

# Amended and Restated Bylaws. El Rito Public Library, Incorporated

## Adopted by the Board of Directors on April 11, 2025

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### Article I. NAMES AND OFFICES

**1.0 Name.** The name of this non-profit Corporation is El Rito Public Library, Incorporated (hereafter "Corporation").

**1.1 Trade Names.** The Corporation may adopt trade names to pursue its activities. The trade names "El Rito Public Library" and "El Rito Library" are hereby adopted. These are declared as unregistered marks of the Corporation.

**1.2 Seal.** The Board of Directors (hereafter "Board") may adopt a seal for the Corporation in such form as it deems proper.

**1.3 Offices.** The principal offices of the Corporation shall be at 182 Placitas Road, also known as 182 State Road 215, El Rito, New Mexico 87530. The Corporation shall open a post office box for use as a mailing address. The Corporation may locate an office or offices, permanently or temporarily, at such other place or places as the Board may prescribe.

### Article II. PURPOSE AND MISSION STATEMENT

**2.0 Purpose.** The Corporation is formed to maintain and operate a library that is open to the public, for the El Rito community and surrounding areas. It shall also provide educational, artistic, and cultural programs and events, and provide a meeting space for community events.

**2.1 Corporation 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. POWERS

**3.0 Legal.** The Corporation shall have all the powers authorized and granted under the laws of the State of New Mexico and the United States.

**3.1 Tax Status.** Recognizing that successfully raising funds to achieve the objectives of Article II is a key priority of the Corporation, the Corporation shall seek 501(c)(3) status under the United States Internal Revenue Code, which will allow donors to the Corporation to deduct contributions made to the Corporation from their income taxes. The Corporation shall preserve and protect its 501(c)(3) status as an imperative.

**3.2 Authority.** The Corporation shall have the power and authority to execute any action to achieve the objectives stated in Article II, so long as they are not forbidden by law nor by the Articles of Incorporation of this Corporation, and which are permitted to an entity granted 501(c)(3) status.

**3.3 Open Meetings Act.** The Board will comply with the New Mexico Open Meetings Act to the extent required by law.

#### **Article IV. MEMBERSHIP**

**4.0 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 V. BOARD OF DIRECTORS**

**5.0 Structure.** The Corporation shall have a Board of Directors, which shall consist of voting and non-voting members (hereafter "Directors"). Non-voting Directors shall have no voting rights, but will otherwise be full members of the Board, and will consist of ex-officio management, Junior Directors, and Assistant Directors, as defined herein. The Board shall consist of no fewer than 3 (three) and no more than 13 (thirteen) Directors, of which there must be at least 3 (three) voting Directors. Should the number of voting Directors fall below 3 (three), due to resignation, inability to serve, or any other reason, the emergency Board procedures in Section 5.11 shall come into effect. Directors shall be volunteers who receive no compensation for their service on the Board (other than de minimis benefits, such as beverages or snacks at Board meetings).

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**5.1 Purpose.** The Board, acting jointly, not as individuals, has the ultimate fiduciary responsibility for the Corporation. It determines goals and strategies, establishes policies and procedures, and controls the activities and affairs of the Corporation. The Board approves all major business plans, budgets, and agreements, ensures that sufficient funds are maintained for Corporation operations, and participates in fundraising and public outreach. The Board may hire staff to manage day-to-day operations, may contract outside professionals as needed, and may support the use of volunteers in achieving the goals of the Corporation.

**5.2 Conflicts of Interest and Assistant Directors.** Directors shall avoid conflicts of interest, and if any occur, shall inform the Board of the conflict. Directors may not be a first-degree relative (spouse, parent, child, sibling) of any person being paid on the Corporation payroll. In an emergency, short-term exceptions may be made to allow an employee to be a first-degree relative of a Director, by a majority vote of a Board quorum. First degree relatives who wish to serve on the Board may become Assistant Directors, who will participate as Board members but have no voting rights except as stated in Section 5.11 below.

Given the lack of business services in the Corporation's rural area, Directors are permitted to be stakeholders in vendors that provide services or goods to the Corporation. However, since the Corporation is a 501(c)(3) organization, no part of its net income may inure to the benefit of any private shareholder or individual. The Policies and Procedures Manual provides the process adopted by the Corporation to avoid inurement.

**5.3 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.

**5.4 Governance.** The Board will be governed by these Bylaws, to the extent that 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.

**5.5 Election to the Board.** Public notices will be posted around the community calling for nominations and/or letters of interest to fill vacancies on the Board. Such notices will be posted upon a majority vote of a Board quorum. Current Directors may also recruit new Directors at any time. 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 meeting of the Board is sufficient for acceptance of new Directors. Such vote shall be undertaken in Executive Session by voting Directors only, and, at the request of any voting Director, shall be undertaken by secret ballot.

**5.6 Qualifications for Board Membership.** Prospective Directors must be at least 18 years of age and have demonstrated a significant commitment to the community. In the interest of fostering education regarding corporate governance and non-profit organizations, Board members under the age of 18 may join the Board as Junior Directors, who will have no voting rights but will otherwise participate as full Board members. Upon turning 18, a Junior Director may request that they be elected a full Director according to the procedure specified in Section 5.5.

**5.7 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 or inability to serve of the Director, their term of service will end and they will no longer be a Director.

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

**5.9 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 2 (two) months of the end of their term or their resignation, then a new letter of intent will not be required, but a confirming vote by a majority of a Board quorum will be required. After two months, the procedures in Section 5.5 shall be followed. Board service is limited to a total of 9 (nine) years per Director, which may consist of three consecutive or non-consecutive full terms, or partial terms if a Director resigns before their 3-year term is completed.

**5.10 Removal of Board Members.** Any Director who does not attend at least 75% of Board meetings called within a one year period shall be subject to removal. Each Director, by accepting the position of Director, agrees to abide by the code of conduct specified in the Board Member Letter of Agreement ("LoA"). Any Director who fails to abide by the LoA shall be subject to removal.

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If subject to removal, and the lapse is not cured in a timely manner, the Board President shall ask the Director to resign. Should such member refuse to resign, a majority vote of a Board quorum, acting in Executive Session, meeting at any time, shall be sufficient for removal. These votes will be cast by confidential ballot by those Directors present, or via a teleconferencing platform by those unable to attend the meeting in person. Each teleconferencing vote shall be sent only to the Chair. All votes will be kept confidential during and after such action.

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**5.11 Board Reset in Emergencies.** This Section 5.11 shall only be active when the number of voting Directors falls below 3 (three), and shall have no effect when the number of voting Directors is three or more.

Should the number of voting Directors fall below 3 (three) members, due to resignation, inability to serve, or any other reason, the Corporation will need to elect new Board members. Because a Board of fewer than 3 voting members is in violation of Section 5.0 above, an alternate procedure to elect an interim Board is needed, as follows.

If the number of voting Directors and Assistant Directors total 3 or more, then all Assistant Directors shall be granted voting rights on a temporary, interim basis. New permanent voting Directors shall be sought, and elected to the Board under the procedures specified in Section 5.5. When the number of permanent voting Directors rises to 3 or more, then the voting rights granted to the Assistant Directors shall be automatically revoked. During the time that Assistant Directors have voting rights, they shall act as part of the Board to meet the needs of the Corporation.

Should the number of voting Directors and Assistant Directors not total at least 3, then an emergency meeting of Corporation "members", as defined in Article IV, shall be called by a remaining voting Director, or if there are none, a remaining non-voting Director, or if there are none, then by a Team Leader as defined in Section 9.0. During that meeting, the "members" shall elect, from among the "members", interim voting and/or non-voting Directors of the Corporation, such that the total count of voting Directors numbers at least 3. The interim Board shall then form a committee to search for permanent Directors, and shall otherwise act as a Board to meet the needs of the Corporation until the new permanent Directors are in place.

During the time that there is not an active Board of at least 3 voting members, the Lead Librarian and the Finance Team Leader are authorized to make those decisions and payments necessary to keep the Corporation in good standing with vendors and regulatory agencies, and to generally keep the Corporation operating. The Lead Librarian and Finance Team Leader shall not be empowered to make policy changes or bylaw changes, but shall be empowered to execute policies and procedures.

**5.12 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, and
- 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 VI: MEETINGS**

**6.0 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. During the annual meeting, each Team Leader, directly or by proxy, shall present accomplishments and challenges of the prior year, and goals and challenges for the upcoming year (or years in the case of a multi-year undertaking).

**6.1 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 a Board quorum. 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 a Board quorum. Regular Meetings shall never be less frequent than once per calendar quarter.

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

**6.3 Emergency Meetings.** The President may call an Emergency Meeting of the Board by providing at least 48 (forty-eight) hours notice of the meeting. All Emergency Meetings shall be undertaken in Executive Session unless explicitly made open by the President.

**6.4 Meeting Notice.** 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 3 (three) 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 (forty-eight) 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.

**6.5 Attendance at Meetings.** Directors are encouraged to attend meetings in person. In the event that a Director cannot do so, by reason of travel, time conflicts, quarantine, or other reasons, Directors may attend meetings via teleconferencing platforms, such as Zoom or [Google Meet](#). Attendance via teleconference shall be counted, for purposes of determining a quorum, as if the Director is attending in person. Should the teleconferencing platform fail during a Board meeting, attempts to reconnect will be made for a reasonable time. If those attempts do not succeed, the rules in Section 6.8 shall be followed.

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**6.6 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 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.

**6.7 Quorum Action by Majority.** At any meeting, the presence of a majority of the voting Directors shall constitute a quorum for all purposes, and the act of a majority of voting 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 or these Bylaws. Non-voting Directors shall not be counted in determining whether a quorum is present. Should a Director leave a meeting before it ends, due to an emergency, timing conflict, loss of teleconference connection, or any other reason, the remaining Directors shall constitute a quorum for that meeting, even if they number fewer than a majority of voting Directors.

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

**6.9 Treatment of Tied Votes.** Should the Board vote on a motion, and that vote results in an equal number of Directors voting in favor and opposed, the motion shall be tabled until the next Board meeting, to allow time for reflection and research. 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.

**6.10 Executive Session.** Votes and deliberations may be undertaken by the Board in Executive Session. Executive Session shall be entered into during an open meeting via a majority vote of a Board quorum. While in Executive Session, the Board shall meet in private, and separate minutes shall be taken from those of the open meeting. Upon completion of Executive Session, the meeting shall return to an open meeting via a majority vote of a Board quorum. Executive Session members shall consist of a quorum of voting Directors, but shall exclude non-voting Directors, unless they are specifically invited into Executive Session by a majority vote of a Board quorum. Non-Board members may be invited into Executive Session as needed, by a majority vote of a Board quorum.

In the interest of transparency, Executive Session shall only be entered into for sensitive matters that must remain private, including but not limited to: personnel actions including but not limited to disciplinary action; hiring and termination of employees; discussions involving personally identifiable information; strategic planning; security procedures and devices; investigation or discussion of criminal charges or activities; issues protected by attorney-client privilege; transactions where Corporation negotiating positions may be damaged by public discussion; mediation; or discussions of trade secrets or other proprietary information that could cause harm to the Corporation if made public.

## **ARTICLE VII: OFFICERS OF THE BOARD**

**7.0 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 leaves the Board before

completing their term, a new Officer will be elected by the Directors at the next regular Board meeting. Officers must be voting Directors; non-voting Directors are not eligible to be Officers.

**7.1 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 Lead Librarian and Finance Team Leader of the Corporation, and generally sees that the business of the Board is conducted in a fair, open and efficient manner. The President serves jointly with Corporation top management as a spokesperson for the Corporation, makes certain that the Board is meeting its legal, fiscal, and accounting responsibilities, and executes documents as authorized by the Board. The President, in the absence of a Lead Librarian, shall oversee library staff and volunteers.

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 is 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 keeps, or causes to be kept, all financial records of the Corporation. In consultation with the Finance Team of the Corporation, the Treasurer will help prepare an annual budget and an annual financial statement for presentation to the Board as soon as possible after the end 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 voting or non-voting Director preside over the meeting, even if the President and/or Vice President are present at the meeting.

**Article VIII. COMMITTEES OF THE BOARD**

**8.0 Standing committees.** The Board shall, at its discretion and when needed, establish standing committees. The standing committees shall perform assessments of, and make recommendations to the full Board regarding, essential Board responsibilities. These may be in the areas of Finance, Fundraising, Membership, Policies and Procedures, Long-Range Planning, or other essential areas that the Board determines to be in need of a standing committee.

The Board may, via a majority vote of a quorum, dissolve or suspend a standing committee. If suspended, the committee may be reactivated via a majority vote of a Board quorum. The members of a standing committee may be changed at any time via a majority vote of a Board quorum.

Standing committees shall have any number of members, who may be either voting or non-voting Directors or Team Leaders. All committee members shall be voting members of that committee. There must be at least one voting or non-voting Director on a standing committee.

Standing committees may make use of outside resources such as advisors and consultants as needed. If such outside resources are to be paid, the Finance Team must pre-approve such payment. Committees shall meet at times and places of their choosing as needed. Committees shall report their findings to the full Board as they see fit or as requested by the Board.

Standing committee members shall perform fact-finding activities and may execute existing policy, but may not establish new policy, which is solely an activity of the Board. However, the committee, based on its activities, may recommend policy changes to the Board.

**8.1 Temporary committees.** The Board may form additional committees as needed for temporary, short-term purposes. These committees will be automatically dissolved after making their final report to the Board, or may be dissolved at any time by a majority vote of a Board quorum.

Temporary committees may perform fact-finding activities, and can recommend actions to be taken to the Board, including policy changes, but cannot execute policy or make policy changes themselves.

Temporary committee membership shall not be restricted to Directors or Team Leaders, and may also consist of community members, employees, or other interested parties. Committee members who are not Directors must be approved by a majority vote of a Board quorum. A temporary committee may be composed solely of Directors, solely of non-Board members, or a mix of these. All temporary committee members shall be voting members of that committee.

## Article IX. MANAGEMENT

**9.0 Team Definitions.** Corporation day-to-day operations shall be performed by a set of teams consisting of the following functional teams:

- Library Services Team
- Finance, Compliance, and Risk Team, also known as Finance Team
- Fundraising Team
- Community Services Team
- Information Management and Software Team, also known as IM Team
- Human Resources Team, also known as HR Team
- Infrastructure Team

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**Deleted:** (Finance Team Leader)

**Deleted:** (Lead Fundraiser)

**Deleted:** (Community Services Team Leader)

**Deleted:** (IM Team Leader)

**Deleted:** (HR Team Leader)

Each team shall have a Team Leader, who can also be referred to as Head or Lead. For example the Library Services Team Leader may also be called the Head Librarian or Lead Librarian.

**Deleted:** (Infrastructure Team Leader)

**9.1 Employment.** The Board shall employ, evaluate, determine the salary for, and have the power to terminate the employment of each team leader or other Corporation employee. The Policies and



Procedures Manual may delegate such authority to team leaders for non-management employees of the Corporation.

**9.2 Responsibilities.** The responsibilities of each team shall be defined in the Corporation Policies and Procedures Manual.

**9.3 Personnel.** A single individual may be the Leader of one or more of the teams listed in Section 9.0 at any given time, to be approved by a majority vote of a Board quorum. The Finance Team Leader may not be the same person as the Lead Librarian. The Lead Librarian, Finance Team Leader, and HR Leader report directly to the Board. All other team leaders report to the Lead Librarian.

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**9.4 Conflict Resolution.** Each team shall be responsible for their areas of expertise, but shall solicit input from and provide feedback to other teams as is needed and feasible. In the event that a team undertakes an action that causes conflicts with other teams, then the Lead Librarian, in consultation with the Board, shall resolve such conflict.

**9.5 Board Position.** The Lead Librarian, Finance Team Leader, and HR Leader shall be ex-officio, but non-voting, Directors, and shall attend all open Board meetings. All other team leaders are encouraged to attend open Board meetings.

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**9.6 Fiscal Prudence.** The Corporation has been, and continues to be, constrained by limited resources. All team leaders 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, teams, other staff, and outside resources, as available.

**9.7 Binding the Corporation.** No team leader or other Corporation employee may sign a contract or otherwise bind the Corporation without the explicit approval of a majority of a Board quorum. Exceptions to this (such as utilities or annual subscriptions) may be provided for in the Policies and Procedures Manual.

**9.8 Payments.** All Corporation payments shall be made by the Finance Team. If a team leader requires that a bill be paid, they shall submit a requisition to the Finance Team for approval and payment. The Finance Team shall provide details of this process in the Policies and Procedures Manual. In the event that the Finance Team Leader or other Finance Team member authorized to make payments is not available at any given time, the Treasurer or President of the Board shall act in their stead.

**9.9 Financial Accounts.** The Corporation shall maintain financial accounts so as to implement the operations of the Corporation, including paying Corporation expenses and depositing funds received. This shall include at minimum a checking account, but may also include savings and/or petty cash accounts, and special-purpose accounts as needed by assessment of the Finance Team. The petty cash account, if there is one, shall be accounted for in accordance with Generally Accepted Accounting Principles, as will all other accounts. The President, Treasurer, and Finance Team Leader shall be the signers on Corporation financial accounts. Other signers may be added as prescribed by the Board. Debit cards, credit cards, and/or online payment accounts may be acquired by the Corporation at the discretion of the Finance Team Leader.

## Article X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

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**10.0 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 ~~or 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.

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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 XI: AMENDMENT OF BYLAWS

**11.0 Amendment of Bylaws.** These Bylaws may be altered, amended, repealed, or restated, and new Bylaws may be adopted by a majority vote of a Board quorum, provided notice of the proposed changes is furnished to Directors at least 48 hours 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: ~~April 11, 2025~~

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Signature

Officer of the Board of Directors

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Signature

Chair of the Board of Directors

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Printed Name