



Constitution & Bylaws

THE LINKS, INCORPORATED

Founded 1946

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CONSTITUTION

ARTICLE I. Name

The name of the organization shall be The Links, Incorporated.

ARTICLE II. Purposes

The purposes of the organization shall be:

To promote and engage in educational, civic, and intercultural activities in order to enrich the lives of members and the larger community, and to work together towards achieving common goals.

ARTICLE III. Members

Members shall be women, duly inducted into any Chapter, and women elected to honorary status, who have identifiable abilities and interests in educational, civic, and intercultural activities.

ARTICLE IV. Organization

Section 1. The organization shall be composed of local units of equal rank designated as Chapters.

Section 2. The Links, Incorporated shall be divided into geographic Areas. The Area Conference shall be the delegate body of the respective Areas.

Section 3. The National Assembly shall be the delegate body of The Links, Incorporated with jurisdiction over all members, Chapters, and Areas.

Section 4. There shall be an Executive Council composed of the following: all Nationally elected officers, the Parliamentarian, Chairman of the Communications/Public Relations Committee, the Immediate Past President, the Area Directors, Chairman of the Nominating Committee, Chairman of the Human Resources Committee, Chairman of the Strategic Planning Committee, the four (4) Program Directors, other selected committee chairs appointed by the National President and the Director of The Links Foundation, Incorporated if she is a member of The Links, Incorporated. If the Director is not a member of The Links, Incorporated, she shall be an ex officio member of the Executive Council without vote.

Section 5. There shall be an Executive Committee of the Executive Council composed of the President, the Vice President, the Recording Secretary, the Treasurer, and the Area Directors. The Parliamentarian shall be a non-voting member.

ARTICLE V. Officers

Section 1. The elected officers of The Links, Incorporated shall be the President, the Vice President, the Treasurer, and the Recording Secretary.

Section 2. The officer appointed by the National President shall be the Parliamentarian.

ARTICLE VI. Meetings

Section 1. There shall be an Annual Meeting of The Links, Incorporated. In even-numbered years the National Assembly shall constitute the Annual Meeting. In odd-numbered years the meeting of the Executive Council shall constitute the Annual Meeting.

Section 2. The National Assembly shall meet biennially in even-numbered years and shall rotate from Area to Area. It shall be held during the second week in July or as near thereto as the Executive Council shall deem feasible.

Section 3. Each Area Conference shall meet biennially in the odd-numbered years in the respective geographic Areas. Area Conferences shall be financed by the respective Areas from monies received from the National allotment, area fundraisers, sponsorships, or chapter donations and the Area Conference registration fees. Area Conferences may also secure additional funding from other sources.

Section 4. The Executive Council shall meet at least once a year, at a time and place designated by the President. During the year in which the National Assembly meets, a meeting shall be held preceding the National Assembly at the site of the Assembly.

Section 5. The Executive Committee shall meet upon the call of the President.

ARTICLE VII. Amendment and Revision of the Constitution

Section 1. The Constitution shall be amended by a three-fourths ($\frac{3}{4}$) affirmative vote of the voting delegates at the National Assembly.

Section 2. Proposed amendments shall be recommended by a member, a Chapter, a Standing Committee, an Area Conference, the Executive Council, the *Constitution and Bylaws* Committee or the National Assembly.

Section 3. The proposed amendment must be presented in writing to the *Constitution and Bylaws* Committee at least six (6) months prior to the convening of the National Assembly.

Section 4. An amendment must be circulated to each Chapter at least three (3) months prior to the convening of the National Assembly at which it is to be considered.

Section 5. Any amendment proposed at the National Assembly shall be referred to the *Constitution and Bylaws* Committee for consideration at the next National Assembly. It shall be subject to procedures as indicated in Section 4 of this Article.

BYLAWS

ARTICLE I. Membership

Section 1. Membership of Chapters shall consist of women, duly inducted, who are residents of the locality (See Article II Chapters Section 1. A. the Chapter is established to serve. Chapters shall be sanctioned for violation of this section. (See Article II, Chapters, Section 1. D.)

Section 2. Membership in The Links, Incorporated is a privilege. Members are expected to uphold the core values of the organization and to abide by the letter and intent of the *Constitution and Bylaws*, *Manual of Procedures*, and other rules and regulations.

Section 3. Members shall be accorded rights and privileges in The Links, Incorporated according to their classification of membership. These include voting, holding office and participating in the activities of the National Assembly, Area Conference, and Chapters.

Section 4. New Member Intake

A. The daughter or granddaughter (DOL) of a member of The Links, Incorporated who:

1. Is at least twenty-one (21) years of age;
2. Meets the membership criteria;
3. Resides in the Chapter's boundaries, and
4. Are granddaughters sponsored by their grandmothers who are members of The Links, Incorporated.

B. Women shall be eligible for membership in The Links, Incorporated who:

1. Are at least twenty-one (21) years of age;
2. Meet the membership criteria, and
3. Reside in the Chapter's boundaries.

C. A completed profile form shall be submitted for each nominee for membership. The Chairman of the Membership Committee shall report to the Chapter about the profile forms received.

D. Voting on (DOLs) nominated for membership may take place at any regular Chapter meeting between September and January. DOLs shall be elected by a majority vote of the active members who are present and voting.

E. Voting on non-DOLs for membership may take place at any regular Chapter meeting between November and January. Non-DOLs shall be elected by a two-thirds (2/3) affirmative vote of the active Chapter members who are present and voting. Absentee voting is prohibited.

F. Membership processing with National Headquarters and the induction of the new member(s) shall follow the Bylaws, Article I Membership, Section 8, and the procedures established in the *Manual of Procedures*, Bylaws. Article I.

Section 5. Charter members of the Philadelphia Chapter and past National Presidents of The Links, Incorporated shall be active members of The Links, Incorporated for life without financial obligation for National dues and assessments to The Links, Incorporated.

Section 6. The classifications of members are:

A. Active

1. An active member in good standing is a member who:
 - a. Has met all the obligations of her Chapter, Area, and the National Assembly;
 - b. Is not under disciplinary action;
 - c. Has met the minimum attendance requirements determined by her Chapter and the National attendance requirement for Assemblies or Area Conferences;
 - d. Has met the minimum forty-eight- (48) hour service requirement of The Links, Incorporated;
 - e. Has participated in Chapter activities and programs designed to implement the National programs of The Links, Incorporated.
2. An active member must remain active in the Chapter in which she was “inducted” to retain her membership in The Links, Incorporated, except when a member moves to another locality that is outside her chapter’s boundaries and requests a transfer to a Chapter in her new locality. Any other exceptions to this policy must be approved by the Executive Council.
3. An active member must register and attend at least one (1) Area Conference or one (1) National Assembly within every five (5) year period in order to retain her membership. The initial five-(5) year period shall begin at the 33rd National Assembly to be held in 2002 in Chicago, IL. This provision shall not apply to Alumna, Active Platinum, or Provisory members.

If a documented life-altering or life-threatening event occurs unavoidably preventing an active member from attending either the Area Conference or National Assembly in the fifth and final year of the requirement, and a member has not yet fulfilled the requirement during the first four years she shall be allowed to provide written explanation of the unavoidable circumstances.

- a. The written explanation must show that the circumstances were unavoidable, not an inconvenience however great the inconvenience may be.
- b. The written explanation, if accepted and approved by the Area Executive Board, will prevent her from forfeiting her membership for failure to fulfill the one (1) Area Conference or one (1) National Assembly within every (5) years requirement.
- c. The process of approval shall begin with submitting the documentation to her Chapter for approval, the Chapter shall send approved documentation to the Area Executive Board for approval and the Area Executive Board shall send

approved documentation to the National Executive Council which shall have final approval or rejection of the documentation.

- d. Once approval has been received from the Chapter, Area, and the National Executive Council, the member will be notified that she does not have to fulfill the requirement. She will be advised to attend the next scheduled Area Conference or National Assembly without the possibility of exception
4. Active: Attendance Sabbatical An active member who demonstrates that she cannot fulfill her Chapter's minimum attendance requirement may be placed on a sabbatical from attending Chapter meetings for one (1) year at the discretion of her Chapter because:
- a. Her employment or civic responsibilities prevent her from attending Chapter meetings, or
 - b. She is enrolled in a college or university course that meets on the day and time of Chapter meetings; or
 - c. She is the primary caregiver of a spouse or parent or child, immediate family or household member who is medically unable to care for him or herself.

At the discretion of her Chapter, this attendance sabbatical may be extended. An active member on an attendance sabbatical shall be required to meet all other obligations of her Chapter, Area, and the National Assembly, i.e., dues and assessments, National attendance requirement for Assemblies or Area Conferences, and minimum 48-hour service requirement. No Chapter shall grant attendance sabbaticals that would prevent the Chapter from obtaining a quorum at Chapter meetings.

5. An active member of an established Chapter may not transfer to a new Chapter which is closer to her residence for at least two (2) years unless there has been a change in the member's residence.
6. An active member who moves to a residence located in another Chapter's boundaries shall, upon request, be permitted to transfer to that Chapter. It is mandatory that the Chapter honors the transfer provided that the Chapter has not reached its maximum number of members.
7. An active member, in the process of transferring to another Chapter, shall be granted a period not to exceed six (6) months to request the form from National Headquarters and to complete the transfer process.
8. An Active member who has dual residencies shall have membership in only one Chapter designated as the primary chapter and may establish visiting status in a secondary chapter providing that:
 - a. She gives advance notice to the primary Chapter President and the President of the secondary Chapter of her intention to participate in meetings and programs of the Chapter in the location of her secondary residence;

- b. She meets all Chapter, Area, and National responsibilities and requirements (financial, attendance, and service hours) that shall be recorded and reported to and through her primary Chapter; and
- c. Meeting attendance and service hours performed in the secondary Chapter are certified by that Chapter and reported through the member's primary Chapter.

B. Leave of Absence

1. A member on leave of absence is an active member in good standing who, for reasons acceptable to her chapter, is granted a leave of absence for one (1) year. At the discretion of her Chapter, this leave may be extended for an additional year or longer in extreme circumstances. Leave begins and ends in accordance with the fiscal year, May 1st-April 30th. No Chapter shall grant leaves-of-absence in excess of ten percent (10%) of its membership during any year. Chapters which do so shall subject themselves to a fine and/or disciplinary action.
2. A member in good standing on active military duty who is deployed to a combat, high risk zone or a military installation shall be granted a special military leave upon submitting a copy of her orders to her Chapter. While deployed to the zone, she shall be exempt from her minimum forty-eight-(48) hour service requirement. Upon completion of said deployment, she shall not be responsible for her minimum forty-eight-(48) hour service requirement for the remainder of the existing Links fiscal year in which she returns. During deployment, she shall not be responsible for National or Chapter dues and assessments until the next fiscal year.

C. Alumna

1. An alumna member is a member who:
 - a. Has thirty (30) years of service; or
 - b. Is age seventy (70) with ten (10) years of service;
 - c. Has requested and been granted alumna status by the National Headquarters;
 - d. Is not responsible for any dues or assessments; and
 - e. Has all the rights and privileges of The Links, Incorporated except voting, holding chairmanships of committees, and holding office.
2. An alumna member will be an alumna of The Links, Incorporated, and may participate in Chapter, Area and National activities provided she pays any fees that may be required.
3. Members who will meet the above requirements by June 30th of the next fiscal year and who notify the Chapter no later than the preceding March meeting, shall be eligible for alumna status.
 - a. An alumna member shall assume financial responsibility for any Chapter, Area or National meetings which she attends, including the cost of meals, and registration, except when she is invited as a guest. To attend Chapter meetings, she shall inform the Chapter president of her intent.
 - f. An alumna member shall give notice to the president when she plans to participate in any activity requiring a fee or assessment.

- g. All financial responsibilities and required fees assumed by the alumna member must be paid through a Chapter.

It is not mandatory that she retire from Active membership at age seventy (70) and ten (10) years of service, or at any age after thirty (30) years of service. However, within a five-year period, alumna status can be reversed with no associated fees upon the request of the member to return to active membership providing the Chapter has not reached its maximum number of members. The request shall be made through a Chapter to the National Headquarters of The Links, Incorporated.

D. Platinum

A Platinum member is an active or alumna member who has reached eighty (80) years of age or older and who has given at least thirty (30) years of service, or who has given at least (50) years of active service or who, regardless of age, has given at least forty-five (45) years of active service and has served in an elected position in her Chapter and/or an elected or appointed position on the Area or National level. Members who meet the above requirements by June 30th of any given year and who submit the “Platinum Member Notification Form” by February 1st of the following year, shall be granted platinum status in the year in which she becomes eligible. Platinum status is the highest honor accorded a member on recommendation of a Chapter and approval by the National Executive Council. An Active Platinum member shall be exempt from the minimum forty-eight-(48) hour service requirement.

A Platinum member shall not be responsible for National dues and assessments and exempt from Chapter dues and assessments at the discretion of her Chapter.

E. Affiliate

1. Affiliate status is a temporary status accorded a member.
2. An affiliate member is an active member in good standing who:
 - a. Moves to a locality where there is no Chapter of The Links, Incorporated;
 - b. Moves to a locality where the existing Chapter(s) has (have) reached the maximum number of members; and
 - c. Requests a transfer from her Chapter to affiliate status after no longer than six (6) months.
3. An affiliate member shall:
 - a. Meet the service requirement of The Links, Incorporated, i.e., forty-eight (48) hours per year, including presenting official documentation for having met the service requirement;
 - b. Be responsible for paying all National dues and assessments; and
 - c. Meet the one-(1)-in-five (5) attendance requirement for Area Conferences or National Assemblies.
4. An affiliate member is entitled to all National and Area communications and privileges.
5. An affiliate member may participate in the Chapter establishment process that occurs in the locality of her residence. She may become a charter member of the new Chapter.

F. Provisory

A provisory member is an active member who is medically unable to participate in chapter meetings and activities, based on the notarized medical documentation provided. Upon request, and with a notarized certificate from her doctor, she may be granted provisory membership status by her Chapter. A provisory member shall be responsible for National dues and assessments only. When the member's medical condition is such that she can participate in chapter meetings and activities, she shall return to active member status.

Any member who falsely claims provisory membership status shall be subject to immediate loss of membership as voted by the Executive Committee of the Executive Council.

A Chapter that knows of a member's false claims of provisory membership status and fails to take any action on the matter, including notifying the National Membership Committee Chair, shall be subject to disciplinary action.

G. Honorary

An honorary member is a member elected in recognition of noteworthy achievement at the National level. She shall have all privileges of membership except voting, chairing committees and holding office. No former Link shall be elected to honorary membership.

Section 7. New members shall be inducted between May 1 and June 30 *except for newly chartered Chapters.*

Section 8. New members shall be presented with a *Links History Book* and the *Constitution and Bylaws.*

Section 9. New members and transferring members shall participate in a mentoring program. All new members shall have a one- (1) year development period. New members may not hold a chapter elected office during this one-year development period.

Section 10. A member who desires to resign from The Links, Incorporated must submit the resignation in writing to her Chapter. The resignation becomes final when accepted by her Chapter and formally acknowledged at the National Assembly.

Section 11. All members inducted into The Links, Incorporated after January 1, 2012, shall be assessed a \$600 fee which will be used for maintenance of the National Headquarters located in Washington, DC.

Section 12. Reinstatement to membership in The Links, Incorporated shall require adherence to the following:

- A. A former member shall at no time become a member of The Links, Incorporated except through the process contained in this Section and shall pay a reinstatement fee. She shall apply for reinstatement between September and November. All dues and assessments for reinstated members shall be due April 1st and the fiscal year for reinstated members will

begin May 1st. A Chapter may consider a former member for reinstatement if it has not reached its maximum number of members.

- B. **A former member who resigned in good standing and applies for reinstatement within two (2) years of her resignation** shall be reinstated upon application and a majority ballot vote of the Chapter members present and voting. She shall pay current National and Chapter dues and assessments and a reinstatement fee in an amount determined by the National Finance Committee and approved by the National Assembly.
- C. **A former member who forfeited her membership for non-payment of dues and applies for reinstatement within two (2) years of her forfeiture**, shall be reinstated upon application, payment of all current Chapter and National dues and assessments, payment of all National and Chapter dues and assessments owed at the time of her forfeiture, and a majority ballot vote of the Chapter members present and voting. She shall pay a reinstatement fee in an amount determined by the National Finance Committee and approved by the National Assembly.
- D. **A former member who resigned in good standing and applies for reinstatement more than two (2) years after her resignation**, shall be reinstated upon application, a two-thirds (2/3) affirmative ballot vote of the Chapter members present and voting, and payment of current National and Chapter dues and assessments. She shall be inducted as in the process for a new member. She shall pay a reinstatement fee in an amount determined by the National Finance Committee and approved by the National Assembly.
- E. **A former member who forfeited her membership for non-payment of dues and applies for reinstatement more than two (2) years after her forfeiture**, shall be reinstated upon application, payment of all current Chapter and National dues and assessments, and payment of all National and Chapter dues and assessments owed at the time of her forfeiture, and a two-thirds (2/3) affirmative ballot vote of the Chapter members present and voting. She shall be inducted as in the process for a new member. She shall pay a reinstatement fee in an amount determined by the National Finance Committee and approved by the National Assembly.
- F. The time period for determining whether a former member is requesting reinstatement within two (2) years of her membership resignation or forfeiture, or more than two (2) years after her membership resignation or forfeiture, shall begin on the date the Chapter accepted her resignation or May 1 of the year of non-payment of Chapter and/or National dues.
- G. A former member who resigned or forfeited her membership and had not satisfied her One-in-Five (1 in 5) requirement for that period must adhere to the following: if she seeks reinstatement within the same One-in-Five (1 in 5) period of her separation, then she must fulfill the requirement during that period.

Section 13. Relative to conduct, a member who is found culpable by the Chapter and/or the Area Executive Board of conduct tending to injure the good name of The Links, Incorporated, disturb its well being or hamper it in its work, shall be subject to disciplinary action. A thorough investigation of the facts shall be required.

- A. The Membership Committee (Chapter, Area, or National, whichever is applicable) shall recommend to its body the form of discipline that shall be imposed.
- B. The Area Director shall recommend to the Area Executive Board the form of discipline that shall be imposed.

Disciplinary action may include a mandatory apology, censure, suspension or expulsion depending on the seriousness of the offense. In cases where suspension or expulsion is recommended, the policies

and procedures as outlined in the *Bylaws* and *Manual of Procedures* of The Links, Incorporated shall be followed.

Section 14. Disciplinary action for members shall include but not be limited to:

- A. *Suspension* – withdrawal from all activity within her Chapter, the Area, and/or The Links, Incorporated for a specific period not to exceed one (1) year. Any member violating the rules and policies of her Chapter and The Links, Incorporated shall be subject to suspension by a two-thirds (2/3) affirmative vote of the active members of her Chapter who are present and voting or by the Area Executive Board. She may be reinstated when the matter causing the suspension has been resolved or by a two-thirds (2/3) vote of the active members of her Chapter. She shall be responsible for all National, Area and Chapter dues and assessments that occurred during the suspension.
- B. *Expulsion* – total severance of a member’s relationship with The Links, Incorporated. Any member violating the rules and policies of The Links, Incorporated may be recommended for expulsion by a two-thirds (2/3) affirmative vote of the members of her Chapter who are present and voting. Expulsion becomes final by a two-thirds (2/3) affirmative vote of the National Assembly present and voting. An expelled member shall not be reconsidered for membership.
- C. *Appeal* – the right of a member to question disciplinary action.
 - 1. An appeal proceeds from the action of the Chapter to the respective Area Director, to the Executive Council, to the National Assembly.
 - 2. An appeal of disciplinary action imposed by an Area Executive Board shall proceed from the action of the Area Executive Board, to the Executive Council, to the National Assembly.
 - 3. As a condition of membership, a member agrees to first pursue the appeal procedures set forth in the *Constitution and Bylaws, Manual of Procedures*, rules, and policies of The Links, Incorporated. Members are not allowed to bring legal counsel to any administrative hearing.
 - 4. Violation of these procedures shall be a basis for expulsion from the organization by a two-thirds (2/3) affirmative vote of the Executive Council.

ARTICLE II. Chapters

Section 1. Chapters shall be established by a majority affirmative vote of the Executive Council following recommendation by the Chapter Establishment Committee.

- A. Chapters shall be chartered to serve a locality. Locality shall mean the geographic area suggested by the Chapter to be established with the approval of the Chapter Establishment Committee, the Area Director, and the Executive Council. Chapter members shall be residents of that locality. If circumstances should arise in which a Chapter may want to request a change in its boundaries, the Chapter shall submit the request to the Area Executive Board and then to the Executive Council. There must be approval by the Executive Council before a Chapter’s boundaries can be changed.
- B. A Chapter shall be chartered with a minimum of thirty (30) members and a maximum of sixty (60) non-DOL members. Chapter membership, for chartering purposes, may include members, but not alumna members. Total membership shall not exceed sixty (60) non-DOL members. Total membership shall not include alumna members.

C. Chapters chartered outside the United States shall be assigned by the National President and the Executive Council to the geographic area nearest to it.

Section 2. Each Chapter shall have the power to make its own Bylaws provided these Bylaws are not in conflict with the National *Constitution and Bylaws* of The Links, Incorporated.

Within a period of four (4) months following chartering, newly chartered Chapters shall submit Chapter bylaws to the respective Area Director and the National Parliamentarian for review in accordance with Article II Chapter Bylaws, and the *Manual of Procedures*.

Section 3. Each Chapter shall have the power to transact Chapter business compatible with the objectives of The Links, Incorporated, to induct new members, and to deal with Chapter problems.

A. Chapters shall induct new members who physically reside in the Chapter's boundaries. Chapters that induct new members who do not reside in the Chapter's boundaries shall be fined an amount to be established by the Executive Council and placed on suspension for a specified period not to exceed one (1) year. Proof that the Link member was not a resident at the time of her induction into The Links, Incorporated shall subject the member to automatic revocation of her membership.

B. An established Chapter desiring to change its Chapter boundaries shall submit the request to the Area Executive Board for approval. If approved, the proposed new boundaries shall be approved by the Executive council before a Chapter's boundaries can be changed.

C. Electronic Meetings

1. Chapters may hold special meetings by means of a conference telephone or similar communications technologies provided the chapter's bylaws authorize special meetings and notice is given as provided in the bylaws. Further, the participants must be able to hear and communicate with each other. Participation in a meeting as provided by this provision shall constitute presence in person.

2. Chapter committees may meet by means of a conference telephone or similar communications technologies provided the committee members and interested chapter members can hear and communicate with each other. Participation in a meeting as provided by this provision shall constitute presence in person.

3. Regular chapter meetings shall be held face-to-face, unless otherwise directed or approved by the Executive Council.

Section 4. A quorum for Chapters to legally transact Chapter business shall be one less than half, one half (1/2), or a majority of the active members.

Section 5. Chapters shall be responsible for:

- A. Holding at least eight (8) meetings annually;
- B. Implementing the National Programs;

- C. Sending a delegate to the National Assembly and the Area Conference. Absences from National Assemblies and/or Area Conferences shall not exceed two (2) consecutive meetings regardless of the payment of financial penalties;
- D. Reporting annually the status of each member to the Area Director and National Headquarters;
- E. Maintaining the required number of active members. Total membership shall not fall below twenty (20) active members nor exceed sixty (60) non-DOL members. DOLs who are active members of a Chapter that has reached its maximum number of member shall not be included when calculating the total number of active members in the Chapter. Total membership shall not include alumna members.
 - 1. Chapters located in areas with a population of more than fifty thousand (50,000) African Americans, whose active members fall below the minimum number of active members will be given two (2) years to increase their active membership to the minimum requirement.
 - 2. Chapters located in areas with a population of fewer than fifty thousand (50,000) African-Americans whose membership falls below the minimum number of active members will be addressed on a case-by-case basis. The National Vice President, the respective Area Director, and the National Membership Committee shall monitor the Chapters' growth and size. The National Vice President, in consultation with the respective Area Director, may grant continued active status to those Chapters whose membership is below the minimum number of active members for one (1) year. At their discretion, the National Vice President and the Area Director may grant a one (1)-year extension to those Chapters with less than the minimum number of active members showing they are working to increase their active membership to the minimum number.
- F. Submitting the required corporate reports to National Headquarters. A Chapter officer automatically vacates her Chapter office if she is elected or appointed to an Area or National office.
- G. Any Chapter which fails to timely file a report of the service hours of each Chapter member as required by The Links, Incorporated shall be subject to disciplinary action including but not limited to a fine in an amount recommended by the Finance Committee, approved by the Executive Council, and adopted by the National Assembly.
- H. A Chapter shall document member adherence to all Chapter attendance, program, finance and service requirements.

Section 6. Any Chapter violating the rules and policies of The Links, Incorporated shall be subject to disciplinary action. (See *Manual of Procedures*, Article II Chapter Responsibilities.) No National or Area officer or committee member, elected or appointed, who is a member of a Chapter that is on probation, suspension, or of which the Chapter's charter has been recommended for revocation, shall serve in her office or on a committee until the matter which has caused disciplinary action to be taken has been satisfactorily resolved. Disciplinary action may include but is not limited to the following:

- A. *Probation:* A Chapter may be placed on probation in order to correct its deficiencies. The Area Executive Board shall determine the activities that may or may not take place during the probationary period. The Area Executive Board shall assume control and supervision of all Chapter activities while the Chapter is on probation. Probation shall not exceed one (1) year. If a Chapter has not corrected its deficiencies within one (1) year from the date of notification of probation, it will automatically be suspended and be subject to revocation of its charter.
- B. *Suspension:* With the concurrence of the National President, the Area Executive Committee may suspend all of a Chapter's activities for a period not to exceed one (1) year.
- C. *Chapter Participation:* A Chapter on probation or suspension shall be required to attend National Assemblies and/or Area Conferences. The Chapter shall not be seated at the National Assembly or Area Conference, and shall have no voice or vote in the proceedings. The Chapter shall be required to participate in focused workshops and other activities designed for the Chapter by the Area Executive Board and based upon the deficiencies of the probation or suspension.
- D. *Charter Revocation:* A Chapter may be dissolved if after two (2) years it has not corrected its deficiencies. It shall not be reinstated after dissolution. (See Article II, Section 8. Charter Revocation, for procedure.)

Section 7. A Chapter involved at any level of disciplinary action has the right to appeal at any time prior to dissolution. An appeal proceeds from the respective Area Director, to the Executive Council, to the National Assembly. Any Chapter which does not abide by the rules and policies of The Links, Incorporated and tries to circumvent its administrative procedures for appeal by seeking legal redress shall be expelled from the organization by a two-thirds (2/3) affirmative vote of the National Executive Council. Such action shall be reported to the National Assembly. A Chapter that has administered discipline to a member has the right to appeal any decision concerning its action to the next higher level—to the respective Area Director, to the Executive Council, to the National Assembly.

Section 8. Charter Revocation

- A. The recommendation of an Area Director and National Vice President, for the revocation of a charter, must be accepted by a two-thirds (2/3) ballot vote of the Executive Council. Due notice of pending revocation shall be given to a Chapter by certified mail with a return receipt requested, and a period of six (6) months from the date of the receipt shall be permitted for a Chapter to meet the requirements before final action is taken to revoke the charter.

The revocation of a Chapter's charter becomes final by a two-thirds (2/3) vote of the National Assembly. A Chapter which has had its charter revoked shall not be considered for re-chartering. Members of a Chapter whose charter has been revoked may not become members of another Chapter of The Links, Incorporated before the expiration of a two-(2) year period.

Upon approval of the Area Director and the National Vice President, a member of a Chapter of which the charter has been revoked may become an affiliate member.

- B. A negative decision by the Area Director and National Vice President may be appealed to the Executive Council.
- C. Causes for revocation shall be failure to do one or more of the following:

1. Maintain required minimum membership, except for the division of a Chapter;
 2. Hold regular meetings;
 3. Promote the programs of The Links, Incorporated;
 4. Comply with the purpose of The Links, Incorporated;
 5. Bring *Bylaws* into compliance with The Links, Incorporated *Bylaws*;
 6. Follow the mandates of the Executive Council and National Assembly; 7. Follow the *Constitution and Bylaws and Manual of Procedures*; and 8. Meet stipulated goals within the probation period.
- D. In order to give the Chapter an opportunity to rebut the pending revocation or to appear at the Executive Council meeting, notice of intent to revoke a charter shall be sent three (3) months prior to the meeting of the Executive Council at which action on the revocation will be considered.

If a Chapter is dissolved or its charter is revoked, the charter shall be returned to National Headquarters.

The Area Director shall assist the Chapter in the disposal of the Chapter's assets which may be distributed to organizations with similar objectives or to The Links Foundation, Incorporated.

Section 9. Division of a Chapter

Chapters shall be divided by a majority affirmative vote of the Executive Council following recommendations of an Ad Hoc Committee on "The Division of a Chapter." The committee shall consist of the National Vice President, Chairman of the Chapter Establishment Committee, and the respective Area Director. The National Vice President shall serve as Chairman of this Ad Hoc Committee.

- A. A Chapter in good standing may apply for the division of a Chapter by sending a request to the Area Director and a copy to National Headquarters.
- B. To be eligible for a division, the Chapter must meet the conditions established in the "Rules for the Division of a Chapter." (See *Manual of Procedures*, Article XVI, Policies and Procedures, Rules for the Division of a Chapter.)

ARTICLE III. Areas

Section 1. Name

The Links, Incorporated shall be divided into four (4) geographical areas, hereinafter referred to as "the Areas," with the following names:

- A. Central Area of The Links, Incorporated;
- B. Eastern Area of The Links, Incorporated;
- C. Southern Area of The Links, Incorporated; and
- D. Western Area of The Links, Incorporated.

Section 2. **Composition of Areas**

The Areas shall be comprised of chapters in the following states, territories, countries, or subdivisions thereof:

- A. **Central Area:** Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, West Virginia, and Wisconsin;
- B. **Eastern Area:** Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and London, United Kingdom.
- C. **Southern Area:** Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Nassau, Bahamas;
- D. **Western Area:** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Texas, Utah, Washington, and Wyoming.

Section 3. **Purposes**

The purposes of the Areas are as follows:

- A. To convey the intent of the National program to the individual chapters in the Area;
- B. To participate in the development and promotion of the policies and programs of The Links, Incorporated;
- C. To assist the chapters in promoting civic, educational, and intercultural activities that will enrich the community;
- D. To facilitate the resolution of civic and social problems, and to work together toward achieving common goals; and
- E. To unite the chapters within a geographical area to accomplish the goals of the National organization through the exchange of ideas, methods, and techniques to implement the National program.

Section 4. **Membership**

Membership in each Area shall be comprised of Links in the geographical area designated by the National Assembly of The Links, Incorporated.

Section 5. **Officers**

A. Elected Officers

The elected officers of the Area shall be Area Director, Area Vice Director, Area Secretary, and Area Treasurer.

B. Appointed Officers

1. The appointed officers of the Area shall be the Area Parliamentarian, Area Financial Secretary, and such other officers as shall be deemed necessary to carry out the work of the Area.
2. These officers shall be appointed by the Area Director.

C. Qualifications of Officers

1. All elected officers shall:
 - a. Be active members at the time of election;
 - b. Have been a Link for at least five (5) years from the date of their induction;
 - c. Have attended at least two of the Area Conferences within the preceding six (6) years, exclusive of the Area Conferences at which the election takes place,
 - d. Have attended one (1) National Assembly within the preceding five (5) years;
 - e. Reside physically in the locality that the Area serves, and
 - f. Have Chapter endorsement.
2. All appointed officers shall:
 - a. Have the necessary qualifications for the office to which they are appointed; and
 - b. Be active members.
3. No elected Area officer, appointed Area officer, nor any Link elected to an Area elected position shall hold office in her chapter during the same time that she is holding the Area office or position. Should a chapter officer be elected or appointed to an Area office or position, she automatically vacates her chapter office. No elected Area officer, Area appointed officer, nor any Link elected to an Area elected position shall serve as a chapter delegate or alternate to the Area Conference.

4. Area Director

To be eligible for the office of Area Director, a member shall have served as Chapter president, or vice president, and/or as committee chair on the Area or National level of The Links, Incorporated. She shall exhibit executive ability, poise, dignity, articulate speech, and have demonstrated leadership skills.

5. Area Vice Director

To be eligible for the office of Vice Director, a member shall have served as Chapter president, or vice president, and/or as committee chair on the Area or National level of The Links, Incorporated. She shall exhibit executive ability, poise, dignity, articulate speech, and have demonstrated leadership skills.

6. Area Secretary

To be eligible for the office of Area Secretary, a member shall have served as Chapter Recording secretary of The Links, Incorporated and/or possess documented professional technology-based secretarial skills appropriate to organizational management, including the ability to record, organize, and edit proceedings for dissemination.

7. Area Treasurer

To be eligible for the office of Treasurer, a member shall have served as Chapter treasurer of The Links, Incorporated, and possess documented professional technology-based financial credentials or expertise.

Section 6. Elected Positions

A. Area Nominating Committee Chair and Members

The Chair and members of the Area Nominating Committee shall resign from the Nominating Committee if they are candidates for any Area office other than re-election to the Nominating Committee.

B. Area Representatives to The Links Foundation, Incorporated

The Area representatives to The Links Foundation, Incorporated shall be elected at their respective Area Conferences.

Section 7. Duties of Elected Officers

A. Area Director

The Area Director shall:

1. Preside at the Area Conference and Area Executive Board meetings.
2. Make assignments to Chapters in the respective Area for implementation of the National Program, policies and procedures.
3. Prepare and present to the Executive Council a written annual Area plan of work, budget, and statistical information to be examined by the Executive Council. Make an annual report of her yearly activities during the business meeting of the Area Conference and submit a written report of those activities to the Area Conference and Executive Council. Present status reports of the Area to the Executive Council and the National Assembly.
4. Prepare and present a *State of the Area* message at the first plenary of her respective Area Conference that addresses the critical issues of the Area.
5. Assign duties to the Area Vice-Director.
6. Approve all expenditures of Area funds and prepare vouchers or sign orders for the Area Treasurer; co-sign checks with the Area Treasurer from the Area treasury.
7. Represent the Area, or appoint a designee, on all occasions.
8. Appoint Area Program Chairmen and such other personnel and committees as may be necessary for the operation of the respective Area.
9. Assist with the mediation of a Chapter's internal problems upon the request of the National President, a Chapter president, or one-quarter (1/4) of the active members of the Chapter.
10. Serve as an ex officio member of all committees except the Nominating Committee and Audit Committee.
11. Ensure compliance with the *Constitution and Bylaws and the Manual of Procedures* of The Links, Incorporated.

12. Keep all Chapters in the Area informed of important business pertaining to the Area and The Links, Incorporated.
13. Name the appointed officers and the chairs of all committees not otherwise provided for except the Nominating Committee.
14. Be responsible for visiting Chapters within the Area upon her own initiative and/or upon request.
15. Call special meetings of committees when she shall deem them necessary or desirable.
16. Use funds from the Area allotment in the transaction of Area business.
17. Appoint officers, with the approval of the Area Executive Board , to fill unexpired terms.

B. Area Vice Director

The Area Vice Director shall:

1. Serve in the absence of the Area Director; and
2. Assist the Area Director in the performance of her duties as requested.

C. Area Secretary

The Area Secretary shall:

1. Keep accurate and detailed records of the proceedings of Area Conferences, Area Executive Committee Meetings, Area Executive Board Meetings and special meetings called by the Area Director.
2. Compile, edit and make available the minutes, proceedings, votes and attendance of Area Conferences, Area Executive Committee Meetings, Area Executive Board Meetings and special meetings called by the Area Director
3. Make available the approved minutes, proceedings, votes and attendance of Area Conferences to Chapters, the National Executive Committee and National Headquarters no later than six (6) months after the close of the Area Conference.
4. Distribute the minutes of the Area Executive Committee and Area Executive Board meetings to members of the Committee/Board, the National Executive Council and National Headquarters.
5. At Area Conferences, call for the seating of the certified voting delegates and record the names and Chapters of the delegates and alternate delegates present as well as provide a necrology report, prepare credentials reports and ensure timekeepers, doorkeepers and runners are in place as needed.
6. Assist with certifying members' compliance with the Assembly and Conference Participation Policy (One-in-Five Policy).
7. Serve on the National Committee of Secretaries.
8. Perform other duties as requested by the Area Director and National Secretary.

D. Area Treasurer

The Area Treasurer shall:

1. Receive and deposit all Area funds in a bank convenient to her and previously approved by the Area Executive Board.
2. Pay all approved expenses of the Area.
3. Serve on the National Finance Committee.
4. Receive the Area allotment from National Headquarters and monies from local Chapters and deposit all monies within five (5) business days in a bank convenient to her and previously approved by the Area Executive Board.

5. Compile and maintain adequate and correct accounts of the receipts and disbursements of Area funds.
6. Submit a certified, audited financial report of Area receipts and disbursements at each Area conference.
7. Submit a certified, audited financial report of income and expenses for each Area conference.
8. With the Area Finance and Budget Committee, prepare and submit the Area budget for approval by the Area Executive Board and delegates at the Area conference.
9. Be bonded at the expense of the Area.
10. Receive registration fees and other income for Area conferences.

Section 8. Duties of Appointed Officers

A. Financial Secretary

The Financial Secretary shall:

1. Receive all monies from members for registration expenses at Area Leadership meetings/conferences; member donations for designated events/purposes and corporate or non-member sources in support of Area fundraising efforts.
2. Reconciles funds received and submits to Area Treasurer, with appropriate receipts.
3. Serves as a member of the Area Executive Board.
4. Serves as a member of the Area Budget and Finance Committee.
5. Works closely with Area Treasurer and Area Director in preparation of Area budgets.
6. Works closely with Area Treasurer in the maintenance of Area fiscal reporting, utilizing computer software/technology.
7. Be bonded at the expense of the Area.

B. Area Parliamentarian

The Area Parliamentarian shall:

1. Advise the Area Director and other officers, committees, and members on matters of parliamentary procedure at the Area/Chapter Level.
2. Assist with any questions that may arise in interpreting bylaws and rules, or in connection with the work of the board and of officers or committees.
3. Serve on the Executive Board at the Area Level.
4. Serve on the Constitution and Bylaws Committee at the National level.
5. Serve as chairman of the Area Bylaws Committee.
6. Review chapter bylaws to ensure compliance with the national bylaws.

Area officers shall present reports at each Area Conference. Each Area officer shall deliver to her successor in office, records, files, supplies, and other office-related Links material in her possession, within forty-five (45) days after the close of the Area Conference, except for the Treasurer and Secretary who shall comply within ninety (90) days.

Section 9. Duties of Elected Positions

A. Area Nominating Committee Chairman

The Area Nominating Committee Chairman shall:

1. Serve on the National Nominating Committee as the Area Representative.
2. Coordinate the preparation of a slate of nominees for officers to be presented at the Area Conference.
3. Serve as Chairman of the Area Nominating Committee.

B. Area Representative to The Links Foundation, Incorporated The Area Representative to the Foundation shall:

1. Represent her Area on the Board of The Links Foundation, Incorporated;
2. Stimulate and manage Area corporate and Foundation Relations;
3. Research and identify potential Area and Foundation corporate funding sources for projects of The Links, Incorporated; and
4. Solicit funds, and/or coordinate solicitation of funds

Section 10. Nominations and Elections

A. Nominations

1. Names and profiles of nominees for elected Area officers, the Nominating Committee, and the Area Representative to The Links Foundation, Incorporated shall be submitted to the chair of the Nominating Committee at least ninety (90) days in advance of the Area conference.
2. The Nominating Committee shall prepare a slate of nominees to be presented at the Area conference.

B. Elections

1. Each Area officer, the Nominating Committee, and the Area Representative to The Links Foundation, Incorporated shall be elected by ballot at the regular meeting of the Area Conference. If there is only one (1) nominee for the office, five (5) nominees for the Nominating Committee, or one (1) nominee for the Area Representative to The Link Foundation, Incorporated, election may be by a method other than ballot—for example, voice vote.
2. Area officers and the Area Representative to The Links Foundation, Incorporated shall be elected by a majority vote of the delegates present and voting.
3. In the event there are more than two (2) candidates for an office or the Area Representative to The Links Foundation, Incorporated and if after balloting no candidate receives a majority vote, a second ballot shall be cast between the two (2) candidates receiving the highest number of votes. If a tie exists after two (2) ballots, the candidates shall decide the results by lot.

4. A chapter shall not have more than one (1) member holding an Area elected office, serving on the Nominating Committee, or serving as the Area Representative to The Links Foundation, Incorporated at the same time. If more than one (1) member from a chapter receives sufficient votes to be elected, the one (1) with the highest rank shall serve. The ranking is as follows: a. Area Director, b. Area Vice Director, c. Area Secretary, d. Area Treasurer, e. member of the Nominating Committee, and f. Area Representative to The Links Foundation, Incorporated.
5. Candidates must be present at the Area Conference at which they are elected.
6. Area officers, the members and chair of the Area Nominating Committee, and the Area Representative to The Links Foundation, Incorporated shall assume their respective positions at the close of the Area Conference at which they are elected.
7. The National President in cooperation with the National Executive Council shall hold an Area Officers' Meeting in odd years within one (1) month after the conclusion of the last Area Conference and the election of new Area Directors.

The individuals attending the meeting shall be determined by the National President and will include at least the following:

- a. Area Directors,
- b. Area Vice Directors,
- c. Secretaries,
- d. Financial Secretaries
- e. Treasurers,
- f. Parliamentarians,
- g. Program Coordinators,
- h. Nominating Committee Chairs,
- i. Representatives to the Foundation,
- j. And their National counterparts.

Funding for the meeting will be a line item in the budgets of The Links, Incorporated; The Links Foundation, Incorporated and the Areas.

8. Area officials shall abide by the *Articles of Incorporation, Constitution and Bylaws, Manual of Procedures* and/or published rules and regulations of The Links, Incorporated and The Links Foundation, Incorporated.

C. Term of Office

1. Officers shall be elected at each Area Conference for a two-(2) year term or until their successors are elected.
2. An elected officer or a member of the Nominating Committee may succeed herself in office. She shall not serve more than two (2) consecutive terms in the same office.

D. Vacancy

1. In the event a vacancy occurs in the office of the Area Director, the Area Vice Director shall become Area Director for the unexpired term.

2. Unexpired terms of all other elected officers shall be filled by the Area Director with the approval of the Area Executive Board . Unexpired terms of all appointed officers shall be filled by the Area Director in consultation with the Area Executive Board.
3. The successor to the office shall be considered to have served an unexpired term and shall be eligible for election to this office for the maximum terms of the office.

Section 11. Area Conferences

A. Meetings

Each Area Conference shall meet biennially in odd-numbered years in the respective geographic areas. Area Conferences shall be financed from monies received from the National allotment and the Area registration fees. The date of the Conference shall be determined by the Area Director in consultation with the Area Executive Board and the hostess chapter(s).

B. Quorum

Voting delegates from a majority of the active Chapters in the Area and two (2) elected Area Officers shall constitute a quorum for the business of the Area Conference.

C. Attendance

1. Each chapter shall elect a delegate and may elect an alternate to attend the Area Conference. The seat shall be filled at all times during business sessions by a delegate or an alternate. The alternate shall fill the seat and vote in the absence of the delegate.
2. A chapter which fails to have a delegate registered and in attendance at the Area Conference shall pay a fine as recommended by the Area Finance and Budget Committee and the Area Executive Board, with notice to all chapters at least sixty (60) days prior to the Area Conference; such fine shall not be less than five hundred dollars (\$500.00) nor exceed the recommended amount. Said amount shall be ratified by the Area Conference. The fine for non-representation shall be paid within sixty (60) days of the close of the Area Conference. A late fee of ten percent (10%) shall be imposed on chapters not adhering to the deadline.
3. Any Area officer who cannot attend the Area Conference for any or all of the meetings shall notify the Area Director of such anticipated absence. For purpose of conducting business at the Area Conference, the Area Director shall designate temporary replacements for any officers who are absent.

D. Awards

At each Area Conference, recognition shall be awarded to those who have been members of The Links Incorporated for twenty-five (25) and forty (40) years.

E. Registration Fees

Registration fees for the Area Conference shall be determined by the Area Director, in consultation with the hostess chapter(s), and approved by the Area Executive Board.

Section 12. Area Executive Board and Executive Committee

A. Area Executive Board

1. The elected Area officers, Area Financial Secretary, Area Parliamentarian, Immediate Past Area Director, chair of the Area Nominating Committee, Area Representative to The Links, Foundation, Program Coordinator, the chairs of Strategic Planning, Ethics and Standards, Communications, Technology and Archives committees, and the other appointed chairs of ongoing Area committees as selected by the Area Director shall constitute the Area Executive Board.
2. The Executive Board shall administer the policies and programs of the Area and have the power and authority to transact business on behalf of the Area between Area, but such action shall be reported to the next Area Conference.

B. Area Executive Committee

1. The Executive Committee of the Executive Board shall consist of the elected Area officers, Area Financial Secretary, Parliamentarian, Program Coordinator, and such other are members of the Executive Board that the Area Director deems necessary to carry out the business of the business of the Area. The Parliamentarian shall be a non-voting member.
 2. The Executive Committee shall meet upon call of the Area Director when there is a matter of concern to be considered and it is not feasible to call a meeting of the Executive Board. Such action shall be reported fully to the Executive Board immediately thereafter and to the next meeting of the Area Conference for ratification.
- C.** A majority of the members, including three (3) elected officers, shall constitute a quorum for a meeting of the Executive Board and Executive Committee.
- D.** The Executive Board and Executive Committee may meet by conference telephone or similar communications technology, provided the members can hear and communicate with each other. Participation in a meeting as provided by this provision shall constitute presence in person at the meeting.

Section 13. Nominating Committee

A. Composition

The Nominating Committee shall consist of five (5) elected members.

B. Qualifications

All members of the Nominating Committee shall:

1. Be active members of The Links, Incorporated at the time of election;
2. Have been a Link for at least five (5) years from the date of their induction;
3. Have attended at least two of the Area Conferences within the preceding six (6) years, exclusive of the Area Conferences at which the election takes place,
4. Have attended one (1) National Assembly within the preceding five (5) years;
5. Physically reside in the locality that the Area serves;
6. Have served in a leadership position in their respective chapter; and
7. Have Chapter endorsement.

C. Elections

The Nominating Committee shall be elected by plurality vote at each Area Conference for a two (2) year term or until successors are elected. The five (5) nominees receiving the highest number of votes shall be elected to the Nominating Committee. In the event the first ballot results in a tie, reballoting shall occur only to the extent necessary to elect the five (5) committee members.

D. Chairman

The chair of the Nominating Committee shall be the candidate receiving the highest number of votes. In case of a tie (of the highest number of votes), the newly elected members of the Nominating Committee shall vote by ballot to break the tie. If the Nominating Committee is elected by a method other than ballot, the newly elected members of the Nominating Committee shall vote by ballot to elect the chair. The chair of the Area Nominating Committee shall serve on the National Nominating Committee as the Area Representative.

E. Duties

The Area Nominating Committee shall:

1. Prepare a slate of nominees for officers to be presented at the Area Conference.
2. The Nominating Committee chair shall notify Chapter Presidents, in writing, of any vacancies for which no mail-in nomination was received within five (5) days of the due date for filing.
3. Abide by the procedures as defined in the *Manual of Procedures* and the *Nominations Manual of The Links, Incorporated*.

Section 14. Standing and Special Committees

- A. With the exception of the Nominating Committee, the Area Director shall appoint the chair of the standing committees.
- B. The Area Director shall serve as ex officio member of all committees, except the Nominating Committee and the Audit Committee.
- C. Committee members shall be appointed by the Area Director in consultation with the committee chair for a two-(2) year term. All committee seats are declared vacant at the end of the Area Conference; members serve as interim appointees until such time as the

Area Director has made appointments. No member may serve more than two (2) full consecutive terms.

D. Standing Committees

1. The Archives Committee shall keep an official record of the Area history; and develop methods to collect, codify, collate, and arrange for storage of documents, artifacts, and memorabilia of Area activities.
2. The Bylaws Committee shall consist of an odd number of members including the Area Parliamentarian, who serves and the committee chair, and at least four (4) other members. The committee shall serve as a resource to the Area Director, Area Executive Board and Executive Committee and chapters on parliamentary procedure and the interpretation of the *Constitution and Bylaws* of The Links, Incorporated.
3. The Communications Committee shall compile, edit and publish Area newsletters, manage the Area's social media and serve as a resource to chapters relating to publications, media relations and social media.
4. The Ethics and Standards Committee shall consist of the Ethics and Standards Chair, Area Vice Director, Parliamentarian and two other members. It shall oversee the process for handling ethical complaints, serve as a resource for members on ethical issues, and monitor implementation of the Code of Ethics.
5. The Finance Committee, chaired by the Treasurer, shall study all monetary requests and considerations; make recommendations regarding same to the Executive Board; submit a budget to the Executive Board for approval and to the Area Conference for action. Committee members shall include the Financial Secretary, the Immediate Past Area Treasurer and two additional members.
6. The Organizational Effectiveness Committee serves as a resource and provides support to chapters in their efforts to cultivate friendships and maintain a positive climate in the chapter. Committee members assist chapters through training and workshops, retreat facilitation, and coaching.
7. The Program Committee shall be responsible for planning and developing a program related to the purposes of The Links, Incorporated. Chaired by the Program Coordinator, the members of the Area facet chairs and such other members as the Area Director shall appoint shall serve on the committee.
8. The Protocol Committee shall proactively plan and execute all aspects of the Area protocol function in accordance with the Protocol Manual of The Links, Incorporated. This includes but is not limited to protocol support for VSPs of The

Links, Incorporated and invited guests during Area events, which include but are not limited to Area Conferences. The committee shall serve as a resource to chapters on protocol matters.

9. The Rituals Committee shall oversee the proper execution of ceremonies in accordance with the Rituals Manual of The Links, Incorporated. It serves as a resource to chapters on matters relating to the rituals of The Links, Incorporated.
 10. The Strategic Planning Committee shall be responsible for ongoing research and development for the purpose of making recommendations and assisting the organization in carrying out its aims; defining, refining, and evaluating its goals, activities, and structure; and creatively and appropriately enriching the membership and the larger community.
 11. The Election Committee shall develop voting procedures and make all preparations for balloting for Area officers, the Area Nominating Committee, and the Area Representative to The Links Foundation, Incorporated, and shall oversee the election process.
- E. The Area Director shall have authority to establish other standing committees that are deemed necessary to carry out the business of the Area.
- F. **Special Committees.** The Area Director may establish such special committees necessary for the functioning of the Area. Each committee shall be given a specific charge and term. The Area Director shall appoint the chair and members the special committees.

Section 15.

Finance

A. Allotment

The Links, Incorporated allocates a yearly operational allotment to the Area as defined in Article X Finance Section 1 and Article VI Meetings Section 3 of the Constitution. All fiscal matters of the Area shall be executed in accordance with the approved Area procedures and budget.

B. Fees

1. Members attending the Area Conference shall pay the registration fee and other assessments as might be required of the delegates.
2. The amount of the registration fee shall be determined by the Area Director in consultation with the hostess chapter(s) and approved by the Executive Board.

C. Assessments

1. Any assessments to fund Area projects shall be approved by the Area Conference delegates.
2. Any proposed assessment shall be presented to the chapters in writing within at least sixty (60) days prior to the Area Conference at which the voting will transpire.

D. Fines

Any Chapter which fails to have a delegate registered and in attendance at the Area Conference shall pay a fine as recommended by the Area Finance Committee and the Area Executive Board with notice to all chapters at least sixty (60) days prior to the Area Conference; such fine shall not be less than five hundred dollars (\$500.00). Any Area, Chapter, or member failing to meet all financial obligations, including fines or late fees, is not considered in good standing in The Links, Incorporated and shall be subject to disciplinary action.

Section 16. Standing Rules

Areas may adopt standing rules which shall not be in conflict with the *National Constitution and Bylaws* or *Manual of Procedures* of The Links, Incorporated. Standing rules:

- A. Shall be adopted by a majority vote;
- B. Shall be amended by a two-thirds (2/3) affirmative vote without previous notice or by a majority vote with previous notice; and
- C. May be suspended by a two-thirds (2/3) affirmative vote. (**NOTE:** Bylaws **CANNOT** be suspended.)

ARTICLE IV. National Assembly

Section 1. Any active member, regardless of classification, may attend the National Assembly, including all meetings and events.

Section 2. Each Chapter shall elect one (1) delegate from the respective Chapter and may have one (1) alternate. Only elected delegates or alternates shall be entitled to vote.

Section 3. Voting delegates from a majority of the active Chapters and three (3) elected National Officers are necessary for the convening of the National Assembly.

Section 4. The National Assembly shall have authority for the following:

- A. Establishment of Areas;
- B. Determination of policy and program;
- C. Acquisition and maintenance of an appropriate building or office space for the use and purposes of The Links, Incorporated;
- D. Receipt of contributions, legacies and donations;
- E. Contribution and appropriation of funds to carry out:
 - 1. The objectives and purposes of The Links, Incorporated; and
 - 2. The efficient functions of The Links, Incorporated within the frame of reference of a 501(c)(4) tax-exempt organization; and
- F. Acceptance of the budget.

Section 5. The National Assembly shall have the final authority to dissolve Chapters and take such disciplinary action as relates to Areas, Chapters, and members. The exercise of this final authority requires a two-thirds (2/3) affirmative vote of the delegates at a National Assembly.

ARTICLE V. National Headquarters

Section 1. The Links, Incorporated shall maintain at least one (1) appropriate building or office to be known as National Headquarters.

Section 2. The Links, Incorporated shall employ an Executive Director who shall be responsible for accomplishing the overall objectives and specific goals of The Links, Incorporated within the framework of the organizational structure. The Executive Director's major functions shall include planning, accountability, external relations, public affairs, and public relations. The Executive Director shall be accountable to the National President and the Executive Council.

Section 3. The Links, Incorporated shall employ a Deputy Executive Director who shall be responsible for the day-to-day operations of The Links, Incorporated, including supervision of staff and the implementation of organizational policies and procedures and decisions of the Executive Council. The Deputy Executive Director shall be accountable to the National President and the Executive Council through the Executive Director.

ARTICLE VI. Executive Council and Executive Committee

Section 1. The Nationally elected officers, Area Directors, appointed officers, Chair of the Nominating Committee, Immediate Past President, Program Directors, and the Chairs of the Human Resources, Communications & Public Relations, Strategic Planning and other appointed Chairs of ongoing committees of The Links, Incorporated as selected by the National President shall constitute the Executive Council. The ex officio member without vote shall be the Executive Director of The Links Foundation, Incorporated if she is not a member of The Links, Incorporated.)

Section 2. The Executive Council shall administer the policies and programs of The Links, Incorporated.

Section 3. The Executive Council shall have the authority to act when the National Assembly is not in session, but such action shall be reported fully to the next National Assembly.

Section 4. The Executive Council shall have the authority to hear appeals and other matters brought to it by members, Chapters or Areas and shall make recommendations to the National Assembly for final disposition.

Section 5. Any elected officer who does not function properly in her position shall be recommended for replacement to the Executive Council by a member of the Executive Council. An officer replaced because of failure to function timely and properly in her position shall not be eligible to serve in another National or Area office (elected or appointed) for five (5) years. The majority vote of the Executive Council shall determine further action. If the action results in removal from office, the said officer shall be notified in writing. Each elected officer has the right to appeal. The appeal shall proceed from the Executive Council to the National Assembly.

Section 6. A majority of the voting members, including three (3) elected officers, shall constitute a quorum for a meeting of the Executive Council.

Section 7. The Executive Committee of the Executive Council shall meet upon call of the President when there is a matter of concern to be considered and it is not feasible to call a meeting of the

Executive Council. Such action shall be reported fully to the Executive Council immediately thereafter and to the next meeting of the National Assembly for ratification.

Section 8. The President, Vice President, Secretary, Treasurer, and Area Directors shall constitute the Executive Committee. The Parliamentarian shall be a non-voting member.

Section 9.

- A. The Executive Council or Executive Committee may meet by conference telephone or similar communications technology, provided the members can hear and communicate with each other. Participation in a meeting as provided by this provision shall constitute presence in person at the meeting.
- B. Any action that could be taken at a meeting of the Executive Committee or Executive Council may be taken without a meeting, provided that consent in writing setting forth the action being taken is signed by all members of the Executive Committee or Executive Council, as the case may be. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of The Links, Incorporated.

Section 10. Relative to conduct, a member of the Executive Council who is found culpable of conduct tending to injure the good name of The Links, Incorporated, disturb its well-being, or hamper it in its work, shall be subject to disciplinary action. A thorough investigation of the facts shall be required.

- A. The Executive Committee shall recommend to the Executive Council the form of discipline that shall be imposed.
- B. Disciplinary action may include a mandatory apology, censure, suspension, or expulsion depending on the seriousness of the offense. In cases where suspension or expulsion is recommended, the policies and procedures as outlined in the *Bylaws and Manual of Procedures* of The Links, Incorporated shall be followed.

Section 11. Appeal. The right of a member of the Executive Council to appeal disciplinary action imposed by the Executive Council.

- A. An appeal proceeds from the action of the Executive Committee to the National President, to the Executive Council, to the National Assembly.
- B. As a condition of membership, a member agrees to first pursue the appeal procedures set forth in the *Constitution and Bylaws, Manual of Procedures*, rules, and policies of The Links, Incorporated. Members are not allowed to bring legal counsel to any administrative hearing.
- C. Violation of these procedures shall be a basis for expulsion from the organization by a two thirds (2/3) affirmative vote of the Executive Council.

ARTICLE VII Officers and Chair of the National Nominating Committee

Section 1. National officers shall be elected or appointed.

- A. All elected National officers and the chair of the National Nominating Committee shall have been active members for at least five (5) years from date of their induction prior to election.
- B. All elected officers and the chair of the National Nominating Committee shall be active members and shall have attended at least two of the Area Conferences within the preceding

six (6) years and at least three (3) National Assemblies including the Assembly at which the election takes place.

- C. Officers and the chair of the National Nominating Committee shall be elected at each Assembly for a two-year (2) term or until their successors are elected.
- D. An elected officer and the chair of the National Nominating Committee may succeed herself in the position. She shall not serve more than two (2) consecutive terms in the same office.
- E. Officers shall assume their respective positions at the close of the National Assembly at which they are elected.
- F. The Executive Council shall elect a successor to complete the term of an elected officer or chair of the National Nominating Committee who does not serve the full term to which she was elected.
- G. Have Chapter endorsement.

Section 2. The appointed National officer shall be a Parliamentarian who shall:

- A. Be appointed by the President;
- B. Advise the President, Areas, Chapters and members on parliamentary procedure and the interpretation of *The Links, Incorporated Constitution and Bylaws* and *The Links Foundation, Incorporated Bylaws*;
- C. Serve as Chairman of the National Constitution and Bylaws Committee;
- D. Serve on the Executive Council;
- E. Serve as a non-voting Executive Committee member, and
- F. Shall have served at either Chapter or Area level.

Section 3. Elected National officers shall have the following qualifications:

- A. Eligibility for President. To be eligible for the Office of President a member shall have served as Chapter President or Vice President, and/or as an officer on the Area or National level of The Links, Incorporated. She shall exhibit executive ability, poise, dignity and articulate speech, and have demonstrated leadership skills. B. Eligibility for Vice President is the same as those of President.
- C. Eligibility for Recording Secretary. To be eligible for the Office of Recording Secretary, a member shall have served as either Chapter Recording Secretary or Area Secretary, and/or possess documented professional technology-based secretarial skills appropriate to organizational management, including the ability to record, organize and edit proceedings for dissemination.
- D. Eligibility for Treasurer. To be eligible for the Office of Treasurer, a member shall have served as a Chapter Treasurer, Chapter Financial Secretary, Area Treasurer, Area Financial Secretary, or as the Financial Secretary for The Links, Foundation, Incorporated, and/or possess documented professional financial credentials and experience, and possess documented professional technology-based financial credentials or expertise.

Section 4. The appointed National officer shall have the following qualifications:

- A. A member shall serve at either Chapter or Area level;

- B. Shall possess documented expertise on a National level and hold the earned Registered Parliamentarian or Professional Registered Parliamentarian Credential.
- C. Shall perform other duties pertaining to the office as the National President or Executive Council may designate.

Section 5. Elected Position. Eligibility for Chair of National Nominating Committee.

To be eligible to serve as Chair of the National Nominating Committee, a member shall have served as a member of the National, Area, or a Chapter Nominating Committee.

Section 6. No two (2) elected National officers shall come from the same Chapter at the same time.

Section 7. No more than two (2) elected National officers may come from an Area at the same time.

Section 8. Voting members of the National Executive Council shall not hold offices in their Chapters or Areas. Area Directors by virtue of their office serve on the Executive Council and vote on all matters pertaining thereto, including Chapter establishment.

Should a Chapter or Area officer be elected or appointed to a National office, she automatically vacates her Chapter or Area office.

Section 9. The duties of the National elected officers shall be as follows: A.

President shall:

1. Appoint National Directors of National Programs who shall administer the respective programs;
2. Appoint the Parliamentarian who shall advise the President, Areas, Chapters and members on parliamentary procedure and the interpretation of The Links, Incorporated *Constitution and Bylaws*.
3. Appoint the Chairman of Communications/Public Relations who shall compile, edit and publish The Links, Incorporated journal and publicize the organization;
4. Appoint the Chairman of the Chapter Establishment Committee who shall supervise the establishment of new Chapters;
5. Appoint the chairman of all standing committees (except as otherwise provided for in the Bylaws);
6. Appoint members of special committees as may be needed;
7. Appoint members to special assignments and as representatives to other National organizations as may be needed;
8. Appoint such personnel for each National Assembly as may be necessary for the operation of the Assembly;
9. Administer the National program;
10. Prepare and present a State of the Organization message at the first plenary session of each National Assembly, a plenary session at each Area Conference, and other meetings as directed by the Executive Council or National Assembly. The message should address critical issues before the organization;
11. Carry out the directives of the National Assembly as they pertain to her office;
12. Serve as the keynote speaker for the Civic Luncheon at each Area Conference;
13. Preside over all meetings;
14. Call special meetings;
15. Enforce the National *Constitution and Bylaws*;
16. Co-sign orders on the treasury for money;

17. Exercise general supervision over the National Assembly and National Headquarters;
18. Chair the Executive Council and the Executive Committee;
19. Serve as an ex officio member of all committees except the Nominating Committee and Audit Committee;
20. Install all newly elected National officers prior to the close of each respective National Assembly. If the President is re-elected, her designee will install newly elected officers.

B. Vice President shall:

1. Serve in the absence of the President;
2. Perform such duties as may be requested by the Executive Council which are not in conflict with the responsibilities of the President;
3. Preside at the National Assembly, Executive Council, and Executive Committee meetings in the absence of the President; and
4. Chair the Committee on Membership.

C. Recording Secretary shall:

1. Keep accurate and detailed records of the proceedings of National Assemblies, Executive Council Meetings, Executive Committee Meetings and special meetings called by the National President;
2. Compile, organize, edit, and make available the minutes, proceedings, votes and attendance of National Assemblies, Executive Council Meetings, Executive Committee Meetings and special meetings called by the National President;
3. Make available the approved minutes, proceedings, votes and attendance of National Assemblies to Chapters no later than six (6) months after the close of the respective Assembly;
4. Make available a written report of the actions and activities of the Executive Council and Executive Committee to all Chapters each program year in May of the following program year.
5. For each National Assembly, call for the seating of the certified voting delegates and record the names and Chapters of the delegates and alternate delegates present as well as provide a Necrology Report, prepare credentials reports and ensure timekeepers, doorkeepers and runners are in place as needed.
6. Assist with certifying members' compliance with the One-in-Five National Assembly and Area Conference Participation Policy.
7. Chair the National Committee of Secretaries
8. Perform such other duties pertaining to the office as the National President and Executive Council may designate.

D. Treasurer shall:

1. Supervise the handling of all receipts, deposits and disbursements through National Headquarters.
2. Co-sign checks.
3. See that the books and records are audited by a Certified Public Accountant on a regular basis.
4. Make a written report annually to the Executive Council and biennially to the National Assembly.

5. Chair the National Finance Committee.
6. Supervise the preparation of the Biennial Audit.

Section 10. Chair of the National Nominating Committee shall:

1. Perform duties as stated in the Nominations Manual.
2. Perform other duties pertaining to the position as the National President and Executive Council may designate.

ARTICLE VIII. Nominations and Elections

Section 1. Composition of the National Nominating Committee.

The National Nominating Committee shall be composed of a chair and a member elected by each Area at the Area Conference. The Area Representative on the National Nominating Committee shall be the Chair of the Area Nominating Committee. The Chair of the National Nominating Committee shall be elected by a majority vote at each National Assembly. All members of the National Nominating Committee shall have been members for at least five (5) years prior to election. A member of the National Nominating Committee shall not serve more than two (2) consecutive terms.

Section 2.

- A. The Nominating Committee shall submit at least one (1) name for each office to be filled for election at each National Assembly.
- B. No member of the Nominating Committee shall stand for election to a National Office unless she resigns from the Nominating Committee, except that a member of the Nominating Committee need not resign from the Committee if she stands for re-election to the Nominating Committee.
- C. The Nominating Committee shall certify all candidates for National Office. Certification shall include, but is not limited to, verifying the information on each candidate's application/profile, and certifying that each candidate:
 1. Has been a member for at least five (5) years prior to nomination;
 2. Is an active member in good standing;
 3. Has attended at least three (3) National Assemblies including the Assembly at which the election takes place;
 4. Has complied with the National Assembly and Conference Participation and Attendance policy (one-in-five); and
 5. Has complied with the 48-Hour Service Requirement.

Section 3. National Election Committee.

An Election Committee shall be appointed by the National President at least ninety (90) days before each National Assembly. Members of the Committee shall have attended at least one National Assembly. The Committee shall consist of five (5) members; at least one (1) member shall come from each of the four (4) Areas. The Committee shall be responsible for monitoring the election of officers and the chair of the Nominating Committee at the National Assembly.

Section 4. The National Assembly shall elect by a majority vote the President, the Vice-President, the Recording Secretary, the Treasurer, and the chair of the Nominating Committee. The election shall be by ballot. If there is only one (1) nominee for an office or the chair of the Nominating Committee, election may be by a method other than by ballot—for example, voice vote.

Section 5. In the event there are more than two (2) candidates for an office or chair of the National Nominating Committee and if, after balloting, no candidate receives a majority vote, a second ballot shall be cast between the two (2) candidates receiving the highest number of votes. If a tie exists after two ballots, the candidates shall decide the results by lot.

ARTICLE IX. Standing Committees

Section 1. *The Archives and History Committee* shall develop methods of collecting and codifying all documents, artifacts, correspondence and memorabilia of The Links, Incorporated and shall implement the collecting and codifying.

Section 2. *The Chapter Establishment Committee* shall receive applications for Chapter establishment and make recommendations to the Executive Council concerning the establishment of Chapters. The committee shall also include the four (4) Area Directors and two (2) additional members appointed by the President one (1) of whom shall be the chair. The Director of the Area in which a proposed Chapter is to be located will appoint three (3) members of the Area as ad hoc members of the committee for the period that the proposed Chapter is under consideration. One of the three (3) ad hoc members shall be from a Chapter closest to the proposed Chapter.

Section 3. *The Constitution and Bylaws Committee* shall receive and make recommendations for amendments and/or revisions to the Constitution and Bylaws. The Committee shall correct grammatical, typographical, punctuation, formatting, cross references, and other such technical or conforming changes as may be necessary to reflect the intent of The Links, Incorporated. The Committee shall be chaired by the Parliamentarian. Members of the committee shall include, at a minimum, the four (4) Area Parliamentarians.

Section 4. *The Finance Committee*, chaired by the Treasurer, shall study all monetary requests and considerations; make recommendations regarding same to the Executive Council; and make recommendations regarding dues and assessments to the National Assembly for the two (2) fiscal years following. The committee shall submit a budget to the Executive Council for approval and to the National Assembly for action. Committee members shall include, at a minimum, the four (4) Area Treasurers and the Immediate Past National Treasurer.

Section 5. *The Human Resources Committee* shall recommend to the Executive Council the personnel to be employed at National Headquarters and develop personnel policies.

Section 6. *The Program Committee* shall be responsible for planning and developing a program related to the purposes of The Links, Incorporated. The Program Directors and such other members as the President shall appoint shall serve on the committee.

Section 7. *The Membership Committee* shall plan membership orientation to the purpose and program of The Links, Incorporated. It shall be responsible for such membership issues as may be assigned to it.

Section 8. *The Election Committee* shall develop voting procedures and make all preparations for balloting for National officers and chair of the Nominating Committee, and shall oversee the election process.

Section 9. *The Strategic Planning Committee* shall be responsible for ongoing research and development for the purpose of making recommendations and assisting the organization in carrying out its aims;

defining, refining, and evaluating its goals, activities, and structure; and creatively and appropriately enriching the membership and the larger community.

Section 10. The *Ethics and Standards Committee* shall exist as a Standing Committee on the National, Area and Chapter levels. It shall be responsible for overseeing the process for handling ethical complaints, serve as a resource for members on ethical issues, and monitor implementation of the Code of Ethics. It shall oversee and ensure due process involving alleged violations of the Code of Ethics.

Section 11. The *Philanthropy Committee* shall exist to develop strategic priorities for all charitable giving of The Links Foundation, Incorporated and will determine how the organization can become more impactful and targeted with our philanthropic investments and grant-in-aid resources.

The Director of Philanthropy shall be a member of the Executive Council and the Board of The Links Foundation, Incorporated.

Section 12. A *Building Operations Committee* shall take care of and preserve the National Headquarters. It shall be the duty of this committee to manage available restricted funds and maintain the physical property (National Headquarters).

Section 13. The National Audit Committee shall exist as a Standing Committee. It shall provide oversight for coordinating the national audit process, thus assisting with the adequacy and integrity of the accounting, reporting, auditing, financial practices, controls and corporate compliance enterprise risk for the Links, Incorporated and the Links Foundation Incorporated.

- a. The National Audit Committee Chair shall be a member of the Executive Council and the Board of Directors of the Links Foundation.
- b. The National Audit Committee members shall include a Chair and at least one (1) committee member from each Area, all appointed by the National President.

Section 14. The Rituals Committee shall oversee the proper execution of ceremonies across all levels of the organization in accordance with the Rituals Manual of The Links, Incorporated.

Section 15. All committee seats are declared vacated at each National Assembly and members serve as interim appointees until such time as the National President has made appointments.

ARTICLE X. Finance

Section 1. Annual National dues and assessments of an active member and a member on leave of absence shall be recommended by the Finance Committee and approved by the National Assembly. They shall be paid to National Headquarters through her Chapter. Affiliate members shall pay dues and assessments directly to National Headquarters. Twenty percent (20%) of the National dues shall be remitted to the treasurers of the Areas by National Headquarters.

Section 2. Active members shall meet all Chapter and National financial obligations prior to the submission of dues and assessments to National Headquarters.

Section 3. All dues and assessments shall be paid electronically to National Headquarters from the Chapter's Operating Account payable to The Links, Incorporated by April 1 of each year. A late fee shall be added to dues if paid after that date.

Section 4. Members shall receive annual certification providing that dues have been submitted to National Headquarters. There shall be a charge of ten dollars (\$10.00) for each duplicate financial card.

Section 5. Each new member shall pay a joining fee plus National dues and assessments for the current year and a capital endowment fee, a program endowment fee, and a technology fee. They shall pay Chapter dues and assessments as prescribed by the respective Chapter. All fees due to National Headquarters shall be postmarked thirty-five (35) days prior to induction. Members of Chapters chartered in the first six (6) months of the fiscal year shall pay the full amount of the current year's dues and assessments. Members of Chapters chartered in the last six (6) months of the fiscal year shall pay one-half (1/2) of the current year's dues and one-half (1/2) of the grants-in-aid assessments.

The total amount required at the Chapter level can be equal to but shall not exceed the amount required at the National level.

Section 6. Prior to being chartered, the proposed Chapter shall pay a chartering fee as recommended by the Finance Committee, approved by the Executive Council, and adopted by the National Assembly.

Section 7. There shall be a registration fee set for the National Assembly by the Finance Committee and approved by the Executive Council. A late registration fee shall be charged after a designated date.

Section 8. Any Chapter which fails to have a delegate registered and in attendance at the National Assembly shall pay a fine recommended by the Finance Committee, approved by the Executive Council, and adopted by the National Assembly.

Section 9. Any Chapter or member failing to meet all financial obligations, including fines or late fees, is not considered active with The Links, Incorporated.

Section 10. All expenditures shall be executed within the parameters of the budget accepted by the National Assembly.

Section 11. After notice, any Chapter that does not implement a funded program or project for which its member(s) was (were) trained, shall reimburse The Links, Incorporated or The Links Foundation, Incorporated, whichever is applicable, for the cost of the training. A Chapter that fails to reimburse the training expenses shall be subject to disciplinary action.

Section 12. Expenses incurred for attendance at meetings of the Executive Council shall be paid according to the amounts budgeted by the Finance Committee for all members of the Executive Council. Expenses shall be paid for attendance at the National Assembly according to amounts budgeted by the Finance Committee for members of the Executive Council, Past National Presidents, chairmen of standing committees, and other persons needed to carry out the program of the National Assembly.

Section 13. National Assessments.

- A. Be presented to Chapters in writing at least sixty (60) days prior to the convening of the National Assembly at which it shall be voted on;
- B. Require a 2/3 affirmative vote for adoption; and,
- C. Specify the payment schedule(s) in a separate motion requiring a two-thirds/ (2/3) affirmative vote.

ARTICLE XI. Newsletter

A Links newsletter shall be published at least two (2) times a year (Fall-Winter, Spring-Summer). The primary responsibility for the newsletter's publication shall be with the President in conjunction with the Executive Director.

ARTICLE XII. Foundation

Section 1. There shall be a nationally incorporated foundation known as The Links Foundation, Incorporated or by some other appropriate name. Its purpose shall be to design, support and conduct charitable and educational activities useful to individuals and beneficial to the community.

Section 2. The Links Foundation, Incorporated shall receive grants, contributions and legacies, and shall dispense funds for special projects, grants-in-aid and scholarships.

Section 3. The Links, Incorporated shall receive an annual report of the financial activities of The Links Foundation, Incorporated. All monies which are received by The Links Foundation, Incorporated, except those held in trust for Chapters of The Links, Incorporated, shall be disbursed with the approval of The Links, Incorporated. The Links Foundation may retain a percentage of donated funds to support the operation of the Foundation.

Section 4.

The Links Foundation, Incorporated, through its grant-in-aid process, shall place a limit on the number of grants of scale approved during a biennium. At no time shall more than one grant of scale be approved. If the time required to satisfy the financial obligation of any grant of scale exceeds a single biennium, no additional grant of scale shall be considered or approved until all funds pledged are fully paid and the funding requirements of the existing grant are fully honored. For the purpose of this section, grants-of scale, are defined as those equaling a minimum of \$100,000.

ARTICLE XIII. Rituals and Emblems

Section 1. The official rituals of The Links, Incorporated shall be used for all The Links ceremonies.

Section 2. The following items shall be official emblems of The Links, Incorporated:

- A. Insignia: a world globe encircled by a chain;
- B. Flower: white rose; and
- C. Colors: green and white.

Section 3. Emblems may be used on all stationery, programs, and publications of The Links, Incorporated.

Section 4. The official jewelry of The Links, Incorporated shall bear a symbol of The Links, Incorporated.

Section 5. The Seal of Incorporation shall be used only by authorized persons to validate documents and official papers.

ARTICLE XIV. Awards

Section 1. Awards shall be given at the National Assembly for recognition of accomplishments in the program Areas. These awards shall be:

- A. The Margaret Hawkins-Sarah Scott Co-Founders Awards;
- B. The Presidential Legacy Award, named for all the past National Presidents, beginning with the Third National President; and

- C. The President's Award, named for the National President, who shall choose the program or service Area for which the award shall be named, and the recipient of the award. When the National President's term of office has ended, her name shall be added to the Presidential Legacy Award.

Section 2. At each National Assembly, special recognition shall be awarded to those who have been members of The Links, Incorporated for fifty (50) or more years; and recognition of Platinum Members.

Section 3. The outgoing National President shall receive a signet ring.

ARTICLE XV. Procedures

Procedures shall be adopted by a majority affirmative vote by the National Assembly and the Executive Council to implement the *Constitution and Bylaws* of The Links, Incorporated. These procedures shall be binding on officers, Chapters, Areas, and members until such time as they are eliminated or changed by the National Assembly and/or the Executive Council, so long as they are not inconsistent with the *Constitution and Bylaws* or procedures previously adopted by the National Assembly. (**NOTE:** Procedures protecting basic rights of members cannot be suspended).

ARTICLE XVI. Indemnification Insurance

The Links, Incorporated shall purchase and maintain insurance on behalf of any person who is or was a member of the Executive Council or an officer or agent of The Links, Incorporated at the time of the occurrence against liability asserted against her (within the provision of said policy) and incurred by her in any such capacity.

ARTICLE XVII. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern The Links, Incorporated in all cases to which they are applicable and in which they are not inconsistent with these *Constitution and Bylaws* of The Links, Incorporated and special rules or procedures that The Links, Incorporated may adopt.

ARTICLE XVIII. Amendment and Revision of the Bylaws

Section 1. The Bylaws shall be amended by a two-thirds (2/3) affirmative vote of the voting delegates at the National Assembly.

Section 2. The proposed amendment shall be recommended by a member, Chapter, Standing Committee, Area Conference, the Executive Council, the *Constitution and Bylaws* Committee and/or the National Assembly.

Section 3. The proposed amendment must be presented in writing to the *Constitution and Bylaws* Committee at least four (4) months prior to the convening of the National Assembly.

Section 4. An amendment must be circulated to each Chapter by the *Constitution and Bylaws* Committee at least forty-five (45) days prior to the convening of the National Assembly.

Section 5. Any amendment proposed at the National Assembly shall be referred to the *Constitution and Bylaws* Committee for consideration at the next National Assembly. It shall be subject to procedure as indicated in Section 4 of this article.

Ratified-Boston Massachusetts
July 29-July 2, 1966

Amended-Oakland, California
June 25-30, 1968

Revised-Washington, D.C.
June 25-29, 1974

Amended-Atlanta, Georgia
June 28-July 3, 1980

Amended-Philadelphia, Pennsylvania
July 5-9, 1984

Amended-Nashville, Tennessee
July 1-4, 1986

Amended-Washington, D.C.
June 26-July 3, 1990

Amended-Dallas, Texas
June 29-July 3, 1992

Amended-Louisville, Kentucky
June 28-July 2, 1994

Amended-San Francisco, California
July 2000

Amended-Atlanta, Georgia
July 23-August 1, 2004

Amended-Philadelphia, Pennsylvania
June 27-July 2, 2006

Amended-Seattle, Washington
July 2 – 6, 2008

Amended-Detroit, Michigan
June 30 - July 4, 2010

Amended-Orlando, Florida
June 27 - July 1, 2012

Amended-National Harbor, Maryland
July 2 - 5, 2014

Amended- Las Vegas, Nevada
June 30, 2016-July 2, 2016

Amended- Indianapolis, Indiana
June 27, 2018-July 1, 2018

Amended- Virtual Assembly
June 18, 2020-June 20, 2020

Amended- Hybrid 43rd National Assembly- Baltimore, MD June
26, 2022-July 3, 2022

Amended - Dallas, Texas
June 18, 2024-June 23, 2024

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