CONEJOS COUNTY LIBRARY DISTRICT

BYLAWS OF THE BOARD OF TRUSTEES

Article I
Names

The name of this organization shall be the Conejos County Library District, the same being organized under and by virtue of the laws of the State of Colorado, specifically C.R.S. 24-90-101 *et.seq.* and established by the legislative body of Conejos County.

Article II
Board of Trustees

Section I. Appointment. The management and control of the Conejos County 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 except as set forth herein.

Section 2. Powers and Responsibilities. The Board of Trustees (the "Board") shall have those duties and responsibilities authorized by C.R.S. 24-90-101, *et seq.* (the "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 construed as limiting the powers of the Board as granted by the Library Law.

Section 3. Terms and Reappointments. Terms shall be five years, to the closest January. After serving one five-year term, a Trustee shall be eligible for reappointment in accordance with the provisions of the Library Law. For the limited purpose of locating and appointing a Trustee who is a resident of the District to replace a Trustee who is no longer a resident of the District, such Trustee who is no longer a resident of the District shall remain a Trustee of District, with full powers ands Responsibilities as set forth in the Library Law, until the sooner occurring of the following: (a) such Trustee tenders a written resignation to the appointing legislative bodies; or (b) until such Trustee is no longer a resident of the District.

Section 4. Vacancies. A vacancy on the Board shall be filled as soon as practical after such vacancy occurs for the remainder of an unexpired term in the manner in which Trustees are regularly appointed pursuant to the Library Law.

Section 5. Authorization. Membership on the Board does not, under any circumstances, authorize a Trustee to represent the Board in any official capacity, except as such authority is granted and approved in writing by a vote of the Board taken at a regular or special meeting of the Board.

Section 6. Compensation. A Trustee shall not receive a salary nor other compensation for services performed as a Trustee; however, necessary traveling and subsistence expenses actually incurred may be paid from library funds (per Library Law).

Section 7. Removal. A Trustee may be removed only by a majority vote of the appointing authority and only upon a showing a good cause. Good cause shall include, but not be limited to, failure to attend, without justification, three consecutive regular meetings of the Board.

Article III
Officers

Section 1. Designation of Officers. The officers of the Board shall consist of a president, a vice-president, a secretary/treasurer and such other officers as the Board deems necessary.

Section 2. Date of Election. All officers of the Board shall be elected by said Board at the annual meeting.

Section 3. 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 4. 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 5. 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 6. 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 IV
Duties of Officers

Section i. President. The president shall, subject to the discretion and supervision of the Board, be the principal executive officer pf 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, including but not limited to the following: the president shall preside at all meetings of the Board; the president shall sign any leases, deeds, mortgages, contracts or other instruments which the Board has authorized to be executed; and the president shall sign all checks or warrants either by manual or facsimile signature.

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, except the power to sign checks and warrants.

Section 3. Secretary/Treasurer. The secretary shall oversee the keeping of the minutes of the Board and shall perform all other duties as may be delegated or may be incident to the office of secretary such as the publishing of legal notices and the execution of legal documents as such may be required.

Article V
Meetings

Section 1. Regular Meetings. A regular meeting of the Board shall be held monthly in the boardroom of the administrative offices of the District, 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 such regular meetings or at 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. Notice of regular and special meetings will be posted in a conspicuous location within District libraries. Regular meetings will be posted no less then five (5) days prior to the holding of the meeting.

Section 2. Special Meetings. Special meetings may be called by any Trustee or the Library 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, time and place thereof and, when available, the agenda for the meeting, within all District libraries. Notwithstanding the foregoing, to the extent practicable, notice to the Trustees of a special meeting shall be made three (3) days in advance of the proposed special meeting; provided, however, that failure to do so shall not affect the legality of the meeting, if notice is given as otherwise provided herein.

Section 3. Other Meetings Disallowed. No meetings of three or more Trustees shall be held except pursuant to the posting of notice as a regular or special meeting.

Section 4. 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 a time limit for comments based upon the number of persons wishing to speak.

Section 5. Annual Meeting. The regular meeting of the Board 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.

Section 6. 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, 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 7. Voting by Electronic Means or by Proxy. While it is the intent of the Trustees that all votes should be made by each Trustee, attending each meeting, it is also understood that an immediate or emergency vote may demand a vote by a Trustee by other means. Therefore, in those emergency situations, which shall be determined by a majority of the Board, Trustees not in personal attendance, and properly excused from attendance, may, prior to the said meeting, give his or her proxy to another board member. That proxy shall be written and signed by the absent board member. Trustees are also authorized to vote by e-mail prior to or after the said meeting, or by means of telephone during the board meeting when a Trustee must be absent. The method of voting, as well as the vote, shall be recorded in the minutes of Board.

Section 8. Roll Call Votes. A Trustee may call for a roll call vote at any time.

Section 9. Parliamentary Authority. Robert's Rules of Order, revised, most recent edition, shall govern the proceedings of the Board in all cases here not in conflict with these bylaws.

Article VI
Committees

A committee may be created by the Board for any specific purpose and shall be automatically dissolved when its stated purposes have been fulfilled.

Article VII
Librarian and Staff

Section 1. Employment of Library Director. A Library Director shall be employed by the the Board to serve as the administrative officer of the District. The Director shall be employed by contract and shall be exempt from the general personnel policies of the District.

Section 2. Duties of the Library Director. The Library Director, under the supervision and direction of the Board, shall perform all duties incident to the position of Library Director including those contained in the Director's contract and such other duties as may be prescribed from time to time by the Board.

Section 3. Staff. All other District staff shall be employed by the Board upon recommendation of the Library Director.

Article VIII
Policies and Administration

The Board shall adopt and revise administrative policies by which the Library Director shall conduct the affairs of the District. These policies shall be available to the public.

Article IX
Fiscal Year

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 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 alteration, amendment or repeal, the bylaws or policy will be presented at the next regular meeting of the Board when such addition, alteration, amendment or repeal can be passed by a simple majority of the quorum of the Board present and voting.

Section 2. Notice 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 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.