

Proposed revisions to the Constitution of the Oaxaca Lending Library AC

June, 2022

- **Blue** text in the first column is to be deleted or substituted with other text;
- **Green** Text in the second column is to be added or substituted for previous text.

Current Text	Revision or Substitution	Reason for Revision
Introductory Text	Introductory text in the revised version (pages 1 & 2) frames this as a resolution for the OLL members to approve. After approval by the members and the relevant government agency, a notario will delete this part.	Needed per attorney for sending the revised Constitution to the relevant government office.
First Clause: Naming	Omits names of persons who are not part of the revision. No change to the name of the organization or civil status.	Per attorney, needed for revision
Second Clause: Irrevocable Social Objective ...to promote and maintain language classes , provide a venue for cultural meetings and social events...	...to promote and maintain language programs , provide a venue for cultural meetings and social events, including but not limited to educational lectures, cultural tours, interest group meetings, cultural celebrations, ...	To address request by SAT office for more detail on purpose.
Third through Fifth Clauses	No change	-
Sixth Clause: Patrimony [Additional text regarding how the OLL's surpluses, if any, may be distributed.]	It may not allow surpluses to be distributed to any individual or to its individual or organization associates, except in the latter case of any organization authorized to receive deductible donations under the terms of the Income Tax Act or for remuneration for services received. The Association may not distribute surpluses from the public contributions and incentives it receives among its associates. The stipulations in this provision are irrevocable.	Recommended by attorney, given the recent move to stricter oversight of non-profit organizations by the government.
Seventh and Eighth Clauses	No change	-
Ninth Clause: Categories of Members		
1. Honorary Lifetime Members	No change	-
2. Family members	No change	-
3. Regular members will be those who pay an annual fee determined by the Board of Directors	Regular members will be those persons aged 18 and older , who pay an annual fee determined by the Board of Directors.	To conform to current use.
4. Student members are those still studying who have valid identification from a Mexican school or Mexican university...	Delete the word, " Mexican " from the text.	To conform to currently used definition. Students can be from any school or university, regardless of location
5. Temporary members	No change	

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<p>Tenth Clause – The Rights of Members</p> <p>A) Rights, #V</p> <p>B) Family Memberships: ... Only one member of the family may occupy a position on the Board of Directors, whether as an officer or director and only this same member may serve as a Committee member.</p>	<p>A. To participate in the not-for-profit benefits that the Association obtains for the members...</p> <p>B. Last phrase omitted</p>	<p>A. Recommended by attorney, emphasizing not-for-profit status</p> <p>B. Determined to be overly restrictive and does not conform to current practice.</p>
<p>Eleventh through Fifteenth Clauses</p>	<p>No change</p>	<p>-</p>
<p>Sixteenth Clause: General Assembly voting</p> <p>A) In the case of a second convocation it will be indicated that the meeting will be held one hour later than the first...</p> <p>B) 3rd paragraph: All voting except for elections will be by voice vote unless the majority requires a secret ballot. Elections of Board of Directors members and Nominating Committee members will always be by secret ballot as stipulated in Clause 20 of this Constitution.</p>	<p>A. ...held 15 minutes later than the first...</p> <p>B. 3rd paragraph substitution: “All voting will be by hand vote. [remainder of paragraph deleted]</p>	<p>A. Question for Notario as to whether this shorter timeframe is legal</p> <p>B. Hand vote is needed for hybrid meetings, and also increases transparency.</p>
<p>Seventeenth Clause</p>	<p>No change</p>	<p>-</p>
<p>Eighteenth Clause: [Administrative Structure, cont.]</p> <p>A. 2nd paragraph: The members of the Board of Directors can choose any of the following forms for calling a meeting:</p> <p>a) Through a newspaper announcement in a major newspaper in the State of Oaxaca in Spanish and English.</p> <p>b) With a letter mailed to members.</p> <p>c) With posters visible in two locations in the library</p> <p>d) Through email sent to members.</p> <p>B. Last paragraph: [Issues to be addressed in the Annual General Assembly]</p> <p>d) To discuss the annual reports of the President and Librarian, and to make any necessary decisions related to these reports.</p>	<p>The members of the Board of Directors can choose any of the following forms for calling a meeting:</p> <p>a) Through the organization’s newsletter in Spanish and English</p> <p>b) With a poster visible in the library</p> <p>c) Through email sent to members.</p> <p>B.</p> <p>d) To discuss the Annual Report of the President, and to make any necessary decisions related to this report.</p>	<p>A. To update with more current technology and practice.</p> <p>B. To conform to current practice.</p>

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<p>Nineteenth Clause: Board of Directors The administrative body of the Association is the Board of Directors, which will consist of the following members:</p> <ul style="list-style-type: none"> A) Four elected Officers: President, Executive Vice President, Secretary, and Treasurer B) Six elected Directors 	<ul style="list-style-type: none"> A) Four elected officers: President, Vice President, Secretary, and Treasurer B) Six to Eight elected Directors 	<ul style="list-style-type: none"> A) Title is now Vice President B) Allows more flexibility in Board membership
<p>Twentieth Clause: Election Nominating Committee 1st paragraph: ...The candidates for the Election Nominating Committee will be nominated from the floor, and the nominated candidates will be elected by a single ballot. The ballot will not bear the candidates' names but will have blank spaces for the three Election Nominating Committee members' names to be filled in. The three candidates receiving the greatest number of votes will form the Election Nominating Committee.</p>	<p>...The candidates for the Election Nominating Committee will be nominated from the floor and elected by a single vote. [remainder of paragraph deleted]</p>	<p>The Library no longer uses written ballots due to hybrid AGAM meetings</p>
<p>Twentieth, continued: 3rd paragraph:</p> <ul style="list-style-type: none"> A) The names of the nominees will be made known to the members by printed notices or posters in two visible places in the Library one month before the next Annual General Assembly. B) ...Voting for all offices open for election will be by a single ballot after all the nominations have been completed and nominations for each office have been closed. The names of the candidates nominated will not be printed on the ballot. Only the titles open for election will be printed in the order in which they are listed in this Constitution, with spaces for the voters to write the names of the candidates of their choice. The election of each officer or director will be decided by a simple majority vote by members present having the right to vote. If no nominations are made from the floor by attending members, the ballot will still be taken so that members can exercise their right to cast write-in votes for other eligible persons. 	<ul style="list-style-type: none"> A) The names of the nominees will be made known to the members by a notice or poster in a visible place in the Library one month before the next Annual General Assembly. B) Voting for all offices open for election will be by hand after all the nominations have been completed and nominations for each office have been closed. [Remainder of paragraph deleted] 	<ul style="list-style-type: none"> A) Poster or notice in main sala is sufficient. B) No written ballot due to hybrid meeting structure.

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<p>Twentieth, continued: 4th paragraph: In the event that the voting for any office results in a tie or a failure to attain a majority of votes, further ballots will be taken until such time as a majority is attained and all offices are filled.</p>	<p>4th paragraph: In the event that the voting for any office results in a tie, the current President shall cast the deciding vote. In the event of a failure to attain a majority of votes, further votes will be taken until such time as a majority is attained and all offices are filled.</p>	<p>Streamlines the process in case of tie.</p>
<p>Twenty-first Clause: Board Member Residence and Attendance A. Any member elected to the Board of Directors must have resided in Oaxaca for at least the 12 consecutive months prior to their election and expect to live in Oaxaca for at least the 12 months following the election. B. Any Board of Directors member missing three Board of Directors meetings in one calendar year will automatically be removed from office for the remainder of his/her term.</p>	<p>A. Any member elected to the Board of Directors must be a full-time resident of Oaxaca and expect to reside in Oaxaca for the term of their office C. Any Board of Directors member missing three Board of Directors meetings in one calendar year may be removed from office for the remainder of his/her term.</p>	<p>Allows newer residents to run for the Board Provides more flexibility to the Board</p>
<p>Twenty-second Clause: Terms & Filling a Vacancy on the Board 1st paragraph: ...The President, Executive Vice President, Secretary and Treasurer will each have two year terms...The person appointed must have resided in Oaxaca for at least the 12 consecutive months prior to their election and expect to live in Oaxaca for at least the 12 months following the election.</p>	<p>...Vice President... ...two-year terms...The person appointed must be a full-time resident of Oaxaca and expect to reside in Oaxaca for the term of their office</p>	<ul style="list-style-type: none"> - Consistency with 19th Clause - Consistency with 21st Clause
<p>Twenty-second Clause (continued): 2nd paragraph: the President and Secretary will be elected in even years and the Executive Vice President and Secretary in odd years. Two Directors will be elected each year. No officer will serve for more than two terms in the same office. Directors may serve for more than two terms in the same office. 6th paragraph: ...Executive Vice President...</p>	<p>The President and Secretary will be elected in even years and the Vice President and Treasurer in odd years. Two Directors will be elected each year. No officer or director will serve for more than two terms in the same office. ...Vice President...</p>	<ul style="list-style-type: none"> - Remove “Executive” from Vice President title - Correct error in English translation (Spanish version was correct) - No more than two terms in the same position for either officers or directors.
<p>Twenty-third Clause: Duties of the President A. To legally represent the organization... B. To present a report at the Annual General Assembly</p>	<p>A. To legally represent the organization unless the Board of Directors appoints another member to serve as the Legal Representative for a specific purpose. B. To present an Annual Report to the ...</p>	<p>A. Provides more flexibility to assist the President . B. To conform to wording in other sections.</p>

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<p>Twenty-fourth Clause: Duties of the Executive Vice President Last Item: ...The Executive Vice President will preside...</p>	<p>Duties of the Vice President ...The Vice President will preside...</p>	<p>Consistency in title</p>
<p>Twenty-fifth through Twenty- seventh Clauses</p>	<p>No change</p>	
<p>Twenty-eighth Clause: President as Legal Representative A. The President of the Board will legally represent the Civil Association. B. Section 1): General Power for Lawsuits and Collections The President, Vice President, Secretary and Treasurer are granted the powers described in section 1 of this clause: these powers can be exercised jointly or separately. C. End of Section 4): The President, Vice President, Secretary and Treasurer are granted the powers described in sections 2, 3 and 4 of this clause; these powers may be exercised and are valid when jointly signed by two Officers.</p>	<p>A. The President of the Board will legally represent the Civil Association, unless the Board of Directors appoints another member to serve as the Legal Representative for a specific purpose. B. Paragraph moved from old Transitories section, now deleted. C. Moves descriptions of Section 2 powers and reassigns Sections 3 & 4 powers from the General Assembly to two Officers, from old Transitories section, now deleted.</p>	<p>A. To be consistent with previous clause. B. Designees for this power now stated in the same section. C. To conform to current practice. Otherwise, a General Assembly would frequently need to be called to deal with employee, contract, and credit issues.</p>
<p>Twenty-ninth and Thirtieth Clauses: Dissolution and Termination The Association will be terminated for only the following reasons: 1. By unanimous agreement of the members 2. By having complied with the pre-set term stated in its social objective 3. By the impossibility of attaining the Association’s goals 4. By legal resolution. The assets of the Association are irrevocably dedicated to the goals proposed in its social objective and cannot be awarded to individuals. At the time of termination, members irrevocably agree that the remainder of their patrimony will be given to organizations authorized by the Secretary of the hacienda and Public Credit to receive tax-exempt donations.</p>	<p>Twenty-ninth: Dissolution and Termination... To carry out the liquidation of the Association, the liquidators will proceed in accordance with the following steps: At the time of its dissolution and liquidation or change of residence for tax purposes, the assets of the Association will be allocated in its entirety to one or more institutions authorized to receive deductible donations per the terms of the Income Tax Law, in the understanding that the goods acquired with public support and incentives, as well as, where appropriate, the amounts remaining from such incentives, shall be allocated to one or more institutions authorized to receive deductible donations pursuant to the terms of the Income Tax Law which are registered in the Federal Register of Civil Organizations as active.</p>	<p>Clauses replaced in their entirety. Recommended by attorney to show good faith as a non-profit organization and to save legal fees should the OLL later decide to apply for Donataria status. The reference to authorization being revoked would only apply if the OLL becomes a Donataria at a later date.</p>

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<p>Twenty-ninth and Thirtieth Clauses: Dissolution and Termination</p>	<p>[Twenty-ninth Clause, continued] In the event that the authorization to receive deductible donations granted to the Association is revoked or in the term thereof has expired and it has not been secured anew or renewed within the twelve months following the date on which either of said events occur, it will be taxed in the terms and conditions set forth in Title II of the Income Tax Law, as a result of which it shall be obligated within a period of six months from the end of the period to secure the authorization anew or renew it following its revocation or from the expiration of the authorization’s term, to allocate all of its assets to other entities authorized to receive deductible donations which are registered in the Federal Register of Civil Organizations as active, who must issue the corresponding tax receipt for donation and which will not be deductible for Income Tax purposes.</p> <p>The provisions of the preceding paragraph will also be applicable in the event that the Association requests and is approved for the cancellation of its authorization, and the Association must allocate all its assets to another donee authorized to receive donations deductible from income tax that is registered in the Federal Register of Civil Organizations as active, and the latter must issue the corresponding tax receipt for donation, which shall not be deductible for Income Tax purposes.</p> <p>The established herein is irrevocable in nature.</p>	
<p>Thirty-First and thirty-second Clauses – moved</p>	<p>No change but moved to Thirtieth & Thirty-first Clauses</p>	<p>To preserve numerical order</p>
<p>Transitories – Majority of the section refers to founding activities and members.</p>	<p>Deleted except for paragraphs 15-18, Granting and Limitations of Powers, which have been revised and moved to the Twenty-eighth clause.</p>	<p>Deleted portion recommended by attorney as not relevant to revision.</p>
<p>Resolutions [Adoption of the revised Constitution]</p>		<p>Needed per attorney for sending the revised Constitution to the relevant government office.</p>