

Section 1 - Board of Trustees and Organization

1.1 Poudre River Public Library District Board of Trustees Bylaws

BYLAWS

These Bylaws of the Board of Trustees (the "Board") of the Poudre River Public Library District (the "District") are adopted this 7th day of January, 2008 at the District's regular meeting to govern Board action.

The District is a political subdivision of the State of Colorado, established and existing pursuant to §§24-90-101 *et seq.* of the Colorado Revised Statutes. These bylaws are adopted pursuant to C.R.S. §24-90-109(a).

I. NAME

The name of this organization shall be the Poudre River Public Library District.

II. BOARD OF TRUSTEES

Section 1. Appointment. The management and control of the Poudre River Public Library District (the "District") shall be vested in a Board of seven (7) trustees (the "Trustees") appointed in accordance with statute, all of whom must reside within the boundaries of the District.

Section 2. Number, Geographic Areas and Term. The Board of Trustees shall consist of seven (7) members, all of whom must reside within the boundaries of the District's legal service area. The Trustees shall serve no more than two (2) consecutive four (4) year terms which shall be staggered so that one or two Trustees are appointed or reappointed each year. A Trustee's term shall expire on the day of the annual meeting and the term of newly appointed Trustees shall begin at the annual meeting.

Unless mandated by State statute, no Trustee may serve more than two complete terms. For the purpose of this limitation, appointment to fill a vacancy with a remaining unexpired term shall only 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. Appointment of New Trustees. When the term of an existing Trustee will expire, and such Trustee is either ineligible for reappointment or elects not to be reappointed, a new Trustee shall be appointed in accordance with procedure consistent with C.R.S. §24-90-108(2)(c).

Section 4. Vacancies. 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 5. No Salary. Trustees 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.

Section 6. Removal. A Trustee may be removed only by a 2/3 vote of the appointing authority 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 of Trustees shall have those duties and responsibilities set forth as authorized powers under §§24-90-101, *et seq.*, C.R.S. (the "Library Law"), as such 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.

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 9. 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. All business of the Board shall be conducted only during regular or special meetings hereinafter provided for, and all of such regular and special meetings shall be open to the public, subject to the right of the Board to meet in executive session.

Section 10. Time and Place. The time and place of all regular and special meetings will be announced in advance as required by law.

Section 11. 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. At a minimum, the Board shall cause notice of meetings to be posted in designated public places no less than twenty-four (24) hours prior to the 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.5)(II)(E), C.R.S.

Section 12. 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 13. 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 14: Public Participation in Meetings. Citizens shall be invited to participate in all regular meetings of the Board during a portion of the agenda set aside for this purpose. The president shall determine a time limit for comments based upon the number of persons wishing to speak.

Section 15: 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 16. Roll Call Votes. A Trustee may call for a roll call vote at any time.

Section 17. Parliamentary Authority. Robert's Rules of Order Revised, most recent edition, shall govern in the proceedings of the Board in all cases where not in conflict with these bylaws.

Article IV. OFFICERS

Section 18. Designation of Officers. The officers of the Board shall consist of a president, a vice president, treasurer and a secretary and such other officers as the Board deems necessary.

Section 19. Date of Election. All officers of the Board shall be elected by the Board at the annual meeting.

Section 20. Term of Office. Officers shall serve for one (1) year terms and shall begin their terms of office at the next meeting immediately following the election.

Section 21. 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 of the Trustees of the District.

Section 22. 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 23. Removal. Any officer may be removed by an affirmative vote of two thirds 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.

Article V. DUTIES OF OFFICERS

Section 24. President. The president shall, subject to the direction and supervision of the Board, be the principal executive officer of the District. 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 25. 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 26. 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 such as the publishing of legal notices and the execution of legal documents as such may be required.

Section 27. 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.

Article VI. COMMITTEES

Section 28. Appointment and Membership. An ad hoc or standing committees may be created by the Board with its members appointed by the President for any specific purpose and shall be automatically dissolved when its stated purposes have been fulfilled. A committee of the Board may consist of Trustees or may perform its function without participation of any Trustee. Committees shall report to the Board and shall have no power to act for the Board.

Article VII. EXECUTIVE DIRECTOR AND STAFF

Section 29. 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 30. Duties of Executive Director. The Executive Director, under the supervision and direction of the Board, shall 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 31. Staff. All other District staff shall be employed by the Board upon the recommendation of the Executive Director.

Article VIII. POLICIES AND ADMINISTRATION

Section 32. 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.

Article IX. FISCAL YEAR

Section 33. 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.

Article X. AMENDMENTS TO BYLAWS AND POLICIES

Section 34. Amendment by Vote. Bylaws and administrative policies may be altered, amended or repealed at a public meeting of the Board by three-quarters of the sitting Board (exclusive of vacancies).

Section 35. Notice Proposed Amendment. Notice of proposed bylaw or policy changes must be in written form and notice provided to all Trustees at least fifteen (15) days prior to consideration for adoption.

Section 36. 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.

Adopted this 7th day of January, 2008 by the Board of Trustees.

Amended on February 1, 2010 at a regular meeting of the Board of Trustees to reflect the District name change.

Revised and approved on November 12, 2012 at a regular meeting of the Board of Trustees.

Revised and approved on February 11, 2013 at a regular meeting of the Board of Trustees.

Secretary