



MESA COUNTY PUBLIC LIBRARY DISTRICT BYLAWS

Amended and Restated July 2019

ARTICLE I – NAME

The name of this organization is the “Mesa County Public Library District”; the library district may conduct some or all of its business using the name “Mesa County Libraries” (“MCL”). MCL operates under the provisions of Colorado Revised Statutes (“C.R.S.”) §§ 24-90-101 *et seq.* (“Library Law”). MCL exercises the powers and authority and assumes the responsibilities delegated to it under Library Law.

ARTICLE II – PURPOSES AND POWERS

Section 2.1 Purposes. The purposes of MCL are to provide public library services to the citizens and residents of Mesa County, Colorado. MCL enriches lives and builds community through opportunities to learn, discover, create, and connect.

Section 2.2 Powers. In furtherance of its purposes, MCL, through its Board of Trustees, has the powers, duties, and responsibilities authorized by Library Law and other applicable Colorado law. Nothing in these bylaws will be construed as limiting the powers of the Board of Trustees.

ARTICLE III – BOARD OF TRUSTEES

Section 3.1 Appointment. The management and control of MCL is vested in a Board of Trustees appointed in accordance with Library Law. An individual member of the Board of Trustees is referred to as a “Trustee.” Trustees are appointed by the Board of County Commissioners for Mesa County (“BOCC”) upon the recommendation of either the Board of Trustees or the BOCC.

Section 3.2 Number, Qualifications, and Tenure. The Board of Trustees consists of seven (7) members, who must be at least eighteen (18) years of age and legal residents of Mesa County, Colorado. Trustees are appointed for terms of five (5) years. Henceforth, Trustees’ terms will expire on January 1 and the terms of newly appointed Trustees will begin on January 1 of the year of appointment. No Trustee will serve more than two (2) five-year terms, to conclude at the end of the year when the tenth year expires. A Trustee appointed to fill a vacancy will be appointed for the remainder of the unexpired term; after this, a Trustee may be appointed to serve up to two (2) more five-year terms.

Section 3.3 Attendance at Meetings. Each Trustee is expected to attend all meetings of the Board of Trustees. If a Trustee fails to attend, without justification, three (3) consecutive regular meetings or two-thirds of all meetings called within a calendar year, the Trustee will be queried in writing by the President of the Board of Trustees about intent and ability to attend future meetings. If the Trustee does not reply in writing to the written notice within thirty (30) days of its receipt, the President may, with the approval of a majority vote of the Board of Trustees, send a letter to the BOCC requesting that the Trustee be removed for cause.

Section 3.4 Resignation. Any Trustee may resign at any time by giving written notice to the President or Secretary of the Board of Trustees. Any resignation will take effect at the time specified in the notice, and unless the notice specifies otherwise, the acceptance of the resignation is not necessary to make it effective.





Section 3.5 Removal. A Trustee may be removed only by a majority vote of the BOCC and only upon a showing of good cause. Good cause includes but is not limited to: end of legal residency in Mesa County; failure to discharge duties; failure to attend meetings in accordance with Section 3.3; acting in such a manner as to obstruct the Board of Trustees, other trustees, or MCL staff in the performance of their assigned and lawful duties; conviction of, or a plea of guilty or no contest to any felony, or any misdemeanor for which a period of incarceration is imposed; falsification of expense accounts, inventories, or other records or reports; or engaging in conduct that results or could result in injury to the property or interests of MCL.

Section 3.6 Vacancies. A vacancy on the Board of Trustees will be filled as soon as practical in the manner in which Trustees are regularly appointed. Notices of vacancies are posted on the MCL and Mesa County websites, posted at the Central Library, and publicized by any other means as determined by the Board of Trustees. A Trustee appointed to fill a vacancy will be appointed for the remainder of the unexpired term; after this, a Trustee may be appointed to serve up to two (2) more five-year terms.

Section 3.7 Compensation. No Trustee may receive a salary or other compensation for services as a Trustee, but necessary traveling and subsistence expenses actually incurred may be paid or reimbursed from MCL funds in accordance with Library Law.

Section 3.8 Ethics and Conflicts of Interest. Each Trustee will annually sign the Ethics Statement and the MCL Conflict of Interest Policy adopted by the Board of Trustees. A conflict of interest may exist when the interests or activities of a Trustee may be reasonably seen as competing with the interests or activities of MCL, or when a Trustee derives financial or other material gain as a result of a direct or indirect relationship. A Trustee with any possible conflict of interest will disclose such conflict of interest to the Board of Trustees.

Section 3.9 Report to the BOCC. The Board of Trustees, with the assistance of the Library Director, will make a report subsequent to the close of each calendar year to the BOCC showing the condition of its trust during the past year, the sums of money expended, the purposes of the expenditures, and such other information and statistics as the Board of Trustees deems to be of public interest.

Section 3.10 Report to the Colorado State Library. The Board of Trustees will make a report subsequent to the close of each calendar year to the Colorado State Library in the form of a response to a survey administered by the Colorado State Library, including such other statistics and information as may be required by the Colorado State Library. The Library Director and staff will prepare the report on behalf of the Board of Trustees.

Section 3.11 Authorization. Membership on the Board of Trustees does not, under any circumstances, authorize a Trustee to represent the Board of Trustees or MCL in any official capacity whatsoever, except as such authority is granted by a vote of the Board of Trustees taken at a regular or special meeting of the Board of Trustees. The President of the Board of Trustees, or in the President's absence, the Vice President, is the authorized spokesperson for the Board of Trustees, unless the Board of Trustees delegates this responsibility to another Trustee or individual.

ARTICLE IV – OFFICERS

Section 4.1 General. The officers of the Board of Trustees are a president, a vice president, and a secretary, who hold their offices for such terms and have such authority and duties as determined by the Board of Trustees. The Board of Trustees may appoint such other officers and assistant officers as it may consider





necessary, who hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Trustees. No person may simultaneously hold more than one office.

Section 4.2 Election and Term of Office. The officers of the Board of Trustees are nominated by the Good Governance Committee and elected by the Board of Trustees at the December regular meeting of the Board of Trustees, to serve one-year terms that begin on January 1 of the following year. If the election of officers is not held at the December regular meeting, such election will be held at the next regular or special meeting held by the Board of Trustees. Each officer will hold office until the first of the following occurs: expiration of the term of office, election of a successor, death, resignation, or removal from office pursuant to Section 4.3. No individual may hold the same office for more than two consecutive terms.

Section 4.3 Removal. Any officer may be removed from office by the majority vote of the Board of Trustees whenever, in the reasonable judgment of the Board of Trustees, the best interests of MCL are served thereby.

Section 4.4 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4.5 President. Subject to the direction and supervision of the Board of Trustees, the President is the principal executive officer of MCL. The President presides at all regular and special meetings of the Board of Trustees, appoints all committees, executes all legal documents authorized by the Board of Trustees, serves as a member of all committees, and performs all other duties that are incident to the office of President or that are prescribed by the Board of Trustees from time to time.

Section 4.6 Vice President. The Vice President assists the President, performs such duties as may be assigned by the President or the Board of Trustees, and serves on the Executive Committee. In the absence of the President, the Vice President has the powers and performs the duties of the President.

Section 4.7 Secretary. The Secretary reviews the draft minutes of all regular and special meetings of the Board of Trustees, sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and serves on the Executive Committee.

ARTICLE V – MEETINGS OF THE BOARD OF TRUSTEES

Section 5.1 Annual Meeting. The annual meeting of the Board of Trustees is held in January at the location, date, and hour designated for regular meetings.

Section 5.2 Regular Meetings. Regular meetings of the Board of Trustees are held every month except November at a location designated by the Board of Trustees. At the annual meeting in January, the Board of Trustees, by resolution, will set the date and hour of regular meetings for the ensuing year. In addition to such resolution, notice and materials for any regular meeting will be given to the Trustees at least five (5) days prior to the holding of the meeting.

Section 5.3 Special Meetings. Special meetings may be called by any Trustee or the Library Director for any purpose. Notice of any special meeting will be given to the Trustees at least twenty-four (24) hours prior to the holding of the meeting.

Section 5.4 Notice to Trustees. Whenever these bylaws require notice to the Trustees, written notice will be given by MCL administrative staff, using Trustees' contact information on file with MCL, by one of the





following methods: email, United States Postal Service mail, facsimile transmission, or hand delivery. Notice given by mail is deemed delivered three (3) days after deposit in the mail. Notice given by electronic means is deemed delivered when the sending party receives confirmation of successful transmission.

Section 5.5 Open Meetings and Executive Sessions. All meetings of the Board of Trustees are conducted pursuant to C.R.S. §§ 24-6-401 *et seq.* (“Open Meetings Law”). All business of the Board of Trustees is conducted only during such regular or special meetings of the Board of Trustees as are provided for in these bylaws. All meetings of three (3) or more members of the Board of Trustees are open to the public, subject to the right of the Board of Trustees to meet in executive session. At any regular or special meeting, the Board of Trustees may proceed into executive session upon a majority vote of two-thirds of the quorum for the purpose of considering a matter permitted and pursuant to C.R.S. § 24-6-402(4). Only the Board of Trustees and its invitees are permitted to attend such executive sessions.

Section 5.6 Public Notice. No meeting of three (3) or more members of the Board of Trustees will be held without the posting of public notice, pursuant to Open Meetings Law. At its annual meeting, the Board of Trustees will designate a public place for posting of all notices of meetings of the Board of Trustees, pursuant to C.R.S. § 24-6-402(2)(c). Public notices of Board of Trustees meetings setting forth the meeting date, time, place and, when available, the meeting agenda, will be posted at the designated location no less than twenty-four (24) hours prior to the holding of the meeting. In addition, notice of all regular and special meetings of the Board of Trustees will be posted on the MCL website.

Section 5.7 Public Participation in Meetings. The audience is invited to address the board at all regular meetings of the Board of Trustees during a portion of the agenda set aside for this purpose. The President may invite the audience to speak during special meetings as well. The President may determine a time limit for comments based upon the number of persons wishing to speak.

Section 5.8 Records of Meetings.

- A. Regular and Special Meetings: Each regular and special meeting of the Board of Trustees is electronically recorded. Recordings of regular and special meetings will be destroyed after one (1) year, but may be retained beyond that time at the discretion of the Library Director. Under the Secretary’s supervision, written minutes are prepared of all regular and special meetings to summarize board actions and discussions and to document adoption of any resolutions by the Board of Trustees. After approval by the Board of Trustees, the recordings and written minutes of regular and special meetings are open for public inspection, in accordance with the provisions of Open Meetings Law and C.R.S. §§ 24-72-201 *et seq.* (“Open Records Act”).
- B. Executive Sessions: Each executive session discussion will be electronically recorded, unless an attorney representing the Board of Trustees, and who is in attendance, determines that all or a portion of the discussion constitutes privileged attorney-client communications. Recordings of executive sessions are retained for at least ninety (90) days, in accordance with C.R.S. § 24-6-402 (2)(d.5)(II)(E). Written minutes prepared for executive sessions need only to state the topic of the session, in accordance with C.R.S. § 24-6-402 (2)(d)(II).
- C. Committee Meetings: Written minutes of all committee meetings summarizing discussions are prepared. After approval of the minutes by the committee chair, committee meeting minutes are





open for public inspection, in accordance with the provisions of Open Meetings Law and Open Records Act.

Section 5.9 Quorum. A majority of the Board of Trustees of MCL, or four Trustees, constitutes a quorum necessary for the transaction of business including votes on emergency action at regular or special meetings of the Board of Trustees except as provided in Section 10.1. The act of the majority of the Trustees present at a regular or special meeting at which a quorum is present is the act of the Board of Trustees.

Section 5.10 Participation by Electronic Means. Any Trustee and the Library Director may participate in any meeting of the Board of Trustees by means of telephone or video conference which allows all persons participating in the meeting to hear each other simultaneously. Such participation constitutes presence in person at the meeting for all purposes, including determination of a quorum. Discussion of official MCL business is not allowed on email accounts among three (3) or more Trustees.

Section 5.11 Voting. All Trustees present at meetings may vote, including those participating by electronic means, unless such voting involves a conflict of interest. A Trustee may call for a roll call vote at any time. Voting by proxy is not allowed. The President may vote upon and may move or second any proposal before the Board of Trustees.

Section 5.12 Parliamentary Authority. *Bob's Rules of Order for Colorado Local Governments* guides the proceedings of the Board of Trustees in all cases when not in conflict with these bylaws. The President, subject to these guidelines, will conduct meetings and provide parliamentary rulings when necessary for meeting order.

ARTICLE VI – COMMITTEES

Section 6.1 General. The President may create committees to assist in administering the affairs of MCL. Committees may be dissolved with a majority vote of the Board of Trustees. Committee members are appointed by and serve at the pleasure of the President for one year after appointment or until successors are appointed. Committee members need not be members of the Board of Trustees; however, a non-Trustee may not serve as a committee chair. The principal role of the committees is to advise the Board of Trustees, but the Board of Trustees may delegate to a select committee such duties, powers, and authorities as it deems proper. Regardless of such delegation, the Board of Trustees may not relinquish final responsibility for the actions of any committee. Notice of committee meetings will be given to the Trustees at least twenty-four (24) hours prior to the holding of the meeting.

Section 6.2 Committee Authorities and Limitations. Each standing and special committee may recommend the adoption or change of rules for the conduct of the affairs for which it is charged, subject to approval by the Board of Trustees. No committee may incur indebtedness or other obligations without the express approval of the Board of Trustees. A committee chair may add advisory, nonvoting members to provide additional expertise or a broader representation of interests.

ARTICLE VII – LIBRARY DIRECTOR AND STAFF

Section 7.1 Employment of Library Director and Staff. The Board of Trustees employs a Library Director to serve as the administrative and disbursing officer of MCL. The Library Director is employed by





written contract and exempt from overtime requirements of the Colorado Minimum Wage Order as a salaried executive employee. The Board of Trustees delegates to the Library Director the authority to employ other staff.

Section 7.2 Responsibilities of Library Director. The Library Director is responsible for: specifying the duties of all other MCL staff; ensuring proper training, direction, and supervision of MCL staff; administering all policies adopted by the Board of Trustees; maintaining MCL property; promoting effective library service for the public; and administering MCL's financial operations within the limitations of the budgeted appropriations. The Library Director performs all duties incidental to the position, including those contained in the Director Job Description and such other duties as may be prescribed from time to time by the Board of Trustees. The Library Director will annually sign the MCL Conflict of Interest Policy adopted by the Board of Trustees and will disclose any conflicts of interest to the Board of Trustees.

Section 7.3 Participation in Board Meetings. The Library Director attends all board meetings unless excused by the Board of Trustees and excepting Audit Committee meetings, provides the meeting agenda written in consultation with the board President, and takes part in the meeting discussions; however, the Library Director is not a member of the Board of Trustees and has no vote. The Library Director is a nonvoting member of all standing committees except for the Audit Committee.

Section 7.4 Official Custodian. The Library Director is the official custodian of MCL's public records. In the absence of the Library Director, the Board of Trustees will designate an MCL employee to serve as the official custodian of MCL's public records.

ARTICLE VIII – FUNDS

Section 8.1 MCL Funds. It is the duty of the BOCC to levy an ad valorem tax upon real and personal property of Mesa County for the establishment and maintenance of the library district, subject to limits imposed under Colorado law. The Board of Trustees will adopt a budget and will make appropriations for each fiscal year, pursuant to C.R.S. §§ 29-1-101 *et seq.*, and has exclusive control and spending authority over the disbursement of MCL funds.

Section 8.2 Donor Funds. All monies or properties received through donations and bequests to MCL are transferred to the Mesa County Libraries Foundation ("MCLF"). As prescribed in the Memorandum of Understanding between the MCL Board of Trustees and the MCLF Board of Trustees, such donations are accounted for, administered, and expended separately from MCL funds under the direction of the MCLF board. Where a donation is conditioned upon expenditure for the purposes specified by the donor, the MCLF board will comply with such condition so far as practicable, provided that the MCLF board reserves the right to adopt specific policies governing the use and expenditure of such donated funds. Donations of library materials may be accepted and administered at the discretion of the Library Director.

Section 8.3 Custodian of Funds. The Board of Trustees has custody of all MCL funds, pursuant to C.R.S. § 24-90-112(2)(c). With respect to the management of said monies and pursuant to C.R.S. § 24-90-109, the Board of Trustees carries a bond and must cause an annual audit to be performed by an accounting firm selected by the Board of Trustees. The annual audit must be submitted to the Colorado Office of the State Auditor. All MCL funds will be invested in strict compliance with C.R.S. §§ 24-75-601 *et seq.*

Section 8.4 Fiscal Year. The fiscal year of MCL is the calendar year.





ARTICLE IX – POLICIES AND ADMINISTRATION

The Board of Trustees adopts administrative polices, in accordance with the provisions of Article X of these bylaws, by which the Library Director conducts the affairs of MCL. These policies are available to the public.

ARTICLE X – AMENDMENTS TO BYLAWS AND POLICIES

Section 10.1 Amendment by Vote. Bylaws may be added, altered, amended, or repealed on the first reading if all Trustees are present at the meeting and the vote is unanimous. If all Trustees are not present or the vote is not unanimous, but a majority present votes in favor of the proposal, the bylaws will be presented for a second reading at the next regular meeting of the Board of Trustees. At the second reading, if a quorum is present, the bylaws may be added, altered, amended, or repealed by the majority vote of the Trustees present and voting. Administrative policies may be added, altered, amended, or repealed upon first reading by majority vote of a quorum of the Trustees.

Section 10.2 Notice of Proposed Amendment. Notice of proposed changes to bylaws or policies must be in written or electronic form and given to all Trustees at least five (5) days prior to the first reading.

Section 10.3 Automatic Amendment. These bylaws will at all times conform to Library Law and other applicable Colorado law, as amended from time to time. These bylaws will be deemed to be automatically amended as necessary to conform these bylaws to amendments in Library Law, the Open Meetings Law, the Open Records Act, and other applicable Colorado law. The Board of Trustees will update these bylaws from time to time to reflect such statutorily mandated automatic amendments.

Section 10.4 Review of Bylaws. The Board of Trustees will review these bylaws at least every five years.

CERTIFICATION

The undersigned President and Secretary of the Board of Trustees certify that these amended and restated Mesa County Public Library District Bylaws were duly adopted by the Board of Trustees on July 25, 2019. A copy of these bylaws is filed with the Board of County Commissioners for Mesa County and with the Colorado State Library in accordance with C.R.S. § 24-90-109(1)(a).

Barry Blanchard – MCL Board President

Chris Mahre – MCL Board Secretary

