

BYLAWS
Oaxaca Lending Library, AC

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Article I – Association

Section 1 - The Oaxaca Lending Library, a legally recognized Mexican organization (hereinafter referred to as “OLL” or “the Association”), shall have its principal office location at Pino Suarez 519, 68000 Oaxaca de Juarez, Oaxaca, Mexico. The Association may also have offices at such other locations within the State of Oaxaca as the Board of Directors may from time to time appoint or the activities of the Association may require.

Section 2 – The objectives of OLL shall be to maintain a non-profit, bilingual (Spanish and English) library which will permit members to borrow reading material for a determined length of time; to furnish on-premises access to reading material for members and non-members; to provide a venue for educational and cultural meetings and social events; and to cooperate with other organizations with similar goals. The OLL shall be a not-for-profit organization; however, OLL may employ individuals to assist in its operation at a salary set by the Board.

Section 3 - Any proposed changes or revisions to the Bylaws of the Association must be presented to the Secretary, in writing, at least one week before a Board Meeting, and be posted at the Library by the Secretary at least one week before such Board Meeting. Such proposed changes or revisions shall be presented at the Board Meeting and shall require a majority affirmative vote by the Board Members. Such changes must be approved at a General or Special Meeting before becoming effective.

Article II – Membership

Except as provided below, members in good standing of the OLL shall have access to all books and other materials, and may participate in the various activities and social events that the OLL may from time to time organize, by filling out an application and paying a membership fee. The amount of this membership fee shall be set by the Board of Directors and be subject to change from year to year. The composition of the membership of this Association and the process by which individuals may become members are as follows:

Section 1 -- Individual Membership. Any individual age 18 or over may become an Individual Member. An Individual Member in good standing shall be allowed one vote in any Annual General Assembly or Special Assembly Meeting. Existing Life Members, which are no longer issued, are entitled to all the privileges granted Individual Members.

Section 2 – Family Membership. Family Memberships can include spouses, life partners, and children. A Family Membership in good standing shall be allowed one vote in any Annual General Assembly or Special Assembly Meeting.

Section 3 – Student Membership. Student Memberships are intended for registered students in an official accredited school who are 18 years of age or older. An individual who can show valid identification indicating that he or she is currently enrolled in a degree-granting program at any school may become a Student Member. A Student Member shall not have a vote in any Annual General Assembly or Special Assembly Meeting.

Section 4 – Children’s Membership. Any child under the age of 18 years may become a Child Member at no charge. A Child Member shall not have a vote in any Annual General Assembly or Special Assembly Meeting.

Section 5 –Visitor’s Membership. Any individual age 18 or over may become a Visitor Member for a specific, limited term. The sub-categories of Visitor Memberships are (1) one-month, (2) two-month, and (3) three-month terms. Visitor Members shall have access to all books and other materials and may participate in the various activities and social events as OLL may from time to time organize, during the term of their membership. A Visitor Membership in good standing shall be allowed one vote in any Annual General Assembly or Special Assembly Meeting held during the term of their membership.

Section 6 - Any membership may be terminated for cause by action of the Board of Directors. “Cause” shall be determined on a case-by-case basis by the Board, and requires majority approval of the Board Members.

Article III – Board of Directors

Section 1 - The Board of Directors shall be comprised of a minimum of seven Directors and Officers. Each Director or Officer must be over the age of eighteen years and be a voting member in good standing.

Section 2 - Potential Directors shall be nominated by a Nominating Committee. The Nominating Committee shall be comprised of a minimum of three regular voting members in good standing proposed by the Board of Directors and approved at the Annual General Assembly Meeting. If three Nominating Committee members have not been identified by one week prior to the Annual General Assembly Meeting, the Board President will appoint a chair of the Nominating Committee who is permitted to select two additional members.

The nominees for Board of Directors shall be set forth on a list which the Secretary shall post one month before the Annual General Assembly Meeting. The nominees shall be set forth on a ballot at the Annual General Assembly Meeting of OLL, and shall be voted on by all Members allowed a vote and attending this annual meeting, in person or by proxy, as defined in Article VI, Section 2. Directors shall be elected by majority vote of the Membership. Each Director elected shall serve for a term of three years from the date of election. In the interest of

maintaining a degree of continuity, the terms of the Directors shall be staggered, i.e. no more than two Directors shall commence their terms in the same year. No Director may be elected for more than two consecutive terms.

Section 3 - Regular meetings of the Board shall be held at least four times annually at such times and places as shall be determined by the Board and in accordance with Article VI, Section 5 of these Bylaws. The Secretary shall post a notice of the date and location of the meeting least two weeks prior to the meeting. Any Member in good standing at the time of the meeting may attend if he or she so chooses. A quorum is considered to exist when a minimum of one-half plus one of the Board membership is present, including at least one Officer.

Section 4 – Special Meetings may be called by any member of the Board of Directors, with at least two weeks' notice to all Directors and Officers. The Secretary shall post a notice of the date and location of any Special Meeting at least two weeks prior to such meeting. Any Member in good standing at the time of the meeting may attend if he or she so chooses.

Section 5 – Any emergency action required or permitted to be taken at any meeting of the Board of Directors, or of any committee appointed thereof, may be taken without simultaneous, face-to-face meeting if all the members of the Board or committee consent thereto. The Secretary is charged with recording actions taken in the Minutes of such meeting, to be approved or modified by the Board at the subsequent meeting. Meetings, in the meaning of this section, may be undertaken through a series of e-mail exchanges, live chats, conference telephone calls, or similar communications.

Section 6 – The Board, by majority resolution, may establish one or more committees for specific, limited purposes. Such committees shall consist of one or more Directors and two or more voting Members. The powers of such committees shall be defined and limited by the Board at the time of formation. No committee shall have the power to modify these Bylaws, legal documents, or any resolution of the Board. No committee shall have the power to overrule any action of the Board, nor to execute contracts binding on the Association.

Section 7 -- The Board may create standing committees or positions needed to run OLL such as, but not limited to, a Book Committee, Education Committee, or Volunteer Committee.

Section 8 -- The Board may meet in executive session whenever there is a need for confidentiality. Documentation for Executive Sessions discussing confidential issues shall be made accessible only to Board Members.

Section 9 – The Board has the authority to adopt reasonable rules and regulations for use of Library facilities. No use may be made for religious or political activities.

Section 10 – Directors shall not receive any salary, fixed sum, allowance, or other compensation for the performance of the duties of their positions, or for attendance at any regular or special meeting or the meeting of any committee. This section shall not preclude any Director from serving OLL in any other capacity and receiving a reasonable compensation therefrom, as approved by the Board.

Section 11 – The Board of Directors shall have the power to administer the day-to-day business of the Association, and to promulgate agreements to make contracts required for the operation of the Association, if such agreements or contracts have been approved previously by the majority of the Board.

Article IV – Officers of the Board of Directors

Section 1 – Potential Officers shall be nominated by the Nominating Committee in the same manner as the Directors, as described in Article III, Section 2. The Officers of OLL shall be chosen at the Annual General Assembly Meeting by majority vote, and shall consist of a Past President, President, a Vice President, a Secretary, and a Treasurer. The term of Secretary and Treasurer shall be two years. The Secretary and Treasurer shall commence their two-year terms in alternate years. The Secretary and Treasurer shall not be elected for more than two consecutive terms. The Vice President shall serve a one-year term and then assume the office of President. The President shall serve a one-year term and then assume the role of Past President for one additional year.

Section 2 – No Officer shall receive any salary, fixed sum, allowance or other compensation for the performance of the duties of their position, or attendance at any regular or special meeting or meeting of any committee. This section shall not preclude any Officer from serving OLL in any other capacity and receiving a reasonable compensation therefrom. Officers, with the exception of the President, or any Officer acting on behalf of the President in his or her absence, may vote upon all resolutions before the Board, just as any other Director. However, if there should be a tie vote on any resolution, the President may cast a tie-breaking vote. In the absence of the President, the Officer presiding may cast the tie-breaking vote.

Section 3 – The President shall have all those powers normal to the position, and shall be responsible for conducting Board of Directors meetings. The President shall present an annual written report to the Membership at the Annual General Assembly Meeting that is prepared by the Board, to be accepted or modified by majority vote.

Section 4 - The Secretary shall prepare minutes of each Board Meeting, to be accepted or modified by a majority of the Board Members present at the subsequent meeting. All resolutions and actions of the Board shall be contained in said Minutes. Said Minutes shall be made available to any Member over the age of 18 and in good standing upon request. At the Annual General Assembly Meeting, the Secretary shall present the Minutes of the previous Annual General Assembly Meeting, to be accepted or modified by a majority of those voting members in attendance.

Section 5 – The Treasurer shall have the custody of the Association funds and securities and shall keep a full and accurate account of receipts

and disbursements. The Treasurer shall prepare yearly projected budgets. The Board may employ the services of a General Bookkeeper chosen by the Board, whose rate of compensation shall be set by the Board, to assist the Treasurer. A Treasurer's Report shall be presented at each meeting of the Board of Directors, to be accepted or modified by a majority of the Board Members. The Treasurer shall present a written report of the financial status of the Association and the projected budget at the Annual General Assembly Meeting.

Section 6 – An audit shall be conducted by an outside source if requested by majority vote by the Board of Directors, at the Annual General Assembly Meeting, or as required by Mexican law. Results will be presented in writing to the general membership.

Section 7 –The Board of Directors shall have the power to take action or recourse, appoint a mediator, file complaints, demand reparation of damage, and articulate positions. Further, the Board of Directors may grant power of attorney to a representative to act on their behalf in all issues. Legal responsibilities and representation are spelled out in the *Acta Constitutiva* of the Association and any other legal documents on file with the Mexican Government.

Article V – Vacancies

Section 1 – Vacancies created on the Board of Directors may be filled by an interim Director, chosen by the existing Board of Directors and approved by a majority vote of the Board Members. Such interim Directors shall be subject to confirmation at the Annual General Assembly Meeting. If, at any time, by reason of death or any other cause, the Association should have no Directors in office, a Special Meeting of the full Membership shall be called by any Member to elect new Directors.

Article VI – General Assembly

Section 1 – The General Assembly, comprised of the Voting Members in good standing, shall be the highest authority. The Annual General Assembly Meeting shall be considered legally convened when 50% + 1 of the eligible members listed on the *Asociacion Civil* are present. If there are fewer than 50% + 1 of the eligible voting members at the first convocation, a second convocation shall be convened one hour later. At that time, the Annual General Assembly Meeting shall be considered legally convened in the presence of fewer than 50% + 1 of the eligible voting members.

Section 2 – A simple majority of the eligible voting members present shall be sufficient for passing any motion before the Annual General Assembly Meeting, and the agreements reached shall be binding for those present, absent, or dissenting. A Voting Member in good standing who cannot attend any Annual General Assembly or Special Assembly Meeting may vote by granting his or her Power of Attorney for Proxy Vote to another Voting Member who is in attendance at said meetings. Said Proxy must be in writing, notarized and presented to the Secretary three days prior to said Annual General Assembly or Special Assembly Meeting.

Section 3 - There shall be ordinary and extraordinary meetings of the General Assembly. An ordinary meeting of the General Assembly shall occur once per year at a time determined by the Board. An extraordinary meeting shall be held at the suggestion of the Board of Directors, or when requested in writing by at least one-fourth of the voting membership in good standing. Notice of ordinary and extraordinary meetings and location of said meetings shall be posted at the Library by the Secretary a minimum of two weeks prior to each meeting.

Section 4 - The President shall preside over meetings of the General Assembly, and activities at each meeting of the General Assembly shall be recorded by the Secretary in the form of minutes. The Secretary shall present the Minutes of the prior General Assembly Meeting for approval or modification by the Membership. The Treasurer shall present a Financial Report and Proposed Budget for the following year for approval or modification by the Membership. In the absence of the President, the meetings shall be led by the Vice President. If the Vice President is not present, the Secretary or Treasurer shall preside over the meeting of the General Assembly.

Section 5 – The rules contained in the most current edition of Roberts Rules of Order shall be used to conduct all meetings of the General Assembly and the Board of Directors, including the methods of voting.

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Rebecca Severeide, President

Michelle Verduzco, Vice President

Larry Ginzkey, Secretary

Del Highfield, Treasurer

Kazt Gonzalez Lumbreras, Director

Tom Holloway, Director

Samantha Katz, Director

John Burch, Director

Miriam Haberfeld, Director

Mary Randall, Director

These Bylaws were duly accepted at the Annual General Assembly Meeting by majority vote of the General Membership on this sixth day of February 2016, as witnessed by the Officers and Directors of the Board on that date.

