

FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY INC.
BYLAWS

Annotated original showing all changes as of

September 11, 2014

FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY INC.
BYLAWS

ARTICLE I
PURPOSE

The corporation is formed for those purposes as follows:

FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY is a volunteer, non-profit organization which exists to encourage and receive gifts, endowments and bequests to the library, and to support the freedom to read as expressed in the American Library Association's Library Bill of Rights.

- ÉSupport the Oro Valley Public Library to enhance our cultural quality of life.
- ÉEncourage use of library resources and services.
- ÉPromote the value of the library in the community.
- ÉInteract with the library leadership and staff.
- ÉProvide volunteer help.
- ÉAdvocate for the Oro Valley Public Library or other general library issues.
- ÉAssist with programming for life long learning.
- ÉRaise money to enhance the general library budget.
- ÉCollaborate with other community organizations.

In carrying out the activities of the corporation in furtherance of the authorized purposes set forth above, this corporation may do everything necessary, suitable or proper for the accomplishment of any of the non-profit purposes expressed herein, either alone or in association with other person, firms, corporations or other bodies politic in any legal capacity or relationship, and to do every other act to the same extent as natural persons could do and may, in addition, deal with any and all kinds of property for any purpose authorized hereby and exempt under section 501(c)3 of the Internal Revenue Code and the regulations pertaining thereto as they now exist or may hereafter be amended.

ARTICLE II
MEMBERSHIP

QUALIFICATIONS: Membership is open to all individuals, organizations and businesses committed to the purpose of FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY. The number of members shall be unlimited.

PARTICIPATION: Members shall be invited, and encouraged, to participate in committees and activities.

DUES: The Board of Directors shall establish and annually review the dues structure.

VOTES: Each member, in good standing, shall be entitled to one vote.

ARTICLE III BOARD OF DIRECTORS

The affairs of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY shall be governed by a Board of Directors.

NUMBER OF MEMBERS: The Board of Directors shall consist of not less than seven nor more than eleven elected members plus the past President. The Library Director shall be an ex-officio member of the Board.

TERMS OF OFFICE:

A. TERMS: Each term consists of three years.

B. STAGGERED TERM: One third (1/3) of the Board shall be elected every year, however, when the Board is first elected, one third will be designated a one year term, but then may run for reelection to a normal three year term. Another third will be elected for two years and then may stand for reelection to a normal three year term. The last third, or if the number of Board members is not divisible by three, then the odd number, whatever that is, will be elected for three years at the first election. All members may stand for re-election to two additional terms. A partial term shall count as one full term.

C. OFFICE: New Board members shall take office following the Annual General Meeting in June.

D. PAST PRESIDENT: Past President shall maintain that status for one year.

NOMINATIONS AND ELECTIONS:

Notice of the Annual General Meeting shall be sent 30 days prior to said meeting.

A. ELECTIONS: New Board members shall be elected by a majority of members in good standing in attendance at the annual meeting.

B. NOMINATIONS: Nominations must be submitted by the Nominating Committee to the Board of Directors no less than thirty (30) days prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting, with prior approval from the nominee.

C. UNFILLED POSITIONS: Board positions, greater than seven (7) remaining at the beginning of the year may be filled by election by the Board at any time. The term shall be three (3) years, less the months unserved.

RESIGNATION: resignation from the Board shall be in writing and submitted to the President.

REMOVAL: Removal of a Board member shall require a vote of the executive committee. Removal shall be considered upon recommendation of the executive committee for failure to fulfill the duties as defined in the Bylaws. A two thirds (2/3) vote of the Board members in attendance is required.

VACANCIES: Except otherwise stated in the Bylaws, any vacancy occurring among elected members of the Board shall be filled by a Board election. A Board member elected to fill a vacancy shall serve the unexpired term of the predecessor.

QUORUM: Fifty percent (50%) of the total Board membership shall constitute a quorum for the transaction of business of any meeting of the Board except as otherwise indicated in these Bylaws.

COMPENSATION: No member shall receive, directly or indirectly, any compensation for his or her services as a Board member.

BOARD MEETINGS: The Board shall meet a minimum of six (6) times annually. Additional meetings may be called by the President or by a vote of a majority of the executive committee.

DUTIES:

A. ATTENDANCE: Absence from three (3) consecutive meetings may be cause for removal from the Board. Board members shall notify the President or Secretary if unable to attend.

B. COMMITTEES: Each Board member is expected to actively participate in at least one committee.

C. FUND RAISING: All Board members are expected to assist in the fund raising activities of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY.

ARTICLE IV OFFICERS

BOARD STRUCTURE: The officers shall consist of a President, a Vice President, Secretary, Treasurer and such officers as the Board, from time to time, elects.

TERMS OF OFFICE: The officers shall be elected annually for a one year term, with a maximum of two consecutive terms.

VACANCIES: Vacancies may be filled by Board election, at any meeting of the Board, for the remainder of the term.

ELECTION: The officers shall be elected by a majority of the members present at the annual meeting and shall take office following the vote.

DUTIES: The duties of the officers shall be as follows:

A. PRESIDENT: The President shall preside at all meetings of the Board and shall have such other duties as may be prescribed by the Board. The President shall serve as a n ex-officio member of ail committees, with the exception of the nominating committee.

B. VICE PRESIDENT: In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall also be responsible for coordinating and overseeing the annual planning process, orientation of new Board members, and shall have other such duties as may be assigned by the Board.

C. SECRETARY: The Secretary shall act as Secretary at all meetings of the Board and Executive Committee. The Secretary shall take attendance and record true minutes of all such meetings. The Secretary shall also perform such additional duties a shall be assigned by the Board.

D. TREASURER: The Treasurer shall be responsible for management and/or overseeing the funds of the organization, present regular written financial status reports and shall chair an annual budget committee. The Treasurer shall have such additional duties as may be assigned by the Board.

REMOVAL FROM OFFICE: An officer may be removed from office for non-performance by a two thirds (2/3) vote of the full Board.

ARTICLE V COMMITTEES

APPOINTMENT: Except as noted for each committee, the President shall appoint committee chairs and, in conjunction with the chair, appoint committee members. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. The President shall be empowered to appoint committees as required to accomplish the goals of the organization.

A. EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the officers and the Past President.

1. AUTHORITY: The Executive Committee shall be empowered to act on behalf of the Board when the Board is not in session, except for the following: expenditures beyond limits established by the Board and incurring of debt. The Executive Committee shall provide regular review and shall have other such duties as may be prescribed by the Board.

2. QUORUM: Fifty percent (50%) of the Executive Committee shall constitute a quorum.

3. MEETINGS: The Executive Committee shall meet at the call of the President.

B. FUND RAISING COMMITTEE: The Fund Raising Committee shall be responsible for planning and coordination of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY fund raising activities.

C. ADVOCACY COMMITTEE: The Advocacy Committee shall be responsible for developing strategies for the promotion of the Library and the goals and purposes of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY to the public and elected officials.

D. MEMBERSHIP COMMITTEE: The Membership Committee shall be responsible for developing and implementing plans for the maintenance and recruitment of the membership. It shall also maintain a roster of the membership and be responsible for the collection of dues.

E. BOOK OPERATIONS COMMITTEE: The Book Operations Committee shall be responsible for all Book Operations run by the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY. This committee will be chaired by a "Director of Book Operations" responsible for executing against the current job description of that position. The Director of Book Operations shall be appointed by majority vote of the Board to a five-year term (renewable), and shall be an ex-officio member of the Board.

F. AD HOC COMMITTEES: The President shall appoint ad hoc committees as determined by the annual planning process. These committees shall include:

1. NOMINATING COMMITTEE: The Nominating Committee shall consist of not less than three (3) members who shall develop the slate of proposed Board members and officers. In addition, the Nominating Committee shall present candidates for Director of Book Operations to the Board when the Director's term expires, or to fill a vacancy in that position.

2. PLANNING COMMITTEE: The Planning Committee shall be responsible for implementing an annual planning process and the development of an annual "Plan of Action" to be submitted for Board approval. The committee shall be chaired by the Vice President.

3. BUDGET COMMITTEE: The Budget Committee, chaired by the Treasurer, shall be responsible for the development of the annual budget consistent with the annual plan.

4. FINANCIAL REVIEW COMMITTEE: The Financial Review Committee shall be responsible for conducting or overseeing the annual Financial Review.

ARTICLE VI MEETINGS

ANNUAL MEETING: The Annual Meeting shall be held before the end of June at such time, date and location as determined by the Board. Notice shall be given not less than thirty (30) days prior to the meeting

MEMBERSHIP MEETINGS: In addition to the annual meeting, additional meetings of the membership may be called by the President and/or Board. Notice shall be given not less than seven (7) days prior to the meeting.

ARTICLE VII FINANCIAL MANAGEMENT

The duly elected Board of Directors shall be responsible for the management and/or overseeing the funds for the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY. The FOVPL Financial Guidelines Handbook, maintained by the Finance Committee, is the document which defines the FOVPL financial policies and procedures.

FISCAL YEAR: The fiscal year shall be from July 1 to June 30 for the purpose of budgeting, taxes and financial reporting.

BUDGET: The Treasurer shall submit to the Board of Directors an annual fiscal year budget for Board approval in the first month of each fiscal year, consistent with the program of action. A Budget Committee shall be appointed to assist in the preparation of the budget.

FINANCIAL REVIEW: The President will receive a monthly statement from the bank. He or she will make a copy and then give the original to the Treasurer. The Treasurer will prepare financial statements for the monthly meetings of the Board of Directors of the Friends of the Oro Valley Public Library. An independent Certified Public Accountant (CPA) will review the Treasurer's figures to prepare our tax return. The CPA will make all necessary adjustments to file a satisfactory IRS tax return.

CHECK SIGNATURES: The FOVPL Financial Guidelines Handbook shall specify the guidelines for the number of signatures required for FOVPL checks, and who shall be authorized to sign checks.

AUTHORIZATIONS: All expenditures above a limit set annually by the Board, without prior budget or Board approval, shall require approval of the Board of directors or the Executive Committee.

FINANCIAL STATUS REPORTS: The Treasurer shall submit, to the Board of Directors, quarterly written financial status reports.

DEBT: Establishment of debt on behalf of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY'S Board shall require a two thirds (2/3) vote of all members of the Board of Directors.

ADMINISTRATIVE EXPENSE: All non-designated funds raised shall be subject to allocation for administration with a maximum established by the Board of Directors. All interest earned on all accounts may also be subject to allocation for administrative expense.

ARTICLE VIII ANNUAL PLANS

REQUIREMENT: The Vice President shall submit to the Board of Directors an annual "Program of Action" for the fiscal year. The plan shall address goals and organizational structure.

PLANNING COMMITTEE: The Vice President shall coordinate a Planning Committee and planning process in the preparation of the annual plan. A formal or informal needs assessment shall be conducted to identify current concerns and issues.

ANNUAL REPORT: The President shall submit an annual report summarizing and evaluating the work of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY to the Board of Directors. A summary of the report shall be made available to all FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY.

ARTICLE IX MISCELLANEOUS

RULES OF ORDER: Robert's RULES OF ORDER (latest edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or other specific rules of procedure adopted by the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY.

DISSOLUTION: In the event that the organization shall terminate, all funds shall be given to the Oro Valley Public Library.

ARTICLE X
AMENDMENTS TO BYLAWS

PROCEDURE: These bylaws may be amended by the affirmative vote of two thirds (2/3) of the Board of Directors. Seven (7) days written notice shall be required prior to the amendment of these bylaws.

Change History for the Bylaws of the Friends of the Oro Valley Public Library

September 26, 2001

Change to Article 14 of the Articles of Incorporation regarding Dissolution of the organization:

DISSOLUTION: In the event that the organization shall terminate, all funds shall be given to a 501(c)(3) organization.

Note: No corresponding change was made to the bylaws.

August 28, 2002

Change to ARTICLE VII, FINANCIAL MANAGEMENT section, FINANCIAL REVIEW sub-section. The original sub-section:

FINANCIAL REVIEW: An annual Financial Review of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY shall be conducted at the close each fiscal year. A committee shall be established to conduct the annual review. A review of the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY financial statements shall be conducted annually by an independent certified public accountant.

The change:

FINANCIAL REVIEW: The President will receive a monthly statement from the bank. He or she will make a copy and then give the original to the Treasurer. The Treasurer will prepare financial statements for the monthly meetings of the Board of Directors of the Friends of the Oro Valley Public Library. An independent Certified Public Accountant (CPA) will review the Treasurer's figures to prepare our tax return. The CPA will make all necessary adjustments to file a satisfactory IRS tax return.

February 9, 2005

Change to ARTICLE II, MEMBERSHIP, sub-section QUALIFICATIONS:

Remove the second sentence: "Payment of annual dues shall be required in order to remain a member in good standing."

The reason this change was made is that the Board voted at the December 8, 2004, board meeting that membership in the Friends include anyone who does 50 hours of volunteer work.

Original sub-section:

QUALIFICATIONS: Membership is open to all individuals, organizations and businesses committed to the purpose of FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY. Payment of annual dues shall be required in order to remain a member in good standing. The number of members shall be unlimited.

Changed sub-section:

QUALIFICATIONS: Membership is open to all individuals, organizations and businesses committed to the purpose of FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY. The number of members shall be unlimited.

May 10, 2006

Change to ARTICLE VII, FINANCIAL MANAGEMENT section, CHECK SIGNATURES sub-section. The original sub-section:

CHECK SIGNATURES: All checks for less than five hundred dollars (\$500.00) shall require one authorized signature. All checks of five hundred dollars (\$500.00) or more shall require two authorized signatures. The President, Vice President and Treasurer shall be authorized to sign checks.

The change:

CHECK SIGNATURES: All checks for less than six hundred dollars (\$600.00) shall require one authorized signature. All checks of six hundred dollars (\$600.00) or more shall require two authorized signatures. The President, Vice President and Treasurer shall be authorized to sign checks. The exceptions to the above are the co-chairpersons of the book shop. They are authorized to use the E Bay account debit cards, or a check, for up to two hundred dollars (\$200.00) for a single purchase. However, the maximum balance in this account shall not exceed one thousand dollars (\$1,000.00). Any amount above one thousand dollars (\$1,000.00) will be transferred by the treasurer on a regular basis from the E Bay account to the Friends of the Oro Valley Public Library's checking account.

May 9, 2008

Change to ARTICLE V, EXECUTIVE COMMITTEE. Added a new sub-section, E. General Manager for Book Operations:

E. General Manager for Book Operations:

The General Manager for Book Operations is a volunteer position, and shall be an ex-officio member of the Board of Directors. This position shall be responsible for the management of the Book Shoppe and other book operations according to the current Job Description.

This position is appointed by the Board and is ex-officio (a person that is a member by nature of holding this title.) As an ex-officio Board member, the position has all of the rights of membership. When an ex-officio member of the Board ceases to hold the office that entitles him to such membership, his membership on the board terminates automatically.

March 11, 2010

Change to ARTICLE V, EXECUTIVE COMMITTEE, sub-section, E. General Manager for Book Operations. Changed the title of the position from "General Manager for Book Operations" to "Director of Book Operations". Original sub-section:

E. General Manager for Book Operations:

The General Manager for Book Operations is a volunteer position, and shall í

The change:

E. Director of Book Operations:

The Director of Book Operations is a volunteer position, and shall í

February 10, 2011

Changes to ARTICLE VII, FINANCIAL MANAGEMENT.

The reason these changes were made is to move the definition of management policies and procedures to the FOVPL Financial Guidelines Handbook, which can be maintained much more easier, and which has a complete defintion of the organization's financial policies and procedures.

Original paragraph:

ARTICLE VII
FINANCIAL MANAGEMENT

The duly elected Board of Directors shall be responsible for the management and/or overseeing the funds for the FRIENDS OF THE ORO VALLEY PUBLIC LIBRARY.

The change:

ARTICLE VII
FINANCIAL MANAGEMENT

The duly elected Board of Directors shall be responsible for the management and/or overseeing the funds for the FRIENDS OF THE ORO VALLEY PUBLIC

LIBRARY. The FOVPL Financial Guidelines Handbook, maintained by the Finance Committee, is the document which defines the FOVPL financial policies and procedures.

Original paragraph:

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The change:

CHECK SIGNATURES: The FOVPL Financial Guidelines Handbook shall specify the guidelines for the number of signatures required for FOVPL checks, and who shall be authorized to sign checks.

September 11, 2014, 2011

Changes to ARTICLE V, EXECUTIVE COMMITTEE.

The reason these changes were threefold:

1. Clarification of the Director of Book Operations
2. Elimination of ambiguities
3. Clarification of committee structure

Original title and introductory paragraph to Article V:

ARTICLE V
EXECUTIVE COMMITTEE

MEMBERSHIP: The Executive Committee shall be composed of the officers and the Past President. The Library Director shall be an ex-officio member of the Executive Committee.

AUTHORITY: The Executive Committee shall be empowered to act on behalf of the Board when the Board is not in session, except for the following: expenditures beyond limits established by the Board and incurring of debt. The Executive Committee shall provide regular review and shall have other such duties as may prescribed by the Board.
QUORUM: Fifty percent (50%) of the Executive Committee shall constitute a quorum.

MEETINGS: The Executive Committee shall meet at the call of the President.

APPOINTMENT: The President shall appoint committee chairs and, in conjunction

with the chair, appoint committee members. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. The President shall be empowered to appoint standing, ongoing and ad hoc committees as required to accomplish the goals of the organization.

The changes:

1. Retitled the section from Executive Committee to Committees
2. Move the paragraph entitled APPOINTMENT to the front of the Article
3. Reformatted the section so that the Executive Committee is just another committee

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