

**By-Laws of the Florida State Association (FSA – NLAPW, Inc.)
The National League of American Pen Women, Inc.**

Revised 11/28/2017

ARTICLE I—NAME

The name of this organization shall be the Florida State Association of the National League of American Pen Women, Inc. hereinafter referred to as FSA/NLAPW.

ARTICLE II—OBJECT

The FSA/NLAPW shall conduct and promote creative educational activities including contests in arts, letters and music under the umbrella of the National League of American Pen Women, Inc. hereinafter referred to as NLAPW, Inc.

ARTICLE III—MEMBERSHIP

Section 1 TYPES OF MEMBERSHIP

The membership shall consist of members in good standing in all Florida branches of NLAPW, Inc.: Life Member, Active Member, Associate Member, Pen Women at Large (PALs), International Affiliate Member, Honorary Member, and Allied Professional member. National Members-at-Large who live and/or work in the state of Florida may join the State Association. Student Membership is available without payment of dues.

Section 2 ANNUAL DUES

- A.** Each branch shall pay dues annually to the FSA/NLAPW, Inc. treasurer for each Life Member, Active Member, Associate Member, International Affiliate Member, and Honorary Member. The Student Member is not required to pay FSA dues.
- B.** The Members-at-Large (PALs) who live and/or work in the State of Florida may join the FSA with payment of the annual dues before May 15. A late fee of \$4 will be charged for dues paid after June 15.

ARTICLE IV—GOVERNANCE

Section 1 STRUCTURE AND MEMBERSHIP

A. OFFICERS

1. The Officers consist of the following elected positions: President, First Vice President, Second Vice President, Secretary and Treasurer.
2. Positions appointed by the president and approved by the FSA Council are a Parliamentarian, Newsletter Editor, Chaplain, and Chairs of standing committees such as the Biennial Conference Chair, the Bylaws Chair, and special committees. These appointed members have voice but do not have vote.

B. THE COUNCIL

1. The Council will be composed of the current President, her Executive Board, and appointed Officers, Branch Presidents, Treasurers and past State Presidents who are members in good standing of FSA/NLAPW.

2. General management and control of business, funds and property is vested in the FSA/NLAPW Council.

C. MEETINGS

1. At least one meeting per year of the FSA/NLAPW Council shall be scheduled, with the date, time and place to be set by the President.
2. Seven members of the FSA/NLAPW Council shall constitute a quorum for Council meetings.
3. Additional meetings may be called by the President as needed, such as a Bylaws committee or conference planning committee. These meetings may be done through conference calls.
4. The biennial business meeting of the FSA/NLAPW shall take place at the FSA Biennial Conference, which is held in odd-numbered years.
5. The voting body of the biennial business meeting of FSA/NLAPW shall consist of all active members in good standing.
6. A majority of the voting members present at a Biennial Convention or special meeting of the League shall constitute a quorum for the transaction of business.
7. All elected officers and chairs are required to attend all FSA/NLAPW Council and Executive Board meetings unless excused by the state president.
8. Dereliction of duty or missing two (2) consecutive meetings without being excused by the president may be cause for removal of an officer or chair from office by a 2/3 vote of the body from which officer or committee chair is to be removed.
- 9.

ARTICLE V—ELECTIONS
Section 1 NOMINATIONS

A. Nominating Committee

1. The Nominating Committee Chair shall be elected by the FSA Council for a minimum of six (6) months prior to the Biennial Conference. She shall select a committee of three (3) to five (5) members to determine qualified candidates for office.
2. The Nominating Committee Chair will contact the Branch Presidents by e-mail to solicit recommendations of members who are qualified to serve on the Executive Board.
3. At least one (1) month before the FSA/NLAPW Conference, the Nominating Committee shall present the slate to the members.

B. Nominee Qualifications

1. The candidate for President should have been a member in good standing for at least four (4) years preceding her nomination. She should have served as Branch President or as an officer or committee chair on the FSA/NLAPW Board.
2. Candidates for other FSA Offices must be active members in good standing of a Florida branch.

Section 2 ELECTIONS

- A.** FSA officers shall be elected by mail ballot in odd-numbered years. Ballots shall be returned to the Nominating Committee Chair two (2) months prior to the Biennial conference. A majority of votes shall elect a candidate.

B. Procedures to be followed for:

1. Voting by mail

- a) All Active, Associate, International Affiliate, Pen Women at Large (PAL) and Life Members in good standing may vote for state officers. Ballots shall be distributed as part of the emailed FSA/NLAPW newsletter, *Giving a Hoot*.
- b) The official ballot must be placed in an envelope, which is clearly marked with the name and address of the voter, but voter's name and address is not marked on the ballot.
- c) These official ballots may be returned to the Branch President, who will send the ballots to the Nominating Committee Chair at the address listed on the ballot. These ballots must be postmarked on or before the required date (noted on the ballot).
- d) Those without email and others who require paper ballots may request these official ballots from the Nominating Committee Chair who will then instruct the newsletter Editor to send these members in good standing paper ballots with instructions on how to return the ballot.
- e) For each office to be filled, the voter shall check the box for the candidate of her choice, indicating the order in which she prefers the candidates (if more than one). Instructions shall appear on the ballot.
- f) The Nomination Committee will count the votes and determine the candidates for each office; then present their findings to the President who will certify the results the night before the biennial business meeting.

2. Presenting the slate of officers:

- a) The Nominating Committee Chair shall present a proposed slate during the business meeting at the Biennial Conference. Each nominee shall have given consent to serve.
- b) Immediately following the presentation of the slate, nominations may be made from the floor. Such nominations also require the consent of the nominee to serve.
- c) In the event that only one woman is nominated for an office, that election may be conducted by acclamation. If there is more than one candidate for an office the vote is conducted by written ballot. A majority (any number larger than half the total) shall be necessary for election.

Section 3 TERM AND VACANCIES

A. Term

- 1.** The term of each elected officer is two years and begins on May 1 of the even numbered year following the biennial convention.
- 2.** The elected President of the FSA/NLAPW is installed, if possible, at the Spring FSA Council meeting following the Biennial Conference. However, an official installation is not required.
- 3.** No elected officer, except the Treasurer, shall be eligible for election to more than two (2) two-year terms to the same office.

B. Vacancies

1. In the event of the President's inability to serve, the office shall be filled by the First Vice President.
2. A vacancy in any elected office other than that of President, shall be filled by Presidential appointment with the approval of the Executive Board.

Section 4. DUTIES OF OFFICERS AND CHAIRS

A. The President shall:

1. Determine dates, times, places for all FSA/NLAPW meetings and preside at such.
2. Appoint all non-elected officers and committee chairs as voting members of the FSA/NLAPW Council.
3. Appoint chairs of special committees as needed.
4. Be available to branches for consultations.
5. Be authorized to organize branches in the state, each with five (5) or more active members.
6. Sign checks if the Treasurer is not available.
7. Delegate the Treasurer to sign all contracts with the approval of the FSA/NLAPW Council. In her absence, the President may sign.
8. Serve as *ex-officio* member of all committees except the Nominating Committee.

B. The First Vice President shall:

1. Perform the duties of the President if the President is absent or temporarily unable to serve.
2. Expand the membership base and be responsible to PenWomen at Large (PAL)

C. The Second Vice President shall:

1. Select the meeting room and make all arrangements for the council meetings.

D. The Secretary shall:

1. Record the minutes of all meetings, e.g. FSA/NLAPW Council, FSA/NLAPW, Inc., executive board, and the business meeting at FSA/NALAPW Biennial Conference.
2. Appoint three (3) people at the beginning of each meeting who will serve as "minutes approval" recorders who take good notes and send corrections to the secretary. The inclusion of these corrections in the minutes constitutes approval by body. These corrected minutes can be sent by email to all members within 30 days.
3. File accepted minutes in the Secretary's book, which includes other FSA/NLAPW records which shall become permanent official documents.

E. The Treasurer shall:

1. Maintain Insurance Bond.
2. Maintain Sales Tax Exempt Status (every five years).
3. Maintain Foreign Corporation status with www.Sunbiz.org annually.
4. Act as Budget Chair for FSA/NLAPW.

5. Pay bills that are accompanied by invoices for legitimate FSA/NLAPW related expenses.
6. Sign all checks. In her absence, the President may sign checks.
7. Present a biennial report during the business meeting of the FSA/NLAPW Biennial
8. Oversee maintenance of appropriate ledgers, financial files and records consistent with fiscal need and current business practices.
9. Close and present financial accounts to an auditor biennially, at least ten (10) days before the auditor's report is due.
10. The State or Branch Treasurer, with the knowledge and consent of the State or Branch President, shall have sole discretion as to which bank or financial institution she uses to open an account. Further, with this consent, she may close a current account and open a new account in a different bank or financial institution. Any change in the bank account status of the state or branch organization will be shared with the respective Board of Directors, and monthly bank statements shall be made available to the State Board of Directors or Branch members. If CDs are part of the Restricted Funds of the State or Branch Treasury, these may only be moved or cashed in by a majority vote of the current officers. All state and branch accounts must have two or more signatures on record.

ARTICLE VI—AMENDMENTS

Section A: Amendments

1. **Amendments** to FSA/NLAPW, Inc. Bylaws may be made by two-thirds (2/3) vote of the voting body at the FSA/NLAPW business meeting, provided thirty (30) days written notice has been given.
2. **Standing Rules** of the FSA Council can be adopted at any meeting, as needed, as long as they do not conflict with other rules of order or the Bylaws of FSA/NLAPW.

ARTICLE VII—DISSOLUTION

Should dissolution occur, the charter, property, and a financial report for the past three (3) years shall be forwarded to the headquarters of NLAPW, Inc. along with a certified check for funds remaining in the treasury after the satisfaction of all obligations. The funds and charter will be returned if reactivated within five (5) years.

ARTICLE VIII—PARLIAMENTARY AUTHORITY

In cases not provided for in these Bylaws or the Standing Rules, the current edition of Roberts Rules of Order Newly Revised shall govern the proceedings of the FSA/NLAPW, Inc.

Carol Welsh Somma, FSA President
Mia Crews, Parliamentarian

Revised 1993, 1999, 2003, 2004, 2005, 2013; 2017