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## Vista Grande Public Library Board Meeting Minutes December 18, 2007

### Attendees:

Jack Abernethy, Roberta Armstrong, Mary Arnold, Pat Bell, Kathy Carey, Howard Efner, Diane Gulseth, Todd Handy, Ami Jaeger, Ann Jenkins, Marcel Legendre, Steven Rosenthal, Eric Wiswell

### Others attending:

Pam Geernaert, Barbara Hagood

### Absent:

none

President Steven Rosenthal called the meeting to order at 7:00 pm in the Vista Grande Public Library Building.

### **Action: Approval of Agenda**

Motion to approve the agenda for the meeting.  
The agenda was approved unanimously.

### **Action: Approval of November 2007 Board minutes**

Motion to approve the minutes of the Board meeting of November 13, 2007.  
The minutes were approved without dissent, with Roberta and Todd abstaining because they did not attend the November meeting.

### **Action: Ice Cream Social (August 2008) Chair**

Steven reported that Susie LaFlamme has agreed to serve as chair of the Ice Cream Social Committee for next year.

Marcel moved, and Diane seconded the motion.
Motion to appoint Susie LaFlamme to be chairperson of the Ice Cream Social for 2008.
This motion was approved unanimously.

### **Action: Amendments to ByLaws**

Ann presented the proposed amendments to the bylaws as distributed to the Board for the November meeting and posted in the Library at that time. Voting on the proposed amendments was as follows, with the specific changes being documented in the **Proposed Changes to VGPL ByLaws (2007-11-13)**, attached to these minutes as an appendix:

<b>Proposed change: number referenced in Proposed Changes to VGPL ByLaws (2007-11-13), where specific change is detailed</b>	<b>Motion to approve proposed change</b>	<b>Vote on motion</b>
Grammatical changes #1, #2, #6, #8, #22, #24, #25, #26	Jack moved; Howard seconded	Approved unanimously
#3: Board members are responsible for notifying President in advance of absence from meeting	Jack moved; Diane seconded	Approved unanimously
#4: Method of voting for members is defined	Jack moved; Roberta seconded	Approved unanimously
#5: Method of voting for Directors is defined; allows for (e)mail vote if approved by Board in advance and mandates recusal in case of conflict of interest	Jack moved; Todd seconded	Approved unanimously
#6 - included in grammatical changes, above		
#7: Board of Directors is responsible for Library staff of VGPL, not just "Library Director"	Howard moved; Jack seconded	Approved unanimously
#8 - included in grammatical changes, above		
#9: Board of Directors composition - staggered terms	Jack moved; Howard seconded	Approved: 12 voting in favor; Todd against
#10: Board of Directors composition - elimination of term limits	Roberta moved; Eric seconded	Approved: 9 voting in favor; Pat and Todd against; Diane abstaining
#11: Board of Directors composition - increase in number of non-resident directors	Jack moved; Howard seconded	Approved unanimously
#12: Delete paragraph on unexcused absences by Board member	Jack moved; Howard seconded	Approved unanimously
#13: Vacancies to be filled as interim appointments to stand for election at next Annual Meeting	Roberta moved; Howard seconded	Approved: 11 voting in favor; Todd abstaining
#14: Resignation of Board member is directed to President; effective date is clarified	Jack moved; Howard seconded	Approved unanimously
#15: Clarification of method of removing officer from office	Jack moved; Howard seconded	Approved unanimously
#16: The President has responsibility for advisory or disciplinary actions for staff.	Jack moved; Todd seconded	Approved unanimously
#17: The Secretary's responsibilities are clarified.	Jack moved; Howard seconded	Approved unanimously
#18: Grammatical change to Indemnification section	Jack moved; Diane seconded	Approved unanimously

<b>Proposed change: number referenced in Proposed Changes to VGPL ByLaws (2007-11-13), where specific change is detailed</b>	<b>Motion to approve proposed change</b>	<b>Vote on motion</b>
#19: Committee responsibilities are clarified	Jack moved; Todd seconded	Approved unanimously
#20: Committee reports do not need to be in writing	Jack moved; Howard seconded	Approved unanimously
#21: Grammatical change to Executive Committee responsibility; expanded staff	Jack moved; Howard seconded	Approved unanimously
#22 - included in grammatical changes, above		
#23: Program Committee responsibility is shifted from supporting Library Director to collaborating with Library Staff	Jack moved; Eric seconded	Approved unanimously
#24 - included in grammatical changes, above		
#25 - included in grammatical changes, above		
#26 - included in grammatical changes, above		

## Library Directors' Report. (Barbara Hagood: copy on file)

Barbara's December report (on file) evoked the following discussions:

**Non-profit Rural Libraries Meeting:** VGPL is hosting this meeting, to encourage information sharing and advocacy among the area rural libraries (i.e., those with fewer than 10,000 users).

**Technology Showcase:** Steven, Eric, Pam, and Barbara are working on a grant for State funds for improved application of technology in the library. This will propose new iPod listening stations and a high-quality Mac graphics station.

**Neighbors in Print:** this publication is ready to be finalized, with the following actions:



Ann will deliver the disk for the Neighbors in Print copy to Barbara.



Roberta will forward information on Sandy Nathan's publication to Ann.



Barbara will then format the Neighbors in Print copy and arrange publication.

**Book Sale:** Diane reported that the Library took in \$1457.50 on the day of the Book Sale. Barbara was especially commended for her work on creating the gift baskets for the sale.

## Youth Services report. (Pam Geernaert)

Pam reviewed the After School Reading program (report on file).



Barbara and Pam will arrange recognition for the volunteers who contributed to the success of this program.

Pam, Sara, and Donna have attended the training for the State Library Summer Reading program for 2008.

The December 14<sup>th</sup> Movie Night attendance was low, due to the snowy weather that evening.

Breakfast with Santa was extremely popular.

## **Treasurer's Report. (Diane Gulseth: report on file)**

Diane presented the Account balances report, as of 12/18/07. The difference from same period in 2006 is a decrease of almost \$35K; however, billing of ~\$14K for the State GO bond has not yet been reimbursed, and year-end donations are starting to come in.

Diane also submitted the December report for VGPL grants accounting.

## **Standing Committee Chair Reports**

### ***Executive Committee Report (Steven Rosenthal)***

Steven reported that the Executive Committee had a short meeting but had taken no action.

### ***Development Committee Report (Pat Bell)***

Pat submitted the current status and plans for the 2008 Year End Ask/Acquisition mailing (report on file).

She asked that Board members respond to her request from the November meeting for personal contacts with major donors.

### ***Program Committee Report (Ann Jenkins)***

Ann reported that the Program Committee will be meeting to formalize plans for 2008 events and will report at the January meeting.

### ***Community Relations (Mary Arnold)***

Mary reported that she has been in contact with the Santa Fe New Mexican to gain more publicity on the Library activities. The Board suggested that articles on the following topics may be of interest to the newspaper:

- volunteerism
- local authors
- expansion of the parking lot
- relationship with the Elementary School.

### ***Facilities Committee (Roberta Armstrong)***

Roberta reported on the Facilities Committee activities:

- Boxes and books are being moved for better use of the Library space.
- Relamping of the Library is complete.
- The flag is to be replaced, and Jack is working on the lighting of the flag.
- Estimates are being gathered for maintenance agreements for cleaning.

It was decided that the flag should be removed while lighting problems are being resolved.


### ***Nominating Committee (Marcel Legendre)***


Marcel reported that two of the Board members whose terms are expiring have agreed to stand for re-election in January. He is contacting other potential candidates for Board slots at that time.

## **Ad Hoc Committee Chair Reports**

### **Library Expansion Committee (Jack Abernethy -- copy on file)**

Jack presented the Library Expansion Report, as detailed in the report on file. There was discussion of the facilities for parking and the location of the equipment laydown area while the parking lot construction is underway.

 Jack will coordinate the Library expansion plans with the Elementary School architectural plans.

 Jack will coordinate expansion schedules with school traffic and travel of the students to children's programs in the Library.

### **Continuing Advocacy (Steven Rosenthal)**

No report.

### **Overdue Policy (Ann Jenkins)**

There was no discussion of this topic (not on agenda).

### **Facility Usage Policy (Steven Rosenthal)**


There was no discussion of this topic (not on agenda).


### **Ice Cream Social 2008**


Discussed previously.

## **New business**

### **Preparation for January Annual meeting (15-Jan-2008)**

 Barbara will advertise the Annual Meeting in local paper and post an announcement of the Meeting in the Library and at the Agora no later than January 5<sup>th</sup>.

 Steven will announce the meeting on the Library website and listserv no later than January 5th.

 Steven will prepare paper ballots with the candidates identified by the Nominating Committee. He will include space for write-in candidates nominated from the floor.

Term expires		
<b>January 2008</b>	<b>January 2009</b>	<b>January 2010</b>
Diane Gulseth Todd Handy	Pat Bell Howard Efner Ann Jenkins Steven Rosenthal	Jack Abernethy Roberta Armstrong Mary Arnold Kathy Carey Ami Jaeger Marcel Legendre Eric Wiswell
<i>The Board consists of 9-15 members. A maximum of 4 Board members may be elected in January 2008.</i>		

## Adjournment of meeting

The meeting was adjourned at 8:55 pm.

Minutes submitted by Secretary,  
Ann Jenkins

Attachments on file:

- Proposed changes to VGPL ByLaws (2007-11-13) - appended
- Library Director's report
- After School Reading Program - Fall 2007
- Treasurer's Report - December 18, 2007
- VGPL - County Appropriations, Grants and Restricted Funds (November 13, 2007)
- December 2008 Year End Ask/Acquisition Mailing
- Expansion report, December 18, 2007

## PROPOSED CHANGES TO VGPL BYLAWS (2007-11-13)

1	Refer to VGPL as "Library" .....	8
2	Editorial change of "less than" to "fewer than" .....	8
3	Board members are responsible for notifying President in advance of absence from meeting. .	9
4	Method of voting for members is defined. (grammatical change 10/29).....	10
5	Method of voting for Directors is defined; allows for mail vote if approved by Board in advance and mandates recusal in case of conflict of interest.....	10
6	Board of Directors responsibilities - grammatical change .....	10
7	Board of Directors is responsible for Library staff of VGPL, not just "Library Director" (was #6).....	10
8	Board of Directors Composition - grammatical change (discussed 10/29) .....	11
9	Board of Directors Composition - staggered terms (discussed 10/29 - refer to Howard's table) .....	11
10	Board of Directors Composition - elimination of term limits.....	11
11	Board of Directors Composition - increase in number of non-resident directors .....	11
12	Delete paragraph on unexcused absences by Board member (was #7).....	11
13	Vacancies to be filled as interim appointments to stand for election at next Annual Meeting	12
14	Resignation of Board member is directed to President; effective date is clarified. ....	12
15	Clarification of method of removing officer from office. (Was #9 -- modified 10/29).....	13
16	The president has responsibility for advisory or disciplinary actions for staff. (was #10) .....	13
17	The Secretary's responsibilities are clarified: secretary does not have to be present at all meetings (was #11 - grammatical change made 10/29).....	14
18	Grammatical change to Indemnification section.....	14
19	Committee responsibilities are clarified. (was #12).....	15
20	Committee reports do not need to be in writing (was #13).....	15
21	Grammatical change to Executive Committee responsibility; expanded staff (was #14).....	16
22	Facilities Committee - wording change (was #15) - grammatical change made 10/29 .....	16
23	Program Committee responsibility is shifted from supporting Library Director to collaborating with Library staff. (was #16).....	16
24	Editorial change to "Nominating Committee" responsibilities (was #17).....	17
25	Editorial change "maybe" to "may be" (was #18).....	17
26	Editorial change to Dissolution section.....	18

### ***Modifications for discussion***

Note: Changes proposed for discussion are included in text boxes throughout this document. The original source document comprises the bylaws as amended and adopted September 18, 2007.

**VISTA GRANDE PUBLIC LIBRARY  
AMENDED AND REVISED BYLAWS**

## **Article 1. Name**

The name of this corporation shall be Vista Grande Public Library.

### **1 Refer to VGPL as "Library"**

The name of this corporation shall be Vista Grande Public Library, *hereafter referred to as the Library.*

Note: this change includes the capitalization of "library" to read "Library" as edited throughout the document in italics, underlined font.

## **Article 2. Purpose**

The purpose of the corporation shall be to provide residents of the communities in the Southeast sector of Santa Fe County with free and equal access to resources, materials, and services that encourage and support their educational, cultural, recreational, intellectual, informational interests. The Library seeks to stimulate life-long learning in an environment that fosters community interaction.

## **Article 3. Membership**

Section 1. Members shall be all individuals eighteen (18) years or older who hold a Vista Grande Public Library card.

Section 2. A membership list shall be maintained at the Library.

## **Article 4. Notices, Meetings, Quorums, and Voting**

### **Notices**

Section 1. **Membership meetings:** Notice of membership meetings shall be printed stating the place, date, and time of meeting. Notices of special meetings shall include the purpose for which the meeting is called. Notices shall be placed in area daily newspapers, in the Library, on the Library's website, and via e-mail to the Library's list-serve no later than ten (10) days prior to the meeting.

Section 2. **Board of Director's meetings:** Regularly scheduled meetings of the Board of Directors will be publicized. Notices of special meetings of the Board of Directors shall be given to Directors no less than three (3) days before meetings. Notices to the Directors may be given via e-mail.

### **2 Editorial change of "less than" to "fewer than"**

change second sentence to:

Notices of special meetings of the Board of Directors shall be given to Directors no ~~less~~ *fewer* than three (3) days before meetings.

**3 Board members are responsible for notifying President in advance of absence from meeting.**

add:

*Any Board member who is unable to attend a meeting will call or mail (electronic or other) the Board President to indicate that he or she will be absent.*

## **Meetings**

Section 1. **Membership:** Membership shall hold an annual meeting for the purpose of electing Directors of the Board and for the transaction and reports of such other business as may come before the meeting. The annual meeting shall be held in the first thirty (30) days of each year at a time and place designated by the Board of Directors. Voting for Directors at the annual meeting shall be by paper ballot.

Section 2. **Board of Directors:** Board of Directors' meetings shall be held monthly as set by Directors.

Section 3. **Special:** Special meetings of the membership or the Board of Directors may be called at any time by a majority of Directors for any purpose. The president shall call a special meeting of the membership within thirty (30) days of receipt of a petition stating a proposed action signed by at least twenty-five (25) members.

Section 4. **Parliamentary authority:** The current edition of Roberts' Rules of Order shall be followed in conducting all membership and Board of Directors' meetings.

## **Quorums**

Quorum required for annual meetings and special meetings of the membership shall be the members in attendance. Quorum for regular and special meetings of the Board of Directors and committees shall be a majority. The acts of a majority at all meetings where a quorum exists shall constitute the actions of the membership, Board of Directors, or committee, unless otherwise specified in these bylaws.

## Voting

Each member or Director must be present to cast their one vote.

### 4 Method of voting for members is defined. (grammatical change 10/29)

delete

~~Each member or Director must be present to cast their one vote.~~

add

*Section 1. **Member vote:** At the time of the annual meeting each member must be present to vote and shall be entitled to one vote on each item of business requiring action at the annual meeting.*

### 5 Method of voting for Directors is defined; allows for mail vote if approved by Board in advance and mandates recusal in case of conflict of interest.

delete

~~Each member or Director must be present to cast their one vote.~~

add

*Section 2. **Director vote:** Each member of the Board of Directors shall be entitled to one vote on each item of business requiring action by the Board. Each Director must be present to cast his/her vote, unless the Board has given prior approval to accept a vote by mail (electronic or other). A member of the Board must recuse him/herself in case of a conflict of interest.*

## Article 5. Board of Directors

Section 1. **Responsibilities and role:** The affairs of the corporation shall be controlled and managed by the Board of Directors. The Board of Directors shall ensure that corporate nonprofit status 501 (c) 3 is maintained and legal requirements are complied with. The Board of Directors shall establish a mission, organizational goals, policies, and other documents to guide planning, management, and evaluation. The Board of Directors shall exercise fiduciary responsibility in obtaining and managing funding for programs and operations. The Board shall employ, evaluate, and/or release a Library Director and establish personnel policies and practices that insure compliance with employment law.

### 6 Board of Directors responsibilities - grammatical change

Change second sentence as shown:

The Board of Directors shall ensure that corporate nonprofit status 501 (c) 3 is maintained and *ensure compliance with applicable* legal requirements. ~~are~~  
~~complied with.~~

### 7 Board of Directors is responsible for Library staff of VGPL, not just "Library Director" (was #6)

Change sentence as shown:

The Board shall employ, evaluate, and/or release *staff for the Library as required a*  
~~Library Director~~ and establish personnel policies and practices that ~~insure~~ *ensure*  
compliance with *applicable laws.* ~~employment law.~~

Section 2. **Composition:** The Board of Directors shall consist of not less than nine (9) or more than fifteen (15) members. Directors shall be elected for three-year terms, except for 2001 when the initial term limits shall be one year, two years, and three years. Directors may serve no more than six (6) consecutive years and shall be a member of the corporation. No more than one Director may live outside the Southeast sector of Santa Fe County.

**8 Board of Directors Composition - grammatical change (discussed 10/29)**

Change first sentence as shown:

The Board of Directors shall consist of not ~~less~~ *fewer* than nine (9) or ~~more~~ *greater* than fifteen (15) members.

**9 Board of Directors Composition - staggered terms (discussed 10/29 - refer to Howard's table)**

Add to second sentence as shown:

Directors shall be elected for three-year terms, except for 2001 when the initial term limits shall be one year, two years, and three years. *Every attempt will be made to stagger terms.*

**10 Board of Directors Composition - elimination of term limits**

Change third sentence as shown:

Directors ~~may serve no more than six (6) consecutive years and~~ shall be a member of the corporation. .

**11 Board of Directors Composition - increase in number of non-resident directors**

Change fourth sentence as shown:

No more than ~~one Director~~ *two (2) Directors* may live outside the Southeast sector of Santa Fe County.

Section 3. **Removal:** Any Director may be removed for cause by a two-thirds (2/3) vote of the full Board of Directors, or two-thirds (2/3) vote of the membership present at a membership meeting.

If a member of the Board of Directors is absent from three (3) unexcused regular Board of Directors' meetings within one (1) year, the position shall be considered vacant.

**12 Delete paragraph on unexcused absences by Board member (was #7)**

delete paragraph (this is covered by the first paragraph)

~~If a member of the Board of Directors is absent from three (3) unexcused regular Board of Directors' meetings within one (1) year, the position shall be considered vacant.~~

Section 4. **Vacancies:** Any vacancy occurring on the Board of Directors by reason of death, resignation or any other cause, shall be filled for the unexpired term by a majority vote of the remaining Directors.

**13 Vacancies to be filled as interim appointments to stand for election at next Annual Meeting**

delete paragraph and change as shown:

~~Section 4. **Vacancies:** Any vacancy occurring on the Board of Directors by reason of death, resignation or any other cause, shall be filled for the unexpired term by a majority vote of the remaining Directors.~~

**Section 4. Vacancies**

**Vacancies resulting in Board without minimum number of Directors:** *Should the membership of the Board fall below the minimum number of Board members, as a result of death, resignation or any other cause, such vacancy shall be filled as an Interim Director by a majority vote of the remaining Directors.*

**Positions on the Board in excess of minimum number of Directors:** *Should the membership meet or exceed the minimum number of Board members, additional Directors (up to the maximum specified in Section 2) may be added to the Board as Interim Directors by a majority vote of the Directors.*

*The Interim Director shall serve until the next annual meeting, at which time any remaining years of that term shall be filled through election by the members.*

Section 5. **Resignations:** Resignations shall be submitted in writing or by e-mail to the Board of Directors.

**14 Resignation of Board member is directed to President; effective date is clarified.**

Change as shown:

Section 5. **Resignations:** Resignations shall be submitted in writing or by e-mail to the *President of the* Board of Directors. *Such resignation shall be effective upon receipt unless it states another date.*

Section 6. **Compensation:** Directors shall serve without compensation for their services as Directors, but may be reimbursed for approved expenses and disbursements on behalf of the corporation.

Section 7. **Nominations:** Nominations for Directors shall be presented by a nominating committee at the annual membership meeting. Nominations from the floor will be invited. No one shall be nominated without his/her prior consent.

## Article 6. Officers of the Board of Directors and Duties

### Officers

- Section 1. **Officers:** Officers of the corporation shall be: president, vice-president, secretary, and treasurer. No more than one (1) office may be held by the same person. Such other officers and assistant officers as may be deemed necessary shall be elected or appointed by action of the Board of Directors. Officers shall be members of the Board of Directors.
- Section 2. **Election:** Officers of the corporation are to be elected yearly by the Directors at the first meeting of the Board of Directors held within fourteen (14) days following the annual membership meeting. Each officer shall hold office until a successor is duly elected.
- Section 3. **Removal:** Any officer may be removed from office upon a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of the corporation is being served.

#### 15 Clarification of method of removing officer from office. (Was #9 -- modified 10/29)

Change as shown:

Section 3. **Removal:** Any officer may be removed from office upon a two-thirds (2/3) vote of ~~of~~ *in a meeting of* the Board of Directors whenever, in its judgment, the best interest of the corporation is being served.  
*The intent of the Board shall be announced in the agenda for the meeting.*

### Duties

- Section 1. **President:** The president shall preside over and conduct all meetings of the members and Board of Directors. The president shall appoint all standing committee chairs, and shall be an ex-officio member of all standing committees and any ad hoc committees created by the Board of Directors. The president shall not serve as a standing committee chair. All official papers and all contracts entered into by the corporation shall be signed by the president. An annual report shall be presented by the president at each yearly membership meeting.

#### 16 The president has responsibility for advisory or disciplinary actions for staff. (was #10)

add:

*The president shall be the spokesperson for the Board of Directors in all advisory or disciplinary action directed to the staff.*

- Section 2. **Vice-President:** The vice-president shall provide coordination of all standing committees, and shall be an ex-officio member of all standing committees. and any ad hoc committees created by the Board of Directors. The vice-president shall not serve as a standing committee chair. The vice-president shall perform such other

duties as assigned by the president of the Board of Directors and shall act in the absence of the president.

Section 3. **Secretary:** The secretary shall attend all the membership and Board of Directors' meetings, and record the proceedings. The secretary shall give notices of all meetings as per these bylaws, and shall perform other duties as assigned by the president of the Board of Directors. The secretary shall maintain a file of all previous minutes and membership, be custodian of corporate records, and conduct the correspondence of the corporation.

**17 The Secretary's responsibilities are clarified: secretary does not have to be present at all meetings (was #11 - grammatical change made 10/29)**

Change as shown:

Section 3. **Secretary:** The secretary shall ~~attend all the membership and Board of Directors' meetings, and record the proceedings~~ *ensure that a true and accurate account is kept of all proceedings of the Board meetings.* The secretary shall give notices of all meetings as per these bylaws, and shall perform other duties as assigned by the president of the Board of Directors. The secretary shall maintain a file of all *Board policies*, previous minutes and *Board of Directors'* membership, be custodian of corporate records, and conduct the correspondence of the corporation.

Section 4. **Treasurer:** The treasurer shall collect all monies and contributions belonging to the corporation and deposit such in banks or financial institutions as the Board of Directors designate. The treasurer shall keep a record of all financial transactions and have them available when called for, and shall have custody of all financial records, papers, and books of the corporation. The treasurer shall prepare the annual financial report, all tax returns, and corporate reports as required by government agencies.

## Article 7. Fiscal Year

The fiscal year of the corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

## Article 8. Indemnification

The corporation may indemnify its past, present and future Directors and officers (and their executive, administrators, or other legal representatives) against expenses, actual and necessary, incurred by them in connection with the defense of any action, suit or proceeding in which they are made parties or party, by reason of having been an officer or Director to the extent permitted by the New Mexico Non-Profit Corporation Act, except in relation to matters of which such individuals) shall be adjudged to be liable for negligence or misconduct in the performance of duty such matters to be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**18 Grammatical change to Indemnification section**

Remove extraneous parenthesis

The corporation may indemnify its past, present and future Directors and officers (and their

executive, administrators, or other legal representatives) against expenses, actual and necessary, incurred by them in connection with the defense of any action, suit or proceeding in which they are made parties or party, by reason of having been an officer or Director to the extent permitted by the New Mexico Non-Profit Corporation Act, except in relation to matters of which such individuals shall be adjudged to be liable for negligence or misconduct in the performance of duty such matters to be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## Article 9. Committees

Section 1. **Responsibilities and role:** The Board of Directors shall establish both standing and ad hoc committees necessary to carry out its mission. Committees shall consist of a minimum of three (3) members. Committees shall only have advisory powers unless, by action of the Board of Directors, granted specific powers to act. Committee chairpersons shall appoint committee members. All committee membership will end at the annual membership meeting.

### 19 Committee responsibilities are clarified. (was #12)

Change as shown

Section 1. **Responsibilities and role:** The Board of Directors shall establish both standing and ad hoc committees necessary to carry out its mission. Committees shall consist of a minimum of three (3) members, *not including ex-officio members*. Committees shall only have advisory powers unless, *as specified in these bylaws or* by action of the Board of Directors, granted specific powers to act. Committee chairpersons shall appoint committee members. All committee membership will end at the annual membership meeting.

Section 2. **Proceedings:** Committees shall provide a written monthly report to the Board of Directors.

### 20 Committee reports do not need to be in writing (was #13)

Change as shown:

Section 2. **Proceedings:** ~~Committees shall provide a written monthly report to the Board of Directors.~~ *All committees shall make a progress report to the Board of Directors at each of its regularly-scheduled meetings.*

Section 3. **Standing committees:** Chair of standing committees shall be members of the Board of Directors. The following standing committees are essential to the ongoing business of the Board of Directors:

**Executive Committee:** Shall consist of the president, vice-president, secretary, treasurer and one additional board member to be appointed by the president. Shall be responsible for recommending personnel policies and evaluating the Library Director. Shall be empowered to act for the Board of Directors only in emergency situations

arising between its regularly scheduled meetings. The president shall immediately report actions taken to all members of the Board of Directors.

**21 Grammatical change to Executive Committee responsibility; expanded staff (was #14)**

Change as shown:

**Executive Committee:** Shall consist of the president, vice-president, secretary, treasurer and one additional board member to be appointed by the president; ~~shall~~ *shall* be responsible for recommending personnel policies and evaluating the *Library staff* ~~Library Director~~; ~~shall~~ *shall* be empowered to act for the Board of Directors only in emergency situations arising between its regularly scheduled meetings. The president shall immediately report actions taken to all members of the Board of Directors.

**Finance Committee:** Shall oversee corporation finances, develop a fiscal management policy and annual budget. The treasurer of the Board of Directors shall be chairperson of this committee.

**Development Committee:** Shall provide overall leadership in the planning and acquiring of financial resources for the *Library* ~~library~~.

**Facilities Committee:** Shall see that library building and grounds are maintained.

**22 Facilities Committee - wording change (was #15) - grammatical change made 10/29**

Replace with following:

Shall *ensure* ~~see that~~ the *Library* ~~library~~ building and grounds are maintained.

**Program Committee:** Shall support the Library Director to develop library programs.

**23 Program Committee responsibility is shifted from supporting Library Director to collaborating with Library staff. (was #16)**

Change as shown:

**Program Committee:** ~~Shall support the Library Director to develop library programs.~~ *Shall, in collaboration with the Library staff, develop programs for Library members to support the mission of the Library.*

**Community Relations Committee:** Shall promote and publicize the Library to gain public support.

**Nominating Committee:** Shall present at the annual membership meeting a slate of nominees for election to the Board of Directors. Committee members shall be selected by the Chairperson in consultation with the President and approved by the Board of Directors. Members of the committee shall not be considered for re-election or election to the Board of Directors during their term on the committee. This committee shall consist of a minimum of three (3) members, including at least one (1) non-Board members.

**24 Editorial change to “Nominating Committee” responsibilities (was #17)**

Change as shown:

This committee shall consist of a minimum of three (3) members, including at least one (1) non-Board ~~members~~.*member*

## **Article 10. Order of Business**

The order of business at all meetings of the Board of Directors shall be as follows:

1. Call to order
2. Approval of agenda
3. Approval of minutes of previous Board of Directors’ meeting
4. Treasurer’s report
5. Committee chairpersons’ reports
6. Unfinished business
7. New business
8. Date and agenda items for next meeting
9. Adjournment

## **Article 11. Amendments**

Section 1. **By Directors:** The Board of Directors shall have the power to make, amend, and repeal these Bylaws by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting. Notice of the proposed amendments shall be posted at the Library within 24 hours of their proposal and copies made available, upon request, to the public.

Section 2. **By Members:** These Bylaws maybe altered, amended, or repealed at any meeting of the members by an affirmative vote of two-thirds (2/3) of the members present, provided, however, that all such amendments must be submitted in writing to the Board of Directors thirty (30) days prior to the membership meeting. Notice of the proposed amendments shall be posted at the Library within 24 hours of their receipt by the Board of Directors and copies made available, upon request, to the public.

**25 Editorial change "maybe" to "may be" (was #18)**

Change as shown:

Section 2. **By Members:** These Bylaws ~~maybe~~ *may be* altered, amended...

## **Article 12. Dissolution**

As set down in the “Articles of Incorporation”: Upon dissolution of the corporation, the Board of Directors shall, after provision for payment of all liabilities of the corporation, dispose of all the assets in such a manner, or to such organization or organizations, in keeping with operations of an exempt charitable, educational, religious or scientific purpose and shall at the time qualify as an exempt organization under section 501 (c) 3 of the Internal Revenue code of 1954 (or corresponding provision of any future I.R.S. law) Any assets not disposed of in the manner

described above shall be disposed of by the district court presiding over Santa Fe County or the county where the principal office is located.

**26 Editorial change to Dissolution section**

Change section as shown:

Upon dissolution of the corporation, the Board of Directors shall, after provision for payment of all liabilities of the corporation, dispose of all the assets in such a manner, or to such organization or organizations, in keeping with operations of an exempt charitable, educational, religious or scientific purpose and shall at the time ~~quality~~ *qualify* as an exempt organization under section 501 (c) 3 of the Internal Revenue code of 1954 (or corresponding provision of any future I.R.S. law)

Adopted as revised: September 18, 2007