

**BYLAWS  
FRIENDS OF THE SANTA FE PUBLIC LIBRARY, INC.**

**ARTICLE I. NAME AND PURPOSE**

- A.** The name of this non-profit corporation is the FRIENDS OF THE SANTA FE PUBLIC LIBRARY, INC. (FOL).
- B.** The purpose of the FOL is to maintain an association of persons interested in the Santa Fe Public Library and to stimulate interest in the library system and its services and facilities. The FOL serves as the recipient of funds and items donated to the Friends of the Santa Fe Public Library or the Santa Fe Public Library for the benefit of the Santa Fe Public Library, using these funds for the purchase of books, other materials, equipment and special programs and other purposes as determined by the FOL Board of Directors and the Library staff.
- C.** Administration and control of the Santa Fe Public Library is vested in the Santa Fe City Council and the Library Director. The Santa Fe Public Library Board, appointed by the Mayor of the City of Santa Fe, serves in advisory capacity only. The FOL Board is separate from the Santa Fe Public Library Board, and the FOL officers are elected by the general members of the FOL.

**ARTICLE II. MEMBERSHIP AND VOTING**

- A.** Membership in the FOL is open to all individuals and businesses interested in its purposes.
- B.** The annual dues are determined by the Board of Directors.
- C.** A member in good standing is one who has paid annual dues and is thereby entitled to make motions and vote at general membership meetings.

**ARTICLE III. BOARD OF DIRECTORS**

- A.** The business and property of the FOL are managed by the Board of Directors as specified in this Article, paragraph D, and Article IV, paragraph A and Article VII, paragraph B. Board voting members are the elected officers and directors and the appointed representative of the Santa Fe Woman's Club and Library Association. The immediate Past President and the Library Director, Santa Fe Public Library are ex-officio, non-voting members. No FOL Board member may receive compensation for serving as a director.
- B.** The FOL Board is a working board. All members serve as advocates of the Public Library services and programs to the entire community. Members of the Board are required to participate in Board activities and responsibilities.

- C. The elected officers constitute the Executive Committee of the Board. They should meet before each regular Board meeting to plan that Meeting's agenda. This committee is empowered to act for the Board in emergency situations provided that every Board member is polled by the President, or a designated officer and that a majority vote is obtained. Such actions are reported at the next regular Board meeting and are included in its Minutes.
- D. Term of office of officers and directors is two (2) years. No voting member of the Board may serve more than three (3) consecutive two-year terms. If an office cannot be filled when the officer has completed six (6) years, the Board may vote to retain the officer, as a voting member, until an appropriate replacement is accepted.
- E. The number of directors may be increased or decreased at any time by a majority vote of the Board, but in no event may the Board consist of fewer than nine (9) or more than twenty (20) voting members..
- F. Any voting member vacancies which arise in the time between Annual Meetings are to be filled by appointment by the President with confirmation by a majority Board vote. Said appointment, if more than one-half term, shall be deemed a full term.
- G. Regular Board meetings are held at such time and at such intervals established by the Board, provided the Board meets not less often than quarterly. Two consecutive absences from a regular or special Board meeting by a Board member who has not given previous notice of or reason for the absences to an officer constitute an automatic resignation. Notice of absence should be given to any Board member or the Administrative Assistant.
- H. Special Board meetings may be called on forty-eight (48) hour notice by the President or by two (2) directors, and all Board members must be notified of them. A majority of the voting members of the Board constitutes a quorum.

#### **ARTICLE IV. OFFICERS**

- A. The FOL officers are President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. These positions may be filled by more than one person. Their duties are specified in job descriptions developed by the Board.
- B. Elections are held at the Annual Meeting. Officers and directors take office at the close of the meeting at which they are elected.
- C. Any officer, elected or appointed, may be removed from office upon an affirmative vote by a majority of the Board at a regular meeting whenever, in

the Board's judgment, the best interest of FOL would be met.

- D. The Executive Committee may employ a paid Administrative Assistant.

#### **ARTICLE V. NOMINATING COMMITTEE**

- A. The Nominating Committee is made up of three (3) members-at-large, one of whom serves as Chairperson, whose purpose is to search for officers as well as Board members.
- B. The report of the Nominating Committee is to be included in the notice to members regarding time and place of the Annual Meeting.
- C. Nominations may be made from the floor at the meeting, provided consent of the nominee has been obtained. If there is more than one nominee for any office, voting for that office is by written ballot during the Annual Meeting.

#### **ARTICLE VI. ACTIVITIES**

- A. The FOL Board is organized around five (5) Activities or Committees: FINANCE, BOOK SALES, COMMUNICATIONS, MEMBERSHIP, and FUND RAISING.
- B. These committees are formed on an as-needed basis. Board members may be appointed by the President or they may volunteer, with approval of the Board, to be responsible for one or more of these committees. In addition, non-Board members may be drawn from active FOL members and accepted to serve as needed, upon approval of the Board. Any changes and/or additions in committee personnel are to be reported in writing at the next regular meeting by the chief officer of each committee, for their entry into the Minutes.
- C. Special committees may be appointed by the President with the approval of the Board. Ad hoc committees are automatically dismissed after the final report of the committee has been made
- D. Committee responsibilities are outlined in job descriptions developed by the Board. The specific functions of each are herein listed as follows and may be changed as deemed appropriate by Board action.

**FINANCE**: Creates budgets and monthly financial reports. Makes recommendations to the full Board on allocation of funds (Library Director's requests) and on Endowment Advisory Committee reports.

**BOOK SALES**: Plans, oversees and reports on book sales and bookstore operations. Shall keep newsletter editor advised of upcoming sales. Works with Treasurer to assure accuracy of accounts related to sales.

**COMMUNICATIONS**: Creates and publishes FOL news. Coordinates publicity for Book sales, Bookstores, and other FOL events. Serves as contact between schools and the Public Library to oversee FOL financed school bus trips to SFPL. Updates Bylaws, when needed, to be voted on at the next general membership meeting.

**MEMBERSHIP**: Plans and conducts efforts to maintain and expand FOL membership.

**FUNDRAISING**: Plans and oversees fundraising activities.

## **ARTICLE VII. ENDOWMENT FUND**

- A.** The Endowment Fund consists of: 1. Contributions from donors who specifically designate their inclusion in this Fund; funds designated by the FOL Board for the endowment; or 2. Funds placed here by the FOL Board for asset management purposes. All such monies of each category are held separately, and the principal of funds in (1) above may not be invaded. Value of all funds shall be marked to market periodically to reflect current value.
- B.** The management of the Endowment Fund is the responsibility of the Endowment Advisory Committee (EAC) consisting of the FOL President (or designee), Treasurer, and up to five (5) members-at-large who are knowledgeable about investment and may be appointed with the advice and consent of the EAC.
- C.** The term of each appointed EAC member is two (2) years with unlimited reappointment with the consent of the EAC.
- D.** The EAC is charged with management and protection of the principal of the Fund as well as recommending investment of the principal.
- E.** Annually at the October meeting, the EAC will make a recommendation to the Board for a distribution rate not to exceed 4% of the endowment assets or the total of dividend and interest income, whichever is greater. The Board will make an annual allocation, based on the recommendation from the EAC, for library materials, library program enhancements, and/or library furniture, fixtures, and equipment, etc. and/or Board expenditures.

## **ARTICLE VIII. GENERAL MEETINGS**

- A.** The Annual Meeting of the general membership, as required of corporations by New Mexico statute, is held each year at such time and place as designated by the FOL Board of Directors. Written notice of the meeting shall be mailed or emailed to each member or announced in the newsletter at least fourteen (14) days in advance of the meeting.

- B. Special meetings of the general membership may be called by the FOL Board with reasonable advance notice given, i.e., no less than forty-eight (48) hours.
- C. The presence of twenty (20) members constitutes a quorum at any general membership meeting.

#### **ARTICLE IX. AUDIT OF BOOKS**

- A. The FOL fiscal year is the calendar year: January 1 through December 31.
- B. The books and accounts of the FOL are kept in accordance with generally accepted accounting principles and may be reviewed at the close of the fiscal year, or at any time as may be designated by the Board.

#### **ARTICLE X. PARLIAMENTARY AUTHORITY**

- A. The rules contained in Robert's Rules of Order, Newly Revised, govern the organization in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws.

#### **ARTICLE XI. AMENDMENTS**

- A. These Bylaws may be amended at any Annual Meeting or special general membership meeting by approval of two thirds (2/3) of the members meeting the required quorum and present. Notice of proposed amendment(s) must be given a minimum of fourteen (14) days prior to the Annual Meeting.

#### **ARTICLE XII. PERMANENT RECORDS**

- A. Permanent records, such as Minutes of meetings, membership files, and such other records and data must be kept and stored in a location determined by the FOL Executive Committee.

#### **ARTICLE XIII. END DISTRIBUTION OF ASSETS OF DISSOLUTION**

- A. Upon dissolution of the FOL, the Board of Directors must, after all liabilities and obligations are met, consult with the Library Division Director and distribute the net assets to the Library system.

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*Revised January 25, 2015*

*Kitty Sherlock*

Kitty Sherlock, President

*Lucinda Surber*

Lucinda Surber, Vice President