

**ARTICLES OF INCORPORATION AND BYLAWS
NEW MEXICO CONSORTIUM OF ACADEMIC LIBRARIES**

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Article 1. Name.

The name of this group shall be the New Mexico Consortium of Academic Libraries

Article 2. Objectives.

The New Mexico Consortium of Academic Libraries will provide a forum for the discussion of common goals and on-going communication among the academic libraries in New Mexico. Such communication should improve sharing of resources, services, and information about developments in individual libraries for the benefit of students and faculty in New Mexico's higher education institutions, and should aid in the search for solutions to common problems.

a. The Consortium will provide the means to present the unified positions of academic libraries on key issues affecting them to governmental committees, the public, and other appropriate bodies.

b. The Consortium will provide the means to jointly devise and carry out programs such as: enhanced library cooperation for resource sharing, collection development, and improved funding for library acquisitions and services in all academic libraries.

c. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. "Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an association contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3. Membership.

a. The membership consists of all academic libraries in New Mexico, the State Librarian or his/her designee, and a New Mexico Academic and Research Libraries (NMARL) representative. All academic libraries in New Mexico who have paid their membership dues shall be voting members. Each institution will be represented by the library director or dean, or his/her designated representative. The State Librarian or his/her designee and the NMARL representative will serve in ex-officio, non-voting capacities. In the event that the NMARL representative is also a voting member of NMCAL, the member votes only in his/her capacity as an NMCAL member.

b. Dues. The Executive Committee will recommend a dues structure to the members for approval. Only dues-paying members may vote.

Article 4. Officers.

a. Officers. There will be four officers elected by all members: President, President-Elect, and Secretary and Treasurer. The officers will represent the membership equitably, i.e., one term the President will be elected from among the four-year members and the President-Elect will be from among the two-year members, and the next term the representation will be reversed. The two-year President-Elect, Secretary-Treasurer, and the representative of four-year members will be elected in even years. The two-year representative and four-year President-Elect will be elected in odd years.

b. Term of Office. All officers will be elected in the spring for a term of two years, with the following exception: The President-Elect will serve one year as President-Elect and one year as President. Therefore, a new President-Elect must be chosen every year. All officers will be limited to two consecutive terms.

c. Executive Committee. There will be a six-member Executive Committee. This Committee shall consist of the four officers and one representative, each elected by the four-year members and two-year members.

d. Responsibilities.

The President will:

1. Provide an agenda for each meeting.
2. Promote and sustain programs or decisions of the Consortium.
3. Chair the Executive Committee.
4. Serve as an ex-officio member of all standing committees and chair the Nominating Committee.

The President-Elect will:

1. Serve in the absence of the President.
2. Serve as President when the term of the President expires.

The Secretary will:

1. Record and disseminate the minutes of each meeting.
2. Distribute, collect, and tabulate ballots via the most expedient method and/or means available.
3. Send notices of meetings.

The Treasurer will:

1. Maintain all permanent records and financial statements of the Consortium.
2. Disseminate annual invoices for membership dues.
3. Oversee Committee expense funds.
4. Maintain checking account for Consortium.

The Executive Committee will:

1. Be responsible for overall planning of the Consortium.
2. Act on behalf of the Consortium when appropriate.
3. Create adhoc committees
4. Recommend the creation or elimination of standing committees to the full membership for approval.
5. Appoint standing committee members.
6. Solicit nominations for openings on the Executive Committee and coordinate the election process.

Article 5. Standing Committees, Statistics Representative and Task Forces.

a. **Membership.** Membership on standing committees may include NMCAL members as well as librarians and library staff of member institutions. Each standing committee chair must be a library director or dean of an NMCAL member institution.

b. **Terms.** Members are appointed by the Executive Committee. For the sake of continuity, terms for members of standing committees will remain at the discretion of the individual members.

c. **Reporting.** The Chair of each committee is responsible for providing regular written reports to the Executive Committee. Reports will be given at NMCAL meetings by the Chair or a Chair-appointed designee.

d. **Charge.** The Executive Committee will develop a charge for each committee.

e. **The Standing Committees shall be:** Legislative, Resource Sharing, Professional Development, Public Relations, and Executive Committees.

f. **There will be an Academic Library Statistics Representative** to gather and report on academic library statistical data in New Mexico.

g. **Task Forces** may be created for a limited term as needed for dealing with issues pertaining to electronic resources, distance education, etc. Terms of task forces will be for one year. Terms may be extended year by year by the Executive Committee as needed.

h. The Chair of each Standing Committee is responsible for maintaining information on the Consortium website.

Article 6. Meetings.

a. Frequency. The full membership will meet at least two times a year. Special meetings may be called by the Executive Board.

b. Notice of Meetings. The Secretary will provide adequate notice of meetings to the membership.

c. Quorum. A quorum will consist of representatives from 1/3 of the members.

Article 7. Nominations and Elections.

a. Committee. The Executive Committee will solicit nominations and coordinate the election process for open positions on the Executive Committee each spring.

b. Ballot. The Secretary will be responsible for distributing ballots to the membership each spring. The ballot will include a space for write-in candidates.

c. Elections. Elections will be held every spring. In the even-numbered years there will be the following vacancies to be filled: the two-year President-Elect, Secretary and Treasurer, and representatives of the four-year members. In the odd-numbered years, the four-year President-Elect and the two-year representative will be elected. Officers will begin their terms immediately following the spring meeting in which they were elected. Ballots shall be returned to the Secretary. The candidates receiving the largest number of votes shall be declared elected.

d. Vacancies. The President may appoint interim officers or committee members when a vacancy occurs.

Article 8. Voting.

a. Any questions or resolution coming before the Consortium for a vote will be considered passed affirmatively if 2/3 of the two-year members and 2/3 of the four-year members vote yes.

b. The Library Director or Dean will provide prior written notification to the Secretary a designee to vote in his/her absence.

Article 9. Amendments.

An amendment to these Articles of Incorporation and Bylaws may be proposed by any member of the Consortium. Notice must be given to the membership at least 30 days in advance of a vote. It must be approved by 2/3 of the two-year members and 2/3 of the four-year members.

Article 10. Enactment.

These Articles of Incorporation and Bylaws shall be submitted to the directors and deans of each eligible institution. Libraries which approve the Articles of Incorporation and Bylaws shall notify

the Articles of Incorporation Committee. When ten eligible institutions have so informed the Committee, the New Mexico Consortium of Academic Libraries will come into existence and the Committee will convene the initial meeting.

Article 11. Dissolution.

"Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

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Rev. 6/05

Rev. 2/13

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Rev. 5/13