

# SANTA FE WOMAN'S CLUB AND LIBRARY ASSOCIATION BYLAWS

Adopted March 17, 2025

## Article I

The name of the organization shall be the Santa Fe Woman's Club and Library Association (hereafter designated as the "Club").

## Article II

The Club is a New Mexico non-profit public corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

## Article III Membership

**Section 1.** Levels of membership and respective dues shall be determined by the Board of Directors (BOD).

**Section 2.** All persons submitting an application for membership shall be admitted upon payment of the established dues.

**Section 3.** Honorary memberships may be extended at the discretion of the BOD.

**Section 4.** All members shall pay dues annually by January 1 to be considered in good standing.

**Section 5.** Members who do not pay dues by March 1 will be dropped from the roll.

**Section 6.** The fiscal year shall be from January 1 through December 31 inclusive.

## Article IV Meetings

**Section 1.** Club membership meetings will be conducted monthly or as determined by the BOD.

**Section 2.** A quorum is twenty-five (25) percent of the Club's members.

## Article V Officers

**Section 1.** The Officers of the Club shall be President, First Vice President, Second Vice President, Recording Secretary, Communications Secretary, Treasurer, and Assistant Treasurer. Any member in good standing who has served on the BOD or chaired a committee or task force is eligible to be President. Any member in good standing may hold any other office. The term of office shall be two years.

**Section 2.** The President may hold office for two consecutive terms. She may be appointed or elected to the presidency again following a break from that office.

**Section 3.** The Nominating Committee shall present a slate of at least one name for each elected BOD position at the October BOD meeting in election years.

**Section 4.** All elected BOD positions shall be elected by majority vote of the members present at the annual membership meeting in election years at which a quorum is present. Nominations

may be made from the floor. Officers shall continue in office until their successors have been installed.

**Section 5.** The majority of all votes obtained by a show of hands of the members present shall be necessary to elect the Officers and Board Members-at-Large. Any member present may request a secret ballot vote. When there is more than one candidate for any position the election will be by paper ballot.

**Section 6. Duties of Officers**

The *President* shall preside at membership meetings of the Club and the BOD. She shall prepare an agenda for all such meetings. She shall oversee the duties of the Property and Rental Manager. She shall appoint the Parliamentarian and all committee Chairs. She shall be an ex-officio member of all committees except the Nominating Committee.

The *First Vice-President* in the absence of the President, shall perform the duties of the office of President. Additional duties may be assigned by the President.

The *Second Vice-President* in the absence of the President and the First Vice-President, shall perform the duties of the office of President. Additional duties may be assigned by the President.

The *Recording Secretary* shall keep a record of the proceedings of all meetings of the BOD and the annual membership meeting. She shall have custody of all records, books, and letters pertaining to her work. She shall be responsible for distributing the minutes to the BOD.

The *Communications Secretary* shall oversee all Club communications.

The *Treasurer* oversees the general financial management of the Club. She shall be responsible for keeping an account of all funds of the Club. She shall be the Chair of the Budget and Finance Committee.

The *Assistant Treasurer* shall assist the Treasurer and assume the Treasurer's duties when necessary. She shall send delinquent dues notices by January 31.

**Section 7.** Vacancies in any BOD position shall be filled by majority vote of the BOD.

## Article VI Board of Directors (BOD)

**Section 1.** The management of the Club shall be the responsibility of the BOD. The BOD shall be composed of eleven (11) members: elected Officers of the Club, the Chair of the Building and Grounds Committee, the Parliamentarian, and two (2) Members-at-Large. Each BOD Member shall have one vote; the Parliamentarian shall be non-voting.

**Section 2.** The BOD shall meet prior to each membership meeting. A quorum of six (6) members of the BOD shall be necessary for the transaction of business. Special meetings of the BOD may be called by telephone or e-mail by the President. Any BOD Member may request a special Board Meeting.

**Section 3.** Members of the BOD shall not receive any compensation for their services as Directors.

**Section 4.** The BOD may make motions, second motions, debate issues and vote on motions by electronic means, as long as all members of the BOD are offered equal access to all the parts of the process.

**Section 5.** At the October meeting of the BOD, the Chair of the Budget and Finance Committee shall present an annual budget for approval by the BOD. The BOD approved budget shall be presented for adoption by the membership at the Annual Membership Meeting in November.

**Section 6.** The records of the financial accounts of the Club are open and available for inspection. **Section 7.** The Club shall indemnify all BOD members and provide liability insurance.

## Article VII Committees

**Section 1.** There shall be the following standing committees: Budget and Finance, Building and Grounds, and Nominating.

### **Section 2.** Duties of Committees

The *Budget and Finance Committee* shall prepare an annual budget covering the anticipated expenses and revenue. The Committee shall act in an advisory capacity to the BOD.

The *Building and Grounds Committee* shall oversee the building and premises and work closely with the Property and Rental Manager and the Treasurer. The Committee shall make written recommendations with cost estimates to the Budget and Finance Committee prior to the budget process. Current year unbudgeted expenses must be presented to and approved by the BOD.

The *Nominating Committee* shall present a slate of at least one name for each elected BOD position at the October BOD meeting in election years.

**Section 3.** Additional task forces and committees may be formed, and their duties will be defined by the President and the BOD. Budgetary requests must be approved by BOD.

## Article VIII Parliamentary Authority

The meetings of the Club and the BOD shall be governed by the rules contained in "Robert's Rules of Order Newly Revised."

## Article IX Amendment to the Bylaws

The Bylaws may be amended by a majority vote of all members present at a meeting of the membership after the changes have been proposed to the members at least fourteen (14) days prior to the meeting at which they will be considered.

## Article X Statement of Dissolution

In the event of dissolution of the Organization, the BOD shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation to an organization dedicated to charitable and/or educational purposes that has been recognized as a 501(c)(3) organization by the Internal Revenue Service.