

BYLAWS OF FRIENDS FOR THE PUBLIC LIBRARY, A Nonprofit Corporation

I. CORPORATE PURPOSE

The Friends for the Public Library (hereafter referred to as “The Friends”) is organized exclusively for charitable and educational purposes within the meaning of Section 501 [c] (3) of the Internal Revenue Code. Specifically the purposes of the corporation are to maintain a charitable and educational organization to support the Albuquerque/Bernalillo County Library system, to increase the library’s resources, to advocate for the public library system, to recycle donated material, to stimulate the use of the library’s resources, and to encourage and support educational and literacy programs through the Albuquerque/Bernalillo County Library System.

II. REGISTERED AGENT AND OFFICE

The Friends shall continuously maintain a registered office in New Mexico and a registered agent, as required by the New Mexico Nonprofit Corporation Act. The registered agent’s office will be identical with the registered office.

III. MEMBERSHIP

Classification and Qualification. Any person may become a member of The Friends. The Board shall determine and change classifications by a majority vote of the Board of Directors.

Membership Dues. The dues structure and amounts may be determined and changed by a majority vote of the Board of Directors. Any member who fails to pay annual dues will be deleted from the membership roll.

Membership Year. The membership year shall be determined and changed by a majority vote of the Board of Directors.

IV. MEETINGS OF THE MEMBERSHIP

Annual General Meeting. The members shall meet once a year for a general meeting to occur no later than the last day of the fiscal year. The annual meeting will be open for transaction of any business within the powers of The Friends and, if appropriate, the election of Directors at Large and Officers. The President will report on the state of The Friends.

Special Meeting. Special meetings may be called at any time by request of the President, three (3) or more members of the Board of Directors, or one-quarter of the membership.

Place of Meeting. All meetings of the membership shall be held within the geographical area of the Albuquerque/Bernalillo County Library System.

Notice of Meetings. The Secretary shall provide notices of the annual and special meeting(s) of the membership. The notice of the annual meeting will be served to each member no less than fourteen (14) days before the meeting. The notice shall state (1) the place, day and hour of the meeting; (2) the purpose(s) of the meeting; and (3) the proposed amendment to, changes to or repeal of the Bylaws, if any.

Voting. Each member will have one vote. All members whose dues are current may vote at any annual general meeting or called special meeting. Votes must be made in person.

Quorum. At all meetings of the membership, a quorum shall consist of the members present. A simple majority of votes of persons present at a meeting is necessary for the adoption of any matters.

Legal Meeting. Any meeting at which a quorum is present and to which proper notice was given in accordance with these Bylaws shall constitute a legal meeting.

V. BOARD OF DIRECTORS

General Powers. The Board of Directors, hereafter called “The Board” shall manage the affairs of the Friends.

Number of Board Members. There will be 12 members of The Board.

Composition of Board of Directors. The Board will consist of six (6) duly elected Directors (“Directors At Large”), five (5) duly elected Officers, and a representative appointed by the Director of the Albuquerque/Bernalillo County Library System.

Regular Meetings of the Board of Directors. The Board will meet at least quarterly. The Board may meet at other times as voted on by The Board. Meetings shall be presided over by the President or in his or her absence the First Vice-President. At the beginning of its term, the Board will determine when regular meetings will occur.

Special Meeting of The Board of Directors. The President or three (3) members of The Board may call a special meeting at any time.

Place of Meeting. All meetings of The Board shall be held within the geographical area of the Albuquerque/Bernalillo County Library System.

Notice of Regular and Special Meeting of The Board of Directors. The Secretary shall provide notice of the regular and specially called meetings of the Board. The notice will be served to each member of the Board of Directors. The notice shall state (1) the place, day and hour of the meeting; and (2) the agenda or purpose(s) of the meeting.

Quorum. At the meeting of the Board, a quorum shall consist of a simple majority of the current members of the Board of Directors.

Voting. Each member of the Board will have one vote. Provided there is a quorum, a simple majority of votes is necessary for the adoption of any matter. The Board shall have the authority, by majority vote, to determine acceptable electronic means of voting and participation at meetings. No proxy votes shall be permitted.

Term Limits.

All Board members are limited to serving a maximum of two (2) consecutive full terms in any given position on the Board with a maximum of ten (10) years of consecutive service. As of the date of the most recent amendments to these Bylaws, each sitting Board member who is not serving as a substitute, shall serve out the remainder of their term and then be eligible for one (1) additional term in that same position whereas those serving as a substitute shall serve out the remainder of their term and then be eligible for two (2) additional terms in that same position. As of the date of the most recent amendments to these Bylaws, current Board members who will reach ten (10) consecutive years by the end of their current term are eligible to serve one more term.

Removal of Board Members.

Any Board member, elected or appointed, may be removed by majority vote of the Board of Directors when, in the judgment of the Board, the best interest of The Friends will be served thereby.

VI. DIRECTORS AT LARGE

Directors At Large. Any member of The Friends is qualified to serve as a Director At Large. There will be six (6) Directors At Large.

Election of Directors At Large. Each Director At Large will be elected by the membership at an annual meeting. The nominating committee will present to the membership a slate of Directors At Large for consideration. The membership may nominate other members to serve as Directors At Large upon a motion seconded by a member and passed by a simple majority vote.

Term of Office. Each Director At Large's term is for two years. A Director At Large's term will commence at the beginning of the fiscal year after election by the membership and will end when his or her successor assumes office.

Compensation. No individual will receive compensation for serving as Director At Large.

Vacancy. If a vacancy of a Director At Large's position occurs prior to the expiration of his or her term of office, the President shall appoint, with approval of the Board, a member of The Friends as a substitute Director At Large to complete the vacating Director At Large's term.

Duties. Directors shall be responsible for fulfilling such duties as may be assigned from time to time by the President. As appropriate, each Director shall report at regularly scheduled board meetings in a means acceptable to the Board.

VII. OFFICERS

Officers of the Corporation. All officers will be members of The Friends. The officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Treasurer and Secretary.

Election of Officers. Each Officer shall be elected by the membership at an annual meeting. The nominating committee will present to the membership a slate of Officers according to schedule of offices due to be vacated. The membership may nominate other members to serve as Officers upon a motion seconded by a member and passed by a simple majority vote.

Term of Office. Each Officer's term is for two years. An Officer's term will commence at the beginning of the fiscal year after election by the membership and ends when his or her successor assumes office.

Compensation. No individual will receive compensation for service as an Officer.

Vacancy. The President shall appoint, with approval of the Board, a member of The Friends to fill a vacancy in any office except the office of President. Such appointment shall be for the vacating Officers term. The First Vice-President, or if the First Vice-President is unwilling to do so, the Second Vice-President shall succeed to the Office of the President upon a vacancy in that office.

Duties of Officers.

President. The President shall be the Chief Executive Officer of The Friends and shall be responsible for the execution of the policies of The Friends. The President shall have general supervision over the Officers and shall perform all acts inherent to the office of the President. The President is authorized to sign, in the name of the Friends, contracts and other instruments authorized by the Board of Directors. The President shall preside at the meetings of the membership and the Board. The President will report on the state of the Friends at the annual membership meeting. The President is authorized to appoint committees consistent with the needs of the Friends and shall be an ex-officio member of all committees. The President shall supervise any employees of The Friends. The President will serve as the chair of the Executive Committee.

First Vice-President. The First Vice-President will assist the President, shall assume the duties of the President in the absence of the President, and shall serve on any committees as appointed by the President.

Second Vice-President. The Second Vice-President, in addition to the functions of First Vice-President and President in their absences or inability to serve, shall be chair of the nominating committee.

Treasurer. The Treasurer shall maintain all financial records, make payments in accordance with the budget or upon request of the Board, shall present financial reports to the regular meetings of the Board and shall present an annual report. The Treasurer shall arrange for an audit or a review, according to state law and in accord with all agreements in place with other organizations.

Secretary. The Secretary shall record attendance and shall maintain the minutes of all meetings of the Board and annual and special meetings of the membership. The Secretary will notify members of the Board of Directors of all board meeting and will notify the members of annual and special meetings of the membership in accordance with these By-Laws.

VIII. COMMITTEES

Executive Committee. The Executive committee will assist the President in establishing goals and strategy for The Friends. The Executive Committee will be chaired by the President and will consist of all Officers and a representative appointed by the Director of the Albuquerque/Bernalillo County Library System.

Standing committees. The Executive committee shall appoint members of all standing committees annually.

Finance and Investment Committee. Treasurer shall serve as Chair.

Fundraising Committee.

Governance and Bylaws Committee.

Membership Committee.

Nominating Committee. Second Vice-President shall serve as Chair.

Other committees. The President shall appoint such committees as he or she deems necessary to conduct the business of The Friends.

Removal. The President may remove any committee member when, in his or her judgment, the best interest of The Friends will be served thereby.

Duties. Committee Chairpersons shall be responsible for fulfilling such duties as may be assigned from time to time by the President. Additionally, each Committee Chairperson shall report at each regularly scheduled Board meeting, when appropriate, in a means acceptable to the Board.

IX. ROBERT'S RULES OF ORDER

All meetings of the Membership and The Board shall be conducted in accordance with Robert's Rules of Order Newly Revised, which will control any terms not expressly stated herein.

X. FISCAL YEAR

The Friends' fiscal year will be from July 1 to June 30.

XI. AMENDMENT OF BYLAWS

Proposed Amendment, Alteration or Repeal. The membership may put forward an amendment, alteration, or repeal of these Bylaws by a petition signed by no less than 75 current members or ten percent of the current membership (whichever is greater). The Petition will be submitted to the Board for a vote. The President or three (3) Board Members may also initiate an amendment, alteration, or repeal of these Bylaws.

Board Approval. The Board will approve any amendment, alteration or repeal of these Bylaws by a simple majority vote.

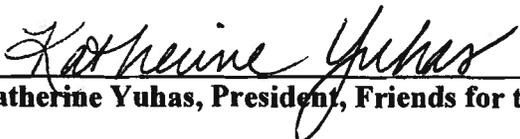
Ratification by Membership. Any amendment, alteration, or repeal of the Bylaws approved by the Board will be submitted to the membership for ratification at either a special meeting or at the annual meeting, as determined by the Board. A simple majority vote of the membership present is required for ratification of the proposed amendment, alteration, or repeal of the Bylaws.

Record of Amendment, Alteration, or Repeal. Any amendment, alteration, or repeal of the Bylaws shall be signed by the President or a Vice-President and the Secretary and shall be dated with the date of adoption by the Board of Directors and ratification by the membership.

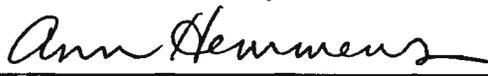
XII. DISSOLUTION

Dissolution of the Friends will be in accordance with the Nonprofit Corporation Act of New Mexico, NMSA 1978 § 53-8-1 et seq. Upon dissolution, the assets of the Friends shall be distributed first in payment of all liabilities of The Friends and then to the Albuquerque/Bernalillo County Library System.

THESE AMENDED BYLAWS WERE APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS ON May 25, 2011 AND RATIFIED BY THE MEMBERSHIP ON June 30, 2011.

 6/30/11

Katherine Yuhás, President, Friends for the Public Library

 6/30/11

Ann Hemmens, Secretary, Friends for the Public Library