

APPROVED SEPTEMBER 4, 2014

**BYLAWS**  
**FRIENDS OF HUNTINGDON VALLEY LIBRARY**  
**625 RED LION ROAD, HUNTINGDON VALLEY, PA 19006**  
**(September 4, 2014 Revision of bylaws dated**  
**September 2010, January 1996, and May 1979)**

**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 and assist in development and promotion of library services, facilities and programs.
- C. To promote public support and fund raising activities for the Huntingdon Valley Library.
- D. 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.
- E. 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.

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 staff salaries, utilities, or building maintenance.
- 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 purposes set forth in Article II.

**ARTICLE III. MEMBERSHIP**

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

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.

Section 4 – The current governing body shall determine the annual dues.

#### **ARTICLE IV. GOVERNANCE**

Section 1- The governing body 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 key 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 notes are taken for executive and member meetings.
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 end of the fiscal year.
  - c. Manages investments approved by the Governing Council.
6. MEMBER AT LARGE
  - a. Assists the titled officers and participates 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 Presiding Officer for Executive meetings & Member meetings, as representative at Library Board meetings, and other leadership roles, as may be found in Administrative Procedures.

**A. Non-Elected 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 3 members-at-large.

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 person may cast one vote;
4. A quorum is a simple majority of the total number in the governing body;
5. Officers' duties are defined in more detail in Administrative Procedures;
6. The governing body may appoint replacements to fill mid-term vacancies.
7. The Library Director is a non-voting member of the governing body.
8. A representative of the Library Board of Directors is a non-voting member of the governing body.

**ARTICLE V. COMMITTEES**

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 governing body.

Section 2 – Special Committees shall be appointed as needed.

**ARTICLE VI. GENERAL and SPECIAL MEETINGS**

Section 1 – General meetings shall be held monthly, September through June, dates to be determined and announced in advance. An Annual Meeting shall take place in December.

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 governing body 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 Annual meeting in December. The candidate for each respective position receiving the highest number of votes from the members present shall be considered elected. Duly elected officers 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 bylaws can be amended at any general meeting provided:

- A. the amendment has been approved by 2/3 of the governing body, and
- B. the 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. ADMINISTRATIVE PROCEDURES**

Section 1 – The governing body will establish administrative procedures for conducting the business of the association in accordance with the ByLaws. Such procedures can be changed after review by the governing body.

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

Section 1 – The Friends of Huntingdon Valley Library governing body, 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 POLICY**

Section 1 – Each member of the governing body 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 governing body, which may take appropriate action as noted in administrative procedures.

**ARTICLE XII. DISSOLUTION**

Section 1 – 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 governing body.

**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 bylaws and any special rules of order the organization may adopt.

These bylaws were developed by a committee whose members were:  
Linda Braun, Steve Irwin, Pam Spiller, and Laurie Wunderle.