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# BYLAWS OF PLACITAS COMMUNITY LIBRARY, INC.

## ARTICLE I PURPOSES

The purposes of Placitas Community Library, Inc., hereafter the Corporation, are exclusively charitable purposes as set forth in the Articles of Incorporation, i.e. to establish, maintain, and operate a community library in the community of Placitas, in Sandoval County, New Mexico. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II POWERS

The Corporation through its Board of Directors shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

## ARTICLE III REGISTERED OFFICE

The registered office shall be located within the State of New Mexico, as determined by the Board of Directors.

## ARTICLE IV MEMBERSHIP

The Corporation shall have no members.

## ARTICLE V BOARD OF DIRECTORS

### Section 1. Governance of Corporation

The business and affairs of the Corporation shall be governed and managed by the Board of Directors.

### Section 2. Number, Qualifications, and Election of Directors and Terms of Office

#### A. Number and Qualifications

The Board shall consist of not less than eight (8) nor more than twelve (12) directors. The Library Director shall be an *ex officio* member of the Board but shall not be counted in the number of directors and shall not have the right to vote. At any one time there shall be no more than two members of the Corporation's Management Team or its successor, excluding the Library Director, on the Board.

Article V, sec. 2 cont.

B. Election

Directors shall be elected to the Board by a majority vote of the Board. Elections to fill expiring terms shall be held at the annual meeting of the Corporation. Mid-term vacancies shall be filled by election at the earliest possible regular meeting of the Board. Mid-term vacancies must be filled in the order that the vacancies were created and before increasing the number of directors.

C. Terms and Term Limits

i. Each director shall serve a three-year term of service, commencing at the annual meeting, except that those elected to fill a mid-term vacancy shall be elected for the unexpired term of his/her predecessor in office.

ii. Directors shall serve no more than two full consecutive three-year terms, but such person may be re-elected to the Board after at least one year's absence from the Board, subject to Article VI, Section 2. Under no circumstance may any director serve more than a total of four full three-year terms. A term of more than eighteen (18) months shall be considered a full term.

Section 3. Quorum for Board Meeting; Participation by Electronic Means; the Act of the Board

A. A majority, that is, one half plus one, of the Board shall constitute a quorum necessary for the official conduct of Board business. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough directors to leave less than a quorum.

B. When it is otherwise difficult or impossible for the director to attend the meeting in person, any director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and members of the public attending the meeting are able to hear any director who speaks during the meeting. Participation by such means shall constitute presence in person at a meeting.

C. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the articles of incorporation or these bylaws.

Section 4. Voting

Only Directors present at a meeting may vote, including those present in accordance with Art. V, Section 3B.

### Section 5. Annual Meeting

An annual meeting of the directors shall be held to elect directors and officers and to transact other business. The annual meeting shall be held in January of each year or at such time and place as the directors shall determine.

### Section 6. Regular Meetings

Regular meetings of the directors shall be held once each month at the library building or at such time and place as determined by the Board.

### Section 7. Special/Emergency Meetings

Special or emergency meetings of the directors may be called by the Chair or by three of the directors at any time. Notice stating the time, place, and purpose of such meeting shall be given to all members of the Board and the public. Emergency Meetings will be held only to address unforeseen circumstances that, if not immediately addressed, will likely result in injury or damage to persons or property or substantial financial loss to the Corporation.

### Section 8. Notice of Meetings

#### A. To Directors

i. Written notice of all meetings, stating the date, time, and place of meeting, and any other information required by law or these bylaws, shall be given to the directors at least five days before the date of the meeting. Notice may be given in person, by email or by facsimile, or by mail or courier. If given by mail or courier, notice shall be deposited with the mail or courier service not less than eight days before the meeting.

#### ii. Waiver of Notice

Attendance of a director at a meeting shall constitute a waiver of notice by that director, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### B. Public Notice

Reasonable notice to the public shall be given and an agenda shall be available to the public at least 72 hours before a meeting, unless the meeting is to address an emergency.

### Section 9. Compensation of Directors

No director shall be compensated for serving as a director. The prohibition against compensation shall not prohibit the Corporation from reimbursing directors for their expenses. If a director performs services for the Corporation, other than serving as a director or member of a committee, he/she may be reasonably compensated for such services only if the expenditure was pre-approved.

### Section 10. Removal of Directors

Any director may be removed by a two-thirds majority vote, that is, at least two-thirds of the directors present and voting, of the Board whenever in its judgment the best interests of the Corporation will be served thereby. Missing three consecutive meetings of the Board without prior notice to the Chair will be considered-cause for removal from the Board.

### Section 11. Resignation of Directors

Any director may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless both parties agree to a later date. The acceptance of the resignation shall not be required to make it effective.

## ARTICLE VI OFFICERS

### Section 1. Positions and Qualifications

The officers shall consist of the Chair, Vice Chair, Secretary, Treasurer, and such other officers whose positions shall be created from time to time by the directors. All officers shall be active directors.

### Section 2. Election and Terms

The officers shall be elected by the Board of Directors at the Annual Meeting. Each officer shall be elected for a term of one (1) year or until a successor shall have been elected and qualified or until their earlier death, resignation, removal, or expiration of their term as a director. Officers may be elected for consecutive terms. Any mid-term vacancy may be filled by election by the Board of Directors at the earliest possible regular meeting of the Board. If no director is willing to fulfill the office of Chair or any other officer position, and the current respective officer is term-limited, the Board may ask the respective officer to remain as Interim for one year only.

### Section 3. Duties

A. The Chair shall preside at all meetings of the directors, shall give or cause to be given notice of all meetings of the directors, shall perform all other duties and exercise all other powers usually appertaining to the office of Chair, shall see that all orders, contracts, and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law, and when authorized by the Board, shall sign contracts and other instruments on behalf of the Corporation, and also perform such other duties and exercise such other powers as shall be determined from time to time by the Board of Directors.

B. The Vice Chair shall perform the duties of the Chair in the absence of the Chair and also perform such other duties and exercise such other powers as shall be determined from time to time by the Board of Directors.

Article VI, sec 3 cont.

C. The Secretary shall record or cause to be recorded the proceedings of the meetings of the directors in a book to be kept for that purpose, and shall perform such other duties as may be prescribed by the Board of Directors. The minutes shall include at a minimum the date, time and place of the meeting, names of the members attending and those absent, the proposals considered and record any decisions and votes taken and show how each member voted, at a minimum. Minutes shall not be kept for executive sessions of the Board.

D. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; shall assure that all funds due the Corporation are collected, kept, and disbursed as required to meet the obligations and purposes of the Corporation. The Treasurer shall keep such records and make such reports as may be required by the Board of Directors, shall cause the annual statement to be furnished to each director, and shall perform such duties and exercise such other powers as shall be determined from time to time by the Board of Directors.

#### Section 4. Removal of Officers

Any officer may be removed by the Board by a two-thirds majority vote whenever in its judgment the best interests of the Corporation will be served thereby.

#### Section 5. Resignation of Officers

Any officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless both parties agreed to a later date. The acceptance of the resignation shall not be required to make it effective.

### ARTICLE VII COMMITTEES

#### Section 1. Establishment of Ad Hoc Committees

The Board may establish one or more committees to consist of two or more directors, and such other persons as are deemed appropriate by the Chair of the Board of Directors, which persons shall serve at the pleasure of the Chair. Any such committee, to the extent provided in the resolution of the Board, shall have and exercise all of the powers granted by the Board, except that no committee shall have any power or authority contrary to Section 53-8-21, NM Statutes Annotated, or other law, or on matters committed by the by-laws or by resolution of the Board to another committee of the Board. A record shall be kept of meetings of committees having any of the authority of the Board of Directors. Those minutes shall record the names of those in attendance, proposals considered and action taken, at a minimum.

#### Section 2. Standing Committees

##### A. Nominating Committee

Article VII, Sec 2 cont.

i. There shall be a Nominating Committee consisting of three or more persons, including at least two directors. One of the directors shall serve as committee chair. Members of this committee shall be selected by the Board at its January meeting, regular meeting or as soon thereafter as is feasible.

ii. The duties of the committee are:

1) to nominate candidates for

a) board vacancies to be filled at the next annual meeting.

b) the offices to be filled at the next annual meeting, and to report a proposed slate at the Board's December regular meeting.

2) if a mid-term vacancy occurs in an office, other than the Chair, or among the directors, to nominate a candidate for filling the vacancy and report to the Board. Before submitting any report, the Committee shall contact each person it wishes to nominate to obtain his or her acceptance of the nomination.

#### ARTICLE VIII FIDUCIARY RELATIONSHIP; CONFLICT OF INTEREST

##### Section 1. Fiduciary Relationship

Every director has a duty to act in the best interest of the Corporation.

##### Section 2. Conflict of Interest

No director, officer, or member of a committee of the Corporation shall maintain substantial personal or business interests which conflict with those of the Corporation. In addition, any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the directors or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present and complied with the provisions of Article VI, Section 3(c).



## ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

In accordance with the provisions of New Mexico nonprofit corporation law, each officer and director of the Corporation shall be indemnified by the Corporation against reasonable expenses, costs and attorney's fees actually and reasonably incurred by her or him in connection with the defense of any action, suit or proceeding, civil or criminal, in which she or he is made a party by reason of being or having been a director or officer. Such indemnification shall include amounts reasonably paid to satisfy a judgment or compromise or to settle a claim. The officer or director shall not be indemnified if she or he shall be adjudged to be liable on the basis that she or he has breached or failed to perform the duties of her or his office and the breach or failure to perform constitutes willful misconduct or recklessness. Directors' and Officers' liability insurance shall be maintained by the Corporation.

## ARTICLE X FINANCIAL CONTROLS

A policy statement on financial controls shall be established by the Board and updated as necessary to maintain fiscal accountability.

## ARTICLE XI NON-DISCRIMINATION POLICY

The Corporation, its Board, affiliates, committees, task groups, and personnel, both paid and volunteer, will not discriminate against any person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, gender identity, genetic information, religion, marital status, age, or disability.

## ARTICLE XII MISCELLANEOUS

### Section 1. Headings

In interpreting these by-laws, the headings of articles shall not be controlling.

### Section 2. Severance

In the event any section of these by-laws is found to be in violation of any laws or regulations, it shall not affect the validity of the remaining articles and or sections of articles.

### Section 3. Distribution of Assets Upon Dissolution of the Corporation

In the event the Corporation is dissolved and liquidated, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the Corporation property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of the Corporation, provided, however, that the transferee organization or organizations shall then be qualified tax-exempt charitable

Article XII, sec 3 cont.

organization(s) within the meaning of Section 501 (c)(3) and Section 170 (b)(1)(A) other than in clauses (vii) and viii) of the Internal Revenue Code or their successor provisions, shall have been Article XII, sec. 3 cont. in existence and so described for a continuous period of at least sixty calendar months, and shall also be an organization contributions to which are deductible under Section 170, 2055, and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the Court having jurisdiction of the dissolution and liquidation of a New Mexico non-profit Corporation, exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

#### ARTICLE XIII AMENDMENTS

These By-laws may be amended by a two-thirds majority vote, that is, at least two-thirds of the directors present and voting, of those directors present at any duly convened meeting of the Board of Directors after notice of such purpose has been given, including a copy of the proposed amendments or a summary of the changes to be effected thereby.

#### XIV PARLIAMENTARY AUTHORITY

Meetings shall be conducted using the current edition of *Robert's Rules of Order* in situations not otherwise governed by law, the articles of incorporation, or these bylaws.

Amended February 21, 2019

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Dennis Bumgarner, Secretary