

**BYLAWS  
of the  
MONTROSE REGIONAL LIBRARY DISTRICT**

**ARTICLE I – NAME**

This organization shall be known as the Montrose Regional Library District, the same being organized under and by virtue of the Colorado Library Law, Title 24, Article 90 C.R.S., and exercising the powers and authority and assuming the responsibilities delegated to it under said statute.

**ARTICLE II – PURPOSE**

It is the responsibility of the Montrose Regional Library District to provide library services to the community.

**ARTICLE III – BOARD OF TRUSTEES**

**Section 1. Appointment.** The management and control of the Montrose Regional Library District shall be vested in a board of seven (7) Trustees appointed in accordance with Colorado statutes and the following procedure: The Montrose Regional Library District will solicit applicants for open Board positions publicly, through appropriate newspapers. The Montrose Regional Library District will receive letters of interest from applicants, and the Board will review those applications. The Board of Trustees will then interview top candidates as to their interest, availability, and the capabilities they bring to service on the Montrose Regional Library District Board. The Trustees then forward to the Board of County Commissioners all of the applications along with any recommendations from the Montrose Regional Library District Board. Trustees are appointed without regard to race, color, religion, age, gender, marital status, national origin, veteran status, sexual orientation, disability, or economic status.

**Section 2. Compensation.** A Trustee shall not receive a salary or other compensation for services as a Trustee, but necessary traveling and subsistence expenses actually incurred may be paid from the public library fund. During their tenure, a Trustee shall not be assessed library overdue fines. Trustees are however, still subject to damaged and lost material charges.

**Section 3. Ethics.** Any Trustee shall disclose to the Board of Trustees any potential conflict of interest upon appointment. If during the course of Board business an area of potential conflict of interest develops for a Trustee, they are required at that time to make full disclosure. If such disclosure is part of an open meeting, the disclosure shall become part of the public record through the Official Meeting Minutes. If in Executive Session, the disclosure shall become part of that record and is only open as required under Colorado Revised Statutes. Trustees shall not accept a fee, gift, or other valuable item for personal use from any person or group of persons where such gift or valuable item is given in the hope or expectation of receiving a favor or preferential treatment.

**Section 4. Terms and Reappointments.** Terms shall be five (5) years to the end of the year (December 31). After serving one five-year term, a Trustee shall be eligible for reappointment in accordance with the provisions of Colorado Revised Statutes. No Trustee shall serve more than two consecutive five-year terms in addition to completing an unexpired term.

**Section 5. Vacancies, Removal.** Vacancies shall be filled for the remainder of the unexpired term as soon as possible in the manner in which trustees are regularly chosen. In accordance with Colorado Revised Statutes, a Trustee may be removed only by a majority 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.

#### **ARTICLE IV – POWERS & RESPONSIBILITIES**

**Section 1. Duties & Powers.** The Board of Trustees shall have those duties and responsibilities authorized by C.R.S. 24-90-101, et seq., such as 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 construed as limiting the powers of the board as granted by the Colorado Revised Statutes.

**Section 2. Signatory Requirements.** Any withdrawal, disbursement, or transfer of funds in the amount of \$25,000.00 or greater shall have the signature and/or evidence of approval of an authorized Board of Trustee member in addition of that of the authorized library staff.

#### **ARTICLE V – OFFICERS**

**Section 1. Officers.** The officers of the Board of Trustees shall consist of a president, a vice-president, a secretary, and such other officers as the Board of Trustees deems necessary. These officers shall perform the duties prescribed by these Bylaws and by the adopted parliamentary authority, Robert’s Rules of Order, revised.

**Section 2. Election.** All officers of the Board of Trustees shall be elected from the current membership of, and by said Board at the annual meeting or as necessary.

**Section 3. Terms of Office.** Officers shall begin their terms of office immediately following election, and shall serve for a term of one year or until their successors are elected. 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 4. Vacancies.** A vacancy in any office, however occurring, may be filled by election by the remaining Board of Trustees for the unexpired portion of the term.

**Section 5. Removal.** Any officer may be removed by an affirmative majority vote 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.

**Section 6. President.** The president shall, at the pleasure of the Board of Trustees, be the principal executive officer of the Montrose Regional Library District. The president shall preside at all meetings of the Board of Trustees. The president may sign, either by manual or facsimile signature, any leases, deeds, mortgages, contracts and other instruments, which the Board of Trustees has authorized to be executed except as designated to the Executive Director. The president of the Board of Trustees shall be an ex-officio member of all committees created by the Board. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

**Section 7. Vice President.** The vice-president shall assist the president and shall perform such duties as may be assigned by the president or the Board of Trustees. In the absence of the president, the vice-president shall have the powers and perform the duties of president.

**Section 8. Secretary.** The secretary shall review and recommend the approval of the minutes of the meetings of the Board of Trustees and shall oversee the keeping of the Montrose Regional Library District records. In general the secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Trustees.

## ARTICLE VI – MEETINGS

**Section 1. Regular Meetings.** Regular meetings of the Board of Trustees shall be held at Montrose Regional Library District-facilities no less frequently than ten times per calendar year for the purpose of transacting any business that may come before the Board. 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 by the Board of Trustees. 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 2. Special Meetings.** Special meetings may be called by a 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-hour-notice to the Trustees and to the public. Notice to the public shall be deemed given by posting written notice of the date, purpose, time, and place thereof and, when available, the agenda for the meeting, within all District Libraries. Whenever possible, notice to the Trustees of a special meeting shall be made three days in advance of the proposed special meeting. Failure to do so shall not affect the legality of the meeting, if notice is given as otherwise provided herein.

**Section 3. Notice.** Notice of regular and special meetings will be posted in a designated location within District Libraries. Regular meetings will be posted no less than five days prior to the holding of the meeting.

**Section 4. Annual Meeting.** The regular meeting for the month of January 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. The new officers shall begin their terms of office immediately following election. To satisfy the requirements of these Bylaws, Article IV, Section 2, Signatory Requirements, two Board Members will be appointed.

**Section 5. Quorum.** A majority of the total membership of the Board of Trustees shall constitute a quorum necessary for the transaction of any business to come before any regular or special meeting, including emergency votes.

**Section 6. Other Meetings Disallowed.** In compliance with Colorado Revised Statutes no meetings of three or more Trustees at which library business is discussed shall be held except pursuant to the posting of notice as a regular or special meeting.

**Section 7. Public Participation in Meetings.** The audience 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 and announce a time limit for individual comments.

**Section 8. Voting.** An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action of the Board. The president may vote upon and may move or second any proposal before the Board. A Trustee may call for a roll call vote at any time. Voting by proxy is not allowed.

**Section 9. 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. Robert's Rules of Order, Section 49 "Procedures in Small Boards" shall specifically apply.

## ARTICLE VII – COMMITTEES

**Section 1. Standing Committees.** The Board of Trustees may, at its discretion, authorize standing committees.

**Section 2. Ad Hoc Committees.** The president of the Board of Trustees shall appoint committees of one or more members each for such specific purposes as the business of the Board may require from time to time. The committee shall be considered discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

**Section 3. Appointment.** The Board, at its discretion, may appoint committee members who are not members of the Board of Trustees.

**Section 4. Powers of Committees.** No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific powers to act.

## **ARTICLE VIII – EXECUTIVE DIRECTOR & STAFF**

**Section 1. Employment of Executive Director.** An Executive Director shall be employed by contract by the Board of Trustees to serve as the chief administrative officer of the District.

**Section 2. Duties of the Executive Director.** The Executive Director, under the supervision and direction of the Board of Trustees, 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 by the Board of Trustees.

**Section 3. Removal.** The Executive Director may be removed by the Board of Trustees whenever, in its judgment, the best interest of the District will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. The employment of an Executive Director shall not in itself create a contract right.

**Section 4. Staff.** All other District staff shall be employed by the Board of Trustees upon the recommendation of the Executive Director. The Board of Trustees shall prescribe their duties and fix their compensation.

## **ARTICLE IX – FRIENDS OF THE LIBRARY**

The Board of Trustees recognizes the importance of volunteer efforts on behalf of the Montrose Regional Library District, and shall encourage establishment of groups of Friends of the Library within the Montrose Regional Library District. The Board shall encourage the appointment of a liaison between the Friends organizations within the District and the Board of Trustees to share plans and ideas and to provide guidance.

## **ARTICLE X – LIBRARY POLICIES**

The Board of Trustees shall adopt and revise Montrose Regional Library District Policies by which the Executive Director shall ensure a cost-effective and efficient administration of publicly supported free library service to all Montrose Regional Library District residents. Said policies shall be made available to the public.

## **ARTICLE XI – AMENDMENTS TO BYLAWS & POLICIES**

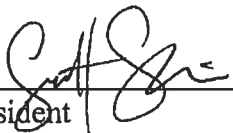
**Section 1. Amendment by Vote.** Bylaws and administrative policies may be added, altered, amended, or repealed on first reading if all Trustees are present and the vote is unanimous. If all Trustees are not present or the vote is not unanimous, but a majority

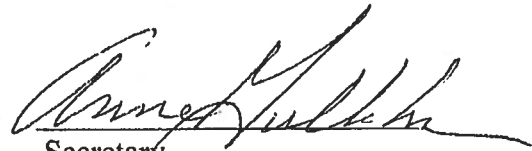
present favors, the bylaw or policy will be presented at the next regular meeting of the Board of Trustees when it can be added, altered, amended or repealed by a simple majority of a quorum of the Board of Trustees present and voting.

**Section 2. Notice of Proposed Amendment.** Notice of proposed bylaw or policy changes must be in written form and received by all Trustees at least five (5) days prior to the first reading.

**Section 3. Automatic Amendment.** These bylaws shall at all times conform to the Colorado Revised Statutes, as such Statutes 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 of Trustees to reflect such statutorily mandated automatic amendments.

Adopted this 19<sup>th</sup> day of April, 2007  
Revised this 17<sup>th</sup> day of February, 2011.

  
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President

  
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Secretary