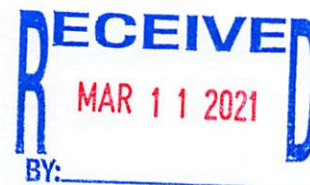


# Friends of the R.H.Johnson Library

## Club Bylaws

Revised October 06, 2020



### Article I – General

**Section A**—The name of the organization shall be Friends of the R.H. Johnson Library (Friends).

**Section B** –The Friends of the R.H. Johnson Library is organized exclusively to operate on a non-profit basis to promote, support and enrich the services of the Library, within the meaning of section 501 (c) (3) of the Internal Revenue Code and Arizona Statutes.

Notwithstanding any other provisions of these articles, the Friends of the R.H. Johnson Library shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c)(3) on the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation contributes to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of ant future United States Internal Revenue Law).

**Section C**—These bylaws will fully comply with the Recreation Centers of Sun City West, Inc. Articles of Incorporation, Association Bylaws, and Rules, Regulations and Procedures (RR&Ps) for Chartered Clubs. In the event of a conflict between these bylaws and the above stated governing documents of the Recreation Centers, the Recreation Centers' documents shall prevail.

An exception would be any situation wherein the Recreation Centers' Documents may be in conflict with Federal Income Tax code under Section 501 (C)(3) of the Internal Revenue Code of 1954 as noted under section B of this Article I.

**Section D** —This Chartered Club shall be operated as a nonprofit organization in accordance with applicable Arizona and Internal Revenue Tax Exempt Codes, and the Association's Bylaws.

**Section E** —Club monies over and above the budgeted expenses of the organization, excluding the Endowment Fund, shall be devoted to library improvement projects.

### Article II – Membership

**Section A** – Membership shall be open to all members in good standing of the Recreation Centers.

**Section B** –There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.

**Section C**- Guest Privileges are specified in the Rules, Regulations and Procedures, Chapter 3, Article II.

The Friends of the Library do not allow guests to participate in the functions of the Friends.

Non-Recreation Card Holders may not be given more privileges than a Recreation Card Holder.

**Section D** –The amount of dues for each member will be determined annually on the recommendations of the club board and approved by a majority vote of the club members attending the meeting after a quorum<sup>1</sup> has been established.

**Section E** – Each club member is responsible for monitoring at club facilities per club bylaws.

**Section F** – The club board initiates periodic (at least annual) reviews of club membership to ensure all its members are valid Recreation Card Holders.

**Section G** – Member Conduct: Members who threaten the safety of themselves or others, are abusive, blatantly create turmoil, disruption or dissension among club members, clubs or the association in general, may have their club membership temporarily suspended up to two [2] weeks by the club.

**IMPORTANT:** All disciplinary actions must be approved by the Club Board (majority vote 51%), Member notified within 5 business days of infraction, documented in club records including CR16 (scwclubs.com) and copies forwarded to the Recreation Activities Manager and the Chartered Clubs Committee Chair.

1. Verbal warning to member from the Club President and a Board member sharing details of incident and violation.
2. Written warning from the Club Board documenting details of incident and violation.
3. Written notice from the Club Board of temporary club suspension (maximum of two (2) weeks).

**Quorum<sup>1</sup>** is the minimum attendance at a club membership meeting necessary to conduct elections, to approve or to conduct other club business that requires a vote. A quorum shall be ten (10) percent of the club membership. However, a quorum requirement cannot be less than 20 members or more than 100 members.

- a. Member may appeal a suspension with written notice to the Club Board, Recreation Activities Manager and Chartered Clubs Committee Chair.
- b. Appeal will pause suspension until ruling, member rights and privileges continue until ruling complete.
- c. Appeal is heard at a scheduled meeting with Recreation Activities Manager, Chartered clubs Committee Chair & other individuals approved by the Recreation Activities Manager.

1. Member in question and Club President or presiding officer shall present their case.
2. Ruling will be made based on majority consensus.
3. Recreation Activities Manager will forward appeal ruling to Club Board and Member.
4. Member may appeal ruling by written notice to the Recreation Activities Manager requesting a hearing with the Governing Board. Request is forwarded to the General manager. Further disciplinary action requests by a Club Board shall be forwarded to the General Manger by the Recreation Activities Manager with a copy of the disciplinary action to date.
  - a. General Manager may suspend a member up to sixty (60) days.
  - b. Club termination may be recommended by the General Manager to the Governing Board.
  - c. Severe cases of adverse Club member behavior may be cause for suspension of Association membership rights and privileges (i.e.suspension of the RCSCW Recreation Card).
5. Any suspension or termination of club membership or Association rights an privileges may be recommended to the Governing Board by the General Manager following the same Process of Revocation procedures described in RR&Ps Chapter 2, Article VII, C after completion of procedures listed above.

**NOTE:** Infractions addressed and corrected immediately do not require further action or documentation. Infractions which result in county or legal involvement (i.e.physical altercation) will move directly to the General manager for recommendation to the Governing Board.

**IMPOTANT:** Membership Policy Statement M02 Suspension of Membership, 3.2.1:

Failing to attend the hearing or informing the Governing Board that the person will not attend, shall be considered an expression of “no contest” by the person. In such an event, the Governing Board may accept all reports and testimony as true.

### **Article III – Officer**

**Section A**–The club board must consist of (at a minimum) four officers: a president, a vice president, a secretary and a treasurer.

**Section B**– Newly elected or appointed officers, within fourteen (14) business days of taking office, shall attest that they have read and understand the Association's Rules, Regulations and Procedures for Chartered Clubs by signing the Form CR–5 (New Officers and Rules, Regulations and Procedures for Chartered Clubs Affirmation Report) and forwarding it to the office of the Recreation Activities Manager.

**Section C**– The club board shall be elected by a majority vote of those present at the club's annual membership election meeting after a quorum is established. The elected officers shall serve without compensation. An officer normally may not serve as an independent contractor. (RR&Ps, Chapter 4, Article VI, L).

**Section D** – The Secretary is responsible to submit the CR-15 membership report to the Recreation Activities Manager by Feb.1<sup>st</sup> of each year.

**Section E** – Specify the length of term of office, term limits, and responsibilities of officers.

1. At the fourth quarter (even numbered years) general membership meeting, the Nomination committee shall present a slate of candidates. Nomination will be accepted from the floor.
2. If there are two (2) or more candidates for any office, the nominations committee shall conduct a written ballot, tally the votes, and report to the membership at the conclusion of the meeting. If there are no contested offices, election may be by show-of-hand vote.
3. The terms of office for members of the Club Board shall be two (2) years starting January 1<sup>st</sup> of the odd numbered year. The standing committee's chairpersons serve at the pleasure of the elected officers.

4.

#### **Section F – Duties of Officers**

**President:** The president shall call all meetings of the general membership and Club Board, preside at all meetings, appoint all committees, and represent the club in contacts with other organizations and management of the recreation centers, and fulfill other functions of the office.

**Vice-President:** The Vice-President shall assume the responsibilities of the president in the absence or incapacity of the president. In addition, the vice-president shall serve as program chairman for the general meetings and special events of the organization.

**Secretary:** The secretary shall keep all minutes of both the Club Board and general membership meetings, conduct all correspondence, and act as the custodian of the Bylaws and all other records, except financial records. The secretary shall maintain the official membership roster of the club, minutes and other pertinent administrative records for a minimum of three (3) years prior to the current year.

**Treasurer:** The treasurer shall maintain the financial records of the club, make monthly financial reports with the assistance of the bookkeeper and perform all banking functions of the organization. The treasurer is responsible to prepare the annual budget for approval of the Club Board. Upon vote of the Club Board the treasurer may be required to be bonded. Financial records must be retained for a period of seven (7) years.

Any reference to an officer being an ex-officio will state term is not to exceed one year.

**Section G- Vacancies in office** – The Club Board may appoint a club member to fill the vacancy for the remainder of the term.

**Section H** – To impeach an officer or fill a vacancy, Roberts Rules of Order must be followed. If the impeachment is successful, the election of a new officer must follow immediately. (The procedure is available from the Recreation Activities Manager).

**Section I** – It is the responsibility of the club president to pass the Rules, Regulations and Procedures book on to their successor.

**Section J – Nominating Committee** – The Club Board will appoint a three (3) member nominating committee exclusive of present Board members. This committee, which will report its findings and candidates to the Club Board, which will conduct the election of officers in the following October general membership meeting.

#### **Article IV – Meetings**

**Section A** – There will be a general membership meeting conducted during each quarter of the calendar year.

The fourth quarter membership meeting of an even year is designated as the election meeting.

**Section B- Provisions for calling and recording meetings:**

Minutes will be taken by the secretary to document all business sessions, and approved by the club president. Minutes, as well as other pertinent administrative records, will be retained for a period of three (3) years. Minutes should be available to the membership before the next general meeting.

A notice of the membership meetings as to date, place and program will be posted in the Library and released to the local newspapers by the Publicity Committee well in advance of the scheduled meeting.

For a grievance or reasonable cause twenty- five (25) members are necessary to require the Board to call a special membership meeting. A fourteen (14) day notice be given to all members if a special meeting is called.

The President or the Board may call for a special membership meeting.

**Section C - Voting and Quorum Requirements:**

1. Club Board Meetings -A quorum is a simple majority of the board.
2. Membership Meetings -A quorum is the minimum attendance at a club membership meeting necessary to conduct elections, to approve bylaws, to approve budgets or to conduct other club business. There can be no proxy votes. The required majority must be of those present at a meeting specifically called for such purpose. A simple majority is required for all issues except bylaws. To approve bylaws requires a 2/3 majority. A quorum shall be ten percent of the club membership however, a quorum requirement cannot be less than 20 members. A club should have in excess of 100 at a meeting, but the top required limit is 100.
3. Voting may be done in person, by paper ballot, or any generally accepted other technologically assisted solutions and retained in club records.
4. Reference Roberts Rules of Order for assistance in parliamentary procedures. Please note that stated bylaw provisions take precedence over Roberts Rule i.e. anything not stated in the bylaws shall be referred to Roberts Rules of Order.

## **Article V – Financial**

**Section A-** Financial records shall be retained for a period of seven (7) years (prior to current year).

**Section 8-**Non-budgeted expenditures from the general fund in excess of \$300.00 must be approved by a vote of the Club Board. Only expenditures of \$25 or less can be paid by petty cash. RR&Ps Chapter 4, Article V, B 4.

The Treasurer shall prepare an annual budget to be submitted to the Club Board at year-end. After approval by the Club Board, the budget will be presented to the membership by the treasurer at the meeting in the first quarter of the year for discussion and approval.

Commitments and expenditures for budgeted items can be made as required.

All checks and contracts shall be signed by any two {2} of the following officers: president, vice-president, secretary and treasurer.

The Club Board, acting through the president, shall identify to the membership library improvement projects that require financial commitment. Individual members or committees may submit suggestions for projects to the Club Board for consideration.

**Section C-**No club member shall receive any compensation or financial award from club funds for contributions or service to the club. The only exception is when a member has an independent contractor agreement previously approved by the Recreation Center Activity Manager.

**Section D-** Financial records must be audited on a yearly basis by individuals other than those elected to the club board. The results of the Report of Audit will be presented to the general membership and duly recorded in the applicable minutes of such meeting. A copy will be provided to the office of the Recreation Activities Manager.

The calendar year shall be from January 1 to December 31. Annual membership dues shall be established by the Club Board and approved by the membership.

The Endowment Fund Committee operates on a separate and independent basis.

Funds collected by the Endowment Fund Committee are not to be co-mingled with any other monies and must be used to defray costs associated with the services outlined in the annual solicitation letter.

**Section E -**Club Advertising: Any commercial advertising or flyers of club activities must be in compliance with Association policies.

**Section F—** Contracts: Any contracts for instructors will be handled in compliance with Chapter 4, Article VI of RR&Ps. Each contract must be renewed on a yearly basis and a copy of each sent to the Recreation Activities Manager for approval.

**Section G -Treasurers responsibility-**The Treasurer is required to submit Form CR-7 (Annual Financial Statement) to the office of the Recreation Activities Manager by Feb. 1 for the preceding calendar year.

**Section H – Inventory requirements, equipment and simplified.** The Treasurer is responsible for submitting the report to the Activities Manager by December 31.

For those clubs that turn in an inventory list, it is important to have a description, serial/model numbers, date purchased and total amount.

## **Article VI - Committees**

**Section A-** Committees and/or chairpersons may be elected by the general membership or appointed by the club board.

**Section B -** Permanent (standing) committees, at a minimum, will include Safety and Audit.

**Section C- Safety Committee duties:** A safety committee will be appointed by the President. This committee is to review potential hazards that may be encountered during activities of the "Friends" and report these conditions to the President for resolution. Any accidents will be reported through the existing Library procedure.

**Section D - Duties of the Finance, Auditing Committee:** The annual Financial Statement CR-7 must be submitted to the office of the Recreation Activities Manager by February 1 each year for the preceding calendar year. Failure to comply with this date will result in temporary closure of the club's facility or access to Association facilities. The annual report shall be signed as audited by a club appointed individual who is independent of the club's board and who has sufficient financial skills to provide a certification of accounts and records. The Chartered Club Audit Sub Committee will audit the Friends Financial Report CR-7 for the Recreation Centers. The statement of the Friends of the Library and the statement of the Endowment Fund sheet shall then be presented to an outside accounting firm for an annual audit. The audit report shall be sent to the President of the Friends for final review and determination of any instructions.

**Section E - Other Committees and their duties:** The Club Board shall authorize Standing Committees and establish their field of operation, goals, and extent of authority.

The President shall appoint other special committees as the need arises, giving a definite charge and a report date to each committee.

The President, with approval of the entire Board, shall appoint committee chairpersons. The committee chairperson is responsible for staffing the committee, as required.



## **Library Endowment Fund and Committee:**

### **A Separate Division of the Friends of the Library**

This committee shall have as its purpose the solicitation and raising of funds to endow the Library and to administer the Funds resources. This shall include the financial assistance in the purchase and acquisition of books, newspapers, magazines, periodicals, financial publications, reference materials, audio and video cassettes, CD's and DVD's, and other Library service materials which may be current or to fit future needs and changes. The funds will also be used for all materials used in the annual fund drive such as the cost of printing and mailing notice appeals to all Sun City West Residents. This is a volunteer effort without overhead and salary costs. Further solicitations may be made to commercial establishments, and other organized groups. This will hereafter be known as the Library Endowment Fund.

The Endowment Fund and its committee no longer purchases audio and video cassettes.

1. Disbursements from the Fund will be made by the committee treasurer with the approval of the Library Endowment Fund Committee. A budget will be established before the end of the year and excess funds shall be invested by the Treasurer at the direction of the committee.
2. The investment policy shall be conservative in nature with prime consideration being one of preserving capital funds. Interest income from the investment funds is of importance. The committee shall adhere to the following guidelines:

A checking account is to be maintained separately from the Friends of the Library with no co-mingling of funds. Two signatures will be required on this account. Sufficient funds will be kept in this account to cover all expenses per the budget. Monies accumulated in this checking account from the Fund Drive strategy, but no longer than nine (9) months from the receipt of the monies. All fund monies in excess of the operating requirements must be invested in U.S. Government guaranteed securities and for periods not longer than two (2) years. Proper planning of the maturity dates and Bills with roll over provisions will assure availability of cash for Fund operations without risk to the Fund. Funds collected by the Endowment Committee are not to be co-mingled with any other monies and must be used to defray costs associated with the materials and services outlined in the annual solicitation letter.

**Endowment Funds Budget and Acquisitions Guidelines:**

- A. A budget shall be prepared by the Endowment Fund Chairman and Treasurer. This budget will take into consideration 70 percent of the expected Fund total receipts for the year. The remaining 30 percent of the Funds receipts must be considered for investment to protect the growth of the Fund. The budget shall be prepared with the knowledge and participation of the Librarian. The budget shall be presented in December and approved by the entire Endowment Fund Committee. The approved budget will take effect January 1 through December 31, of each year.
- B. Signature cards for bank withdrawals will have three (3) signatures: those of the committee treasurer, Committee Chairman, and one (1) other committee member selected by the Committee. Two (2) of these signatures shall be required on all checks drawn on the Endowment Fund.
- C. Membership of the committee shall consist of five (5) persons, all of whom shall be residents of Sun City West, current recreation card holders, and members of the Friends of the Library. One (1) the members shall be the president of the Friends of the Library. The Librarian shall be an ex-officio, non-voting member.
- D. Terms of members shall be for three (3) years starting on January 1<sup>st</sup> and continuing through December 31, three (3) years hence. Appointments for mid-term vacancies shall be for the balance of the term only, but individuals serving less than a three-year term may be appointed to full three-year terms at the expiration of their partial term.

From among its members, the committee shall select its own secretary and treasurer at the beginning of each committee year.

The committee shall report its activities to the Friends of the Library Board and to the membership at the regular meetings.

## **Article VII – Amendments**

To amend the bylaws of this club requires a two-thirds vote of the membership present at a meeting specifically called for such purpose, a quorum being present. Procedures for filing amendment(s) are as follows:

1. The Recreation Centers' Recreation Activities Manager shall review the proposed amendments prior to submittal to the club Membership.
2. Proposed amendments shall be well publicized to the membership one (1) month prior to the vote. All amendments must be voted upon and approved by a quorum of the membership.
3. A complete revised set of the club's bylaws will be submitted to the recreation Centers' Recreation Activities Manager for final review. The amended bylaws require the approval of the Recreation Centers General Manager prior to implementation. The results and date of the membership vote should be duly noted on the submittal document.

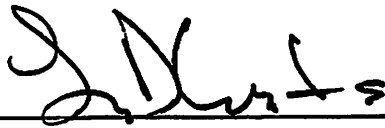
## **Article VIII – Dissolution**

Prior to club dissolution (after all debts are satisfied), all property and assets shall be turned over to the Recreation Centers.

1. Prior to dissolution of the Friends shall terminate all fund raising activities. All cash remaining in the Friends treasury after satisfying all obligations, shall be transferred to the Endowment Fund. The Endowment Fund cash shall be used as herein provided in Article VIII, Section A3.
2. The Friends have been operating since December 4, 1979 on a nonprofit basis to promote, support and enrich the services of the library under Section 501 (C)(3) of the Internal Revenue Code and Arizona statutes. The results of these activities and financial status is reported on IRS form 990 and Arizona form 99 annually. Refer to Article I Section B, C.

Prior to final dissolution, the Friends shall prepare the IRS forms 990 showing activities during that year and the assignment of remaining funds. Under IRS regulations these remaining assets may be transferred to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (C)(3) of the Internal Revenue Code.

3. Under its tax-exempt status, Section 501 (C)(3), the Endowment Fund Committee solicited donations from Sun City West residents and others with the promise that the funds would be used for specific purchases as outlined in their annual fund drive letters. This implies a legal and moral obligation to spend these funds as promised.
4. With the approval of the IRS and the Arizona authorities, the Endowment Fund shall be transferred to the Library Council of the Recreation Centers where it shall have the sole responsibility of liquidating the Fund through expenditures consistent with the solicitation letters. Based upon current fund status and past experience with expenditures rate, liquidation will take about five (5) years. Tax forms 990 shall be issued during this period.




Larry Woods, President

3-10-2021

Date

APPROVED:



William Schwind, General Manager

3-8-21

Date