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Book Reports

Northwest Philatelic Library, Inc.



NPL Essay

CHANGE IN THE WIND

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President & Librarian

During the May 25, 2010 membership meeting, NPL members will be asked to approve changes to the NPL Constitution and Bylaws. At the same meeting, OSS will propose similar and complementary changes to its Constitution and Bylaws. The changes have been under discussion for some time and in accordance with provisions in these governing documents, the Boards of the two organizations have sought and obtained competent legal review of the proposed changes to ensure conformity to all applicable laws and regulations and that the letter and spirit of the 'rules' are being followed. The principal changes are being put forth to more clearly define NPL and OSS as distinct legal entities. One other proposed NPL change deals with the minor 'housekeeping' matter of publicizing annual dues rates. The NPL Executive Board asks for your vote in favor of these changes.

Both the Oregon Stamp Society and Northwest Philatelic Library encourage and promote philately in various ways among members and the public. NPL exists to serve a broader constituency while continuing to offer its resources to its members. To be able to deliver library resources to a broader constituency and to gain the benefits of a tax-exempt charitable organization, it is crucial to have a separate organization with its own rules of governance, sources of funding, and focus.

That OSS and NPL, on paper and in fact, are different legal entities is purposeful and necessary. While OSS and NPL largely have the same membership lists and are open to all, the public service function of NPL most clearly defines its distinct mission. In order to gain the favorable tax status granted under the Internal Revenue Code, NPL was designed to meet specific requirements relating to the "public benefit." Our permanent exempt status attests to the success of that design.

As separate organizations that have different goals and programs, OSS and NPL have separate governing bodies: The OSS Board of Directors and the NPL Executive Board. These two bodies really ought to operate independently, but there are ties between the two Boards within their respective Constitutions and Bylaws. We recommend eliminating those ties. The governing documents are structures that protect the respective interests of OSS and NPL, but they are also contracts with legal weight that are subject to oversight by the Oregon Secretary of State and the Internal Revenue Service. With this in mind, the NPL Executive Board seeks to perfect its governing documents to better reflect the needs of the organization, the law, and our distinctive purpose.

Since its 2003 inception, NPL has successfully taken advantage of its tax exemption by expanding the nature and scope of its holdings and activities to the advantage of the membership and the public. But NPL is not the “OSS Library.” Despite the creation of NPL, OSS didn’t stop its activities and the sky didn’t fall; yet the cautionary ties linking the two Boards still exist even as they serve no useful purpose. Being an officer of one Board is enough of a commitment and responsibility. Each Board should be given the independence to pursue the goals of its respective organization – let each Board do what it has the competencies to do best.

Yes, there are things the two organizations do together, but these are matters of agreed-upon convenience. To avoid the appearance of a conflict, it is central for NPL to firmly stand on a separate legal footing to ensure continuance of its 501(c)(3) status. This was one of the main reasons for creating NPL. By its nature as a public service library, NPL could offer something that OSS could not, and we should eliminate any and all possible speculation that one Board or Board member could unduly exert an influence over the other. It is simply counterproductive to do otherwise.

There is nothing in the proposed changes that would keep ideas from going back and forth between OSS and NPL at the Board level. Yes, let’s exchange ideas between the two groups when it makes good sense to do so; but, no, don’t artificially impose it as it appears now. Eliminating the existing required ties between OSS and NPL is just good business.

NPL Executive Board member Don Overstreet assisted me in formulating the ideas underlying this Essay and contributed to its written preparation.

OSS president Grant Babb and I have asked Albert Hanson to set aside time at the May 11th regular Tuesday membership meeting for a Q&A on this matter.

Northwest Philatelic Library, Inc.

President - *Charles Neyhart*, Vice president - *Grant Babb* [ex-officio], Secretary - *W. F. ‘Buzz’ Oerding*, Treasurer - *Wayne Holmes*, Directors: *Darlene Lengacher, Janice Weinstock, Greg Alexander and Don Overstreet*. Secretary Emeritus - *Tom Current*.

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Northwest Philatelic Library, Inc. is a nonprofit, tax exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any contributions to NPL may be deductible as charitable contributions on the donor’s tax return.

PROPOSED AMENDMENTS

NPL CONSTITUTION

Article VI

OFFICERS

Section 1. The elected officers of NPL shall consist of a President, Secretary, and Treasurer. The President shall bear the title of "Librarian" and is hereafter referred to as such. ~~The President of the Oregon Stamp Society shall serve ex-officio as Vice president of NPL.~~

Article VII

EXECUTIVE BOARD

Section 1. The governing body of NPL shall be an Executive Board consisting of eight Board Members: the **[three]** ~~four~~ Officers, four Directors and the Guest Library Representative (GLR) as defined in Section 5 of this Article VII. Subject to this Article VII, Section 3, the Officers and Directors shall be elected by the members pursuant to Article X. The GLR shall be appointed pursuant to Section 5 of this Article VII.

Article VIII

POWERS OF EXECUTIVE BOARD

Section 1. General Corporate Powers. NPL's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board. The actions of the Board shall be limited by any rights, duties or functions of the full membership. Each Board member, except ~~the Vice president and~~ the GLR shall be entitled to cast one vote.

Article X

NOMINATIONS AND ELECTIONS

Section 1. Nominations for officers and Board members of NPL shall be made by a nominating committee appointed by the Executive Board. The nominating committee shall consist of three persons, ~~including the Vice president.~~

Section 5. A plurality of the eligible members present at an election meeting shall be required to elect each Board member, ~~excepting the Vice president and~~ the GLR.

NPL BYLAWS

Article III

DUTIES OF OFFICERS AND BOARD MEMBERS

Section 1. The Librarian shall be the chief executive officer and the Chair at all meetings of the NPL membership and Executive Board. In the absence of the Librarian, the ~~Vice-president~~ **[Secretary]** shall preside, and as necessary other Board members may be designated by the Board to preside in the absence of the ~~Vice-president~~ **[Secretary]**.

~~Section 1e. The Librarian shall be available to serve as Librarian for the Oregon Stamp Society and also shall available to serve ex officio on the OSS Board of Directors.~~

Section 2. The ~~Vice-president~~ **[Secretary]** shall serve temporarily as Chair and as Librarian in the event of the absence, resignation, removal or incapacitation of the Librarian, until the Board can appoint a replacement.

Article V

DUES, FEES AND ASSESSMENTS

Section 3. ~~Regular members shall also be members of Oregon Stamp Society.~~ **[Members in good standing with the Oregon Stamp Society are Regular members of NPL.]** The NPL **[membership]** dues for members shall be \$2 **[determined by the Executive Board and published by October 15 of the preceding due's year. Dues will be for the calendar year, payable in January. New applicants for NPL membership will pay dues according to a sliding scale based on the timing of the application during the year.]** ~~per calendar year, payable in the month of January. The mechanism for collection of NPL dues shall be through OSS, acting as agent for NPL. The Treasurer of NPL shall work with the Treasurer of OSS to collect NPL dues concurrently with NPL dues.~~

~~Article VII~~

~~LOAN FROM OREGON STAMP SOCIETY~~

~~Section 1. The Northwest Philatelic Library is authorized to accept a loan from Oregon Stamp Society at any time upon terms satisfactory to the NPL and OSS Boards.~~

~~Section 2. The legal authority to make such an arrangement under applicable law shall be determined before acceptance of a loan on such terms.~~