

## **Friends of the Palo Alto Library**

### **STANDING RULES**

As of September 1, 2013

#### **1. OFFICERS**

##### **1.1. President**

The President shall be the chief executive officer and shall preside at all meetings of the membership and Board of Directors, be ex-officio member of all committees except the Nominating Committee, shall direct and administer the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are implemented, and shall exercise such other powers and perform such other duties and acts as shall be approved by the Board of Directors.

##### **1.2 Vice President**

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform other duties as needed at the direction of the President. As agreed among the officers from time to time, the Vice President may be chair of the Book Sale Committee.

##### **1.3 Secretary**

The Secretary shall be responsible for:

1. issuing meeting agendas and other notices;
2. taking minutes of all meetings of the membership and Board of Directors;
3. ensuring that copies of the Articles of Incorporation, By-laws, Standing Rules, and the latest edition of Robert's Rules of Order are available at all meetings;
4. keeping the By-laws up-to-date on the FOPAL website;
5. other tasks as directed by the President and the Board of Directors.

##### **1.4 Treasurer**

The Treasurer is concerned with safeguarding the Corporation's financial assets. He or she is in charge of all fiduciary and financial matters with all of the attendant powers and responsibilities, and shall keep the membership and the Board of Directors informed of the financial condition of the Corporation.

##### **1.5 Assistant Treasurer**

The Assistant Treasurer shall perform such duties as assigned by the Treasurer. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Assistant Treasurer usually is responsible for cash preparation prior to the sale and for overseeing counting, recording, depositing funds, and reporting book sale results to the Treasurer. The Assistant Treasurer also usually is responsible for managing the Petty Cash in the book room.

#### **2. DIRECTORS**

2.1 Portfolio responsibilities (if active) are as follows:

2.1.1 Newsletter Editor: Responsible for all tasks involved in the timely publication of the newsletter, the Foreword.

2.1.2 Electronic Newsletter Editor: Responsible for all aspects of the regular appearance of the email newsletter.

2.1.3 Public Relations Chair: Organizes publicity, prepares and distributes press releases, provides information to news media as necessary, and chairs the Publicity/Public Relations Committee.

2.1.4 Fundraiser (Development Chair): Organizes appeals and grant applications and chairs the Fundraising Committee.

2.1.5 Historian/Archivist: Collects, organizes, and stores documents and other material recording events and activities of the Corporation.

2.1.6 Membership Chair: Maintains the roll of current members and chairs the Membership Committee.

2.1.7 Events Manager: Plans, organizes and manages all events sponsored by the Corporation.

2.1.8 PALF and Community Liaison Officer: works with the Palo Alto Library Foundation and establishes contact with other local groups, and serves as a means of communication for mutually beneficial exchanges. Parliamentarian: when requested by a member, acts as an impartial authority and reference source on parliamentary procedure.

2.2 Directors have no authority to speak publicly on behalf of the Board of Directors on any matter without the expressed consent of the Board of Directors.

2.3 Directors are authorized to spend up to \$150.00 per month to meet expenses necessarily incurred in the ordinary conduct of their activities on behalf of the Corporation. A signed expense report, including receipts, must be submitted to the Treasurer to obtain reimbursement.

### 3. MEETINGS

3.1. FOPAL Board meetings will be held at a time and place usually determined by the board at its first meeting in the calendar year and as noticed monthly. .

3.2. Draft minutes of Board meetings should, if possible, be submitted electronically to Directors for review and correction within two weeks following the meeting. Within a week, Directors will submit any corrections to the Secretary and the corrected minutes will be sent out for approval at a subsequent meeting. (Modified from May 1, 2002)

3.3. Directors shall be provided with an agenda, Treasurer's report, and minutes of the previous meeting at least two days prior to the next Board meeting.

3.3.1. he President may consult Robert's Rules of Order for parliamentary questions.

### 4. COMMITTEES

4.1. Standing Committees established in the By-laws:

4.1.1 **Book Sale Committee:** Responsible for liaison between the Sales and Volunteer Manager and the board and for bringing to the board any book sale issues that need board attention. The Personnel Subcommittee shall be responsible for complying with personnel laws and regulations and for conducting the annual reviews of employees.

4.1.2 **Nominating Committee:** The Nominating Committee consists of at least two sitting Directors and at least one off-board member. Committee members should be selected at the Board's first meeting of the year. The Committee's charge is to recruit candidates to fill vacant positions on the Board of Directors and nominate candidates to serve as Officers of the Corporation. A slate of candidates must be submitted to the membership along with the announcement of the date of the Annual Meeting.

4.1.3 **Finance Committee:** The Finance Committee includes the Treasurer as Chair, Assistant Treasurer, and as many other Directors as wish to participate. The Committee meets quarterly or as needed to review and discuss matters related to the Corporation's financial affairs. Recommendations

are made to the Board on an annual operating budgets (to be approved by the board at the May meeting), grant requests, disbursements and transfers from restricted funds (including the Endowment Fund) and the management of financial assets.

**4.1.4 Membership Committee:** The Membership Committee meets as needed to consider methods for maintaining and increasing the Corporation's membership. In connection with this general goal, this committee coordinates membership drives and plans membership-related activities and events, reviews changes in the dues schedule, and considers how to enhance benefits to members. At least two Directors, one of who assumes the duties of Membership Chair, make up the committee.

**4.1.5 Publicity/Public Relations Committee:** The Publicity/Public Relations Committee meets as needed to organize publicity for FOPAL and the Library, both to the membership and the general public. The committee includes the Public Relations Officer (as Chair), the Newsletter Editor, the Fundraiser (Development Officer), and any other interested Director or member.

4.2 It is the responsibility of each Committee Chair to organize meetings, prepare an agenda, conduct the meeting, maintain a record of decisions and recommendations agreed upon, and report these to the Board of Directors.

## 5. FISCAL MATTERS

5.1 FOPAL RESERVE POLICY Approval by the Board of the Friends of the Palo Alto Library May 11, 2005

**PURPOSE:** The FOPAL Reserve Policy is established to provide a mechanism to ensure that all contractual obligations and funding commitments can be met.

**POLICY STATEMENT:** FOPAL will not enter into any contractual agreements or any type of commitment involving the use of FOPAL financial resources unless the current balance of available uncommitted resources are sufficient to completely cover the obligations incurred.

**FINANCIAL RESOURCES:** The uncommitted balances in the General Fund, the Endowment Fund, the Fund for the Future, and any other fund containing financial resources that are unrestricted and not specifically committed, can be considered to meet the requirements of Paragraph 2.

**RESTORATION OF UNRESTRICTED FUNDS:** In the event it becomes necessary to use the resources of the Endowment Fund or an unrestricted fund other than the General Fund, that fund will be replenished as soon as it is financially prudent to do so in the judgment of the Treasurer.

**EFFECTIVE DATE:** This policy will take effect immediately upon approval by the FOPAL Board of Directors. (5/11/05)

5.2 The President has discretion to spend or grant approval for expenditures of up to \$500 without the prior approval of the Board of Directors. Expenditures of over \$500 need board approval. (January 9, 2002)

5.3 Two signatures are required on checks we write over \$750 unless they are being issued for previously Board approved contracts or grants.

5.4 A qualified individual or organization shall be engaged to make a review of the Corporation's financial statements at least every three years.

### 5.5 Library Grants Guidelines

FOPAL funding should be used for:

- demonstration programs,
- special programs or projects that are not normally City funded,

- supplementary acquisition of books, CDs, DVDs, painting, etchings, or other acquisitions that are in demand but for which normal City funding is inadequate,
- funding special programs not normally or adequately funded by the city,
- a new or trial program for special types of users,
- city program expansion so that classes or programs that are now offered in 1 or 2 libraries would be funded to operate in all 5 branches,
- emergency assistance such as paying for an existing program that is valuable but that the City no longer wants to fund. (6/8/05)

5.6 All grant funds unencumbered at the end of the fiscal year awarded revert to the general fund (i.e. unrestricted).

5.7 The Corporation shall not fund on a continuing basis expenditures that go outside the community

5.8 Marketable Securities: The Corporation shall sell all securities as soon as they are received. (Jan 3, 1996)

5.9 FISCAL YEAR: The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

5.10 FINANCIAL COMMITMENTS: No member, Director, Committee, or Officer shall have the power to make financial commitments or decisions affecting the Corporation as a whole over and above the powers specifically granted by the By-laws, Standing Rules, or policies approved by the Board or the Membership. Contracts committing the Corporation to amounts over \$1000.00 must be signed by the President and one other officer and be approved by a majority vote of the Board.

5.11 Expenditures of \$5000.00 or more will be approved by the Board only after having been reported out of a committee or discussed at an earlier meeting or Board Retreat.

## 6. FUNDS

### 6.1. ENDOWMENT FUND POLICY

Adopted by the Board of the Friends of the Palo Alto Library September 5, 2001

**PURPOSE:** The Endowment Fund is established to accumulate funds to be used for extraordinary projects benefiting Palo Alto's Libraries which cannot be financed by other FOPAL resources. The Endowment Fund is invested in a portfolio of marketable securities and/or financial instruments that will preserve and increase its principal.

**MANAGEMENT:** The Finance Committee is responsible for monitoring the fund and its investments, considering suggested applications for use of the fund, and making recommendations concerning the fund to the Board of Directors. The Endowment Fund financial status will be included in the monthly Treasurer's Report to the Board.

**CONTRIBUTIONS TO THE FUND:** The Endowment Fund may be added to from any of the following sources:

1. Designated contributions for the Endowment Fund;
2. Transfers from the General Fund as approved by the Board;
3. Life membership dues. (3/12/95)

**DISBURSEMENTS:** The Director of the Palo Alto Library or any member of FOPAL may propose a suitable purpose for disbursements from the Endowment Fund. Disbursements from the fund must be approved by a majority vote of the Board of Directors.

### 6.2 FOPAL FUND FOR THE FUTURE

Approved by the Board of the Friends of the Palo Alto Library May 11, 2005

**PURPOSE:** The FOPAL Fund for the Future is established to accumulate a reserve to be used for ensuring the continuity and growth of the Friends of the Palo Alto Library's activities. It is essential to make sure that FOPAL will always have adequate resources to hold a monthly book sale and maintain its other day to day activities, even in the case of an emergency or other significant event. The Fund can provide capital for improvements and other major expenses that cannot be financed from any other source.

**SOURCES OF FUNDING:** The FOPAL Fund for the Future is funded by a monthly transfer from the General Fund for a period of 20 years. Gifts and donations can also be accepted.

**FUND MANAGEMENT:** The Fund is invested in financial instruments selected by the Treasurer with the approval of the Finance Committee. The Treasurer is responsible for reporting and tracking the Fund's assets,

**DISBURSEMENTS:** Any FOPAL Officer or Director and the Book Sale Manager may propose uses for the FOPAL Fund for the Future at any time. The Board of Directors must approve disbursements from the fund.

**EFFECTIVE DATE:** This policy will take effect in the month it is approved by the FOPAL Board of Directors.

### 6.3 SPECIAL GIFTS AND RESTRICTED FUNDS

6.3.1 Special gifts are donations for specific Library acquisitions or programs that are held by the Friends for the Library until the acquisitions or programs have been completed. These gifts are considered "temporarily restricted" under non-profit accounting rules, which means that the gift can only be used for the purpose for which the money is given to the Friends.

6.3.2 Each special gift is maintained and tracked separately by the Treasurer of the Friends. Donations are tax deductible to the donor to the extent allowed by law. Fund-raising and administrative expenses for special gifts will be paid out of the Friends' general funds and no deduction for these expenses will be made from the original amount of the donation. From a resolution approved by the Board 10/4/00

6.4 RESTRICTED GIFTS: Gifts and donations restricted to particular purposes which do not conform to an existing restricted fund will not be accepted in amounts less than \$1000.00 without the approval of the Board of Directors. Unrestricted gifts and donations will be accepted in any amount. (May 2, 2001)

### 7. FUNDRAISING

7.1 The Corporation's membership list will not be given, lent, leased, rented, or sold to any person, persons, or entity for any purpose without the consent of a 2/3 majority of the Board of Directors.

7.2 The Corporation's fundraising efforts will not be planned, managed, or intended in any way to compete with or dilute the efforts of the Palo Alto Library Foundation.

### 8. PUBLIC RELATIONS

In any communications distributed by other organizations with which FOPAL is involved, the FOPAL name (in its correct form) may be used only upon approval by our board president. (March 7, 2001)

### 9. MISCELLANEOUS

9.1 Standing Rules Changes: Standing Rules may be added, deleted, suspended, or modified by a majority vote of the Board of Directors.