

**GOVERNING PRINCIPLES  
FRIENDS OF HUNTINGDON VALLEY LIBRARY  
625 RED LION ROAD, HUNTINGDON VALLEY, PA 19006  
SEPTEMBER 21, 2016 (supercedes all previous versions)**

**ARTICLE I. NAME**

Section 1 – The name of the Unincorporated Association shall be: Friends of Huntingdon Valley Library.

**ARTICLE II. OBJECTIVES and SCOPE**

Section 1 – The objectives of this association shall be:

- A. To maintain an association of persons interested in books, multimedia, and libraries.
- B. To focus public attention on and assist in development and promotion of library services, facilities and programs.
- C. To promote public support and conduct fund raising activities for the Huntingdon Valley Library.

Section 2 – Fiscal Policies

- A. The Fiscal Year shall be January 1 through December 31.
- B. A review of fiscal records and procedures will be conducted annually.
- C. Funds collected will be spent exclusively for library programs, services, and other Library- or Friends-defined needs agreed to by both the Friends and the Library, except for normal operating expenses incurred by the Friends.
- D. Funds shall not be used for library employee salaries, utilities, or building maintenance. Ongoing consultants to the library are considered employees.
- E. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the objectives set forth in Article II, Section 1.

Section 3 -

- A. No substantial part of the activities of the association shall be the carrying on of propaganda (e.g. political), or otherwise attempting to influence legislation.
- B. The association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.
- C. Any change in regulations of Lower Moreland Township or of the Library Board affecting these Governing Principles shall cause a review of pertinent sections.

### **ARTICLE III. MEMBERSHIP**

Section 1 – Membership in this association shall be open to all, regardless of place of residence, upon payment of annual dues.

Section 2 –The membership year shall begin on January 1 and end on December 31 of each year.

Section 3 –The Chairperson of the Membership Committee shall receive applications for membership, accompanied by dues for one year. Each paid membership (household or organization) shall be entitled to one vote. Membership is non-transferable. Members may choose to join appropriate committees.

Section 4 – The current Board of Managers shall determine the annual dues.

### **ARTICLE IV. GOVERNANCE**

Section 1- The Board of Managers of the Friends association shall be a **Governing Council** or, if there are no nominees for key positions in that body, an **Executive Committee**. The main distinction between the two structures is that in the Executive Committee, functions of some positions are rotated among the whole committee without a president to manage the rotation and act as the principal officer.

Section 2 - The **Governing Council** consists of an **Oversight Group** (non-elected) and an **Executive Officers Group** (elected annually).

#### **A. Oversight Group**

1. This non-elected group is open to any past president.
2. This group provides continuity, grounding in history, advice, oversight, and dedicated personnel to share essential tasks.

#### **B. Executive Officers Group**

1. MANAGING PRESIDENT
  - a. Is the principal officer of the Governing Council, from which s/he draws personnel to lead member meetings and to represent the Friends at Library Board meetings.
  - b. The President shall be an Ex-officio member of all committees except the Nominating Committee.
2. MEMBERSHIP (1ST ) VICE PRESIDENT
  - a. Manages all aspects of operations related to membership.
3. WAYS & MEANS (2ND )VICE PRESIDENT
  - a. Manages all aspects of fund-raising efforts as the Ways & Means Chairperson.
4. ARCHIVES/RECORDING SECRETARY
  - a. Maintains the records of the Friends in a secure and appropriately accessible location.
  - b. Ensures accurate minutes are taken for all meetings of the Board of Managers and the general membership.
5. TREASURER
  - a. Is responsible for deposit and disbursement of all funds.

- b. Submits a financial report at regular general meetings and presents an annual report at the Annual Meeting in February.
  - c. Manages investments approved by the Governing Council.
  - d. Signs and submits IRS 990 as needed.
6. MEMBERS AT LARGE
- a. Assist the titled officers and participate in the duties rotation.

Section 3 - The **Executive Committee** consists of a non-elected group and an elected (annually) group. Members of the Executive Committee shall determine among themselves when each will serve in the rotation as Acting President for Executive meetings & Member meetings, as representative at Library Board meetings, and other leadership roles, as may be found in Established Practices.

**A. Oversight Group**

1. This non-elected group is open to any past president and includes the current Membership Chairperson and the Ways & Means Chairperson.
2. This group provides continuity, grounding in history, advice, oversight, and dedicated personnel to share essential tasks.

**B. The Elected Group** includes Treasurer, Secretary, and up to 4 members-at-large. Duties will be the same as in the Governing Council.

Section 4 - For either structure, the following apply:

1. Current Friends membership is required to hold positions;
2. Positions may be held with one co-officer;
3. Each manager may cast one vote;
4. A quorum is a simple majority of the total number in the Board of Managers;
5. Officers' duties are defined in more detail in Established Practices;
6. The Board of Managers may appoint replacements to fill mid-term vacancies.
7. The Library Director is a non-voting member of the Board of Managers.
8. A representative of the Library Board of Directors is a non-voting member of the Board of Managers.
9. The term of office for elected managers is one year, from January 1 through December 31.

**ARTICLE V. WORKING COMMITTEES**

Any Friend may volunteer to chair or be a member of a committee. In cases where such positions are elected, the volunteer becomes a candidate for the position.

Section 1 – Standing Committees-chairpersons to be elected in Governing Council structure or appointed by the Executive Committee.

A. A MEMBERSHIP COMMITTEE shall enroll members and keep a record of their

contact information. Contact information will not be shared with any entity other than the HV Library.

B. A WAYS AND MEANS COMMITTEE shall oversee fundraising projects and events, the proceeds of which shall be used to finance expenditures approved by the Board of Managers.

C. A USED BOOK SALES COMMITTEE, which, because of the scope of the Used Book operation, coordinates with but is not a subsidiary of Ways and Means.

Section 2 – Special Committees shall be appointed as needed, including the following:

A. A FISCAL REVIEW COMMITTEE consisting of two members of the Board of Managers (other than the treasurer), or a business professional, shall examine fiscal records and procedures annually.

B. A NOMINATING COMMITTEE should be appointed by October to present a slate by the November general meeting.

C. A BUDGET COMMITTEE, including the treasurer, should be appointed in October to gather the Library Director's needs and anticipated revenue, resulting in a budget to be approved by the Board of Managers and presented to the membership in December. An award letter is sent to the Library Director.

D. An INVESTMENT COMMITTEE, including the Treasurer and at least two other members of the Board of Managers, should consult, at least annually, with an advisor to recommend investment adjustments to the Board of Managers.

## **ARTICLE VI. GENERAL and SPECIAL MEETINGS**

Section 1 – General meetings shall be held monthly, September through June, with an Annual Meeting in February. The schedule for General Meetings will be published in the January newsletter and on the Friends link of the Huntingdon Valley website - hvlibrary.org. Email reminders will be sent at least 4 days prior to each monthly meeting.

Section 2 – The President, or the Executive Committee, stating the business to be transacted, may call special meetings.

Section 3 – The members present at a meeting shall constitute a quorum, provided a simple majority of the members of the **Board of Managers** is present at the meeting.

## **ARTICLE VII. ELECTIONS**

Section 1 – A Nominating Committee, consisting of at least two members appointed by the President or Executive Committee, shall seek nominees for each elective position.

Section 2 – The Nominating Committee will be announced at the October meeting; the slate will be presented in November. Further nominations may be accepted during the November meeting. Nominations will be closed at the end of the November meeting.

Section 3 – The election will be held at the December meeting. The candidate for each respective position receiving the highest number of votes from the members

present shall be considered elected. Duly elected managers shall assume their duties January 1st.

- A. If there are multiple candidates for any position, a closed ballot will be used. Otherwise the slate will be accepted by public acclamation.

#### **ARTICLE VIII. AMENDMENTS**

Section 1 – These Governing Principles can be amended at any general meeting provided:

- A. the proposed amendment has been approved by 2/3 of the Board of Managers and
- B. the proposed amendment has been announced prior to the general meeting, and
- C. 2/3 of the members present at the general meeting approve the amendment.

#### **ARTICLE IX. ESTABLISHED PRACTICES**

Section 1 – The Board of Managers will create Established Practices for conducting the business of the association in accordance with the Governing Principles. Such procedures can be changed as needed after review by the Board of Managers.

#### **ARTICLE X. INDEMNITY**

Section 1 – The Friends of Huntingdon Valley Library Board of Managers, each of them in office from time to time, shall be and hereby are indemnified and held harmless from and against any and all liability, including legal fees and any other cost and expenses whatsoever incurred or arising out of the lawful performance of their duties. This indemnity shall be deemed to extend to the full extent permitted and/or provided by the Non-Profit Corporation Law of the State of Pennsylvania in effect at the time.

Section 2 – There shall be no personal or financial liability attached to any member of the association in connection with any of its undertakings.

#### **ARTICLE XI. CONFLICT OF INTEREST**

Section 1 – Each member of the Board of Managers is expected to protect the integrity of the association. In any case where a member finds him/herself in a position that may be in conflict with the best interests of the association, he/she is expected to disclose that conflict to the Board of Managers, which may take appropriate action as noted in the Conflict of Interest Policy.

#### **ARTICLE XII. DISSOLUTION**

Section 1

- A. Upon determination by the Board of Managers that the association should be dissolved, members will be notified of that decision and reasons for it along with announcement of a waiting period. The dissolution process will

begin at the end of that waiting period unless the Board of Managers finds that circumstances have changed enough to continue operations or a new Board of Managers, willing to continue operations, is nominated and special election date set.

B. In case of dissolution of the association, all assets, after payment of all just debts, shall be donated to the Huntingdon Valley Library in a manner to be determined by the outgoing Board of Managers.

**ARTICLE XIII. PARLIAMENTARY AUTHORITY**

Section 1 – The rules contained in the current edition of ROBERT’S RULES OF ORDER, shall govern the association in all cases in which they are applicable and in which they are not inconsistent with these Governing Principles and any special rules of order the organization may adopt.

**ARTICLE XIV. APPENDIX**

Policies and other documents of importance directly related to the Governing Principles are appended to this document. Changes to these Appendix documents may be made by the Board of Managers as needed and without involving the amendment process required for Governing Principles.

These Governing Principles were developed by a committee whose members were: Linda Braun, Steve Irwin, Pam Spiller, and Laurie Wunderle. The document was recommended to the membership by the Board of Managers and adopted by the membership at a ( ) meeting on ( ).