

# Friends of the Palo Alto Library STANDING RULES

(Adopted, 2/8/06)

## 1.0 MEMBERSHIP

1.1 The schedule of membership dues is as follows:

Student	\$10.00
Senior	\$10.00
Individual	\$15.00
Family	\$25.00
Supporter	\$50.00
Sponsor	\$100.00
Patron	\$250.00
Lifetime	\$500.00
Corporate	\$1000.00

(6/05, 6/5/96)

1.2 Donors making an undesignated gift of \$500 or more shall be offered a Life Membership. (February 7, 2001)

1.3 Membership shall be on an annual basis, renewal in June. (June 6, 2000)

1.4 New Life Members shall be given a gold library card and a copy of the Palo Alto Historical Society's book, *History of the Palo Alto Library* (as long as copies remain available), upon joining.

1.5 New and renewing members shall be issued a membership card carrying their name and expiration date.

## 2. OFFICERS

### 2.1 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.

### 2.2 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.

### 2.3 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 Directors' copies of the By-laws and Standing Rules up-to-date;
- e. other tasks as directed by the President and the Board of Directors.

## 2.4 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.

## 2.5 Assistant Treasurer

The Assistant Treasurer shall perform such duties as assigned the Treasurer. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

# 3. DIRECTORS

## 3.1 Portfolios

3.1.1 Book Sales Manager: Responsible for organizing and supervising book sales and chairs the Book Sales Committee.

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

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

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

3.1.5 Fundraiser (Development Officer): Organizes appeals and grant applications and chairs the Fundraising Committee.

3.1.6 Library Lovers' Fund Chair: Directs fundraising efforts for the Library Lovers' Fund, provides records and liaises with the Library administration, and acknowledges donations.

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

3.1.8 Volunteer Coordinator: Maintains a roster of volunteers, records their hours worked, and notifies volunteers when their help is needed.

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

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

3.1.11 LAC Reporter: Keeps the Board of Directors informed of the Library Advisory Board's activities.

3.1.12 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.

3.1.13 Parliamentarian: when requested by a member, acts as an impartial authority and reference source on parliamentary procedure.

3.2 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.

3.3 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.

## 4. MEETINGS

4.1 FOPAL Board meetings will be held on the 2<sup>nd</sup> Wednesday of each month at 8:30AM. (1/5/05, 5/2/00)

4.2 Draft minutes of Board meetings will be submitted electronically to Directors for review and correction within two weeks following the meeting. Within a week, Directors members 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)

4.3 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.

4.3 ACTION WITHOUT A MEETING: At his discretion, the President may call on the Board of Directors to make decisions or vote on motions without a physical meeting by communicating electronically. All responses should be addressed to the entire Board. Decisions require a majority of the filled Directors' positions for approval unless the matter is required by the By-laws, Standing Rules, or Parliamentary Authority to have a supermajority in which case such requirement prevails. Actions and voting results shall be recorded as an Annex to the Minutes of the following Board meeting.

## 5. COMMITTEES

5.1 Standing Committees established in the By-laws:

5.1.1 **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.

5.1.2 **Finance Committee:** The Finance Committee includes the Treasurer, 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 budgets, grant requests, disbursements and transfers from restricted funds (including the Endowment Fund) and the management of financial assets.

**5.1.3 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.

**5.1.4 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.

**5.1.5 Book Sales Committee:** The Book Sales Committee is chaired by the Book Sales Manager and is composed of members who are bookroom volunteers and any interested Directors who wish to participate. The Committee meets from time to time to discuss the result and conduct of the book sales, and reviews ways to improve the day-to-day operations in the bookroom.

5.2 Board-appointed committees:

**5.2.1 Steering Committee:** The Steering Committee is composed of the Corporation's officers, and meets monthly prior to the monthly Board meeting to fix the agenda. (11/94)

**5.2.2 By-laws Committee:** The By-laws Committee meets at least once a year before May to review the By-laws and Standing Rules. The Committee recommends changes and modifications to the Board and membership. Three or more members, at least one of whom is a Director, are appointed by the President to form the Committee.

**5.2.3 Events Committee:** The Events Committee plans and organizes the Annual Meeting and special events.

**5.2.4 Advocacy Committee:** The Advocacy Committee includes two or more Directors and meets as needed to discuss and plan the Corporation's response to issues involving the needs of the Palo Alto Public Libraries.

**5.2.4 Fundraising Committee:** The Fundraising Committee is chaired by the Fundraiser/Development Officer, and includes two or more other members. The Committee meets as needed to plan and manage the Corporation's fundraising activities. The committee is also responsible for the Library Lovers' Fund. (2/9/05)

5.3 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.

## 6. FISCAL MATTERS

6.1 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 judgement of the Treasurer.

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

6.2 Expenditures of over \$500 need board approval. (January 9, 2002)

6.3 The President has discretion to spend or grant approval for expenditures of up to \$500 without the prior approval of the Board of Directors.

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

6.5 Two signatures are required on checks we write over \$750. (7/7/2004)

6.6 All undesignated donations over \$50.00 shall be split evenly between the Library Lovers Fund and the Endowment Fund. (June 1, 1998) (*Suspended during Children's Library Challenge campaign, but presumably now back in effect.*)

6.7 Library Grants Guidelines

FOPAL grants should not replace normal City funding.

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)

6.8 The Corporation shall not fund on continuing basis expenditures that go outside the community. (April 1, 1997)

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

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

6.11 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.

6.12 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.

## 7. FUNDS

### 7.1 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:

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

### 7.2 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 of \$1,000 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.

### 7.3 LIBRARY LOVERS' FUND

7.3.1 The Library Lovers' Fund (formerly called the Centennial Fund and the Collections Fund) is established to solicit funds for direct support of Library collections to augment the budget received from the City of Palo Alto.

7.3.2 Donations can be made in honor of or in memory of an individual or organization or for any other purpose. Bookplates recognizing the gift will be placed in the collection items acquired according to current rules maintained by the Fund and the Library.

7.3.3 This fund is considered a "temporarily restricted" fund under non-profit accounting rules, which means that the proceeds cannot be used for any other purpose than the support for Library collections. The donor may direct the gift to support specific collection items, specific branch Library or both. The Library staff will approve any specific directions.

7.3.4 The fund 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 the Library Lovers' Fund 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. (10/4/00)

**7.4 CHILDRENS' LIBRARY IMPROVEMENT FUND:** This restricted fund is created (Mar., 2000) to accept and accumulate gifts and donations to be use for enlarging and improving the Children's Library at some future date, such funds to be invested with the income reinvested to produce growth with minimal risk to principle.

**7.5 CHILDRENS' LIBRARY FUND:** This restricted fund is created (Feb. 2003) to accept donations to meet the conditions of a challenge grant, and will be used exclusively to help the City of Palo Alto finance the renovation and enlargement of the Children's Library.

## 7.5 SPECIAL GIFT AND RESTRICTED FUNDS

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.

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*

7.6 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)

## 8. FUNDRAISING

8.1 The Corporation’s membership list will not be given, loaned, 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

8.2 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.

## 9. PUBLIC RELATIONS

9.1 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)

9.2 FOPAL will join the Palo Alto Chamber of Commerce. (March 6, 1996)

## 10. MISCELLANEOUS

10.1 Book Group: The Corporation agrees to sponsor a book group to be called *The Friends of the Palo Alto Library Book Group*. (Jan 3, 1996)

10.2 Great Books Group: The Corporation agrees to sponsor a Great Books group to be called *The Friends of the Palo Alto Library Great Books Group*.

10.3 Volunteer Forms: All FOPAL volunteers, including Directors, are required to complete and sign the City of Palo Alto’s *Volunteer Registration Form*.

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