

## VISTA GRANDE PUBLIC LIBRARY AMENDED AND REVISED BYLAWS

Approved by the Board January 15, 2024

### Article 1. Name

The name of this Library shall be Vista Grande Public Library, hereafter referred to as the Library.

### Article 2. Purpose

The purpose of the Library shall be to provide residents of the community 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 and informational interests. The Library seeks to stimulate life-long learning in an environment that fosters community interaction.

### Article 2. 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 posted in the Library and on the Library's website at least 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 the meeting. Notices to the Directors may be given via e-mail. Any Board member who is unable to attend a meeting will contact the Board President to indicate that he or she will be absent. Meetings of the Board of Directors are open, and in the first meeting of each fiscal year the Board will establish procedures for the availability of meeting documents and for notification and location of 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 fiscal 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 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. Voting for Directors at the annual meeting shall be by paper ballot.

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 or email. 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 Library 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 no fewer than seven (7) or greater than thirteen (13) members. Each Director shall be a member of the Library. No more than two (2) Directors may live outside the Southeast sector of Santa Fe County.

Section 3. Term Limits: Directors shall serve a term of three (3) years from the date of their election and shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than two (2) consecutive three-year terms. Fulfilling an incomplete term by appointment is not considered part of the term limit. Insofar as possible directors shall serve staggered terms to balance continuity with new perspective.

Section 4. Removal: Any Director may be removed for cause (e.g., unexcused absences) 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 5. Vacancies: Vacancies resulting in Board without minimum number of Directors: Should the membership of the Board fall below the minimum number of Board members, 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 he/she may be elected to a full term.

Section 6. 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 7. Compensation: Directors shall serve without compensation for their services as Directors, but may be reimbursed for approved expenses and disbursements on behalf of the Library.

Section 8. Nominations: Candidates for Directors shall be presented by the Nominating Committee at the annual membership meeting or at any Board meeting as needed.

#### Article 6. Officers of the Board of Directors

Section 1. Officers and Assistants: Officers of the Library shall be: President, Vice-President, Secretary and Treasurer. No more than one (1) office may be held by the same person. Immediate family members may not hold the offices of President, Vice-President or Treasurer simultaneously. If other officers are deemed necessary, they 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 Library 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.

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 Library is not being served. The intent of the Board shall be announced in the agenda for the meeting.

#### Article 7. Duties of Board Officers

Section 1. President: The President shall preside over and conduct all meetings of the members and Board of Directors. The President shall appoint all committee chairs and shall be an ex officio member of all committees created by the Board of Directors. The President shall not serve as a promotional or operational committee chair. All official papers and all contracts

entered into by the Library 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 representative for the Board of Directors in all advisory and personnel matters related to the Library Director. The President shall serve as the direct supervisor of the Library Director.

Section 2. Vice-President: The Vice-President shall provide coordination of all committees and shall be an ex officio member of all committees created by the Board of Directors. 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, coordinate public communications of the Board and conduct the correspondence of the Library.

Section 4. Treasurer: The Treasurer shall oversee the collection of all monies and contributions belonging to the Library 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 Library. The Treasurer shall oversee the preparation of the annual financial report, all tax returns and corporate reports as required by government agencies.

#### Article 8. Fiscal Year

The fiscal year of the Library shall begin on July 1 and end on June 30 of each year.

#### Article 9. Indemnification

The Library 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 10. Committees

Section 1. Responsibilities and role: The Board of Directors shall establish committees as necessary to carry out its mission. Committees shall consist of a minimum of three (3) members, not including ex officio members. Committees shall act on behalf of the Board of Directors as

specified in these Bylaws. Committees shall be categorized as either promotional or operational. Committee chairpersons shall appoint committee members.

Section 2. Proceedings: All committees shall make a written progress report to the Board of Directors at each of its regularly-scheduled meetings.

Section 3. Promotional, operational and ad hoc committees: Promotional committees advance the interests of the Library and shall be chaired by a board member. Operational committees support Library operations and shall be chaired by the Library Director and have a board member sponsor. The following committees are essential to the ongoing business of the Board of Directors:

#### Promotional Committees

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 time sensitive situations arising between its regularly scheduled meetings. The President shall immediately report actions taken to all members of the Board of Directors.

Community Relations Committee: Shall foster strong relationships and effective communication with key contacts who support and advocate for VGPL, as well as patrons, other stakeholders and the community.

Finance Committee: Shall oversee Library finances, develop a fiscal management policy and draft the annual budget in collaboration with the Library Director and committee chairs. 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 and shall prepare and implement the annual development plan approved by the Board of Directors.

Nominating Committee: Shall present at the annual membership meeting or at such times there are Board vacancies 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. This committee shall consist of a minimum of three (3) members, including at least one (1) non-Board member.

#### Ad Hoc Committees

The Board may establish ad hoc committees as needed.

#### Operational Committees

Facilities Committee: Shall ensure that the Library building and grounds are maintained.

Program Committee: Shall develop programs for the community to support the mission of the Library.

Information Technology Committee: Shall oversee all library information technology efforts, including ensuring that existing systems are maintained and that development plans are in place for technology that supports the Library's mission.

#### Article 11. 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. Public Comment
5. Director's Report
6. Treasurer's report
7. Promotional Committee Chairpersons' reports
8. Old Business
9. New Business
10. Date proposed agenda items for next meeting
11. Adjournment

#### Article 12. 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 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 that all such amendments 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 13. 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 modified: March 16, 2010

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Adopted as revised: January 15, 2024

Jim Zebora

President

Kathleen Shiverdecker

Secretary