed language (change)	Language if adopted would read
<p>Section 3. MEETINGS A. The Board of Directors shall meet quarterly in April, June, October, and January, unless it orders otherwise. The dates and whether the meeting is to be held onsite or electronically shall be determined by majority vote at the first meeting of the administration. Members are expected to attend the first annual meeting of the administration and at least 3 (three) other regular meetings during their two-year tenure.</p> <p>In lieu of meeting onsite, meetings may be held by any form of communication that enables dialogue, debate, the amending and voting on motions, and the reports of officers and committees. Electronic means may include, but shall not be limited to Skype, WebEx, and Telecom. Electronic meetings may be held for the January and June meetings. At onsite meetings only members physically present may vote.</p>	<p>Section 3. MEETINGS A. The Board of Directors shall meet quarterly in April, June, October, and January, unless it orders otherwise. The dates and whether the meeting is to be held onsite or electronically shall be determined by majority vote at the first meeting of the administration. Members are expected to attend the first annual meeting of the administration and at least 3 (three) other regular meetings during their two-year tenure.</p> <p>In lieu of meeting onsite, meetings may be held by any form of communication that enables dialogue, debate, the amending and voting on motions, and the reports of officers and committees. Electronic means may include, but shall not be limited to Skype, WebEx, and Telecom. Electronic meetings may be held for the January and June meetings. At onsite meetings only members physically present may vote.</p>	<p>Section 3. MEETINGS A. The Board of Directors shall meet quarterly in April, June, October, and January, unless it orders otherwise. The dates and whether the meeting is to be held onsite or electronically shall be determined by majority vote. Members are expected to attend the first annual meeting of the administration and at least 3 (three) other regular meetings during their two-year tenure.</p> <p>In lieu of meeting onsite, meetings may be held by any form of communication that enables dialogue, debate, the amending and voting on motions, and the reports of officers and committees. Electronic means may include, but shall not be limited to Skype, WebEx, and Telecom. Electronic meetings may be held for the January and June meetings. At onsite meetings only members physically present may vote.</p>

Rationale: To give the Board of Directors flexibility in deciding its meeting schedule.

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Amendment 5. Article: XVI AMENDMENTS

Amend Article XVI in its entirety by **substitution**

Current language	Proposed language (change)	Language if adopted would read
<p>Section 1. PROPOSALS Any active member has the privilege of proposing amendments to the Bylaws by obtaining the endorsement</p> <p>A. of 15 (fifteen) branches or</p> <p>B. a majority vote of the Board of Directors at its annual meeting (April of the odd year).</p> <p>Proposed amendments shall be sent to the Governance Committee by April 1 (odd year).</p> <p>Section 2. PUBLICATIONS 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 recommend amendments to</p>	<p>Section 1. PROPOSALS <i>Any active member has the privilege of <u>proposing amendments to the Bylaws by obtaining the endorsement</u></i></p> <p>A. <i>of 15 (fifteen) branches or</i></p> <p>B. <i>a majority vote of the Board of Directors at its meeting in October of the odd year).</i></p> <p><i>Proposed amendments shall be sent in writing to the Governance Committee by June 1 (odd year).</i></p> <p>Section 2. Notice <i>The Governance Committee will publish the endorsed proposals on the website and send to the Branch Presidents and Members-at-large 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.</i></p>	<p>Section 1. PROPOSALS Any active member has the privilege of proposing amendments to the Bylaws by obtaining the endorsement</p> <p>A. of 15 (fifteen) branches or</p> <p>B. a majority vote of the Board of Directors at its meeting in October of the odd year).</p> <p>Proposed amendments shall be sent in writing to the Governance Committee by June 1 (odd year).</p> <p>Section 2. Notice The Governance Committee will publish the endorsed proposals on the website and send to the Branch Presidents and Members-at-large by email. The Branch President is responsible for distributing proposed amendments to all branch members <u>and for conducting a branch forum for discussion and debate.</u></p>

<p>the amendments, following the process for endorsement in Section 1, and sent to the Governance Committee by October 1 of the odd year.</p> <p>Section 3. VOTE OF THE MEMBERS Proposed amendments shall appear on the ballot for the election of officers, which is sent to the membership. 2/3 (two-thirds) of the votes cast must be in favor of the amendment for adoption.</p>	<p><u>Section 3. VOTE OF THE MEMBERS</u> <i><u>These bylaws may be amended or revised at any Biennial Convention of the League by a two-thirds vote of the members present and voting, providing that the amendment has been submitted by email to Branch Presidents and Members-at-large at least 60 days prior to said convention.</u></i></p>	<p>Section 3. VOTE OF THE MEMBERS These bylaws may be amended or revised at any Biennial Convention of the League by a two-thirds vote of the members present and voting, providing that the amendment has been submitted by email to Branch Presidents and Members-at-large at least 60 days prior to said convention.</p>
<p>Rationale: To simplify the bylaw amendment process and to facilitate full and open discussion of proposed amendments during face-to-face communications.</p>		