

BYLAWS

Oaxacan Lending Library, AC

Article I - Association

Section 1 – Organization. The Oaxacan Lending Library, AC (“OLL”) is a legally organized and functioning Asociación Civil consistent with Sections 2553 and 2570 of the State of Oaxaca Civil Code. The OLL does not have predominantly economic goals and its capital is not be made up of shares. The duration of the OLL will be for 99 (ninety-nine) years commencing November 10, 2000.

Section 2 - Domicile. The Principal Office of the OLL is Pino Suarez 519, Oaxaca de Juarez, Oaxaca, MX 68000. From time to time, the Board of Directors (“BOD”), with prior approval of the Annual General Assembly Meeting (“AGAM”), may designate branches in other locations within, or outside of, the United Mexican States.

Section 3 - Social Objective. The Social Objective of the OLL is irrevocable and will consist of maintaining a nonprofit library which will i) permit Members to borrow reading material for a determined length of time; ii) furnish on-premises access to reading material for non-members; iii) promote and maintain language programs; iv) provide a venue for cultural meetings and social events; and v) cooperate with other organizations with similar goals. The contents of the library will be multilingual.

Article II – Assets

The OLL does not have fixed capital and its assets are irrevocably made up of:

- A. Donations and Member contributions;
- B. Funds distributed by Federal, State and Municipal governments or income derived from carrying out its Social Objective;
- C. Non-excessive income derived from rent, interest, dividends or from endowments not related to its Social Objective;
- D. Donations from outside the United Mexican States;
- E. Chattels, especially books, as well as furniture and equipment designated exclusively for the Social Objective of the OLL;
- F. Other income from any source that serves to promote the organizational heritage.

Assets will be directed solely toward the OLL’s Social Objective, and residual benefits cannot be rewarded to individuals save for remuneration for services rendered.

Article III - Members

Section 1 – Member Categories. The OLL shall have five categories of Members comprised of Mexican or foreign nationals who accept the established requirements:

- A. Honorary Lifetime Members, who in the opinion of the BOD have provided extraordinary support to the OLL and who are awarded this Membership by the BOD.
- B. Family Members will be those families that pay the annual fee determined by the BOD. Family Members will be represented by one person, and the respective family will jointly have one vote at General Assembly meetings. A “family” is defined as spouses, life partners, and their respective minor (under the age of eighteen (18)) children. (1)
- C. Regular Members will be those persons eighteen (18) years or older who pay an annual fee determined by the BOD. (2)
- D. Student Members will be those persons eighteen (18) years or older who are still studying who have valid identification from a school or university. They will pay a reduced Membership fee determined by the BOD, and will neither be eligible to serve on the BOD nor have a vote at General Assembly meetings. (3)
- E. Temporary Members will pay a reduced fee determined by the BOD. They will not be eligible to serve on the BOD, and will not have a vote at General Assembly meetings.
- F. Types of Membership included within each of the five (5) categories above, along with the respective requirements for each type, will from time to time, be designated by the BOD. All such designations will be confirmed or modified at the next AGAM. The OLL will maintain a list of Membership categories and types at its Principal Office. (4)

Section 2 – Member Rights. Members shall have the right to actively participate in the OLL, present projects and initiatives, and participate in any benefits the OLL obtains for its Members. Honorary Lifetime Members, Family Members and Regular Members shall have, in addition, the right to serve on the BOD, and to vote at General Assembly meetings.

Section 3 – Resignation/Expulsion. Membership may be lost by resignation, which includes the failure to make timely payment of applicable Membership fees. Members may be expelled from the OLL by a vote of the BOD for damage to OLL property, deceitful attempts to cause divisiveness or other actions that interfere with the goals of the OLL. Members may appeal an expulsion to the BOD or at the AGAM. (5)

Article IV – General Assembly Meetings

Section 1 – Authority. The highest authority of the OLL will be the General Assembly which is composed of Members with voting rights who: i) are in the good standing of the OLL; ii) are in physical or online attendance at the respective General Assembly meeting; and iii) have submitted current identification to the OLL. (6)

Section 2 – Types of General Assembly. There shall be two types of General Assembly meetings: The AGAM which shall be held at least once each year within the first three (3) calendar months, and with the presence of at least two (2) BOD Members, and extraordinary meetings which will be held to consider urgent business that affects the interests of the OLL. Extraordinary meetings shall be called for in writing with the concurrence of one-half of the current BOD. General Assembly meetings will be convoked in a manner determined at a meeting of the BOD.

Section 3 – Convocation. A General Assembly meeting will be convened with fifty percent (50%) plus one (1) Members with the right to vote. If there is not a quorum for the first convocation, a second convocation shall commence one (1) hour later, and shall be considered convened with twenty (20) Members with a right to vote.

Section 4 – Notice of Meeting. Notice of the first and second convocations of a General Assembly meeting shall be made in the same document, and shall indicate date, times, location and order of business. Notice shall be given fifteen (15) days prior to the General Assembly meeting and may be given in any or all of the following ways: i) via newspaper announcement; or ii) mailed letter; or iii) posters visible in two (2) locations at the OLL; or iv) email. All notices shall be in English and Spanish.

Section 5 – Conduct of Meeting.

- A. The President of the BOD will preside over the General Assembly meeting, and in her/his absence, the Vice President shall preside, and in her/his absence, the Secretary shall preside. Minutes will be taken of each General Assembly meeting, and will be signed by the President and the Secretary of the BOD, but in any case, by two BOD members, including the person acting for the Secretary. The minutes will contain a list of persons present at the respective meeting.
- B. The AGAM will address: i) matters proposed by the BOD; ii) election of the Nominating Committee; iii) discussion and approval of the President's, Treasurer's and Librarian's respective reports, including the Treasurer's proposed budget; iv) appeals of expulsion by Members; and v) other matters proposed by Members with voting rights who are in attendance. (7)
- C. A simple majority of voting Members in attendance is sufficient to pass any motion. (8)

Article V – Nominating Committee

Section 1 – Composition. The Nominating Committee will consist of three (3) Members of the OLL with voting rights, nominated and elected at the AGAM one (1) year prior to the next AGAM. Candidates for the Nominating Committee will be nominated from the floor, and the three (3) candidates with the greatest number of votes will form the Committee. In the event that there are an insufficient number of nominations, the gates to the AGAM shall be locked, and all attending Members will be detained until a sufficient number of nominations are received. (In the event that there are an insufficient number of nominations from the floor, the vacancy will be filled as set forth below.) (9)

Section 2 – Vacancies. The Nominating Committee will elect its Chair, and any vacancies on the Committee will be filled by a qualifying Member chosen by the other two (2) Committee Members.

Section 3 – Function.

- A. The Nominating Committee will draw up a list of nominations for open positions on the BOD. BOD nominees should have a demonstrable connection to the OLL and Oaxaca shown either through volunteer services at the OLL, participation in OLL events and activities, or participation in other local events and volunteer activities. (10)
- B. The names of the nominees for open Director and Officer positions will be made known to Members via printed posters in at least two visible locations at the OLL thirty (30) days prior to the next AGAM. The list of nominees will be presented to the AGAM by the Nominating Committee. The President of the BOD will call for further nominations from the floor for open Director and Officer positions.

Article VI – Directors and Officers

Section 1 – Composition.

- A. The BOD shall consist of four (4) elected Officers and at least six (6) Directors, but no more than twelve (12) Directors. (11)

- B. The President, Vice President, Secretary and Treasurer shall each have two (2) year terms, and Directors shall have three (3) year terms. At least two (2) Directors will be elected each year.
- C. The President and Secretary will be elected in even years, and the Vice President and Treasurer in odd years. No Officer may serve more than two (2) consecutive terms, and no Director may serve more than **three (3) consecutive terms**. (12)
- D. Elected Officers and Directors will take office immediately after election.
- E. A BOD member who misses three (3) meetings in a calendar year will be removed; **provided that, absences due to illness, family emergencies, necessary travel, political or social unrest, local, national and global health and safety concerns, and similar circumstances shall not be counted for purposes of this provision** (13)

Section 2 – Vacancies. When a vacancy occurs on the BOD, BOD Members may appoint a qualifying Member to fill the vacancy for the duration of the applicable term. The appointment shall be confirmed or modified at the next AGAM.

Section 3 – Meetings.

- A. BOD meetings will be held at least every two (2) calendar months, and with four (4) business days' notice made in any manner set forth in Article IV, Section 4, above. The meetings will be convoked by the President, or by at least (2) other BOD Members. The President will preside over BOD meetings, and in his/her absence, the Vice President shall preside, and in his/her absence the Secretary shall preside until the immediate election of a presiding BOD member.
- B. Two (2) Officers and **one-half of the** current Directors constitutes a quorum of the BOD. Decisions and agreements will be made by the majority of those attending the applicable BOD meeting. The President or presiding BOD Member will have the deciding vote in the case of a tie, and neither one shall otherwise make or vote on motions. Minutes will be taken and signed by the person acting as Secretary. (14)
- C. Members may observe BOD meetings, and also may speak on subjects relevant to the OLL with four (4) business days' prior written notice to the BOD of the matter to be discussed.
- D. **The BOD may meet in Executive Session whenever there is a need for confidentiality. Documentation for Executive Sessions discussing confidential matters shall be made accessible only to BOD Members.** (15)

Section 4 – Duties of the BOD.

- A. The BOD shall: i) manage the business, operations and property of the OLL, including but not limited to, the appointment, or dismissal, of agents, functionaries and employees of the OLL; ii) pursue and defend lawsuits and collections consistent with Sections 2435 and 2554 of the State of Oaxaca Civil Code, and all applicable statutory correlates; and iii) enter into agreements and contracts for the proper operation of the OLL.
- B. The power of a BOD member(s) to sign bank and credit documents consistent with the Law of Credit Certificates and Transactions, and to exercise the powers in paragraph A(i) above, shall be authorized by the General Assembly.

Section 5 – Duties of the President. The President shall: i) legally represent the OLL; ii) watch over the *Acta Constitutiva*, and attend Committee meetings, except Nominating Committee meetings, at her/his discretion; iii) approve monetary transactions presented by the Treasurer; and iv) gather support for the OLL from other organizations and institutions.

Section 6 – Duties of the V.P. The Vice President shall: i) receive and sign OLL correspondence; and ii) execute any administrative activity delegated by the President.

Section 7 – Duties of the Secretary. The Secretary shall: i) take minutes of General Assembly and BOD meetings and report on minutes of meetings, including any correspondence; ii) maintain a record of activities of the OLL; iii) maintain a record of Members of the OLL, including their respective individual information; iv) supervise the maintenance of comprehensive records; v) together with the President write up the order of business for General Assembly and BOD meetings; vi) provide notice of General Assembly meetings and BOD meetings; and vii) make minutes of all General Assembly and BOD meetings available to any Member. The Secretary may delegate the responsibilities in ii), iii), iv), vi) and vii), above to the OLL Manager. (16)

Section 8 – Duties of the Treasurer. The Treasurer shall: i) manage and keep current the financial affairs of the OLL; ii) substitute for the Secretary during any temporary absence; iii) maintain an accounting of income and expenditures; iv) present monthly financial reports to the BOD; v) make payments with the approval of the President or her/his designee. The responsibilities in i) and iii) above, may be delegated to the OLL Manager. (17)

Article VII – Committees.

Both Standing and Special Committees may be established by a vote of either the General Assembly or the BOD. Members of said Committees will be appointed by the BOD, and the BOD will establish the level of authority of the respective Committee. The Chair of the respective Committee will be elected from and by Committee members. A list of all current Standing and Special Committees, along

with the current Committee members, shall be maintained at the Principal Office.
(18)

Article VIII – Parliamentary Procedure.

Any question concerning parliamentary procedure at meetings shall be determined by the President, first, by reference to the *Acta Constitutiva*, and second, by reference to the then current Robert’s Rules of Order.

Article IX – Dissolution.

1. The OLL shall be terminated: i) by Unanimous consent of voting Members; ii) by having complied with its ninety-nine (99) year term; iii) by the impossibility of attaining its Social Objective; and iv) legal resolution.
2. In the event of termination, the assets of the OLL shall be given to an organization authorized by the Secretary of the Hacienda and Public Credit to receive tax-exempt donations.

Article X – Amendments.

The BOD may amend these Bylaws consistent with the intent of the *Acta Constitutiva* at a BOD meeting. Written notice setting forth the proposed amendment, or a summary of changes to be accomplished, shall be given to each Director within the time and manner provided for giving notice of BOD meetings. All amendments shall be subject to confirmation or modification at the next AGAM.

These Bylaws, consisting of the six (6) preceding pages, along with this page seven (7), have been adopted by the BOD as the Bylaws of the OLL, subject to confirmation or modification at the next AGAM.

ADOPTED and APPROVED by the BOD on this ____ day of _____, 2021.

John Dumser, President, Oaxaca Lending Library

ATTEST: Mary Phillips, Secretary, Oaxaca Lending Library