

DOUGLAS COUNTY LIBRARIES BOARD BYLAWS

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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 November 20, 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. Notwithstanding this change in name, the Douglas County Libraries were established as and are a public library district and a separate taxing authority, as defined in Colorado Library Law.

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) local government official trustees (individually a "Trustee" and collectively, "Trustees") appointed in accordance with Colorado Library Law to act as the Legislative Body of the Library. Trustees must reside within the Library boundaries and maintain any other requirements related to their office set forth by law. There are two Trustees from each of the three Douglas County Commissioner districts and one at-large Trustee. All Trustees shall be approved by at least a 2/3 vote of the Commissioners prior to the start of their term. Notwithstanding each Trustee's geographic constituency group, Trustees are local government officials with fiduciary responsibility to the Library and shall represent and act in the best interests of the Library as whole for the benefit of the people.

Section 2. Terms, Term Limits and Reappointments. A Trustee's term of office shall be three (3) years, commencing on January 1 and ending December 31 of the year preceding a new appointment term. After serving one (1) term, a Trustee shall be eligible for reappointment in accordance with the provisions of Colorado Library Law and these Bylaws. No Trustee shall serve more than four (4) consecutive full terms in addition to completing any unexpired term. A former Trustee may reapply to serve on the Board again for 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 current Trustee appointment process.

Section 4. Authority of the Board of Trustees. The Board is the governing authority and legislative body of the Library. Apart from each Trustee's normal function as part of the Board, or as directed by the Board, no Trustee may commit the Library to any policy, act or expenditure, or take any action (express or implied) that departs from their fiduciary duty. The Board may delegate to officers, employees and agents of the Library any or all administrative powers.

Section 5. Governing Laws. The Board shall comply with and be guided by applicable state laws and regulations, including the Colorado Library Law, the Colorado Constitution, applicable federal laws and regulations and the Constitution of the United States.

Section 6. Board as a Whole. Trustees should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively. Individual Trustees should go through a Board vote to make directives to staff.

Section 7. 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 8. 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 regarding reimbursements.

Section 9. Ethics. Trustees shall conduct themselves as local government officials in a position of public trust, in accordance with these Bylaws and applicable Colorado laws, including the Code of Ethics for public officials, Sections 24-18-101, *et seq.*, C.R.S. (the “Code of Ethics”) and Article XII of the Colorado Constitution. 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 devote their personal attention to the duties required of their office and shall at all times act in accordance with the public trust and confidence expected of a Trustee as a fiduciary and steward of the Library’s public finances. 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.
- Trustees shall conduct themselves with an eye to the public trust, deserving of the public confidence and the integrity of the office as a fiduciary. A local government official whose conduct departs from their fiduciary duties shall bear the personal liability a private fiduciary would suffer for abuse of their trust.

Section 10. Allegations. If an allegation is made against either the Executive Director or a member of the Board, the Board will follow the Complaint Procedure Policy.

Section 11. 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 willful, wanton or deliberate breach of the Colorado Library Law, the Bylaws, or Policies adopted by the Board; unlawful conduct; causing significant harm to the Library, either materially or to its reputation; failure to diligently perform the duties of a local government official 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 and duties provided by Colorado Library Law C.R.S. 24-90-109, as such may be revised from time to time, and those powers and responsibilities otherwise set forth for local government officials not in conflict with the specific requirements of Colorado Library Law. 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 governance of the Library is vested in the Board. Those Board responsibilities shall include all powers and duties authorized by the Colorado Library Law, without limitation, including:

- 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 in accordance with the Authorization of Expenditure Policy.

- Employment and evaluation of the Executive Director, who shall be the executive and administrative officer of the Library acting on behalf of the Board and shall perform the functions set forth in Section 24-90-109, C.R.S. including:
 - Implementation of the policies adopted by the Board, including all day to day operations;
 - Recommending individuals for employment;
 - Performing all acts necessary for the orderly and efficient management and control of the Library;
- Adoption of a policy for the purchase and review of library materials and equipment on the recommendation of the Executive Director.
- Annual audit approval and periodic investment monitoring.
- The power to determine the amount of the maximum mill levy necessary to maintain and operate the Library during the ensuing year and/or initiate an election to increase the maximum mill levy to support the Library.
- 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. 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 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. The President is the authorized Board media spokesperson.

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 ("COML") 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., a properly noticed 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. Notwithstanding the quorum requirements of the COML and these Bylaws, it shall be deemed to be a "meeting" requiring public notice whenever three or more Trustees meet to discuss public Library business; however, in any such meeting without a quorum no official Board action shall be taken.

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 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, at the Board's discretion, during a portion of the agenda designated for public comment. All public comments shall be subject to the following procedures:

- Only one speaker will be acknowledged at a time. A speaker may only speak once per public comment period.
- Each speaker will have three minutes to address the Board. The Board may, in their sole discretion, limit the total amount of time dedicated to public comment or reduce the amount of time each speaker has to address the board to accommodate for special circumstances.
- Speakers must direct their comments to the Board as a whole, not to individual Board members or the audience.
- Speakers shall be courteous in their language, presentation and remarks. Speakers shall not make personal attacks, use profanity, or engage in other inappropriate conduct.

A speaker who fails to follow the foregoing procedures may be removed from the meeting.

Any individual who has been invited to speak and is listed on the agenda is not restricted by the above procedures, however, such individual shall follow Board direction as to any presentation requirements, including expected duration of discussion, and shall adhere to the requirements for public decorum and courtesy outlined herein.

Expectations for Board Members during public comment:

- The Board President as meeting chair will oversee public comment, welcoming speakers, sharing public speaking expectations and handling any issues with conduct.
- Board members will not engage in conversation with speakers.

- Board members will listen quietly and respectfully acting in mind of the Library brand and values.
- If Board members feel there is an issue with conduct that the chair is not addressing, they will request a “Point of Order” discussion with the chair.

Section 5. Notice. All meeting notices shall be publicly posted on the Library’s website no later than twenty-four hours prior to any meeting in accordance with 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.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. Parliamentary Authority. The Board has adopted the *Standard Code of Parliamentary Procedure*, current edition (“Parliamentary Procedure”), as the parliamentary authority to govern board meeting procedures. Any updates to version will be effective and noted via memo at the Board’s annual meeting each year.

Section 2. Parliamentary Determinations. The Board President shall be the presiding officer over 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 be the presiding officer over the business item at issue.

Section 3. Closing Discussion. Any Trustee may present a motion to close debate and vote immediately to bring discussion on a motion to a close. Should a motion to close debate pass by two-thirds vote, the presiding officer shall thereafter call the question on the pending motion.

Section 4. Point of Order. In order to enforce the rules of Sturgis, any Trustee may raise a point of order. The presiding officer must make a ruling on the point of order or refer it to the Board for further discussion.

Section 5. Suspending the Rules. Any Trustee may present a motion to suspend the procedural rules. This motion must be limited to a specific purpose and a specific time frame and must pass by two-thirds vote.

ARTICLE VIII. 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. Board committee meetings of three Trustees shall be publicly posted on the Library's website no later than twenty-four hours prior to any meeting in accordance with COML, Sections 24-6-401, *et seq.*, C.R.S.

ARTICLE IX. EXECUTIVE DIRECTOR

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

Section 2. Duties. The Executive 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 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 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 Director's contract.

ARTICLE X. LIBRARY POLICIES

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

ARTICLE XI. 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 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

confirmation 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.