

FRIENDS OF THE CORRALES LIBRARY BY-LAWS

Article I. Name

The name of this corporation shall be FRIENDS OF THE CORRALES LIBRARY.

Article II. Place of Business

The principal place of business of the corporation shall be Corrales, New Mexico.

Article III. Mission

The mission of the Friends of the Corrales Library (FOCL) is to foster, enhance and expand the library's unique environment, collections and programs for the benefit of the community. These goals are achieved through fund-raising, endowment administration and community outreach.

Article IV. Membership

Section 1. Membership: Membership in FOCL shall be open to all those who pay annual dues or are life members.

Section 2. Annual Meeting: The annual membership meeting shall be held on the last Monday of January of each year for the purpose of electing the Board of Directors, approving annual reports and transacting such other business as may properly come before the meeting. The meeting shall be held at the Corrales Library at 7:00 p.m. unless otherwise provided in the notice of the meeting. Each member of FOCL shall be entitled to one vote at an annual or special meeting. No vote by proxy shall be permitted.

Section 3. Notice of Meeting: Written notice of the annual meeting of the membership shall be given to each member through any reasonable means, including e-mail, newsletter, or fliers in the Library at least fourteen (14) days before such meeting. The notice shall include the place, date, time and purpose of the meeting.

Section 4. Special Meetings: Special meetings of the membership may be called at any time with fourteen (14) days advance notice by the President or by a

majority of the Board of Directors, or upon written request of one-tenth of the members.

Section 5. Quorum: Members present at an annual or special meeting shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation or these by-laws. A decision supported by a majority of the members present shall constitute the act of the membership except as otherwise provided by law or these by-laws. The members present shall be entitled to adjourn the meeting to a specified time, date and place without further notice.

Article V. Directors

Section 1. Overview: The property and affairs of the corporation shall be managed by a Board of Directors comprised of a minimum of nine (9) and up to thirteen (13) voting members. Directors shall serve without compensation for their services as Directors, but may be reimbursed by the corporation if approved corporate expenses are incurred.

Section 2. Election of Directors and Term of Office: Directors shall be elected by a majority vote of members present at the annual membership meeting. Directors shall serve a two (2) year term of office or until the election and qualification of their successors or as otherwise provided in these by-laws for filling vacancies. Members of the Board of Directors may serve for more than one (1) term.

Section 3. Removal of Directors: The Board of Directors may, by a vote of two-thirds of the voting Directors present at a meeting where a quorum, defined as a majority of the Directors then in office, is present, remove any voting Director from the Board at any time with cause, regardless of the term for which such voting Director may have been elected or appointed.

Section 4. Vacancies: In case of any vacancy in the Board of Directors caused by death, resignation, or otherwise, the remaining Directors, by a majority vote may leave the position(s) vacant if the minimum membership is maintained.

Section 5. Replacement or Addition of Directors: Should the Board decide to add a new member all FOCL members will be notified via email or other appropriate means that there is a vacancy on the Board. Members and any other interested parties will respond to the Nominating Committee. The Nominating

Committee will meet with prospective new Board members and nominate to the Board those deemed appropriate. The Board will invite the prospective member(s) to attend a regular Board meeting. After that meeting the Board will vote to approve or disapprove the candidate for membership lasting until the next annual FOCL meeting – at which time their continued membership will be voted on as described in Section 2 of Article V.

Article VI. Meetings of Directors

Section 1. Regular and Special Meetings: Regular meetings of the Board of Directors shall be held ten (10) times per year on the second Monday of each month at the Library, unless a different time and place are specified by the presiding officer. The Board will not meet in August, and the Annual Meeting will be held in place of the regular February meeting. Directors must attend at least 7 (seven) of the regular monthly meetings each calendar year. Absences should be for good cause. Special meetings of the Board of Directors may be called at any time by the President or shall be called by the President within seven (7) days of receipt of a written request of four voting Directors. Not less than three (3) business days written or oral notice shall be given of each special meeting, unless all members waive such requirement. The notice of the special meeting shall state the business for which the meeting has been called and no business other than that stated in the notice shall be transacted at the special meeting.

Section 2. Quorum Vote Required for Action: At all meetings of the Board of Directors a quorum shall consist of a majority of the Directors then in office. The vote of a majority of the Directors present shall constitute the act of the Board of Directors.

Section 3. Action without a Meeting: If all Directors consent in writing to any action taken or to be taken by FOCL, the action shall be as valid as if it had been authorized at a meeting duly called and held by the Board of Directors. If an item arises that requires an expedient vote prior to the next monthly meeting, e-mail voting is permitted, provided Robert's Rules of Order, Newly Revised (2011) are followed and all Directors agree that sufficient information has been provided, including time for related discussion.

Section 4. Participation by Telephone Conference: A Director may participate in a meeting of the board of directors by means of a telephone conference or similar communication equipment which enables all Directors participating in the

meeting to hear one another. Such participation in a meeting by one or more Directors shall constitute presence in person at such meeting.

Section 5. Guests: Meetings of the Board are closed to the public. The President may invite Non-Board members to attend appropriate portions of a meeting or a meeting in its entirety as appropriate. Nominees to the Board will be invited to attend one or more regular meetings.

Section 6, Executive Session: The President or another officer may declare an executive session during the course of any regular or special meeting.

Article VII. Officers

Section 1. Officers: The officers of the corporation shall be the two (2) Co-presidents, an Immediate Past President or a Vice President, a Secretary, a Treasurer and other officers as the board of directors may from time to time deem appropriate. If only one (1) person assumes the office of President, there shall also be a Vice-President. Two or more offices may be held by the same person except the offices of President and Secretary. All officers are members of the Board of Directors.

Section 2. Election, Term of Office, Vacancies and Meeting Obligations: FOCL officers shall be elected for an annual term by the membership and shall hold office until the next annual meeting or until their successors have been selected. Vacancies may be filled or new offices may be established and filled at any meeting of the board of directors. Individuals may serve consecutive terms in the same office, except for the co-presidents or presidents, who are limited to three (3) consecutive terms in that position. Any absences should be for good cause. Each calendar year, all officers must submit to the Board a written notice of interest in continuing in their office for the next year. Notice must be received at least one month prior to the annual meeting. Email is considered written notice.

Section 3. Co-Presidents or President: The Co-presidents or President shall be the chief executive officers of the corporation, shall preside at FOCL's annual membership meeting and at meetings of the Board of Directors, shall perform such duties as may be assigned by the Board of Directors and shall have other duties and powers as are incident to the office of the President. The Co-presidents or President may designate another officer to preside at a meeting in their/his/her absence.

Section 4. Vice-President: In the absence of the President, or in the event of the President's disability, inability or refusal to act, the Vice-president shall perform all

the duties of the President and in so acting shall have all the powers of the President. The Vice-president shall perform other duties as may from time to time be assigned by the President or the Board of Directors. If the position of Vice-President is vacant, the Immediate Past President may act in the absence of the President, provided that person is a voting member of the Board.

Section 5. Immediate Past President: The Immediate Past President will remain an Officer of the Board for a term of one (1) year. He/she may remain on the Board as a Director after that term expires. The Immediate Past President will provide advice to the President and other officers, chair the Nominating Committee, and fulfill other duties at the request of the President and/or Board. In the event there is no Vice President, the Immediate Past President will fill that role. If the President, Vice President or Immediate Past President are not available for a Board meeting the President may designate any member of the Board to preside over the meeting.

Section 6. Secretary: The secretary shall act as the secretary of both FOCL and its Board of Directors by keeping minutes of their proceedings, shall give or cause to be given all notices in accordance with the provisions of these by-laws or as required by law and shall be custodian of corporate records. The secretary shall keep, at FOCL's principal office, a record of the directors including names and addresses, shall generally perform duties as may be from time to time assigned by the president or by the board of directors and shall perform other powers and duties as are incidental to the office of the secretary. The Secretary shall also maintain documentation of all passwords, access points, etc. for electronic communications, record keeping, etc.

Section 7. Treasurer: The Treasurer shall be the chief financial officer of FOCL, shall maintain the financial records, shall make payments in accordance with the budget, shall present financial reports at the regular Board meetings and the annual FOCL meeting, and shall otherwise perform duties as may be from time to time assigned by the President or by the Board of Directors and shall have the powers and duties as are incidental to the office of Treasurer. The Treasurer shall maintain documentation of signature authorities, etc. for all financial accounts. The Treasurer will file all tax statements/reports required by the Internal Revenue Service and the State of New Mexico. Any check exceeding \$500 must bear the signature of two members of the Finance Committee. The Treasurer will regularly brief the members of the Finance Committee regarding his/her duties, actions, etc. so that they can step into the role in an emergency.

Section 8. Removal: The Board of Directors, by an affirmative vote of at least two-thirds of the voting Directors, may remove any officer of FOCL from office at any time, regardless of the term for which the officer may have been elected or appointed.

Article VIII. Board Committees

Section 1. Committees: The Board of Directors shall establish committees as circumstances may warrant. Any committee shall have the powers and duties set forth in the board resolutions establishing it. Reports of committees will be on the agenda of all regular meetings.

Section 2. Committee Meetings: At all meetings of Board committees a quorum for the transaction of business shall consist of a majority of those members of the committee and, the vote of the majority of those committee members present shall constitute the action of the committee.

Section 3. Finance Committee: The Finance Committee shall consist of the Co-Presidents or President, Vice-President and Treasurer of the Board. The Finance Committee shall review the corporate finances and prepare a proposed annual budget.

Section 4. Membership Committee: The Membership Committee shall consist of a Board Member who has been selected/volunteered to be named the Membership Chairperson. Any additional Board members and/or FOCL members who are interested in maintaining a record of the membership of FOCL and developing and implementing plans to increase membership may also be part of the committee. Additionally, it shall be the responsibility of the Membership Committee to notify FOCL members of special events using the membership database email function, and provide appropriate documentation of any and all donations for the purposes of donor tax deductions. Access to the membership database will be restricted to Board Member(s).

Section 5. Book Sale Committee: The Book Sale Committee shall consist of a Board Member who has been selected/volunteered to be named as the Book Sale Chairperson. Any additional Board or FOCL members may also be part of the Committee. It is the responsibility of this committee to oversee all aspects of the bi-annual Book Sales which are held by FOCL.

Section 6. Communications Committee: The Communications Committee shall consist of a Board member who has been selected/volunteered to hold the title of Communications Committee Chairperson. Additional Board or FOCL members may also be part of this committee. It is the responsibility of this committee to provide public relations to the community about FOCL events, to create appropriate graphic art for events and other FOCL needs which enhances such information and correspondence and to create and disseminate a regular Newsletter to members. The committee will provide appropriate text and graphics to the Membership committee to email to FOCL members regarding special events, etc.

Section 7. Nominating Committee: The Nominating Committee shall consist of the President, Immediate Past President or Vice President and one Director. When a vacancy occurs on the Board, the Committee will arrange for notice to be sent to the Membership and review emails expressing interest. At least two (2) members of the Committee will meet with candidates and present potential new members to the Board as nominees.

Article IX. Endowment Fund

Section 1. Preamble: The Board of Directors of the corporation has determined that the literary life of the Corrales Library could be amplified and exemplified by the establishment of an endowment fund (the "fund"). The fund will be separate and apart from the general operating revenues of the corporation, and prospective donors will be able to make contributions with the assurance that the fund will provide a permanent source of financial support. It is the intent of the present Board of Directors to give future boards broad powers of expenditure of the fund income. For purposes of this Article, "income" is defined as dividends and interest only. The fund principal and any associated unrealized gains or losses shall be kept intact.

Section 2. Origin of the Fund: The fund is hereby established by the board of directors as a receptacle of all gifts and bequests received by the corporation which are specifically designated to become a part of the fund. The Board may also authorize the transfer of monies from the general operating fund to the endowment fund as appropriate.

Section 3. Management of the Fund: The fund will be managed as follows:

- a. The fund's accumulated net income as of any date is the aggregate fund income received before that date, less the aggregate expenses of the fund paid, and incurred, but not paid before the date, and less all prior expenditures of the fund's accumulated income.
- b. The Board of Directors of the corporation, as it may be constituted from time to time, shall act as the Board of Trustees for the fund, and final authority for the proper management and distribution of/and contributions to the fund shall repose in the board, which shall have the ultimate responsibility for insuring that the fund is used at all times for the purposes of support of the library and within the guidelines stated herein. The board may, however, in its discretion, seek professional advice and/or establish subsidiary committees to assist it in discharging its administrative responsibilities. To further assist the board in this respect, board members and other interested persons shall be encouraged and requested to offer suggestions directly to the board.

Section 4. Policy Consideration for Expenditure of Fund Income: The policy regarding the expenditure of fund income is as follows:

- a. **Maximum disbursement:** The Board shall not spend in any fund year, for the purposes set forth herein, more than the accumulated net income determined as of the last day of the immediately preceding fund year.
- b. **Minimum disbursements:** In each fund year, beginning with the third fund year the Board shall spend for the purposes set forth herein at least one half of the prior year's earned income.
- c. The Board shall retain the right to determine annually whether the one-half not expended under subdivision (b), above, shall be added to the fund principal or added to accumulated net income.

Section 5. Fund Records and Reporting: Records and reports for the fund shall be maintained as follows:

The Board shall prepare and preserve minutes of its deliberation, maintain proper financial records, and exercise overall control of the operation of the fund. When merited, at the Board's discretion, an "agreed upon procedures report" shall be conducted. This report will confirm all material cash accounts and reconcile the previous year ending cash account balances with the current year account balances via total receipts and disbursements. The accounting period for the fund shall be the preceding calendar year.

Section 6. Dissolution of the Fund: The fund shall be dissolved only by the concurrence of three-fourths of the total voting members of the Board. Upon dissolution, any funds remaining in the endowment fund shall be transferred and added to the general funds of the corporation.

Article X. General Matters

Section 1. Fiscal Year: FOCL's fiscal year shall be the calendar year unless the board of directors determine otherwise.

Section 2. Waiver of Notice: Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the articles of incorporation or by-laws of FOCL, or of a resolution of the directors, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time specified for the giving of such notice, shall be equivalent to the giving of such notice. The secretary of the corporation shall cause any such waiver to be filed with or entered upon the records of the corporation. The attendance of any person at a meeting without protesting the proper notice, prior to the commencement of the meeting, shall be deemed a waiver of notice of the meeting.

Section 3. Offices: FOCL's principal office shall be the Corrales Community Library.

Section 4. Indemnification: Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of FOCL shall be indemnified to the extent permitted by the New Mexico Non-profit Corporation Act.

Section 5. Parliamentary Authority: Robert's Rules of Order, Newly Revised, shall govern the proceedings in all cases not provided for in these by-laws or by FOCL's policies and procedures.

Section 6: Communications: The FOCL Board uses a variety of electronic means of communicating with Membership and the community, including but not limited to Email, Facebook, the Membership Management Database and a section of the Library's Web site. Authority to create and utilize accounts for these and any other identified means is restricted to current Board Members. Whenever possible, no account shall be created that is linked to an individual's personal account on any

platform, and the Secretary will maintain a list of all accounts and passwords. Access to accounts will be authorized by the Board for appropriate Member(s). The President(s) in conjunction with the appropriate administrator(s) will choose the Passwords. Passwords will be changed annually or when a Board member who has access to the account leaves the Board to ensure continuity of security and access.

Section 7: Donations: All Donations, whether monetary or in-kind, are the sole property of the Friends of the Corrales Library, to be used at the discretion of the FOCL Board for the purpose of fulfilling its Mission.

Article XI. Amendments.

The provisions of the by-laws may be repealed, amended or altered by an affirmative vote of at least two-thirds of all directors at a duly called meeting of the board, except that the provisions of Article XI of these by-laws may only be repealed, amended or altered by the affirmative vote of at least two-thirds of all members at a duly called meeting of the membership.

Article XII. Dissolution.

In case of dissolution of the corporation its assets shall be transferred to the Village of Corrales to be used exclusively for the Corrales Community Library.