

BYLAWS
BOARD OF TRUSTEES
PIKES PEAK LIBRARY DISTRICT

Amended September 11, 2018

Colorado law requires the Board of Trustees of the Pikes Peak Library District to adopt bylaws as a legal document guiding the Board in its policy-making role. The structure chosen becomes the basis for rational and consistent Board action and provides continuity as the Board changes. Operational guidelines for the Board are established collectively as a group; individual responsibilities may be assigned to each Trustee. The Bylaws should be reviewed biennially with revisions and additions made as necessary.

ARTICLE I: *Name; Service Area; Board Status*

The name of this organization is the Pikes Peak Library District (“PPLD”), which serves El Paso County, Colorado, excluding the Widefield School District (the “service area”). The management and control of the PPLD is vested in the Board of Trustees (the “Board”). Individual members of the Board are referred to as “Trustees” or “Board Members”.

ARTICLE II: *Board of Trustees: Membership and Duties*

1. The Board is comprised of seven (7) members, each of whom must be residents of the service area of PPLD as required by Colorado Revised Statutes (“C.R.S.”) Section 24-90-108(1). Trustees are recommended by a joint committee composed of select members of the Colorado Springs City Council and members of the El Paso County Commissioners. The “Appointing Authority” is jointly the El Paso County Commissioners and Colorado Springs City Council. In accordance with C.R.S. Section 24-90-108(2), the recommended Trustee selection shall be either ratified or rejected by each of these two bodies of the Appointing Authority. In accordance with C.R.S. Section 24-90-108(2), failure of the Appointing Authority to take action to either ratify or reject the joint committee’s recommendation within sixty (60) days of such recommendation shall result in a deemed ratification and appointment of the joint committee’s recommendations. The Board’s Governance Committee shall facilitate the process of advertising any vacancy and soliciting applications, shall recommend top candidates, and shall provide feedback to the Appointing Authority and/or the joint committee. It is the responsibility of the Board to keep the Appointing Authority apprised of pending vacancies on the Board.

2. If the Appointing Authority has not filled an available Board position at the expiration of the current Trustee's term, unless the Board takes express action to terminate the Trustee’s service after expiration of the term, the Trustee shall remain on the Board until such time as a successor to the expired position is appointed.

3. The Library Board term is five (5) years. Vacancies, whether due to resignation, death, or removal, are filled in the manner by which members are regularly named and are filled for the remainder of the unexpired term.

4. In order to encourage greater participation on the Board from community members, members may serve for no more than two terms, even if those are only partial terms.

5. Trustees must be adults, aged eighteen (18) or older.

6. A Trustee shall not receive a salary or other compensation for services as a Trustee, but necessary travel and subsistence expenses actually incurred may be paid by PPLD upon submission of receipts in accordance with PPLD's standard procedures for expense reimbursement.

7. Trustees are expected to attend meetings over the course of a calendar year. It is understood that professional and personal obligations may interfere with a Trustee's ability to attend all meetings. A Trustee shall inform the President or the Chief Librarian if s/he is unable to attend a meeting.

8. A Trustee may be removed only by the Appointing Authority as provided in C.R.S. Section 24-90-108(5), and only upon a showing of good cause. "Good cause" includes, but is not limited to, the following:

(a) A Trustee's inadequate performance of his or her duties to PPLD;

(b) A Trustee's inadequate attendance at Board meetings and other PPLD functions. A Trustee's absence (not including authorized attendance by remote participation as described in these Bylaws) at three (3) or more regular Board Meetings in a calendar year shall constitute good cause under this Section;

(c) Any conduct, omission, or outside activity by a Trustee, which might or does, in any manner conflict with PPLD's interests;

(d) A Trustee's conviction of a felony;

(e) A Trustee's lack of qualifications to serve on the Board so long as the qualifications were in effect prior to his/her appointment;

(f) A determination by a court that a Trustee is mentally incapacitated or of unsound mind; or

(g) A Trustee's unethical conduct, including, but not limited to, misusing PPLD funds, disclosing confidential information to the public; or engaging in sexual harassment.

The Board may make a recommendation to the Appointing Authority regarding removal of a Trustee upon the affirmative vote of at least eighty percent (80%) of all Trustees then serving (not just those attending a meeting) other than the Trustee subject to the removal. To the extent required by law, the Trustee shall be provided with notice and an opportunity to be heard prior to his/ her removal.

9. The Board shall have all those powers provided by statute, including C.R.S. Section 24-90-109 and, in addition, shall have 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. The Board is responsible for setting policy, which is responsive and appropriate for the operation of the PPLD. For the purpose of these Bylaws, a “policy” or “policies” is defined as an adopted course or principle of action. It is also defined as guidelines for prudent conduct. Among its other powers and duties as provided by law, the Board is responsible for reviewing, holding a public hearing for, and adopting the annual PPLD budget in accordance with law; for acquiring, holding and conveying land, property, and buildings; and for engaging necessary services for the timely completion of an annual audit. In addition, the Board is responsible for appointing a Chief Librarian and CEO to lead and manage the day-to-day operations of the PPLD. The Board is responsible for setting the compensation and benefits and defining the responsibilities and privileges of the Chief Librarian. The Board will evaluate the performance of the Chief Librarian at least annually.

ARTICLE III: *Officers and Duties; Chief Librarian*

1. The officers of the Board shall be a president, vice-president, and secretary-treasurer; referred to herein as “President”, “Vice-President” and “Secretary-Treasurer”. The Board may name such other officers, as it deems necessary.

2. Officers are elected annually (generally at the regular meeting of the Board in December for the following year) from the current membership of the Board and shall take office in January to serve for one (1) year. No member may serve in one office longer than three (3) consecutive years and no more than five (5) years of a Trustee’s combined two consecutive terms. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

3. The President shall preside at all meetings of the Board, call meetings to order and adjourn them, appoint members to committees, and perform such other duties as are associated with the office of President.

4. The Vice-President shall assume the President’s duties in the absence of the President.

5. The Secretary-Treasurer shall serve as the custodian of records for the Board and shall be responsible to perform such other duties as are assigned by the President or the Board. The Secretary-Treasurer also shall serve as a member of the Board of the Pikes Peak Library District Building Authority.

6. Any officer may be removed from such position by the affirmative vote of not less than two-thirds (2/3) of all Trustees then serving (not just those attending a meeting), other than the officer then being removed, whenever in its judgment removal is in the best interest of the PPLD.

7. The Chief Librarian and CEO ("Chief Librarian") is the only employee over whom the Board has direct supervisory responsibility and control. The Chief Librarian reports to the Board and serves as the chief executive officer of the PPLD. Among the other powers, duties and responsibilities of the Chief Librarian, the Chief Librarian shall lawfully carry out the policies adopted by the Board; employ, direct, and supervise staff members to carry out the mission and policy established by the Board; prepare required reports; recommend policies; and promote effective library service.

ARTICLE IV: Meetings

1. Regular meetings of the Board shall be held at least six (6) times per year.

2. The Board may cancel a regular meeting (and may reduce the number of regular meetings below six (6) per year) if there is insufficient business or for other justifiable reasons.

3. In January of each year, an organizational meeting (which shall be one of the Board's regular meetings) will be scheduled to take care of any annual resolutions, and other decision items, necessary at the beginning of each year. These items include, but are not limited to, reviewing the Bylaws; setting the Board regular meeting schedule and posting locations for the year, establishing a policy for disposition of property; and approving fiscal year contracts.

4. Special meetings may be held at any time when called by the President or at the request of two (2) members of the Board. If practical, all members should be notified at least twenty-four (24) hours in advance of a special meeting. The purpose of special meetings is to clarify and expand Trustees' knowledge of matters which may require Board action. Unless waived or consented to unanimously by all Trustees, Board action at a special meeting shall be limited to action germane to the agenda items described in the advance notice given to Trustees of the special meeting.

5. In addition to notice to Trustees as described herein, public notice shall be given for all meetings of the Board in accordance with the requirements of

Colorado's Open Meetings Law as revised. All requirements of Colorado's Open Meetings Law as then applicable to the PPLD will be followed in the conduct of the Board's meetings, minutes will be taken and become part of the Board's record and an agenda will be published for each regular and special meeting.

6. An opportunity for public participation shall be provided at each regular meeting of the Board during a portion of the agenda set aside for this purpose. Each member of the public wishing to participate shall introduce him or herself and shall speak when recognized by the presiding officer. All speakers will be asked to state their name and address. The Board President may establish reasonable rules for public participation, including without limitation limits on the time provided for public participation based on the time set aside for public comment and the number of persons wishing to participate. In some instances, it may not be possible for all to speak.

7. A quorum of the Board consists of a majority of the members then serving (e.g. four out of seven members, four out of six members or three out of five members).

8. Unless otherwise stated in these Bylaws or required by statute, an affirmative vote of the majority of all members of the Board present at a meeting at which a quorum is present shall be necessary to approve any action before the Board. The President may vote upon, move or second a proposal before the Board. Voting by proxy is not allowed.

9. Executive sessions may be held as part of any regular or special Board meeting, or any committee meeting that has been properly called according to requirements of the Colorado Open Meetings Law. An executive session is conducted confidentially without the public present. Members are bound to maintain the confidentiality of the discussions and documents that are part of any executive session. Executive sessions shall be conducted in accordance with the provisions of the Colorado Open Meetings Law as then applicable to the PPLD. Executive session discussions, except for privileged attorney-client communications, will be electronically recorded by the Board, and the recordings destroyed after ninety (90) calendar days, unless required to be retained under applicable federal or state law or where retention is specifically approved by the Board. No portion of the recording shall be subject to public inspection except in accordance with applicable law. No minutes will be taken of executive session discussions, except that the minutes of the Board meeting will include the time the executive session was convened and the time open session resumed, and the topics of discussion at the executive session. There shall be no decisions of the Board made during executive session unless specifically permitted by law.

10. Meeting attendance in person is preferred. However, at times, in cases of personal illness or other emergencies, participation of a Trustee in a Board meeting remotely by telephone or other remote voice mechanism is allowed, with

these guidelines: a) no more than two (2) Trustees may participate in a Board meeting remotely at any one meeting, and b) each Trustee may only participate in a meeting remotely a maximum of two (2) times in any given calendar year unless a special exception is otherwise approved by the majority vote of the remainder of the Board for a specific calendar year or period. The special exception shall automatically terminate upon the end of the approved period and, if necessary, the same process shall be followed for a new exception to be approved. Trustees are reminded that failure to attend Board Meetings constitutes good cause for removal as provided in Article 2 Section 8.

ARTICLE V: *Committees*

1. Standing committees are those that are needed on an ongoing basis. The PPLD's standing committees shall include a Governance Committee, Internal Affairs Committee, and Public Affairs Committee. The Board President will make committee appointments annually at the Board's January organizational meeting after selection of the Board's officers. Each committee shall have such responsibilities and perform such duties as shall be set forth from time to time in such committee's charter, as shall be adopted and approved by the Board from time to time. Without limiting the generality of the foregoing, each committee shall have the following responsibilities and perform the following duties:

a) The Governance Committee shall on a biennial basis review the Bylaws, review the ethics policy and conflict of interest statement, nominate officers, facilitate the trustee recruitment and selection process, facilitate an annual review of the Chief Librarian including performance and compensation, review the Board schedule, and facilitate a Board self-evaluation process.

b) The Internal Affairs Committee shall review all internal and operational issues including those related to finance, human resources, and facilities. They shall review the annual and long-range budget with the Chief Financial Officer and the Chief Librarian prior to submitting to the full Board annually; and, on an annual basis, contract with an independent auditor and review the process, timeline for, and results of such auditor's independent audit. The Internal Affairs Committee shall monitor the long-range capital improvements plan, including planning and facilitating discussions for capital acquisitions and improvements.

c) The Public Affairs Committee shall monitor all external issues including fundraising, public relations, and marketing. Advocacy and ballot initiatives shall be reviewed by this Committee.

Additional standing committees may be established and authorized by the Board.

2. When special expertise is needed, a non-Trustee may be appointed to a Board committee in an advisory role. However, a non-Trustee may not serve as Chair of the Committee.

3. Special committees may be authorized and appointed by the President for limited purposes and shall serve only until completion of the assignment. Such committees shall have the responsibilities and duties as set forth in writing by the Board at the time the committee is authorized and appointed.

4. Appropriate advance notice of committee meetings shall be given in accordance with the requirements of the Colorado Open Meetings Law as then applicable to PPLD and such committee.

5. Minutes of all committee meetings shall be kept electronically. Committee Chairs will report on their committee meetings at the next regularly scheduled Board meeting. Unless otherwise expressly authorized by the Board, each standing committee shall conduct its meetings in accordance with the requirements of the Colorado Open Meetings Law, regardless of whether such requirements apply to the committee.

6. Committees shall be advisory bodies, making reports and recommendations to the Board. They shall not have the authority to take action for or on behalf of the Board, unless authorization to complete a specific action has been discussed and approved, in advance, by the Board in writing. If the Board authorizes a committee to take specific action, unless otherwise expressly directed by the Board, in taking such action the committee shall observe the quorum, notice and procedural requirements set forth in these bylaws and in Robert's Rules of Order (see Article VII). Further, the final action taken by the committee shall be reported to the Board at the Board's next meeting.

ARTICLE VI: *Indemnification*

1. Indemnification. PPLD shall indemnify its Trustees, officers, and employees, together with their successors and assigns, against any and all claims, judgments, costs, attorney fees and other reasonable expenses to the extent permitted by the Colorado Constitution and other laws of Colorado and as set forth below.

2. Background and Purposes. PPLD recognizes the need to encourage elected officials, appointed officers and employees to effectively and efficiently perform their duties and to protect such individuals in the performance of their duties. To this end, the Board desires to provide such individuals assurances by way of indemnification against claims and causes of action which might arise in the performance of their duties for PPLD. Colorado law (C.R.S. 24-10-110) requires indemnification of such individuals in certain specific circumstances. In addition, PPLD desires to authorize indemnification against

other claims not expressly addressed by this law, to the extent permitted by applicable law.

3. Indemnification Provided. PPLD shall indemnify any Party to a Proceeding against Liability incurred in or as a result of the Proceeding as follows:

a) To the extent such indemnification is required by applicable law, including without limitation C.R.S. 24-10-110; and

b) In the case of any other claim against a Party to a Proceeding to the fullest extent allowed by law, unless the Board takes affirmative action by two-thirds (2/3) of all Trustees then serving that indemnification is not appropriate under the circumstances.

4. Limitations on and Exceptions to Indemnification. Notwithstanding the foregoing, unless otherwise expressly required by applicable law, no indemnification shall apply to the extent that the Liability results from any of the following: (i) the Party's actions other than in the Party's Official Capacity, (ii) the Party's actions are willful and wanton or not in good faith, (iii) the Party did not reasonably believe that the Party's actions or inactions: (A) in the case of conduct in an Official Capacity with PPLD, were in PPLD's best interests; and (B) in all other cases, were at least not opposed to PPLD's best interests; and (C) in the case of any criminal Proceeding, were unlawful, (iv) in connection with a Proceeding by or in the right of PPLD in which the Party was adjudged liable to PPLD; (v) in connection with any other Proceeding, in which the Trustee was adjudged liable on the basis that he or she derived an improper personal benefit, or (vi) a Party's actions or inactions in circumstances in which indemnification is unlawful.

5. Definitions. For purposes of this Article VI of these Bylaws, the following terms shall have the meanings set forth below:

a) "Official Capacity" when used with respect to a Party (as defined below) means acts taken by the Party within the scope and performance of his or her duties as a Trustee, officer, employee, volunteer or other agent of PPLD. "Official Capacity" does not include service for any other entity, including service for any member of the Appointing Authority.

b) "Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a Proceeding (as defined below) by reason of the fact that such person is or was a Trustee, PPLD officer, PPLD employee, PPLD volunteer or other PPLD agent.

c) "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action initiated by PPLD) and whether formal or informal, involving or related to action taken by a Party in

her or his Official Capacity.

d) "Liability" means the obligation incurred with respect to a Proceeding to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable Expenses.

e) "Expenses" means and includes all reasonable expenses incurred by the Party in connection with a Proceeding, including without limitation court costs including expert fees, attorneys' fees, appellate costs and necessary bonds relative thereto.

6. Indemnification of Costs. Where indemnification applies, PPLD shall also pay or indemnify such Party against all Expenses, fines, punitive damages, judgments and amounts paid in settlement or satisfaction of judgments actually and reasonably incurred by him or her in connection with such action, suit or Proceeding.

7. Advancement of Expenses. Unless otherwise determined by the action of two-thirds (2/3) of all Trustees then serving, PPLD shall pay for or reimburse the reasonable Expenses incurred by a Party to a Proceeding in advance of final disposition of the Proceeding if: (i) the Party furnishes to PPLD a written affirmation of the Party's good faith belief that he or she has met the requirements for indemnification as set forth above, (ii) the Party furnishes to PPLD a written undertaking, executed personally or on the Party's behalf, to repay the advance if it is ultimately determined that he or she did not meet such requirements; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required by clause (ii) of this section shall be an unlimited general obligation of the Party but need not be secured and may be accepted without reference to financial ability to make repayment.

8. Notification and Defense of Claim. Promptly after receipt by a Party of notice of the commencement of any Proceeding, the Party shall, if an indemnification claim in respect thereof is to be made against PPLD, notify PPLD in writing of the commencement thereof; provided, however, that delay in so notifying PPLD shall not constitute a waiver or release by the Party of any rights to indemnification. With respect to any such Proceeding: (i) PPLD shall be entitled to participate therein at its own expense; (ii) any counsel representing the Party to be indemnified in connection with the defense or settlement thereof shall be counsel selected by PPLD; and (iii) PPLD shall have the right, at its option, to assume and control the defense or settlement thereof. The designation of defense counsel by the Board shall not preclude such defense being conducted under a reservation or rights of indemnity by PPLD. If PPLD assumes the defense of the Proceeding, the Party shall have the right to employ its own counsel, but the fees and Expenses of such counsel incurred after notice from PPLD of its assumption of the defense of such Proceeding shall be at the expense of the Party. A monetary claim for which indemnification is requested may not be compromised or settled without the prior written consent of PPLD.

9. Subrogation. In the event of any payment under this Article, PPLD shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified Party, who shall execute all papers and do everything that may be necessary to assure such rights of subrogation to PPLD. PPLD shall not be liable under this Article to make any payment in connection with any Proceeding against or involving a Party to the extent the Party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of the amounts otherwise indemnifiable hereunder. A Party shall repay to PPLD the amount of any payment PPLD makes to the Party under this Article in connection with any Proceeding against or involving the Party, to the extent the Party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of such amount.

10. Applicability. The rights of indemnification shall apply to all acts of any Party committed during any term or terms of office or employment of such Party. The rights to indemnification and advancement of Expenses provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any Party during the period such Party serves in any one or more of the capacities covered by this Article, shall continue thereafter so long as the Party may be subject to any possible Proceeding by reason of the fact that he or she served in any one or more of the capacities covered by this Article, and shall inure to the benefit of the successors of the Party.

ARTICLE VII: *Parliamentary Authority*

Robert's Rules of Order, latest revision, shall govern the proceedings of the Board and of its committees to the extent applicable and not inconsistent with the express provisions of these Bylaws.

ARTICLE VIII: *Amendments*

1. Amendments to these Bylaws of the Board may be adopted by a vote of two-thirds (2/3) of the Trustees then serving, subsequent to notification of the proposed change to the Trustees at least five calendar days in advance of the meeting.

2. Any rule or policy of the Board, except those contained in these Bylaws, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, must receive an affirmative vote of not less than two-thirds (2/3) of the Trustees then serving (not just those present at a meeting).

3. The Board of Trustees has developed and reviews a conflict of interest policy regularly. Trustees as well as outside committee members must complete a questionnaire and sign a conflict of interest statement annually.

Pikes Peak Library District

Bylaws Certificate

The undersigned certifies that s/he is the Secretary/Treasurer of the Board of Trustees of Pikes Peak Library District, a Colorado statutory public corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the bylaws of Pikes Peak Library District effective as of September 11, 2018.

Signature Date: Sept 11, 2018

By: 

Print Name: Keith E. Clayton II

Title: Secretary/Treasurer