

**BYLAWS OF THE  
STATE LIBRARY OF NEW MEXICO FOUNDATION**

**ARTICLE I  
OFFICES**

**Section 1.1 Principal Office.**

The principal office of the Corporation shall be located in Santa Fe, New Mexico.

**Section 1.2. Other Offices.**

The Corporation may also have offices at such other places, within or without the State of New Mexico, wherever it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE II  
MEMBERS**

**Section 2.1 No Members Other Than Members of the Board of Directors.**

Pursuant to Section 53-8-11 of the Nonprofit Corporations Act of the State of New Mexico, the Corporation shall have no members other than those persons who shall constitute the Corporation's Board of Directors.

**Section 2.2. Public Support Membership.**

The Board of Directors may in its sole discretion establish a membership program for the purposes of promotion and development of a support group. Nevertheless, no formal structure shall be developed to allow these members to have an influence in policy decision-making.

**ARTICLE III  
DIRECTORS**

**Section 3.1. Number.**

The Corporation may have up to thirteen Directors, but no fewer than four Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The New Mexico State Librarian shall serve as an ex-officio member of the Board of Directors without vote.

### **Section 3.2. Powers.**

The Directors shall exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by applicable law. The Directors may establish a system by which the Corporation may present its recommendations for development and promotion of the State Library and its resources to the State Librarian.

### **Section 3.3. Duties.**

It shall be the duty of the Directors to:

a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.

c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

d) Meet at such times and places as required by these Bylaws.

e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or sent by electronic means to them at such addresses shall be valid notices thereof.

f) Recognize that the purpose of the Corporation's existence and the basis for its actions is to enhance the New Mexico State Library's goals. It is established as a nonprofit, public benefit corporation organized exclusively for educational, charitable and literary purposes within the guidelines set forth by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The State Library of New Mexico Foundation is the independent philanthropic partner of the New Mexico State Library in strengthening information resources which enrich the social and cultural heritage of New Mexico and its people through the New Mexico State Library.

### **Section 3.4. Terms Of Office.**

Each Director shall be elected to a three-year term and no limit is placed on the number of terms served.

### **Section 3.5. Compensation.**

Directors shall serve without compensation, provided that they shall be allowed reasonable compensation for extraordinary services and reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3.3 of this Article. As used herein, "extraordinary duties" refers to the performance of

duties not specified in such Section and which are performed in furtherance of the primary purposes and powers of the Corporation.

### **Section 3.6. Places Of Meetings.**

Meetings shall be held at the principal office of the Corporation unless provided by the Board of Directors or at such place within or without the State of New Mexico that has been designated from time to time by prior resolution of the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

### **Section 3.7. Regular And Annual Meetings.**

Regular meetings of the Directors shall be held not less than four times a year. The annual meeting shall be held on the same day as the first business meeting in July. At the Director's annual meeting, Directors shall be elected by the Board of Directors by majority vote. Each Director shall cast one vote.

### **Section 3.8. Special Meetings.**

Special meetings of the Board of Directors may be called by the President of the Corporation, or, if he or she is absent or is unable or refuses to act, by the Vice President, or by any two Directors, and such meetings shall be held at the place, within or without the State of New Mexico, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

### **Section 3.9. Notice Of Meetings.**

The Secretary of the Corporation, or such other person designated by the President, shall deliver notice of the time and place of meetings of the Board of Directors to each Director personally or by electronic means not less than ten calendar days or by United States mail not less than 14 calendar days prior to the day of the meeting. If sent by mail or electronic means, the notice shall be deemed to be delivered on its deposit in the United States mail or when sent electronically. Such notice shall be addressed to each Director at his or her address as shown on the books of the Corporation.

### **Section 3.10. Contents Of Notice.**

Notice of meetings shall specify the place, day, time and location of the meeting and general nature of business to be transacted.

### **Section 3.11. Waiver Of Notice And Consent To Hold Meetings.**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined in Section 3.12 is present and provided that either

before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the minutes of the Corporation or be made a part of the minutes of the meeting.

**Section 3.12. Quorum Of Meetings.**

A quorum shall consist of three members of the Board of Directors, one of whom shall be an officer.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation, or by applicable law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

**Section 3.13. Majority Action As Board Action.**

Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be an act of the Board of Directors, unless applicable law, the Articles of Incorporation, or these Bylaws require a greater number.

**Section 3.14. Conduct Of Meetings.**

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President or, in the absence of both, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as Secretary of the Board provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert’s Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Bylaws, the Articles of Incorporation, or applicable law.

**Section 3.15. Action By Unanimous Written Consent Without Meeting.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the Directors.

**Section 3.16. Vacancies.**

Vacancies on the Board of Directors shall exist on the death or resignation of any Director and whenever the number of authorized Directors is increased by an amendment to these Bylaws.

The Board of Directors may declare vacant the office of a Director if he or she is declared incompetent by an order of a court of competent jurisdiction, or if within 60 days after notice of his or her election to fill a vacancy, he or she does not accept the office either in writing or by attending a meeting of the Board of Directors.

Vacancies on the Board of Directors shall be filled by a majority of the remaining Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, incompetency or resignation from office, whichever occurs first.

**Section 3.17 Duties of Directors To Act As Prudent Persons.**

Each Director shall perform his or her duties as a Director including his duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely on factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

c) A committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

**Section 3.18 Liability Of Directors.**

No Director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director unless:

- a) The Director has breached or failed to perform the duties of his or her office in compliance with Section 3.17 of this Article; and
- b) The breach or failure to perform constitutes willful misconduct or recklessness.

Except as otherwise provided in this Section, no Director shall be held personally liable for any damages resulting from any negligent act or omission of an employee of the Corporation, any negligent act or omission of any other Director, or any action taken as a Director or any failure to take action as a Director, unless the Director has breached or failed to perform his or her duties as a Director and such breach or failure to perform constitutes willful misconduct or recklessness.

The immunity provided in the previous paragraph shall not extend to acts or omissions that constitute willful misconduct or recklessness personal to the Director, and such immunity is limited to actions taken as a Director at a meeting of the Board of Directors or by action taken by such Board pursuant to Section 3.15 of this Article.

The Corporation shall not transfer assets in order to avoid claims against corporate assets resulting from a judgment against the Corporation. If a Director votes to do so, the immunity provided by this Section shall have no force or effect as to that Director.

**ARTICLE IV  
OFFICERS**

**Section 4.1. Number Of Officers.**

The Corporation’s officers shall consist of a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have, as determined by the Board of Directors, one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other such officers. One person may hold two or more offices.

**Section 4.2. Qualification, Election, And Term Of Office.**

Any Director may serve as an officer of this Corporation. Officers shall be nominated and elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4.3. Subordinate Officers.**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **Section 4.4. Removal And Resignation.**

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President, effective as of the date of the receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **Section 4.5. Vacancy.**

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may be filled as the Board shall determine.

### **Section 4.6. Duties Of The President.**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by applicable law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by applicable law, the Articles of Incorporation or these Bylaws, he or she may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 4.7. Duties Of The Vice President.**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, subject to all the restrictions on, the President. The Vice President shall have other such powers and perform such other duties as may be prescribed by applicable law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **Section 4.8. Duties Of The Secretary.**

The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation or at such other places as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, and, if special, how called and how notice thereof was given, the name of those present at the meeting, and the proceedings thereof.
- c) See that notices are duly given in accordance with the provisions of these Bylaws or as required by applicable law.
- d) Be custodian of the records of the Corporation.
- e) Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors.
- f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by applicable law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 4.9. Duties Of The Treasurer.**

Subject to the provisions of Article VI of these Bylaws, the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.



f) Render to the Directors, whenever requested, and account to any or all of his or her transactions as Treasurer and/or the financial condition of the Corporation.

g) Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports.

h) In general, perform all duties incident to the office of Treasurer and other such duties as may be required by applicable law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Section 4.10. Duties Of The Executive Director.**

At its discretion, the Board of Directors may appoint an Executive Director and determine such individual's duties and responsibilities. Any such Executive Director may serve as a volunteer until if and when sufficient funds permit the Board of Directors to compensate this position, which compensation and terms of employment shall be determined by the Board. Any such Executive Director may be an officer and Director.

**ARTICLE V**

**COMMITTEES**

**Section 5.1. Executive Committee.**

The Board of Directors may, by a majority vote of its members, designate two or more of the Corporation's officers to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal the Articles of Incorporation or these Bylaws, and provided that the creation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him or her by applicable law, the Articles of Incorporation, or these Bylaws.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase, or decrease but not below two the number of its members, and fill vacancies therein from the officers of the Board. The Executive Committee shall establish rules and regulations for its meetings and meet at such time or times as it deems necessary, provided that a reasonable notice of all meetings of the committee shall be given to its members, and no act of the committee shall be valid unless approved by a vote or written consent of a majority of its members. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors from time to time as the Board may require.

### **Section 5.2. Nominating Committee.**

The Directors may establish a Nominating Committee comprising of not fewer than two of its members. If established, such shall have complete authority and power to nominate a person or persons to the Board of Directors. The Nominating Committee shall perform this function upon the request of the Board of Directors. No person so nominated by such committee shall become a member of the Board of Directors unless and until he or she is approved as such by a majority vote of the then Directors.

### **Section 5.3. Standing And *Ad Hoc* Committees.**

The Corporation shall have such standing and *ad hoc* committees as may from time to time be designated by resolution of the Board of Directors.

### **Section 5.4 Limitation On Authority of Committees.**

No committee established under this Article V shall have the authority of the Board of Directors in reference to: amending, altering or repealing these Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by applicable law.

## **ARTICLE VI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **Section 6.1. Execution Of Instruments.**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit.

**Section 6.2. Checks And Notes.**

Except as otherwise specifically determined by resolution of the Board of Directors and subject to Section 6.1, or as otherwise required by applicable law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, or if he or she so delegates such authority in a signed writing, by the Executive Director.

**Section 6.3. Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 6.4. Gifts.**

With the approval of the Executive Committee or Board of Directors, the Executive Director may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VII**

**CORPORATE RECORDS AND REPORTS**

**Section 7.1. Minutes Of Meetings.**

The Corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, if any, with the time and place of holding, whether regular or special, and, if special, how called, the notice given, the names of those present and the proceedings thereof.

**Section 7.2. Books Of Account.**

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

**Section 7.3. Inspection By Directors.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation.

## **ARTICLE VIII**

### **FISCAL YEAR**

The calendar year shall be the fiscal year of the Corporation.

## **ARTICLE IX**

### **AMENDMENT OF THE BYLAWS**

Subject to the provisions of the New Mexico Nonprofit Corporations Act, these Bylaws may be amended, in whole or in part, by the vote of a majority of Directors present at any regular or special meeting of Directors at which a quorum is present, provided that notice of such meeting and of the intention to change the Bylaws thereat is given to each Director as provided in Section 3.9 of these Bylaws, or by the written consent of all Directors without a meeting as provided in Section 3.15 of these Bylaws.

## **ARTICLE X**

### **AMENDMENT OF THE ARTICLES OF INCORPORATION**

Amendment of the Articles of Incorporation may be adopted by a resolution of two-thirds vote of the Board of Directors.

## **ARTICLE XI**

### **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Director, officer, employee, or other person connected with this Corporation, or any other individual or entity, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or entity of reasonable compensation for services performed for the Corporation in effecting any of its purposes. As provided in Article Eight of the Articles of Incorporation, no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, employees or such other persons upon dissolution of the Corporation.

## **ARTICLE XII**

### **LIABILITY AND INDEMNIFICATION**

#### **Section 12.1 Liability For Corporate Obligations**

The Directors, officers and employees of the Corporation shall not be personally liable for the Corporation's obligations.

**Section 12.2 Indemnification Of Directors And Officers.**

The Corporation shall indemnify any Director or officer, or former Director or officer, against reasonable expenses, costs, and attorneys’ fees actually and reasonably incurred by him or her in any proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or officer of the Corporation. Such indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim.

The Director or officer shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and that the breach or failure to perform constitutes willful misconduct or recklessness.

The Corporation may in its discretion provide advance indemnification of a Director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or officer shall reimburse the Corporation if it is subsequently determined that the Director or officer was not entitled to indemnification.

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Adopted June 13, 2017  
Revised May 9, 2019  
Revised October 28, 2021



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Elizabeth Martinez, President  
May 9, 2019



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Lucinda Surber, Secretary  
May 9, 2019