

BYLAWS

ARTICLE I. NAME

This organization shall be known as the DOUGLAS COUNTY LIBRARIES (the "District"), 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 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 management and control of the District shall be vested in a board of seven (7) trustees appointed in accordance with Colorado Library Law. All Trustees must reside within the District 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. 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 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.

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 District business. No expenses reimbursements will be made by the District without receipt of appropriate documentation. During a Trustee's tenure, any accumulated late fees for use of library materials will be waived. However, Trustees shall remain obligated to pay all District damaged and lost material charges.

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 District. 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.

- Trustees may not in their private capacities negotiate, bid for, or enter into a contract with the District 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 or an organization with which they are associated 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 District 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. 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 District, either materially or its reputation; failure to perform duties outlined herein; or failure to attend three consecutive regular monthly meetings of the Board. The Board does, however, recognize extenuating circumstances and may waive the attendance requirement.

ARTICLE III. POWERS AND RESPONSIBILITIES

The Board shall have all those powers provided by Colorado Library Law, 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 District 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 District.

- Acquisition, custody, care, and sale, disposal or transfer of all District real or personal property.
- Financial oversight of the District and adoption of annual budgets.
- Authorization of District contracts, purchasing, borrowing, and bonding for the District.
- Employment and evaluation of the Library Director, who shall be the executive and administrative officer of the District acting on behalf of the Board.
- Annual audit approval and periodic investment monitoring.
- Planning for current and future needs of the District 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, a secretary, a treasurer and 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 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 a regular or special meeting of the Board for the unexpired portion of the term.

Section 5. Removal. Any officer may be removed by a majority vote of the Board at a regular or special meeting whenever in the Board's judgment the best interest of the District will thereby be served.

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 District. 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, minutes will be posted on the District's public website.

Section 4. Treasurer. The Treasurer shall, in general perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board or by the President.

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. 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, be held at the District 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 Library Director, or any three (3) Trustees by informing all the other Trustees of the date, time, and place of such meeting and the purpose for which it is called at least three (3) days 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 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 in accordance with Colorado Open Meetings Law ("COML"), Sections 24-6-401, *et seq.*, C.R.S.

Section 6. Annual Meeting. The first 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 District'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.

ARTICLE VII. COMMITTEES

Section 1. Purpose. 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 act through committees.

Any Trustee attending a meeting of a committee of which the Trustee is not a member may attend in the Trustee's capacity as a member of the public. A Trustee in attendance at such a committee meeting relinquishes the Trustee's authority as Trustee and has the same rights and responsibilities as other members of the public in attendance.

Members of the public in attendance at committee meetings (including Trustees who are not members of the committee) are permitted to observe and listen to the committee meeting and must sit in the area designated for members of the public. Members of the public must leave the committee meeting if executive session is invoked.

Public comment is not heard at committee meetings since they are not meetings where formal action is taken.

Section 2. Standing Committees. The Board at its discretion authorize standing committees to advise the Board on on-going or long-standing issues, events or processes.

Section 3. Special Committees. The Board at its discretion and from time to time may authorize special committees for specific tasks or purposes. Such committees shall make reports to the Board and shall be automatically dissolved when their stated purposes have been fulfilled.

Section 4. Ex-officio Members of Committees. The Board, at its discretion, may appoint standing or special committee members who are not Trustees.

ARTICLE VIII. LIBRARY DIRECTOR

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

Section 2. Duties. The 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 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.
- Prepare the proposed annual budget for the District for presentation to the Board.
- Prepare monthly reports of activities of the District 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 District Staff Handbook guidelines, and Board policies.
- Be responsible for public information, community relations, development, fund-raising and special projects as assigned by the Board.

- Arrange for the care and maintenance of buildings, equipment and materials for the District.
- Evaluate library services, technology, and operations and assist the Board with short term and long range planning.
- Represent the District 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.
- The Library Director shall conduct all District 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 Library Director may be removed by the Board whenever, in its judgment, the best interest of the District will be served thereby.

ARTICLE IX. DISTRICT POLICIES

The Board shall establish and adopt District policies, which shall ensure cost-effective and efficient publicly supported District services to District residents.

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 District shall be a circle with the words, "DOUGLAS COUNTY LIBRARIES" contained therein, and that the District Seal shall be affixed to all official and legal documents of the District.

ARTICLE XII. FISCAL YEAR

The Fiscal year of the District 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

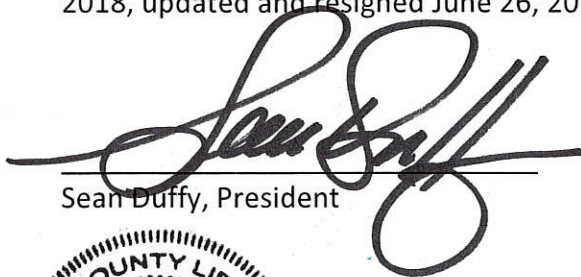
Notice of proposed Bylaws or Policy changes must be in written form and received by all Trustees at least five (5) days prior to the first reading.

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.

These Bylaws and Polices re-adopted this 30th day of October 2013, updated October 2016, June 2018, updated and resigned June 26, 2019.



Sean Duffy, President



Louise M. Wood, Secretary

