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BYLAWS

ARTICLE I. NAME

This organization shall be known as the DOUGLAS COUNTY LIBRARIES (the "Library"), organized under and by virtue of the Colorado Library Law, Sections 24-90-101 *et seq.*, C.R.S., and established by the County of Douglas, on 20 November 1990, with Board of County Commissioner Resolution No. 149 as Douglas Public Library District. On June 26, 2003, the Library Board moved to change the name from Douglas Public Library District to Douglas County Libraries.

ARTICLE II. BOARD OF TRUSTEES (the "Board")

Section 1. Trustees. The governance and control of the Library shall be vested in a board of seven (7) trustees (individually a "Trustee" and collectively, "Trustees") appointed in accordance with Colorado Library Law. All Trustees must reside within the Library boundaries. There are two Trustees from each of the three Douglas County Commissioner districts and one at-large Trustee.

Section 2. Terms and Reappointments. Terms shall be three (3) years, ending December 31. After serving one (1) three-year term, a Trustee shall be eligible for reappointment in accordance with the provisions of Colorado Library Law. There is no limit on terms. A former Trustee may reapply to serve again on the Board at least one year after completion of their last consecutive term.

Section 3. Vacancies. A vacancy on the Board shall be filled as soon as practical for the remainder of an unexpired term in the manner in which Trustees are regularly appointed pursuant to Colorado Library Law. A notice of all such vacancies shall be posted in accordance with the then current Trustee appointment process.

Section 4. Authorization. The President of the Board is the authorized spokesperson for the Board. However, the Board may, from time to time, determine, for a specific purpose or event, to delegate spokesperson authority to another Trustee. In the absence of such express authorization, no Trustee other than the President shall make any public statement on behalf of the Library.

Section 5. Compensation/Expense Reimbursement. Trustees shall not receive a salary or other compensation for their services as Trustees. Trustees shall be entitled to reimbursement for necessary and reasonable travel and associated expenses actually incurred while performing official Library business. Trustees will follow current policy and procedures around reimbursements.

Section 6. Ethics. Trustees shall conduct themselves in accordance with Colorado law, including the Code of Ethics for public officials, Sections 24-18-101, *et seq.*, C.R.S. (the "Code of Ethics"). Trustees shall avoid situations in which their personal interests might be served or in which financial benefits inure to them at the expense of library users, colleagues, or the Library. Trustees shall disclose any and all potential conflicts of interest during the appointment process.

If during the course of Board business, an area of potential conflict of interest or the appearance of such develops for a Trustee, that Trustee shall immediately make full disclosure to the Board and, if required in order to ensure compliance with the Code of Ethics, immediately cease participation in both discussion and voting relative to the matter. Specific areas of potential conflict, without limitation, are described in this Section, below.

- Trustees may not in their private capacities negotiate, bid for, or enter into a contract with the Library in matters in which they have a direct or indirect financial interest.
- Trustees shall recuse themselves from Board discussion, deliberation and vote on any matter in which the Trustee, an immediate family member (defined as husband, wife, domestic partner, brother, sister, child, or grandchild, including step-relationships of each of the defined relationships) or an organization with which they are associated as a principal has a material financial interest. Such recusals shall be reflected in the meeting minutes for the relevant meeting.
- Trustees shall not receive anything of value that could or should reasonably be expected to influence their vote or other official action.
- Trustees shall respect the confidential nature of Library business while adhering to the Colorado Open Records Act (“CORA”), Sections 24-72-200.1 *et seq.*, C.R.S. and all other applicable laws governing freedom of information.

Section 7. Allegations. If an allegation is made against either the Executive Library Director or a member of the Board, the Board will follow the Issue Resolution Steps Policy.

Section 8. Removal. A Trustee may be removed only following a majority vote of the Board, and in accordance with Colorado Library Law, by a majority vote of the appointing legislative body, and only upon a showing of good cause. Good cause may include but not be limited to: a deliberate breach of the Bylaws or rules and regulations adopted by the Board; unlawful conduct; causing significant harm to the Library, either materially or to its reputation; failure to perform duties outlined herein; or failure to attend three consecutive regular monthly meetings of the Board without an excused absence. The Board does, however, recognize extenuating circumstances and may waive or authorize an excused absence from the attendance requirement.

ARTICLE III. POWERS AND RESPONSIBILITIES

The Board shall have all those powers provided by Colorado Library Law C.R.S. 24-90-109, as such may be revised from time to time. In addition, the Board shall have all those powers necessary or incidental to the specific powers granted by statute, and nothing herein shall be construed as limiting the powers of the Board as granted by Colorado Library Law.

Legal responsibility for the overall operation of the Library is vested in the Board. Those Board responsibilities shall include, without limitation:

- Adoption of Bylaws and Policies for both Board guidance and governance of the Library.
- Acquisition, custody, care, and sale, disposal or transfer of all Library real or personal property.
- Financial oversight of the Library and adoption of annual budgets.
- Authorization of Library contracts, purchasing, borrowing, and bonding for the Library.
- Employment and evaluation of the Executive Library Director, who shall be the executive and administrative officer of the Library acting on behalf of the Board.
- Annual audit approval and periodic investment monitoring.
- Planning for current and future needs of the Library and the community it serves.
- The Board shall conduct, on an annual basis, written evaluations of the Board's performance.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Board shall consist of a president, a vice-president, and a secretary or such other officers as the Board deems necessary. These officers shall perform the duties prescribed by these Bylaws and Colorado Library Law. Nothing herein shall prevent the Board, at its discretion, to combine offices as long as the same individual does not hold both the office of president and secretary. The Board reserves the right to delegate duties to the Executive Library Director.

Section 2. Election. The Board shall elect officers annually from among current membership of the Board at the Annual Meeting.

Section 3. Terms of Office. Officers shall begin their terms of office at the next regular meeting immediately following the Annual Meeting at which they are elected to office, and they shall serve thereafter for a term of one (1) year, or until their successors are elected, whichever is longer.

Section 4. Officer Vacancies. A vacancy in any office, however occurring, may be filled by majority vote of the Board at the next regular or special meeting of the Board for the unexpired portion of the term.

Section 5. Removal. Any officer may be removed from office for a failure to discharge their duties, by a majority vote of the Board at a regular or special meeting whenever in the Board's judgment the best interest of the Library will thereby be served. The Trustee(s) seeking such action shall give written notice to the officer five days prior to voting on such an issue.

ARTICLE 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 Library. The President shall preside over and determine the manner of operation for all meetings of the Board. The President shall sign, either by manual, facsimile, or electronic signature, any leases, deeds, mortgages, contracts and other instruments which the Board has authorized to be executed; and in general 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 review and recommend approval of the minutes of the regular meetings of the Board; and perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the President or by the Board.

Once approved by the Board, staff will post the approved minutes on the Library's public website. Additionally, staff will retain executive session recordings until the date of legal disposal.

ARTICLE VI. MEETINGS

Section 1. Meeting Participation. Under Colorado Open Meetings Law Section 24-6-402 (1)(b), C.R.S., meetings may be convened for the purpose of conducting public business in person, by telephone, electronically or by other means of communication, provided the public may hear and the Trustees may be heard, or if through a written form of communication (i.e., email meeting), the public and the Trustees may each read the communications. Although most Board meetings are held with participating Trustees physically present, Trustees may attend meetings, establish quorum and vote via these alternative means in the case of either regular or special meetings of the Board.

Section 2. Regular Meetings. Regular meetings of the Board shall be held monthly no less frequently than eight (8) times per calendar year when possible, and be held at the Library facilities for the purpose of transacting any business that may come before the Board and to disseminate information to the community at large regarding library operations.

Once a year, prior to the next calendar year's start, the date and location of each regular meeting for the upcoming year shall be determined and approved by the Board. All business of the Board shall be conducted only during such regular meetings or at 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 3. Special Meetings. Special meetings may be called by the President, the Executive Library Director, or any three (3) Trustees by informing the President in writing and then the President will coordinate the date, time and place of such meeting and the purpose for which it is called at least twenty-four (24) hours prior to said meeting. Minutes will be taken at all special meetings wherein Board actions are taken and will be part of the public record.

If due to unforeseen and urgent circumstances there is not sufficient time to call a special meeting because a matter is an emergency and requires immediate attention, the President or the President's designee may take a vote by electronic means or in person, with such vote to be ratified at the next regular or special meeting of the Board. If any emergency action taken is not ratified, then it is deemed rescinded.

Section 4. Public Participation in Meetings. The public is invited to all regular and special meetings of the Board and may speak during a portion of the agenda that follows the Board's designated process for public comment.

Section 5. Notice. All meeting notices shall be publicly posted on the Library's website no later than twenty-four (24) hours prior to any meeting in accordance with Colorado Open Meetings Law ("COML"), Sections 24-6-401, *et seq.*, C.R.S.

Section 6. Annual Meeting. The first regular meeting of each year shall be designated as the Annual Meeting. At the Annual Meeting, Board officers shall be elected for the ensuing year.

Section 7. Quorum. A majority of the total membership of the Board shall constitute a quorum necessary for the transaction of any business to come before any regular or special meeting, including votes on emergency action. The act of the majority of Trustees constituting a quorum at a regular or special meeting shall be the act of the Board.

Section 8. Voting. All Trustees, including the Board President, shall vote, unless such voting is contrary to the Code of Ethics. A Trustee may call for a roll call vote at any time. Voting by telephone participation is allowed; however, voting by proxy is not. Properly noticed email polls of Trustees may be taken with results to be confirmed and recorded into the minutes at the next regular Board meeting.

Section 9. Minutes. Minutes shall be taken of regular meetings of the Board and special meetings where a vote is taken, and posted following Board approval on the Library's website.

Section 10. Parliamentary Authority. The Board President shall be responsible for the conduct of meetings and shall provide, in specific instances, such parliamentary rulings as are necessary for meeting order. When the Board President is part of the issue in any parliamentary decisions, the Board by a passing motion may appoint another Trustee to handle that piece of business.

ARTICLE VII. COMMITTEES

Section 1. Purpose. The Board may establish such committees as deemed necessary to assist in its works. The motion to form such committee shall state the purpose, timeline, composition and authority of such committee, including committee members in a committee charter.

The purpose of committees is to make recommendations on specific topics or issues to the Board to allow more focused Board consideration of the same. No Board committee will have more

than three Trustees. This limit is intended to distinguish between the Board and committees thereof and ensures that the Board cannot and does not act through committees.

ARTICLE VIII. EXECUTIVE LIBRARY DIRECTOR

Section 1. Employment. The Executive Library Director shall be selected by the Board and shall be employed by written contract with the Library for which the Executive Library Director shall serve as chief executive officer of the Library.

Section 2. Duties. The Executive Library Director, under the supervision and direction of the Board, shall perform (or delegate to appropriate staff members) all duties incident to the position of Executive Library Director and such other duties as may be prescribed by the Board, including but not limited to the following:

- Assist the Board in formulating basic programs and policies.
- Implement programs, policies, and professional practices as adopted by the Board.
- Responsibility for fiscal matters of the Library, except that the Board shall have exclusive control of the disbursement of the finances of the Library.
- Prepare the proposed annual budget for the Library for presentation to the Board.
- Prepare monthly reports of activities of the Library for presentation to the Board.
- Administer Library personnel, including employ, train, evaluate, compensate, motivate and discharge staff in compliance with all applicable laws and regulations, the Library Staff Handbook guidelines, and Board policies.
- Direct and coordinate the work of the Library employees.
- Approve all budgeted, normal and recurring operational expenditures, excepting those requiring specific Board approval.
- Prepare the agenda for each Board meeting according to Board directive.
- Responsibility for public information, community relations, development, fundraising and special projects as assigned by the Board.
- Arrange for the care and maintenance of buildings, equipment and materials for the Library.
- Evaluate library services, technology and operations and assist the Board with short-term and long-range planning.
- Represent the Library, as appropriate, to all of its constituents and to professional and institutional organizations.
- Be responsible for any other reasonable duties, consistent with the foregoing, as may be prescribed by the Board.
- Conduct all Library business at the highest possible ethical standards and identify any real or potential conflicts of interest to the Board in a timely manner.

Section 3. Removal. The Executive Library Director may be removed by the affirmative vote of a majority of the Board constituting a quorum whenever, in its judgment, the best interest of the Library will be served thereby, and in compliance of the Executive Library Director's contract.

ARTICLE IX. LIBRARY POLICIES

The Board shall establish and adopt Library policies, which shall ensure cost-effective and efficient publicly supported Library services to Library residents. These policies shall be available to the public.

ARTICLE X. ANNUAL REPORT

At the close of each year the Board shall make a report to the County Commissioners of Douglas County, in accordance with the Colorado Library Law, Section § 24-90-109 C.R.S.

ARTICLE XI. SEAL

The seal of the Library shall be a circle with the words “DOUGLAS COUNTY LIBRARIES” contained therein, and that the Library Seal shall be affixed to all official and legal documents of the Library.

ARTICLE XII. FISCAL YEAR

The Fiscal Year of the Library shall begin on the 1st of January of each year and end on the 31st of December of such year.

ARTICLE XIII. AMENDMENTS TO BYLAWS AND POLICIES

Notice of proposed Bylaws or Policy changes must be in written form and received by all Trustees at least five (5) days prior to the first reading.

Bylaws and Policies may be added, altered, amended or repealed on first reading at any regular or special meeting of the Trustees if all members of the Board are present and the vote is unanimous. If all members are not present or the vote is not unanimous, but the majority present votes in favor of the Bylaw or Policy amendment proposal, it will be presented at the next regular meeting of the Board, at which time it can be added, altered, amended or repealed by a simple majority of the Board present and voting.

These Bylaws shall at all times conform to the Colorado Library Law, as it may be revised and amended 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.

Adopted and signed this ____ day of _____, _____.

Board President, Dawn P. Vaughn

Board Secretary, TR Nolan