

BYLAWS OF

REFORMA-EL PASO CHAPTER

THE NATIONAL ASSOCIATION TO PROMOTE LIBRARY AND INFORMATION SERVICES TO LATINOS AND THE SPANISH-SPEAKING

ARTICLE I NAME

The name of the Corporation is REFORMA-EL PASO CHAPTER, National Association to Promote Library and Information Services to Latinos and the Spanish-Speaking (“the Corporation”).

ARTICLE II PURPOSE OF THE CORPORATION

The Corporation is organized to operate exclusively for charitable and educational purposes (within the meaning of Section 501 (c)(3) and Section 170 (c)(2) of the Internal Revenue Code of 1986). In particular, the purposes of the Corporation are to: (i) united Hispanic librarians and all other librarians interested in working with the Spanish speaking, (ii) promote and conduct research and studies concerning educational materials and library programs available to serve the Spanish speaking, (iii) promote the development of Spanish-language and Hispanic oriented library collections, (iv) collect and disseminate information about and for the benefit of the Spanish speaking, (v) help recruit prospective bilingual and bicultural librarians, including providing scholarship aid for students, the criteria for such scholarships to be determined by a Committee designated by the Board of Directors, and (vi) engage in all other educational and charitable activities permitted by law.

ARTICLE III MEMBERS

Section 1. Qualifications. Any individual, partnership, or corporation shall be eligible to apply for membership. All members in good standing have the right to vote for officers, dues, or matters presented for approval to the membership. Only members who are individuals in good standing are eligible to be elected or appointed as Officers of the Corporation.

Section 2. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 3. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Corporation. The property, affairs, business, and concerns of the Corporation shall be managed by a Board of Directors.

Section 2. Dues. Dues for members shall be established by the National Reforma Board of Directors.

Section 3 Meetings. The board meetings shall be held monthly. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the Chairperson or at the request of at least 10% of the members by notice mailed, telephone, or telegraphed to each member not less than five (5) days before such meeting.

Section 4. Removal of Directors.

Any one or more of the Directors may be removed either with or without cause, at any time, by a majority of the members of the Board present at any meeting of the Directors, provided there is a majority of the entire Board present at the meeting of Directors at which such action is taken.

Section 5. Quorum.

A majority (# x 51%) of the entire Board shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided, the vote of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board. The member of the Board of Directors who is President of the Corporation's affiliate shall be counted for the purpose of establishing a quorum, but shall not be eligible to vote on any matter.

Section 6. Action by Consent.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 7. Place and Time of Meeting of the Board.

Meetings of the Board may be held at any place. The time and place for holding meetings of the Board shall be fixed by the Board.

Section 8. Notice of Meetings.

Notice of all meetings shall be served personally upon or mailed to the usual address

(post or electronic) of each Director not less than 5 (5) days prior to the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 9. Duty of Directors and Officers.

(a) Directors and Officers discharge the duties of their respective positions in good faith and with that degree of diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

(b) In discharging their duties, Directors and Officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the Officer of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants, fairly to reflect the financial condition of such Corporation.

Section 10. Resignation.

Any member of the Board of Directors may resign by tendering a resignation in writing to the Secretary. Such resignation shall be effective upon receipt by the Secretary.

**ARTICLE V
EXECUTIVE COMMITTEE**

The President, Vice-President/President-Elect, Immediate Past President, Treasurer, Secretary-Treasurer Liaison, Parliamentarian, Hospitality, Historian, Publicity and Membership. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation, including power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee shall report its actions to the Board of Directors when required.

**ARTICLE VI
OFFICERS**

Section 1. Election.

The Officers of the Corporation shall be elected by the membership and shall be a President, Vice-President/President-Elect, Immediate Past President, Treasurer, Secretary-Treasurer Liaison, Parliamentarian, Hospitality, Historian, Publicity and Membership. The outgoing President shall serve as Immediate Past President.

Section 2. Terms of Office.

All of the Officers of the Corporation shall hold their offices for a term of one year or until their successors are chosen and qualified:

- President – one year (then automatically serves as Immediate Past President for the following year);
- President-Elect – one year (then automatically serves as President for the following year);
- Secretary/Treasurer Liaison – one year;

- Treasurer – one year;
- Parliamentarian – one year;
- Historian-one year;
- Publicity and Membership-one year;
- Hospitality – one year.

Officers may succeed themselves in office for an unlimited number of terms. Any Officer of the Corporation may be removed at any time by a majority of the Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the President. In the event of a vacancy in the office of the President, the Vice-President/President-Elect shall serve as President through the current term. If neither the President nor the Vice-President/President-Elect is able to serve, the Executive Committee shall appoint an Acting President and submit a recommendation to the Board of Directors for approval.

Section 3. Authority.

The President, Vice-President/President-Elect, Secretary, Treasurer or other persons may be authorized by the Board of Directors, to individually enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws; except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 4. Duties.

The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, or as provided pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 5. The President.

The President shall be the Chief Operating Officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors.

Section 6. The Vice-President/President-Elect.

In the absence or disability of the President, the Vice-President/President-Elect shall perform the duties and exercise the power of the President. The Vice President/President-Elect shall also assist the President and perform such other duties and have such other powers as are prescribed in the Bylaws, and as from time to time may be prescribed by the Board of Directors.

Section 7. The Secretary-Treasurer Liaison.

The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Executive Committee, the Board of Directors, Membership and such other actions of the Corporation, as the Board of Directors shall direct. The Secretary

shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, perform all duties customary to the office of Secretary. The Secretary shall have custody of the Corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give authority to any officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 8. The Treasurer.

(a) The Treasurer shall perform all duties customary to that office, shall have the custody of, and be responsible for, all Corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or its delegates, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 9. The Parliamentarian.

The Parliamentarian shall represent all members of the Corporation as an expert in parliamentary procedures and parliamentary history.

Section 10. The Hospitality.

The Hospitality shall represent the chapters of the Corporation by coordinating all reception functions for Board approved events, including making reservations for meeting locations, planning for meals and other refreshments, and coordinating with the Committee chairperson in charge of the meeting/event.

Section 11. The Publicity and Membership.

The Publicity shall represent the Corporation by preparing press releases on organizational activities; shall be responsible for the distribution of these releases to local and surrounding media and to professional journals when appropriate. The Membership shall maintain accurate records of the current membership, coordinates and mails renewal notices and membership cards to all members, and compiles the official membership list monthly.

Section 12. The Historian.

The Historian shall represent all members of the Corporation by collecting, organizing and placing in permanent storage the past records of the organization and reports on the status of these activities at the beginning of each term.

Section. 13. The Immediate Past President.

The Immediate Past President shall serve as chair of the Finance Committee and serves on the Nominating Committee. Assists the President in a smooth transition of office.

**Article VII
MISCELLANEOUS PROVISIONS**

Section 1. Seal.

The seal of the Corporation shall be circular in form and shall have inscribed thereon the words: "REFORMA, National Association to Promote Library and Information Services to Latinos and the Spanish Speaking," and "Corporate Seal. "

Section 2. Checks.

All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate. Check shall be written out to Reforma-El Paso Chapter.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

**ARTICLE VIII
AMENDMENTS**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors by a vote of a majority of the Directors in office, if at least five (5) days written notice is given of the intention to take such action at such meeting.