

Bylaws of the *Association of Bookmobile and Outreach Services*

Table of Contents

Article 1. Name
Article 2. Object
Article 3. Membership/Dues
Article 4. Meetings
Article 5. Officers
Article 6. Board of Directors
Article 7. Conflict of Interest Policy
Article 8. Committees
Article 9. Association Finances
Article 10. Parliamentary Authority
Article 11. Association Budget
Article 12. Protection of Tax Exempt Status

Article 1. Name

The name of this organization is the **Association of Bookmobile and Outreach Services**, herein referred to as ABOS.

Article 2. Object

ABOS is established exclusively for charitable and educational purposes. It shall advocate for libraries' provision of bookmobile and outreach services to meet diverse community information and programming needs.

Article 3. Membership/Dues

Section 1.

Membership in ABOS will be open to any person or institution interested in librarianship and in library bookmobile and outreach programming. Dues for membership will be set by the Executive Board as approved by four (4) voting members of the Board of Directors. Changes to the dues will be presented to the general membership for their consideration. These changes will be adopted by a majority of full voting members present at the Annual General Membership Meeting held at the ABOS Annual Conference. Dues will be assessed by ABOS annually for each member on his/her anniversary date.

Section 2.

The four categories of members are:

- Individual Membership
- Student Membership
- Organizational Membership
- Corporate Membership

Article 4. Meetings

Section 1.

The Annual General Membership Meeting shall be held during the ABOS Annual Conference. Date, time, and place of the conference shall be determined by the Board of Directors.

Section 2.

Virtual or on-site meetings may be scheduled by the President if action from the general membership is needed before the Annual General Membership Meeting.

Section 3.

The President shall schedule regular Board of Directors' meetings.

Section 4.

Committee Chairpersons shall schedule meetings as needed to fulfill their charge.

Article 5. Officers

Section 1.

The required officers of ABOS are the President, Vice-President/President Elect, Immediate Past President, Secretary, Treasurer, and the Immediate Past Treasurer.

The officers sit as members of the Board of Directors.

Section 2. Elections

The officers and members-at-large of the Board of Directors of ABOS shall be elected annually by majority vote from the full voting membership. A slate of officers and members-at-large shall be presented to the general membership at the Annual General Membership Meeting. Nominations from the general membership will be received at the Annual General Membership Meeting and electronic nominations will be accepted for a period not to exceed 7 days from the Annual General Membership Meeting date. Voting may be done by either electronic or paper ballot each November.

Section 3. Terms of Office

Officers will take office on January 1 of the following year.

Section 4. Duties of the Officers

A. President

The President shall have customary duties of the office of president, shall preside over all Board of Directors' meetings, and be a non-voting member of all committees.

B. Vice-President/President Elect

When the President is unable to serve, the Vice-President/President Elect shall act as the President. This person will assume the presidency after one year of service as Vice-President/President Elect.

C. Immediate Past President

The Immediate Past President shall serve on the Finance Committee, Nominations Committee, and Bylaws Committee if the committee is currently active.

D. Secretary

The Secretary shall keep an accurate record of all meetings including Board of Directors, Executive Board, Finance Committee, and Annual General Membership Meetings. The minutes must be available at or before the following regularly scheduled Board of Directors' Meeting, Finance Committee, and Annual General Membership Meeting respectively.

Minutes from the Annual General Membership Meeting will be made available to the ABOS membership in the most effective and efficient means possible.

E. Treasurer

The Treasurer shall maintain records relating to the incoming or outgoing financial condition of ABOS. The Treasurer will communicate and keep accurate records of all transactions and interactions between ABOS and any bank; contracted financial agencies; or local, state, or federal government agencies with which ABOS has business.

The Treasurer shall prepare the following the following financial reports each year:

- Fiscal year report from January 1 through December 31.
- Quarterly report for the Finance Committee.
- Financial Statement report for the Annual General Membership Meeting.
- Conference Report for the receipts and disbursement of the ABOS Annual Conference and events. This report is due 60 days after the ABOS Annual Conference ends.
- The Treasurer shall be responsible for submitting a budget proposal to the Executive Board for adoption by the Board of Directors.

Should the need arise, the President with the concurrence of the Vice-President/President Elect, shall nominate an Assistant Treasurer, whose duties shall be to serve in the absence of the Treasurer.

The Treasurer shall serve on the Finance and Long Range Planning Committees.

Section 5. Removal of Officer(s)

An officer may be removed by the majority vote of the Board of Directors present and voting, for neglect of duties, misuse of ABOS name, and/or misuse of ABOS finances.

Section 6. Replacement of Officer(s)

Should the need arise, the President with the concurrence of the Vice-President/President Elect, shall appoint an interim replacement whose duties shall be to serve in the absence of the officer.

Article 6. Board of Directors

Section 1.

The Board of Directors will include the President, Vice-President/President Elect, Immediate Past President, Secretary, Treasurer, Immediate Past Treasurer, and Members-at-Large.

Six (6) Members-at-Large shall be elected for a term of two (2) years, shall not exceed two (2) consecutive terms, and terms shall overlap so that no more than one-half (1/2) of the members retire in any one year.

Section 2. Terms of Office

Board of Directors will take office on January 1 following their election.

Section 3. Duties

As the legal entity of ABOS, the Board of Directors will have general supervision of the affairs of ABOS, fix the time and place of business meetings, make recommendations to ABOS, and perform other duties as specified by the Bylaws or Parliamentary Authority. The Board of Directors will comply with approved actions of the general membership of ABOS and none of its acts will conflict with those actions.

Section 4. Powers

The Board of Directors will have the sole power, on behalf of ABOS, or any of its committees or subunits, to incur indebtedness; solicit funding; make public statements; issue public writings; and establish and maintain relations with other organizations.

Section 5. Quorum and Voting

A simple majority of all Board of Directors members constitutes a quorum. A quorum must be present to conduct business at a Board of Directors' meeting. In the event there is not a quorum present, discussion but no voting may occur. Affirmed resolution of the Board of Directors will be supported by the vote of at least a simple majority of members. Voting may be done by either electronic or paper ballot at the discretion of the Board of Directors. All actions requiring the vote of the general membership must be presented to the members at least 30 days in advance of the vote.

Section 6. Meetings

Virtual or on-site meetings of the Board of Directors will be called, in time and place set at the discretion of the President or four (4) voting members of the Board of Directors. There shall be at least two (2) meetings of the Board of Directors called and convened between the Annual General Membership Meetings.

Section 7. Publication of Resolutions

The text of these Bylaws, and all major resolutions and policy decisions will be published on the ABOS web site.

Section 8. Removal of Board Members(s) (Members-at-Large)

A board member may be removed by a two-thirds (2/3) vote of the Board of Directors, for neglect of duties, misuse of ABOS name, and/or misuse of ABOS finances. The general membership may petition the Board of Directors for recall of a board member by petition with 25% of the membership signing the petition.

Article 7. Conflict of Interest Policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

A. Interested Person

Any officer, Member-at-Large, or committee member with governing board delegated powers, who has a direct or indirect financial interest, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or potential ownership in any entity with which the organization has a transaction or arrangement.
- b. A compensation arrangement with the organization.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

1. Duty to disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the Board of Directors.

2. Determining whether a conflict of interest exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4. Voting

A voting member of the Board of Directors, who receives compensation, directly, or indirectly, from ABOS for services, is precluded from voting on matters pertaining to that member's compensation.

Article 8. Committees

Section 1. Executive Committee

The Executive Committee includes the President, Vice-President/ President Elect, the Secretary, the Treasurer, and two elected Members-at-Large. Except for the power to amend the Constitution and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to direction and control of the Board of Directors.

Section 2. Finance Committee

The Finance Committee Chairperson shall be appointed by the President as approved by the Board of Directors. Vice-President/President Elect, Immediate Past President, Secretary, Treasurer, Immediate Past Treasurer, and a minimum of three (3) Members-at-Large will serve on the Finance Committee. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

The Finance Committee is charged with developing and reviewing fiscal procedures, a fundraising plan, and an annual budget. The Board of Directors, with input from committee chairs, will approve the budget and all expenditures must be within the budget.

Section 3. Membership Committee

The Membership Committee Chairperson shall be appointed by the President, and approved by the Board of Directors. The Chairperson will recruit committee members, as approved by the President. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

The Membership Committee is charged with membership development and recruitment. The committee will work with the President to promote member involvement within ABOS.

Section 4. Long Range Planning Committee

The Long Range Planning Committee Chairperson shall be the Immediate Past Treasurer, as approved by the Board of Directors.

Committee members include the Executive Board, Committee and Ad Hoc Chairpersons. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

This committee is charged with providing written direction for ABOS in three (3) to five (5) year increments. The Long Range Plan must be voted on and approved by simple majority of the general membership. The committee will present a print copy of the plan to the general membership at least 30 days before the vote is called for. Voting may be done by either electronic or paper ballot, at the discretion of the Board of Directors.

Section 5. Nominations Committee

The Nominations Committee Chairperson shall be appointed by the President as approved by the Board of Directors. The Chairperson shall manage the annual election and nominations. The members of the Nominations Committee shall be appointed by the President as approved by the Board of Directors. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

This committee is charged with forming a slate of officers, submitting the slate to the Board of Directors for approval, notifying the general membership at least 21 days prior to the vote, and overseeing the elections in November of each year. It is the responsibility of the committee to confirm membership status of individuals and their willingness to serve on the Board of Directors if elected.

Section 6. Conference Planning Committee

The Conference Planning Committee Chairperson shall be appointed by the President as approved by the Board of Directors. The Chairperson shall manage the ABOS Annual Conference. The members of the Conference Planning Committee shall be appointed by the President as approved by the Board of Directors. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

The Conference Planning Committee is charged with site selection, date, and time for the ABOS Annual Conference subject to approval by the Board of Directors.

Conference sub-committees shall be formed as needed.

Section 7. Conference Vendors/Exhibitors Committee

The Conference Vendors/Exhibitors Committee shall be a sub-committee of the Conference Planning Committee. This committee is charged with working with vendors to support the conference and helping to ensure the conference is a positive experience for vendors and exhibitors.

Section 8. Website Development Committee

The Website Development Committee Chairperson shall be appointed by the President as approved by the Board of Directors. The members of the Website Development Committee shall be appointed by the President as approved by the Board of Directors. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

This committee is charged to work with the Board of Directors to create and maintain an interactive website for the membership. Included in this charge is the active solicitation of articles of interest to members of ABOS.

Section 9. Advocacy Committee

The Advocacy Committee Chairperson shall be appointed by the President as approved by the Board of Directors. The members of the Advocacy Committee shall be appointed by the President, as approved by the Board of Directors. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

This committee is charged with working to promote outreach and bookmobile services.

Section 10. Marketing Committee

The Marketing Committee Chairperson shall be appointed by the President as approved by the Board of Directors. The members of the Marketing Committee shall be appointed by the President, as approved by the Board of Directors. Appointments to this committee shall not exceed two (2) consecutive terms, for a term of two (2) years, overlapping so that no more than one-half (1/2) of the members retire in any one year.

This committee is charged to work with the Advocacy, Membership, and Web Site Development Committees to increase the public awareness of ABOS and its purpose. The Marketing Committee will be responsible for ABOS merchandise and public relations.

The Marketing Committee is responsible for tracking and reporting all income from merchandise to the Treasurer.

Section 11. Awards Committees

The Awards Committee Chairpersons shall be appointed by the President as approved by the Board of Directors. Committee Chairpersons and members shall serve for one year only adhering to each committee's Rules of Conduct.

The Awards Committees are charged with selecting recipients of ABOS awards, grants, and scholarships.

The Awards Committees will be responsible for designing and distributing nomination forms to the membership. The committees shall be responsible for developing guidelines and criteria for selecting recipients.

Each award, grant, and scholarship committee will have at least three (3) members dedicated to selection of each recipient. The amount of scholarship and kind of awards and grants will be determined by the Board of Directors.

Section 12. Bylaws Committee

A Bylaws Committee will be formed as needed. The Chairperson will be appointed by the President as approved by the Board of Directors. The Board of Directors will create a Bylaws Committee by a simple majority vote of those present and voting at any meeting.

Section 13. Ad Hoc Committees

Ad Hoc Committees will be formed and Chairpersons appointed by the President as approved by the Board of Directors as needed. The Board of Directors will create Ad Hoc Committees by a simple majority vote of those present and voting at any meeting.

Article 9. Association Finances

Expenditures by ABOS during the period of each January 1 through the following December 31 shall be limited to a total of: (a) all amounts transferred to the Treasurer on January 1 by the preceding Treasurer; (b) plus all amounts received by the Treasurer during the period from whatever source, including dues, fundraising events, and income from investments.

The fiscal year shall be based on the calendar year (January 1 to December 31). Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of ABOS are public information and shall be available to the membership, Board of Directors, and the public.

All funds collected by or on behalf of ABOS shall be deposited in ABOS's bank account, or in the account of one of our contracted fiscal agents. ABOS funds may be held in the form of cash or securities as approved by the Finance Committee.

No ABOS Committee or entity shall maintain a separate checking or savings account.

ABOS shall make all disbursements from the ABOS funds in accordance with the approved budget or when directed by the Finance Committee. All checks on the ABOS fund shall be signed by any two of three officers, being the President, Vice-President/President Elect, and Treasurer.

No Officer, Committee Chairperson, or Committee of ABOS shall enter into any non-budgeted binding contracts or commitments on behalf of ABOS involving expenditures without prior approval of the Finance Committee.

The President, working with the Finance Committee, shall ensure that expenditures for his/her year do not exceed the budgeted amount approved.

Reimbursement requests shall be accompanied by a reimbursement form. This form will identify the requester, amount requested for reimbursement, what the reimbursement is for, and proof of the expenditure.

Article 10. Parliamentary Authority

Section 1. Parliamentary Authority

The rules contained in **Special Parliamentary Procedures for Small boards in Robert's Rules of Order, Newly Revised. (Scott Foresman, 2000)** will govern ABOS in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order ABOS may adopt.

Section 2. Voting

The majority of members voting shall decide general and special elections. Voting may be done by either electronic or paper ballot at the discretion of the Board of Directors.

Section 3. Bylaw Changes

Changes to the Bylaws of ABOS require a majority vote of the Board of Directors and must then be approved by a vote of the general membership. Bylaws shall be amended by a two-thirds (2/3) majority vote of the general membership responding to an online or mail referendum included in an official ABOS ballot or as a separate mailing to the general membership. Changes must be presented to the membership at least 30 days in advance of vote.

Article 11. Association Budget

The Association budget for the operation of ABOS for the forthcoming year shall be prepared by the Finance Committee. It shall do this by seeking the advice of the Vice-President/President Elect and the Conference Planning Committee Chairperson. The Board of Directors will approve the budget and all expenditures must be within the budget.

All budget request forms must be submitted to the Finance Committee by December 1 of the preceding year.

The budget shall include allocations for the following expenses: (a) all general expenses of the Secretary and Treasurer, (b) ABOS Annual Conference, excluding cost of meals and lodging, and (c) committee expenses. A copy of the proposed ABOS Budget shall be forwarded by the President to the incoming Board of Directors at least 30 days before the first meeting of the Board of Directors.

The budget shall contain a comparison with the current year's budget, partial year actual, and projected full year expenditures; explanations of the notable issues, significant changes, and variances from prior years in the proposed budget; and the Treasurer's financial report on the most recent ABOS Annual Conference.

A budget shall be approved at the first Board of Directors' meeting of the new year by three-fourths (3/4) of the full Board of Directors at the time of voting.

Article 12. Protection of Tax Exempt Status

Section 1. Purpose

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

Section 2. Activities Restricted

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) or any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these articles, the corporation will 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) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, or (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision or any future United States Internal Revenue Law), as the Board of Directors shall determine.