

Bylaws of Reforma National Association to Promote Library and Information Services to Latinos and the Spanish-speaking

Adopted by the July 1986-June 1987 Board of Directors
Revisions made ALA Midwinter 2001 Board of Directors Meeting II
Revisions made ALA 2002 Board of Directors Meeting II
Revisions made ALA Midwinter 2003 Board of Directors Meeting II
Revisions made RNCIII 2008 Board of Directors Meeting
Revisions made by 2020-2021 Organizational Development & New Chapters Committee
Revisions Approved by the Board of Directors - January 2022

Article I Name

Section 1. Name.

The name of the Corporation is REFORMA, National Association to Promote Library and Information Services to Latinos and the Spanish Speaking ("the Corporation").

Section 2. Seal.

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

Section 3. Offices.

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

Section 4. Agent.

The Corporation shall continuously maintain, within the District of Columbia, a registered agent, who shall be designated by the Board of Directors.

Section 5. Changes.

Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act.

Article II Purposes of the Corporation

Section 1. Purpose of the Organization.

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

Section 2. Dissolution.

In the event of the dissolution of REFORMA, any assets remaining shall be first used for payment and discharge of any existing liabilities or obligations of the organization; second, for lawful provisions for the administration and disposition of any property held in trust by or for REFORMA; and third, for all other acts required to adjust and resolve its business and affairs.

Section 3. Dissolution Distribution of Funds.

Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. No member, individual, nor any organization shall have any right, title, or interest to any remaining assets of the organization.

Article III Membership

Section 1. Membership.

Any individual, corporation, and non-profit organization shall be eligible to apply for membership. All members (individual, corporation and non-profit organization) in good standing have the right to vote for officers, dues, or matters presented for approval to the membership. Only members who are individuals in good standing are eligible to be elected or appointed as Officers of the Corporation.

Section 2. Dues.

Individual paid membership dues that are collected by REFORMA National or by individual Chapters are shared fifty/fifty (50/50) percent between REFORMA National and the individual Chapter. Chapter reimbursement dues are paid twice a year in November and May.

Section 3. Removal of Member.

(a) The Board may suspend or terminate any member's membership who is in violation of REFORMA's mission, bylaws or policies.

(b) The Board may provide an oral or written notification of the charge to the member, give the member a reasonable opportunity to correct the behavior, and be given a reasonable opportunity to answer the allegations orally or in writing to the Board. Reasonable opportunity is defined as a period not to exceed 30 days.

(c) A two-thirds ($\frac{2}{3}$) majority vote of the Board members present at the hearing is needed to remove a member from REFORMA.

Article IV Board of Directors

Section 1. Corporation.

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

Section 2. Directors.

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

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

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

(c) Chapter Presidents represent each chapter of REFORMA.

Section 3. Removal of Directors.

To remove an officer from the Executive Committee for negligence of performing duties, only a majority vote of the Board of Directors present is needed.

Section 4. Duty of Directors and Officers.

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

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

Section 5. Resignation.

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

Article V Meetings

Section 1. Meetings of the Board.

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

Section 2. Notice of Meetings.

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

Article VI Executive Committee

Section 1. Executive Committee.

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

Section 2. Election.

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

Section 3. Terms of Office.

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

- 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

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

Section 4. Authority.

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

Section 5. Duties.

The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws, or as provided pursuant to these Bylaws or (except to the extent they are

inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President.

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

Section 7. The Vice-President/President-Elect.

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

Section 8. The Secretary.

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

Section 9. The Treasurer.

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

(a) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or its delegates, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its

regular meetings or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 10. The Member-At-Large.

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

Section 11. The Chapter Representatives.

The Chapter Representatives shall represent the chapters of the Corporation.

Section 12. The Immediate Past President.

The Immediate Past President shall serve as chair of the Finance Committee and on the Nominating Committee, and assists the President in a smooth transition of office.

Article VII Committees

Section 1. Committees.

The Corporation may appoint committees as needed, and shall determine their purpose, size and duration. Committee's chairs are part of the Board and are subject to its directives regarding their purpose and scope of responsibilities.

Article VIII Voting

Section 1. Quorum.

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

Section 2. Action by Consent.

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

Section 3. Electronic Voting.

Voting can occur by electronic ballot at the discretion of the Board of Directors.

Article IX Order of Business

Section 1. Checks.

All checks, drafts, or other orders for the payment of money shall be signed by two Officers of the Executive Committee, the President and Chair of the Finance Committee or by another member of the Executive Committee as needed.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall be designated from July 1 through June 30.

Article X Amendments

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by the Board of Directors through a ballot and approved by a majority vote. At least ten (10) business days written notice is to be given of the intention to take such action.

January 7, 2001 from revisions approved at ALA Midwinter Meetings

June 17, 2002 from revisions approved at ALA Annual Meetings

March 26, 2003 approved by electronic vote from revisions at ALA Midwinter Meetings

September 19, 2008 approved at RNCIII