

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

### **1. OFFICERS**

#### **1.1. President**

The President of Friends of the Palo Alto Library (“FOPAL”) 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:

- a. issuing meeting agendas and other notices;
- b. taking minutes of all meetings of the membership and Board of Directors;
- c. 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;
- d. keeping the By-laws up-to-date on the FOPAL website;
- e. depositing pertinent documents such as Board minutes and policies in the FOPAL Board repository;
- f. other tasks as directed by the President and the Board of Directors.

#### **1.4 Treasurer**

The Treasurer is responsible for 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 all Petty Cash in the book room.

**2. Board of Directors** The Board shall be responsible for these matters but may appoint others who may or may not be Board members to perform work in these areas.

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 Fundraising 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 Donations Chair: Responsible for thanking donors of restricted and in memory of or in honor of gifts, working with the Treasurer and the Membership Chair.
- 2.1.8 Events Management Chair: Plans, organizes and manages all events sponsored by FOPAL.
- 2.1.9 Community Interactions: Establishes contact with other local groups, and serves as a means of communication for mutually beneficial exchanges.

2.2 Individual 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.
- 3.3. Directors shall be provided with an agenda, Treasurer's report, and minutes of the previous meeting at least two days prior to each Board meeting.
- 3.4. The 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.
  - 4.1.2 **Personnel Committee:** Responsible for complying with personnel laws and regulations and for conducting the annual reviews of employees.

4.1.3 **Nominating Committee:** The Nominating Committee consists of at least two sitting Directors and at least one non-Board member. Committee members should be selected at the Board's first meeting of the calendar 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.

4.1.4 **Finance Committee:** The Finance Committee includes the Treasurer as Chair, Assistant Treasurer, and as many other Directors as wish to participate. The Committee shall meet as needed, but no less frequently than semi-annually, to review and discuss matters related to the Corporation's financial affairs. Recommendations shall be made by the Treasurer to the Board on an annual operating budget (to be approved by the Board at the May meeting), Palo Alto Library grant requests, any usage of funds from the Endowment Fund or The Fund for the Future, along with any changes to the management of financial assets.

4.1.5 **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. The Chair, appointed by the Board, is responsible for maintaining the membership database. The Donations chair works closely with the Membership Chair and the Treasurer in thanking certain donors.

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 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, unless such expenditures are approved as a part of the annual budget approval process.

5.2 Two signatures or check approvals are required on checks we write over \$1,000 unless they are being issued for previously Board approved contracts or grants or any budgeted payments.

5.3 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

5.5.1 The Library shall provide annually grant requests for specific projects, which shall be reviewed by the Finance Committee and considered for approval by the Board.

5.5.2 All awarded grant funds unspent at the end of the fiscal year awarded shall be available during the following fiscal year to the Palo Alto City Library for the grant requested purpose.

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

5.7 Marketable Securities: The Corporation shall sell all donated securities as soon as they are received.

5.8 Fiscal Year: The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

5.9 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.

## 6. FUNDS

### 6.1. ENDOWMENT FUND POLICY

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

6.1.2 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.

6.1.3 Contributions to the Fund: The Endowment Fund may be added to from any of the following sources:

- a. Designated contributions for the Endowment Fund;
- b. Transfers from the General Fund as approved by the Board.

6.1.4 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

6.2.1 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.

6.2.2 Sources of Funding: The FOPAL Fund for the Future is funded by an annual transfer from the General Fund as directed by the Board. Gifts and donations can also be accepted.

6.2.3 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,

6.2.4 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.

### 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.

## 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.

## 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 the Board President.

## 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.

Effective September 2013

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