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VISTA GRANDE PUBLIC LIBRARY AMENDED AND REVISED BYLAWS

Article 1. Name

The name of this corporation shall be Vista Grande Public Library, hereafter referred to as the 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. 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 fewer than three (3) days before meetings. Notices to the Directors may be given via e-mail. 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

- 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.
- 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 ensure compliance with applicable legal requirements. 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 staff for the Library as required and establish personnel policies and practices that ensure compliance with applicable laws.

Section 2. **Composition:** The Board of Directors shall consist of not fewer than nine (9) or greater 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. Every attempt will be made to stagger terms. Directors shall be a member of the corporation. No more than 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.

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 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 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. 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 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 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 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, 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:** 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

staff; 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 ensure that Library building and grounds are maintained.

Program Committee: 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 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 may be 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 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.

Adopted as revised: December 18, 2007

President

Secretary