

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

Article 1. Name

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

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. Notice of special meetings shall include the purpose for which the meeting is called. Notices shall be placed in area daily newspapers and at selected businesses 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.

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.

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 Robert's 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.

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.

Section 2. **Composition:** The Board of Directors shall consist of not less than eleven (11) 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.

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.

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 5. **Resignations:** Resignations shall be submitted in writing to the Board of Directors.

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. **Conflict of Interest:** Any Director should voluntarily recuse him/herself from voting on an issue presenting a conflict of interest, or any director may raise the issue of a conflict of interest and move for an official decision of the Board of Directors (not including the vote of the director having the potential conflict of interest) on recusal.

Section 8. **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 not being served.

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 except the Nominating Committee. 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.

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. 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.

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 1st and end on December 31st 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 individual(s) 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.

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

Section 3. **Standing committees:** Chairs 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.

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.

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

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

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 five (5) members, including at least two (2) non-Board members.

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 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.

Article 12. Dissolution

As set down in the “Articles of Incorporation”: Upon the 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 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.

Adopted as revised: January 17, 2006

President _____

Secretary _____