

**John C. Fremont Library District
(JCFLD)**

BYLAWS

Date Approved February 14, 2012

Review Date _____

**Any previous documents on this subject are
null and void per the date of this document.**

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BYLAWS

ORIGINALLY ADOPTED JANUARY 04, 2005
Resolution 0501
Amended Resolution 2012-1

Colorado law requires the Board of Trustees (the “Board”) of the JOHN C. FREMONT LIBRARY DISTRICT (“JCFLD”) 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 Board member. The Bylaws should be reviewed and reaffirmed annually with revisions and additions made as necessary.

ARTICLE I NAME

This organization shall be known as the JOHN C. FREMONT LIBRARY DISTRICT, the same being organized under and by virtue of the Colorado Library Law, Title 24, Article 90 C.R.S., and established by the County of Fremont, on December 1, 2004, by the County Commissioner’s Resolution No. 140, and exercising the powers and authority and assuming the responsibilities delegated to it under said statute.

ARTICLE II PURPOSE

The JCFLD has been organized to serve the communities of Rockvale, Coal Creek, Williamsburg, Florence and the unincorporated County of Fremont within the boundaries of the JCFLD as a general center of reliable information and to provide opportunities and encouragement for all individuals of the communities for education, information and personal enjoyment. To this end, it is the responsibility of the JCFLD to provide service to the communities; to assemble, preserve and administer, in organized collections, books and other materials and to promote their use for the development of an enlightened citizenship and enrichment of personal lives.

The JCFLD shall serve as a free, tax supported institution available to all people of the JCFLD, extending privileges and services to state residents through the Colorado Library Card (CLC) program, the Interlibrary Loan network and the Colorado Library Consortium (CLiC) program. It will be a source of print and non-print material for personal enrichment, education and entertainment. The library will provide information services and programs for children and adults, supplement material to be used by elementary and secondary school students, and will be a source of access to other library systems. It will serve as a center for reading, listening, viewing and using the informational material and collections and will be accessible to the handicapped and homebound. The library will make the public aware of the resources available.

ARTICLE III BOARD OF TRUSTEES

AMENDED FEBRUARY 15, 2005

Section 1. Appointment. The management and control of the JCFLD shall be vested in a board of no less than five (5) and no more than seven (7) trustees appointed in accordance with Colorado statutes, all of whom must reside within the boundaries of the JCFLD except as otherwise set forth herein.

Section 2. 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 the public library fund (per C.R.S. 24-90-108 (4)).

Section 3. Powers and Responsibilities. 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 4. Authorization. Membership on the Board does not, under any circumstances, authorize a Trustee to represent the Board in any official capacity whatsoever, 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 5. 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. No Trustee shall serve more than two consecutive five-year terms in addition to completing an unexpired term. Any former Trustee who has not been a member of the Board for a minimum of three (3) years shall be eligible for reappointment. For the limited purposes of locating and appointing a Trustee who is a resident of the JCFLD to replace a Trustee who is no longer a resident of the JCFLD, such Trustee who is no longer a resident of the JCFLD shall remain a Trustee of the JCFLD, with full powers and 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; (b) a replacement Trustee is appointed pursuant to the Library Law; or (c) twelve (12) months have expired from the first date of the Trustee was no longer a resident of the JCFLD.

Section 6. 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. A notice of all such vacancies shall be published in the Florence Citizen and other local media of general circulation in Fremont County. Local news media shall be informed of the vacancy and such notice shall be posted in a conspicuous location within all townships and city within the boundaries of the JCFLD and the County Administration Building.

Section 7. Removal. A Board Trustee may be removed only in accordance with a statute, and recommendations for removal may include, but not be limited to, the unexcused absence for three (3) consecutive regularly scheduled Board meetings. Any officer may be removed by an affirmative vote of two-thirds (2/3) of the Board taken at a regular or special meeting of the Board when in such Trustees' reasonable judgment the best interest of the JCFLD will be served thereby. Upon a vote of the majority of the Board, the Board may make a recommendation to the Board of County Commissioners regarding removal of a JCFLD Board member.

Section 8. Attendance at Meetings. Board members are expected to attend meetings over the course of a calendar year. It is understood that professional and personal obligations may interfere with a Board member's ability to attend all meetings. A Board member shall inform the President or the Director s/he is unable to attend.

Section 9. Setting Policy. The Board is responsible for setting policy, which is responsive and appropriate for the purpose of these Bylaws; a policy is defined as an adopted course or principle of action. It is also defined as guidelines for prudent conduct.

Section 10. Additional Powers and Duties. Among its other powers and duties as provided by law, the Board is responsible for the following:

- Reviewing and approving the annual JCFLD budget and submitting it to the Fremont County Commissioners.
- Providing opportunities for in-depth orientation of new members of the JCFLD Board.
- Engaging necessary services for the timely completion of an audit.
- Determining the location of permanent library facilities.

Section 11. Continuing-Education. The participation in continuing-educational programs by the Board is essential for the functioning, enhancing, and the development of quality library services. Each Board member shall attend at least one (1) educational program/workshop per year. The Director shall identify and inform the Board about educational programs/workshops opportunities.

The Board members are encouraged to be informed and involved in the activities of the Colorado Library Association (CLA) and/or the American Library Association (ALA); through the library's membership, the membership and designated participant.

Section 12. Community Agencies. The Board members are encouraged to meet with and support local agencies and understand the importance of community-wide connection; community-wide includes Rockvale, Coal Creek, Williamsburg, Florence, and all communities within the JCFLD.

Section 13. Signature Requirements for Disbursement of Funds. The Board shall sign all disbursements by manual signature. Two Board members signatures are required for all disbursements.

ARTICLE IV OFFICERS

Section 1. Designation of 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 by the adopted parliamentary authority.

Section 2. Date of Election. All officers of the Board shall be elected from the current membership of, and by said Board at a regular meeting or special meeting before November 15 or as necessary.

Section 3. Terms of Office. Officers shall begin their terms of office at the first regular meeting in January and shall serve for a small term of one (1) year or until the successors in elected.

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 (2/3) of the Board of the JCFLD.

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 (2/3) of the Board taken at a regular or special meeting of the Board when in such Trustees' reasonable judgment the best interest of the JCFLD will be served thereby. Upon a vote of the majority of the Board, the Board may make a recommendation to the Board of County Commissioners regarding removal of a JCFLD Board member.

Section 7. Assistants to Elected Officers. The Board may from time to time appoint assistants to elected officers, with no voting rights vested therein, to serve for designated periods of time, have such authority and perform such duties as may be considered desirable and so delegated.

Section 8. President. The president shall, at the pleasure of the Board, be the principal executive officer of the JCFLD.

The president shall preside at all meetings of the Board. The president may sign either by manual or facsimile signature, any leases, deeds, mortgages, contracts and other 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 9. 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 president.

Section 10. Secretary. The secretary shall oversee the keeping of the minutes of the meetings of the Board; be custodian of the JCFLD records and in general, perform all duties incident to the office of secretary such as the publishing of legal notices and such other duties as from time to time may be assigned by the president or by the Board.

Section 11. Treasurer. The treasurer shall have charge and custody of, and be responsible for all funds and securities of the JCFLD; from time to time render a statement of the condition of the finances of the JCFLD at the request of the Board; receive and give receipts for moneys due and payable to the JCFLD from any source whatsoever; prepare an annual financial report for the district; and 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. Nothing herein shall prevent the Board, at its discretion, to combine the office of treasurer with the office of either the vice-president or the secretary.

ARTICLE V MEETINGS

Section 1. Regular Meetings. Except as set forth in Section 3 below, regular meetings of the Board shall be held monthly at the JCFLD library facilities no less frequently than twelve (12) times per calendar year for the purpose of transacting any business that may come before the Board. Following Colorado Open Meeting (“Sunshine”) law C.R.S. 24-6-401 and 402, 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.

Notice of regular and special meetings will be posted no less than three (3) days prior to the holding of the meeting.

Minutes shall be taken at all regular meetings and shall become a part of the record of the Board and shall be available for public viewing three (3) days after Board approval.

An agenda shall be published for each regular Board meeting and posted at the library no less than 1 day prior to a regularly scheduled meeting.

Section 2. Special Meetings. Special meetings may be held at any time when called by the president or at the request of two (2) members of the Board or at the request of the Director. Special meetings may be called for any purpose serving to clarify and expand Board members knowledge, plan and set goals, study and discuss 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 Townships and City within the JCFLD's boundaries and the County Administration building. Notwithstanding the foregoing, to the extent of practicable, notice of the Trustees of a special meeting shall be made three (3) days in advance for 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. If there is not sufficient time to call a special meeting because a matter must be acted upon immediately, the president or the president's designee may take a vote by telephone or in person and the results of this vote will be recorded in the minutes of the next regular or special meeting.

Section 3. Meeting Cancellations. Meetings of the Board may be canceled because of weather or an emergency. Meetings can be canceled at the discretion of the Director and the Board President or designee. All Board members will be notified by the Director by whatever means available. The canceled meeting may be rescheduled by postponement to the next regular meeting or scheduling of a special meeting.

Section 4. Executive Session. Executive sessions may be held as part of any Board meeting. Members are bound to maintain the confidentiality of the discussions and documents, which are part of any executive session. Executive sessions shall be conducted in accordance with the provisions of the Colorado Open Meetings Law C.R.S. 24-6-401 and 402 as applicable to the JCFLD.

Executive session minutes, including a reference to the statutory citation that authorizes the executive session, the actual content of the discussion, date and time are required unless in the opinion of the legal counsel representing the JCFLD, the discussions of the executive session constitutes a privileged attorney-client communication. Executive minutes will be recorded and retained for the required 90-days minimum. No portion of the minutes of an executive session shall be open to public inspection unless a court finds, upon a showing of grounds sufficient to support such a claim, that the executive session was held in violation of the open meetings law. There shall be no decisions of the Board made during executive session unless specifically permitted by law.

Section 5. Meetings at Social Gatherings. No meetings of three or more Trustees shall be held except pursuant to the posting of notice as regular or special meeting. Any meeting of three or more elected officials must be open to the public even if no decisions are made. Social gatherings can exclude the public, if the primary purpose is socializing.

Section 6. 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 7. Annual Meetings. The regular meeting of the Board for the month of November 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 in a regular meeting in January.

Section 8. 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, with the provision that a quorum cannot be fewer than three (3) members of the trustees.

Section 9. 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.

Section 10. Roll Call Votes. A trustee may call for a roll call vote at any time.

Section 11. Proxies. Voting by proxy is not allowed.

Section 12. 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.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Board, at its discretion, may appoint the officers of the Board as an Executive Committee to act on behalf of and in the absence of the Board on such matters as may be delegated to said Executive Committee, providing that all such actions are reported to and ratified by the Board at its next regular or special meeting.

Section 2. Standing Committees. Standing Committees of the Board shall include a Bylaws Committee, a Finance Committee, a Long-Range Planning Committee, a Library District Policies Committee and such other committees as the Board from time to time may designate.

Section 3. Special Committees. The Board at its discretion from time to time may authorize special committees for specific tasks or purposes.

Section 4. Ex-officio Members of Committees. The president of the Board shall be an ex-officio member of all standing and special committees of the Board. The Board, at its discretion, may appoint as ex-officio, standing or special committee members who are not Trustees.

Section 5. Committees Power to Act. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

ARTICLE VII INDEMNIFICATION

The JCFLD shall, to the fullest extent permitted by law, indemnify, an person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative by reason of the fact that s/he is or was a trustee, officer, or employee of the JCFLD. Any request for indemnification must be presented to and approved by the Board.

ARTICLE VIII LIBRARY DIRECTOR AND STAFF

Section 1. Employment of Library Director. The Director shall be employed by the Board to serve as the administrative officer of the JCFLD, shall be employed at will. The Director is the only library staff employee over whom the Board has direct supervisory responsibility and control. The Director reports to the Board and serves as the Chief Executive Officer of the JCFLD and is an ex-officio member of the Board.

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

The Director, as the chief executive officer of the library, shall be held responsible for:

- Administering, interpreting, enforcing, and establishing procedures consistent with applicable laws, regulations and rules.
- Maintaining performance records of all library employees. These records shall be continuously updated with all relevant information, and shall be regarded as confidential. Each employee shall have the right of access and examination of any records kept on their employment and shall be given copies upon request.
- Making reports and recommendations to the Board of Trustees
- Recruiting, selecting, and assigning library employees
- Coordinating staff training
- Disseminating information regarding personnel policies, fringe benefits, conditions of employment, and all relevant policies to library employees
- Appointing or removing employees
- Conducting the appropriate steps in the Grievance Procedure
- Administering discipline

- Delegating such authority to subordinates as is appropriate
- Recommending changes in policy as necessary
- Maintain accurate time records noting hours worked, vacation, and sick leave time earned and taken
- Care and maintenance of library property
- Adequate and proper selection of books and materials in keeping with the stated policy of the Board
- Efficiency of library service to the public and promote effective library service
- Carry out the mission and policies established by the Board
- Give direction to Board for educational purposes
- Financial operation within the limitations of the budgeted appropriation

Section 3. Library Staff. The Board upon the recommendation of the Director shall employ all other library staff.

Section 4. Removal of Library Director. The Director may be removed by the Board whenever, in its judgment, the best interest of the JCFLD will be served thereby. The Director could be removed by a majority, or 2/3, vote of the Board. The employment of a Director shall not in itself create a contract right.

ARTICLE IX VOLUNTEERS TO THE LIBRARY

The Board shall recognize the importance of volunteer efforts, individually, groups or organizations, operating on behalf of the JCFLD. Volunteers are under the supervision of the Director or the Board for joint projects or programs. Volunteers are an asset to the JCFLD's ability to give quality service and are distinguished separately from nonprofit organizations.

ARTICLE X FRIENDS OF THE LIBRARY AND OTHER ORGANIZATIONS

Section 1. Friends of the Library. The Board shall recognize the importance of volunteer efforts of the Friends of the Library and shall encourage establishment of groups of Friends of the Library.

The Board shall choose to recognize and to give the JCFLD's support of any Friends of the Library organization and its activities, or the Board shall choose to withhold or withdraw the JCFLD's recognition and to not give the JCFLD's support to any Friends of the Library organization and its activities based on the criteria for giving the JCFLD's recognition and support as stated in the policies and procedures of the JCFLD.

Section 2. Other non-profits and other organizations. The Board shall recognize the importance of non-profit volunteer efforts and other organizations operating on behalf of the JCFLD.

ARTICLE XI JCFLD POLICIES

The Board shall establish and adopt JCFLD Policies, which shall ensure a cost-effective and efficient provision of publicly supported free library service to the JCFLD residents. Said policies will include, but not be limited to:

- Equal access to information without regard to age, physical or mental health, sex, race, place of residence, or economic status
- Aid in the establishment and improvement of library programs
- Promote and coordinate the sharing of resources among libraries in Fremont County and all of Colorado
- Disseminate information regarding the availability of library services
- Accept gifts and bequests of money or property
- Procurement policies
- Personnel policies.

Policies shall be compliant with the standards set forth by the State Library and Colorado Library Law.

ARTICLE XII ANNUAL REPORT

At the close of each year the Board shall make a report to the Board of County Commissioners, Fremont County, on or before the first Board of County Commissioners meeting in December, showing the condition of their trust during the year, the sums of money expended and the purposes of the expenditures, the number of books, periodicals and other resources on hand, the number added, retired, loaned out, and other statistics and information and suggestions and plans, as they deem public interest. A copy of said report shall be filed with the State Librarian, and shall be available to the public upon request.

ARTICLE XIII FISCAL YEAR

The Fiscal year of the JCFLD shall begin on the first day of January each year and shall end on the 31st day of December, of each year.

ARTICLE XIV AMENDMENTS TO BYLAWS

Section 1. Amendment by Vote. Bylaws and JCFLD 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 when it can be added, altered, amended or repealed by a simple majority of a 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.