

# **Poudre River Library District**

## Board of Trustees

### **BYLAWS**

These Bylaws of the Board of Trustees (the "Board") of the Poudre River Public Library District (the "District") are adopted this \_\_\_day of \_\_\_\_\_, 20\_\_ at the District's regular monthly meeting pursuant to §24-90-109(a), Colorado Revised Statutes.

#### **I. NAME**

The name of this organization shall be the Poudre River Public Library District (the "**District**"), a political subdivision of the State of Colorado, established and existing pursuant to §§ 24-90-101 *et seq.*, Colorado Revised Statutes (the "**Library Law**"), as formed by Larimer County and the City of Fort Collins (the "**Appointing Authorities**").

#### **II. BOARD OF TRUSTEES**

**Section 1. Appointment and Makeup.** The management and control of the District shall be vested in a Board of seven (7) trustees (the "Trustees") appointed in accordance with §24-90-108, all of whom must reside within the boundaries of the District.

**Section 2. Terms of Trustees.** Each term shall be four (4) years, and no Trustee shall serve more than two (2) consecutive terms. Terms shall be staggered so at least one and no more than two Trustee positions are appointed or reappointed each year. A Trustee's term shall expire on the day of the annual meeting and the term of a newly appointed Trustees shall begin at the annual meeting.

For the purpose of the two-term limitation, any appointment to fill a vacancy with a remaining unexpired term shall be considered a completed term if the unexpired term exceeds 24 full months from the date the Trustee takes his or her oath of office.

**Section 3. Vacancies.** Vacancies may occur due to the expiration of a Trustee's term and any reappointment, resignation or disqualification because of residency. All vacancies shall be filled for the remainder of the unexpired term as soon as possible in the manner in which Trustees are regularly chosen.

**Section 4. Appointment of New Trustees.** When a vacancy exists or will be created due to an expiring term, a new Trustee shall be appointed in accordance with procedures of C.R.S. §24-90-108(2)(c).

**Section 5. No Salary.** A Trustee shall not receive a salary or other compensation as a Trustee, but necessary traveling and subsistence expenses actually incurred may be paid from the Library Fund. Reimbursement of permitted expenses shall be governed by a separately approved policy.

**Section 6. Removal of a Trustee.** A Trustee may be removed only by a majority vote of the Appointing Authorities and only upon a showing of good cause. Good cause shall include, but not be limited to, failure to attend, without justification, three consecutive regular monthly meetings of the Board.

**Section 7. Powers and Duties.** The Board shall have those duties, responsibilities, and powers set forth in §§24-90-101, *et seq.*, C.R.S., as may be revised from time to time. In addition, the Board shall have all powers necessary or incidental to the specific powers granted by statute or those powers reasonably necessary to perform its duties and responsibilities.

**Section 8. Authorization.** Membership on the Board does not, under any circumstances, authorize a Trustee to represent or bind the Board in any official capacity whatsoever except as such authority is granted and approved in writing by a vote of the Board taken at a regular or special meeting.

### III. MEETINGS OF THE BOARD OF TRUSTEES

**Section 1. All Business Conducted at Open Meetings.** All business of the Board shall be conducted only during regular or special meetings hereinafter provided for, and all such regular and special meetings shall be open to the public, subject to the right of the Board to meet in executive session.

**Section 2. Regular Meetings.** A regular meeting of the Board shall be held every month, unless otherwise ordered by the Board, for the purpose of transacting the business of the District.

**Section 3. Special Meetings.** Special meetings may be called by any Trustee or the Executive Director for any purpose, including for the purpose of planning and goal setting or the study and discussion of matters to come before the Board. Minutes will be taken at all special meetings and will be part of the public record. Special meetings may be called upon 24 hours' notice to the Trustees and to the public. Notice to the public shall be given in the manner required by law.

**Section 4. Notice; Open Meetings; Executive Sessions.** Notice of all meetings of three (3) or more Trustees shall be given in the manner prescribed in §24-6-402(c), C.R.S., regardless if such meeting is a regular or special meeting. All meetings shall be open to the public, except that at any regular or special meeting, the Board may proceed into executive session upon a majority vote of two-thirds (2/3) of the quorum present for the purpose of considering any matters permitted under §24-6-402(4), C.R.S. The Board shall retain executive session records for ninety (90) days after the date of the executive session in compliance with Section 24-6-402(2)(d.S)(II)(E), C.R.S.

**Section 5. Quorum.** A majority of the Trustees of the District shall constitute a quorum necessary for the transaction of any business at any regular or special meeting of the Board. The act of the majority of Trustees constituting a quorum at a regular or special meeting shall be the act of the Board.

**Section 6. Public Participation in Meetings.** Members of the public shall be invited to participate in all regular or special meetings of the Board during a portion of the agenda set aside for this purpose. A time limit for public comment may be set upon the approval of the Board to ensure the efficient transaction of business.

**Section 7. Annual Meeting.** The regular meeting of the Board for the month of March of each year shall be designated as the annual meeting. At the annual meeting the officers shall be elected to serve for the ensuing year.

**Section 8. Roll Call Votes.** A Trustee may call for a roll call vote at any time on any matter of business.

**Section 9. Rules Governing Conduct of Meetings.** Robert's Rules of Order Revised,

most recent edition, shall govern the proceedings of the Board in all cases where not in conflict with these bylaws.

#### IV. OFFICERS

**Section 1. Designation of Officers.** The officers of the Board shall consist of a president, a vice president, treasurer, a secretary and such other officers as the Board may deem necessary.

**Section 2. Date of Election.** All officers of the Board shall be elected at the annual meeting by a majority vote of the quorum present.

**Section 3. Term of Office.** Officers shall serve one (1) year terms beginning at the meeting immediately following their election.

**Section 4. Number of Terms of Office.** A Trustee serving as an officer of the Board shall not be eligible to serve more than two consecutive terms in the same office, except by affirmative vote of two-thirds (2/3) of the Trustees of the District.

**Section 5. Vacancies.** Any vacancy occurring during the regular term of any office, for any reason, shall be filled by a Trustee elected by a vote at a regular or special meeting of the Board for the remaining portion of the term of such office.

**Section 6. Removal.** Any officer may be removed by an affirmative vote of two thirds (2/3) of the Trustees of the District taken at a regular or special meeting of the Board when in such Trustees' reasonable judgment the best interest of the District will be served thereby.

#### V. DUTIES OF OFFICERS

**Section 1. President.** The president shall, subject to the direction and supervision of the Board, be the principal executive officer of the District. The president shall preside at all meetings of the Board. The president shall sign all leases, deeds, mortgages, or contracts unless authority to do so is delegated to another Trustee or the Executive Director. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

**Section 2. Vice President.** The vice president shall assist the president and shall perform such duties as may be assigned by the president or the Board. In the absence of the president, the vice president shall have the powers and perform the duties of the president.

**Section 3. Secretary.** The secretary shall oversee the keeping of the minutes of the meetings of the Board and shall perform all other duties delegated by the Board or that may be incidental to the office of secretary, including, without limitation, the publishing of legal notices and the execution of legal documents as required. In the absence of the secretary, any other Trustee may carry out the powers and perform the duties of secretary as authorized by the Board.

**Section 4. Treasurer.** The treasurer, or his/her designee, shall be the custodian of District funds, all of which, regardless of their source, shall be deposited in an account or accounts authorized by resolution of the Board. Administrative procedures will be followed that conform to proper accounting internal controls.

#### VI. COMMITTEES

**Section 1. Creation and Powers.** An ad hoc or standing committee may be created by the Board for any specified purpose. Committee members shall be appointed by the president. A

committee shall be automatically dissolved when its stated purposes have been fulfilled unless the Board authorizes its continued existence. A committee of the Board may consist solely of Trustees, a combination of Trustees and Library staff and/or members of the public, or solely of library staff or members of the public at the Board's discretion. Committees shall report to the Board and shall have no power to act for the Board except as such authority shall be explicitly granted.

## VII. EXECUTIVE DIRECTOR AND STAFF

**Section 1. Employment of Executive Director.** An Executive Director shall be engaged or employed by the Board to serve as the chief administrative officer of the District.

**Section 2. Duties of Executive Director.** The Executive Director, under the supervision and direction of the Board, shall implement the policies adopted by the Board, recommend individuals for employment by the Board, perform all other acts necessary for the orderly and efficient management and control of the library, and perform all duties incident to the position of Executive Director including those contained in the Executive Director's contract and such other duties as may be prescribed from time to time by the Board.

**Section 3. Staff.** All other District staff shall be employed by the Board upon the recommendation of the Executive Director.

## VIII. POLICIES AND ADMINISTRATION

**Section 1. Governance.** The Board shall adopt and revise administrative policies by which the Executive Director shall conduct the affairs of the District. These policies shall be available to the public.

## IX. FISCAL YEAR

**Section 1.** The fiscal year of the District shall begin on the first day of January of each year and shall end on the 31st day of December, of each year.

## X. AMENDMENTS TO BYLAWS AND POLICIES

**Section 1. Amendment by Vote.** Bylaws and administrative policies may be altered, amended or repealed at any public meeting of the Board upon the affirmative vote of three-quarters (3/4) of the sitting Board (exclusive of vacancies).

**Section 2. Notice Proposed Amendment.** Notice of any proposed bylaw or policy changes must be presented in written form and notice provided to all Trustees at least fifteen (15) days prior to any vote on the adoption of such amendment.

**Section 3. Automatic Amendment.** These bylaws shall at all times conform to the Library Law as such Law may be revised from time to time. Such amendments as may be necessary to affect such conformation shall be automatic and these bylaws shall be updated from time to time by the act of the Board to reflect such statutorily mandated automatic amendments.

Amended and Restated on this \_\_\_ day of \_\_\_\_\_, 20\_\_\_, at a regular meeting of the Poudre River Library District Board of Trustees.

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Secretary