

**Note: These are the bylaws in effect as of December 23, 2024
Minor changes will be proposed at the January 10, 2025 Board meeting;
these changes are in red and strikethrough**

**Amended and Restated Bylaws. El Rito Public Library
Adopted by the Board of Directors on ~~December 23, 2024~~ **January 10, 2025****

Article I. NAME

1.0 Name. The name of this non-profit Corporation is El Rito Public Library (hereafter “Corporation”).

Article II. PURPOSE AND MISSION STATEMENT

2.0 Purpose. This Corporation's purpose shall be to maintain and operate a public library for the El Rito community and surrounding areas.

2.1 Library Mission. To further the aims of education for the public by serving as a portal through which individuals and families may obtain information and acquire skills and experience for enlightenment, enjoyment, and empowerment, and to record and preserve the history and cultural heritage of northern New Mexico.

Article III: MEMBERSHIP

3.0 Members. The Corporation shall have no members within the meaning of the New Mexico Nonprofit Corporation Act (Chapter 53, Article 8, New Mexico Statutes Amended, hereafter “Act”). The Corporation may, however, designate individuals 18 years of age and older who hold an El Rito Library card as a “member” for other purposes in furtherance of the Corporation’s purpose and mission.

Article IV. BOARD OF DIRECTORS

4.0 Structure. The Board of Directors (hereafter “Board”) shall consist of no less than 3 and no more than 13 members (hereafter “Directors”). Directors shall be volunteers who receive no compensation for their service on the Board (other than de minimis benefits, such as coffee or water at Board meetings) and may not benefit monetarily from any Board actions.

4.1 Function. The Board shall be a working board. Duties shall include meeting regularly or as necessary to conduct the business of the Corporation, to provide support and guidance to the Management Team in developing policies and strategic planning for maintenance of the Corporation, and to engage in fundraising activities.

4.2 Governance. The Board will be governed by these Bylaws, to the extent these Bylaws do not lawfully provide for a different rule or requirement than is set out in the Act. In the event of a conflict between the Act and these Bylaws, the Act will prevail.

4.3 Election to the Board. Public notices will be posted around the community annually calling for nominations and/or letters of interest to fill vacancies on the Board. All interested candidates must submit a signed and dated letter of interest and a resume to the Board.

The Membership Committee of the Board, among other duties, will evaluate and recommend prospective Directors. A prospective Director will attend and participate in at least one Board meeting prior to acceptance.

A majority vote of a quorum of the Board at a regular meeting of the Board is sufficient for acceptance of new Directors. Such vote shall be undertaken in Executive Session, and, at the request of any Board member, shall be undertaken by secret ballot.

Current Directors may also recruit and accept new Directors, by a majority vote, at any time of the year.

4.4 Qualifications for Board Membership. Prospective Directors must be at least 16 years of age and have demonstrated commitment to the community in a significant way.

4.5 Term of Service. Directors will serve a three-year term from the date of their most recent election to the Board. Upon the expiration of the three-year term, or upon the death of the Director, their term of service will end and they will no longer be a Director.

4.6 Resignation. To resign from the Board, a Director must submit a signed and dated letter of resignation to the Board, or, if they are incapacitated, the letter must be submitted and signed by their legal proxy.

4.7 Re-election. Upon completion of their term as Director, or within 60 days prior to completion of their term, or after resignation, a Director may apply for re-election. If a Director applies for re-election within 6 months of the end of their term or resignation, then a new letter of intent will not be required, but a confirming vote by a majority of a quorum of the Board will be required. After six months, the procedures in ~~Article~~ **Section** 4.3 shall be followed. Board service is limited to a total of nine (9) years per Director, which may consist of three consecutive or non-consecutive full terms, or partial terms if a Board member resigns before their 3-year term was completed.

4.8 Board Member Emeritus. The Board may, by resolution, appoint any former Director who has retired from the Board as a Board Member Emeritus. Member Emeritus candidates will have served the board with distinction and be considered deserving of same for outstanding service. Members Emeritus may:

- Attend any meetings of the Board they desire, and will receive notice of such meetings,
- Serve on Board committees,
- Attend all Corporation events.

Members Emeritus shall not be counted in determining if a quorum is present at a meeting, shall not be entitled to hold office, and shall not be entitled to vote at any board meeting. Members Emeritus shall be appointed for one year terms and may be reappointed for additional one year terms by resolution of the Board.

Article V: MEETINGS

5.0 Annual Meetings. The Board shall hold one annual meeting each year in September, at a date and time to be set each year by the Board. The Annual Meeting shall serve as the September Regular Meeting.

5.1 Regular Meetings. The Board shall hold a Regular Meeting monthly. Such meeting shall typically be held on the second Friday of each month at noon, but may be changed by a majority vote of the Board. The frequency of regular meetings can be changed to bi-monthly or quarterly, or a meeting may be skipped for a particular month, by a majority vote of the Board. Regular Meetings shall never be less frequent than quarterly.

5.2 Special Meetings. The President may call a Special Meeting of the Board by providing at least 7 calendar days notice of the meeting. All Special Meetings shall be undertaken in Executive Session unless explicitly made open by the President.

5.3 Emergency Meetings. The President may call an Emergency Meeting of the Board by providing at least 48 hours notice of the meeting. All Emergency Meetings shall be undertaken in Executive Session unless explicitly made open by the President.

5.4 Meeting Notice. Written notice of Annual, Regular, and Special Meetings and an Agenda for such meetings shall be sent by email or other method to all Directors at least 7 calendar days prior to the meeting date. Notice for Emergency Meetings, including the purpose of the meeting, shall be sent by email or by text message, phone call, or in person at least 48 hours prior to the meeting. It is the responsibility of the President to ensure that a quorum will be present at any Special Meeting or Emergency Meeting, otherwise they must postpone the meeting and so inform the Board.

5.5 Rules for Conduct of Meetings. The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, the Act, and any special rule that the Corporation may adopt. The Board Chair (the "Chair") will acknowledge visitors and determine, based on the number of visitors and the agenda of the Meeting:

- Whether comments from visitors will be permitted during the meeting or at the end of the meeting.
- The amount of time available for each visitor comment, which may be limited to 2 to 3 minutes for the sake of efficiency.
- Whether visitor comments will be restricted to agenda items or may be broader.

5.6 Removal of Board Members. Any Director missing over 25% of Board meetings within one year shall be subject to removal. Any Director can also be asked to resign from the Board for

unprofessional, disruptive, or other negative behavior that inhibits functionality of the Board and/or Management. Should such member refuse to resign, a majority vote of the Board at any time shall be sufficient for removal. These votes will be cast by confidential ballot by those Directors present, and via an online platform such as Zoom by those unable to attend the meeting in person. Each electronic vote shall be entered into the Chat function of Zoom and sent only to the Chair so it is not viewed by other Zoom participants. All votes will be kept confidential during and after such action.

5.7 Quorum Action by Majority. At any meeting, the presence of a majority of the Directors shall constitute a quorum for all purposes and the act of a majority of Directors present at any meeting at which there is a quorum shall be the act or vote of the Board unless the act or vote of a greater number is required by law.

5.8 Treatment of Voting Abstentions. Should a Board member abstain from voting on a particular issue, such abstention vote shall not be counted and will not affect the outcome of the vote.

5.9 Treatment of Tied Votes. Should the Board vote on a motion, and that vote results in an equal number of members voting in favor and opposed, the motion shall be tabled until the next Board meeting, to allow time for reflection and discussion. At the next Board meeting, the motion shall be voted on again. If there is again an equal number of votes in favor and opposed, the motion shall not be adopted.

ARTICLE VI: OFFICERS OF THE BOARD

6.0 Date for Election of Officers. All Officers of the Board will be elected by and from the Board at the first meeting of the Board after the annual meeting. In the event that an Officer resigns before completing their term, a new Officer will be elected by the Directors at the next Board meeting.

6.1 Duties of Officers. These shall be as follows:

- a. President (also known as “Chair”): The President presides at all Board meetings, plans the agenda in consultation with the Head Librarian and Head of Finance of the Corporation, and generally sees that the business of the Board is conducted in a fair, open and efficient manner.
- b. Vice-President (also known as “Vice-Chair”): The Vice-President shall assume the duties of the President in the President's absence and perform other duties as may be requested by the President.
- c. Secretary: The Secretary will be responsible for recording the minutes of each meeting of the Board and shall deliver these minutes to the Directors prior to the next meeting of the Board. The Secretary shall perform all duties incident to the Office of the Secretary. All recorded proceedings of the meetings shall be kept in a file for that purpose.
- d. Treasurer: The Treasurer will keep, or cause to be kept, all financial records of the Corporation. In consultation with the Head of Finance and Bookkeeper of the Corporation, the Treasurer will help prepare an annual budget and an annual financial statement for presentation to the Board prior to the beginning of the Corporation's fiscal year.

e. Two or more offices may be held by the same person, except the President and Vice-President may not be the same person, and the President and Treasurer may not be the same person.

f. Should the President be absent from a Board meeting, the Vice-President shall assume the President's duties. Should both be absent, the Secretary shall assume the President's duties. Should the President, Vice-President, and Secretary be absent, the Treasurer shall assume the President's duties. Should all four officers be absent, the Board meeting shall be postponed until a later date when at least one of the Officers is present.

g. For any given meeting, the President, in consultation with the Vice President, can request that another Board member preside over the meeting, even if the President and/or Vice President are present at the meeting.

Article VII. STANDING AND TEMPORARY COMMITTEES OF THE BOARD

7.0 Permanent, standing committees. Standing committees of the Board shall carry out essential Board responsibilities regarding Finance and Fundraising, Membership, Nominating, and Policies and Long-Range Planning. These committees may meet at any time. Additional committees can be formed as needed, and will be temporary. In an effort to encourage involvement by members of the greater community, temporary committee membership will not be restricted to Directors. However, community members wishing to participate in a committee must be approved by the Board.

Article VIII. MANAGEMENT TEAM

8.0 Definitions. Corporation day-to-day operations shall be performed by a management team (the "Team") consisting of the following functional departments and department heads:

- Library Services Department (Head Librarian)
- ~~Compliance, Finance, and Archival~~ **Finance and Compliance** Department (Head of Finance)
- Fundraising Department (Head Fundraiser)
- Community Services Department (Head of Community Services)
- **Information Management and Software Department (Head of Information)**
- Human Resources Department (Head of Human Resources)
- Infrastructure Department (Head of Infrastructure)

8.1 Responsibilities. The responsibilities of each department shall be defined in the Corporation Policies and Procedures manual, to allow these responsibilities to be quickly adapted to changing needs via a Board vote, without needing to change these Bylaws.

8.2 Personnel. A single individual may be the Head of one or more of the departments listed in section 8.0 at any given time, to be approved by a majority vote of the Board. The Head of Finance may not also be the same person as the Head Librarian. **The Head Librarian and Head of Finance report directly to the Board. All other department heads report to the Head Librarian.**

8.3 Conflict Resolution. Each department shall be responsible for their areas of expertise, but shall solicit input from and provide feedback to other departments as is needed and feasible. In the event

that a department undertakes an action that causes conflicts with other Departments, then the Head Librarian, in consultation with the Board, shall resolve such conflict.

8.4 Board Position. The Head Librarian **and Head of Finance** shall be an ex-officio, but non-voting, members of the Board, and shall attend all open Board meetings. All other department heads are encouraged to attend Board meetings.

8.5 Fiscal Prudence. The Corporation has been, and continues to be, constrained by limited resources. All department heads shall take care to spend the Corporation's funds wisely, to minimize expenses as much as is feasible, and to solicit creative, inexpensive solutions to Corporation operations and improvements. Such solicitation shall be from the Board, departments, staff, and outside resources, as available.

8.6 Binding the Corporation. No department head may sign a contract or otherwise bind the Corporation without the explicit approval of the Board of Directors. Exceptions to this (such as utilities or annual subscriptions) may be provided for in the Policies and Procedures manual.

8.7 Payments. All payments shall be made by the Finance Department. If a department head requires that a bill be paid, they shall submit a requisition to the Finance Department for approval and payment. The Finance Department shall provide details of this process in the Policies and Procedures manual. In the event that the Head of Finance is not available at any given time, the Treasurer or President of the Board shall act in their stead. The President, Treasurer, and Head of Finance shall be the only signers on the Corporation checking account.

Article IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.0 Indemnification. The Corporation indemnifies each and every Director and Officer of the Corporation, including former Directors and Officers, against expenses actually and reasonably incurred by each such Director and Officer in connection with the settlement of defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such Director or Officer. The Corporation also hereby indemnifies each such Director and Officer and former Director and Officer from payment of any judgment, levy or demand that might be granted against any such Director or Officer, or former Director or Officer, by virtue of his or her occupancy of said Directorship or Office growing out of any such action, suit, or proceeding.

No indemnification shall be made pursuant to this article in any matter as to which any such Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties to the Corporation.

Article X: AMENDMENT OF BYLAWS

10.0 Amendment of Bylaws. These Bylaws may be altered, amended, repealed, or restated, and new Bylaws may be adopted by a majority vote of the Directors present at any meeting of the Board, provided notice of the proposed changes is furnished to the Board at least 5 days prior to the meeting at which they are to be considered.

Certification

The undersigned Officers for the Corporation, certify that the foregoing Bylaws are the Bylaws of the Corporation and all of them are now lawfully in force and effect.

Reviewed and Endorsed
~~December 23, 2024~~ **January 10, 2025**

_____ Signature Officer of the Board of Directors

_____ Printed Name

_____ Signature Chair of the Board of Directors

_____ Printed Name