

1 **BYLAWS**
2 **OF**
3 **REFORMA**
4 **NATIONAL ASSOCIATION TO PROMOTE LIBRARY AND INFORMATION**
5 **SERVICES TO LATINOS AND THE SPANISH-SPEAKING**
6

7 Adopted by the July 1986-June 1987 Board of Directors
8 Revisions made ALA Midwinter 2001 Board of Directors Meeting II
9 Revisions made ALA 2002 Board of Directors Meeting II
10 Revisions made ALA Midwinter 2003 Board of Directors Meeting II
11 Revisions made RNCIII 2008 Board of Directors Meeting
12

13 **Article I**
14 **Name**
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16 The name of the Corporation is REFORMA, National Association to Promote Library and
17 Information Services to Latinos and the Spanish Speaking ("the Corporation").
18

19 **Article II**
20 **Purposes of the Corporation**
21

22 The Corporation is organized to operate exclusively for educational and charitable purposes
23 (within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of
24 1986). In particular, the purposes of the Corporation are to: (i) unite Hispanic librarians and all
25 other librarians interested in working with the Spanish speaking, (ii) promote and conduct
26 research and studies concerning educational materials and library programs available to serve the
27 Spanish speaking, (iii) promote the development of Spanish-language and Hispanic oriented
28 library collections, (iv) collect and disseminate information about and for the benefit of the
29 Spanish speaking, (v) help recruit prospective bilingual and bicultural librarians, including
30 providing scholarship aid for students, the criteria for such scholarships to be determined by a
31 Committee designated by the Board of Directors, and (vi) engage in all other educational and
32 charitable activities permitted by law.
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34 **Article III**
35 **Offices and Registered Agent**
36

37 Section 1. Offices.

38 The Corporation shall continuously maintain, in the District of Columbia, a registered office at
39 such place as may be designated by the Board of Directors. The principal office of the
40 Corporation and such other offices as it may establish shall be located at such place(s), either
41 within or without the District of Columbia, as may be designated by the Board of Directors.
42

43 Section 2. Agent.

44 The Corporation shall continuously maintain, within the District of Columbia, a registered agent,
45 who shall be designated by the Board of Directors.
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47 Section 3. Changes.

48 Any change in the registered office or registered agent of the Corporation shall be accomplished
49 in compliance with the District of Columbia Non-profit Corporation Act.
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51 **Article IV**
52 **Members**
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55 Any individual, partnership, or corporation shall be eligible to apply for membership. All
56 members in good standing have the right to vote for officers, dues, or matters presented for
57 approval to the membership. Only members who are individuals in good standing are eligible to
58 be elected or appointed as Officers of the Corporation.

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60 **Article V**
61 **Board of Directors**

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63 Section 1. Corporation.

64 The property, affairs, business, and concerns of the Corporation shall be managed by a Board of
65 Directors (BOD).

66
67 Section 2. Directors.

68 The Board of Directors shall be comprised of the Executive Committee, the Chairs of Standing
69 Committees, the Chapter Presidents, and any other person/office designated by the Board. The
70 Secretary of the Corporation will maintain an official list of Board membership within the
71 Corporation's Manual of Operation.

72 (a) Executive Committee consists of elected officers as defined in Article VI.

73 (b) Chairs of Standing Committees represent the standing committees of the Corporation as
74 defined by the Board.

75 (c) Chapter Presidents represent each chapter of REFORMA.

76
77 Section 3. Removal of Directors.

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

81
82 Section 4. Quorum.

83 A majority (50% + 1) of the Executive Committee shall be necessary to constitute a quorum for
84 the transaction of business at Board or Executive Committee meetings. Except as otherwise
85 provided, the vote of the majority of the Directors present at a meeting at which a quorum is
86 present shall be the act of the Board.

87
88 Section 5. Action by Consent.

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

94
95 Section 6. Meetings of the Board.

96 Meetings of the Board may be held within or without the District of Columbia. The means for
97 holding meetings of the Board shall be fixed by the Board.

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100 Section 7. Notice of Meetings.

101 Notice of all meetings shall be served personally upon or mailed to the usual address (post or
102 electronic) of each Director not less than ten (10) days prior to the meeting. Notice of a meeting
103 need not be given to any Director who submits a signed waiver of notice whether before or after
104 the meeting, or who attends the meeting without protesting, prior thereto or at its commencement,
105 the lack of notice to him or her.

107 Section 8. Duty of Directors and Officers.

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

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

116

117 Section 9. Resignation.

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

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121

Article VI Executive Committee

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124 The President, Vice-President/President-Elect, Secretary, Treasurer, Member-At-Large,
125 Immediate Past President, and Chapter Representatives shall constitute the Executive Committee
126 of the Board of Directors. Except as otherwise required by law or these Bylaws, the Executive
127 Committee shall have such authority as the Board of Directors shall grant to it for the
128 management of the Corporation, including power to authorize the seal of the Corporation to be
129 affixed to all papers which may require it. The Executive Committee shall report its actions to
130 the Board of Directors when required.

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Article VII Officers

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135 Section 1. Election.

136 The Officers of the Corporation shall be elected by the membership and shall be a President, a
137 Vice President/President-Elect, a Secretary, a Treasurer, a Member-At-Large, and Chapter
138 Representatives. The outgoing President shall serve as Immediate Past President.

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140 Section 2. Terms of Office.

141 All of the Officers of the Corporation shall hold their offices for the duration of their terms or
142 until their successors are chosen and qualified:

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- 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 – two years;
- Treasurer – two years;
- Member-At-Large – two years;
- Chapter Representatives – two years, staggered.

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

158

159 Section 3. Authority.

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

167

168 Section 4. Duties.

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

173

174 Section 5. The President.

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

179

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

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

185

186 Section 7. The Secretary.

187 The Secretary shall be responsible for keeping an accurate record of the proceedings of all
188 meetings of the Executive Committee, the Board of Directors, Membership and such other
189 actions of the Corporation, as the Board of Directors shall direct. The Secretary shall give or
190 cause to be given all notices in accordance with these Bylaws or as required by law, and, in
191 general, perform all duties customary to the office of Secretary. The Secretary shall have custody
192 of the Corporate seal of the Corporation and shall have authority to affix the same to any
193 instrument requiring it and, when so affixed, it may be attested by the Secretary's signature. The
194 Board of Directors may give authority to any officer to affix the seal of the Corporation and to
195 attest the affixing by his or her signature.

196

197 Section 8. The Treasurer.

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

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

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209 Section 9. The Member-At-Large.

210 The Member-at-Large shall represent all members of the Corporation not affiliated with a formal
211 chapter.

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213 Section 10. The Chapter Representatives.
214 The Chapter Representatives shall represent the chapters of the Corporation.

215
216 Section 11. The Immediate Past President.
217 The Immediate Past President shall serve as chair of the Finance Committee and serves on the
218 Nominating Committee. Assists the President in a smooth transition of office.

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220 **Article VIII**
221 **Miscellaneous Provisions**
222

223 Section 1. Seal.
224 The seal of the Corporation shall be circular in form and shall have inscribed thereon the words:
225 "REFORMA, National Association to Promote Library and Information Services to Latinos and
226 the Spanish Speaking," "District of Columbia, " and "Corporate Seal. "
227

228 Section 2.
229 Checks.
230 All checks, drafts, or other orders for the payment of money shall be signed by such Officer or
231 Officers or such other person or persons as the Board of Directors may from time to time
232 designate.
233

234 Section 3. Fiscal Year.
235 The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.
236

237 **Article IX**
238 **Amendments**
239

240 These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any
241 meeting of the Board of Directors by a vote of a majority of the Directors in office, if at least ten
242 (10) days written notice is given of the intention to take such action at such meeting.
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245 _____
246 January 7, 2001 from revisions approved at ALA Midwinter Meetings
247 June 17, 2002 from revisions approved at ALA Annual Meetings
248 March 26, 2003 approved by electronic vote from revisions at ALA Midwinter Meetings
249 September 19, 2008 approved at RNCIII