

# THE LA VETA REGIONAL LIBRARY DISTRICT BYLAWS

## INTRODUCTION

These Bylaws shall govern the operations of the La Veta Regional Library District, which was established and continues its legal existence pursuant to Colorado Revised Statutes 24-90-106, 24-90-106.5 and 24-90-107 (hereinafter, the "Establishment Statutes"), pursuant to "A Resolution to Establish La Veta Regional Library District", passed and adopted by the La Veta Town Board of Trustees on September 16, 1980 and pursuant to a resolution passed and adopted in 1980 by the RE-2 School District Board, approving the establishment of the La Veta Regional Library District. (Hereinafter the Resolutions passed and adopted by the La Veta Town Board of Trustees and the RE-2 School District Board shall be referred to as the "Establishment Resolutions.") These Bylaws entirely replace that set of bylaws titled The La Veta Public Library District Bylaws, as adopted by the Board of the La Veta Regional Library District by Resolution Number 2002-05, dated the 14<sup>th</sup> day of May, 2002.

## ARTICLE I SCOPE

In case of any conflict between these Bylaws and any statutory or other law of the State of Colorado, including but not limited to the Establishment Statutes, and in case of any conflict between these Bylaws and the Establishment Resolutions, such statutory or other law, or the Establishment Resolution, whichever is applicable, shall take precedence over and shall supersede these Bylaws.

## ARTICLE II GENERAL

Section 1. NAME. The entity adopting these Bylaws is the La Veta Regional Library District ("LVRLD").

Section 2. SEAL. The LVRLD shall not have a corporate seal.

Section 3. MEMBERS. The LVRLD shall not have any members.

Section 4. FISCAL YEAR. The LVRLD's fiscal year shall be from January 1 through December 31 of each calendar year.

ARTICLE III  
AUTHORITY

The LVRLD shall be governed by these Bylaws, by the Establishment Resolutions and by Title 24, Article 90, Part 1 of the Colorado Revised Statutes ("C.R.S.").

ARTICLE IV  
PRINCIPAL OFFICE AND PURPOSE

Section 1: Office. The principal office of the LVRLD in the State of Colorado for the transaction of the LVRLD's business shall be at the La Veta Public Library, 310 S. Main Street, La Veta, Colorado. The LVRLD's Board of Directors may at any time change the location of the LVRLD's principal office from one location to another and may at any time establish one or more subordinate offices. The LVRLD shall do business anywhere in the State of Colorado and may do business as well at any other location approved by the Board of Directors.

Section 2: Purpose. The LVRLD has been created exclusively for the management of the affairs and property of the La Veta Public Library, La Veta, Colorado.

ARTICLE V  
COMPOSITION OF BOARD OF TRUSTEES

Section 1. Number of Trustees. The LVRLD shall have a Board of Trustees (the "Board") which shall consist of no fewer than five and no more than seven Trustees ("Trustees").

Section 2. Election of New Trustees. New Trustees to fill vacant seats on the Board shall be elected by majority vote of the currently seated Board Trustees. After the Board has elected each new Trustee to the Board, the name or names of such newly elected Trustees shall be submitted to The Town Board of La Veta (the "Town Board") and the RE-2 School District Board (the "School District Board"), both of which must approve the election of each such new Trustee.

Section 3. Trustees Terms. The initial term of office of each Board Trustee shall be three years, and each Trustee may serve two consecutive terms. Board Trustee terms shall be staggered, so that the initial or second consecutive terms of no more and no less than two Board Trustees shall expire at the end of each calendar year. Vacancies on the Board shall be filled for the remainder of the unexpired term of a Trustee as soon as possible in the manner in which Trustees are regularly chosen pursuant to Section 2 of this Article V.

Section 4. Removal of Board Trustee for Cause.

(a) Procedure for Removal. A Board Trustee may be removed only by a majority vote of the Town Board and the School Board, and only upon a showing of good cause as defined in, but not limited to, these Bylaws. If a Trustee is removed in accordance with this Article V, Section 4, such Trustee shall be replaced in accordance with this Article V, Section 2.

(b) Definition of Good Cause. Good cause for removal of a Board Trustee shall include the following:

- 1) Failure of a Trustee to attend Board meetings on a regular basis, without good reason;
- 2) Failure of a Trustee to attend three (3) consecutive regular Board meetings, without good cause;
- 3) Failure of the Trustee to fulfill his or her duties or responsibilities as a Board Trustee;
- 4) Conduct which constitutes a breach of fiduciary duty to the LVRLD or the Library;
- 5) Conduct which is detrimental to the Board, the LVRLD or the Library.
- 6) Release by the Board Trustee of confidential information about any employee of the Library; and
- 7) Any act by the Trustee in his or her capacity as a Trustee of the Board which constitutes gross negligence or willful misconduct.

Section 5. Vacancies Due to Resignation or Removal of a Director. If a Director resigns from the Board before her or his current term has expired or if a Director is removed in accordance with Section 6 of this Article V, such Director shall be replaced in accordance with Section 2 of this Article V to fill the unexpired term of the resigned or removed Director. Once the term of the resigned or removed Director has expired, the person replacing the resigned or removed Director shall be eligible to serve two additional three year terms.

## ARTICLE VI MEETINGS OF BOARD

Section 1. Regular Meetings. The Board shall meet in regular session at places and times determined by the Board at its first regular meeting in each calendar year. The time and place of the regular meetings of the Board shall be posted on the Library premises in such a manner as to give the public notice of the date and time of the Board's regular meetings. Either at a regular meeting of the Board or by vote taken by telephone or other electronic means, the Board may change the day, date or time of its regular meeting provided that public notice of such change is posted on the Library premises at least one week in advance of the meeting whose day, date or time has been changed.

Section 2. Special Meetings. The Board may meet in special session in addition to its regular meeting as determined by the Chairperson of the Board, who shall provide notice to the other Trustees of any such special meeting by mail, by telephone or by other electronic means. Furthermore, notice of the time and place of any such special meetings shall be posted on the Library premises so that the public has twenty-four (24) hours notice of any such special meetings.

Section 3. Means of Conduct of Board Meetings.

(a) All meetings of the Board may be conducted by any system of communication by which each Trustee is able to receive and respond to statements made by any other Trustee and by any system that permits Trustees of the public to hear what each Trustee says. Procedures established by the Board for conducting such meetings shall provide for timely notice to the Trustees of the Board of the subject matters for discussion and when such meeting is to begin. These bylaws allow for meetings by conference call where all Trustees are able to participate simultaneously, and by electronic conferencing means where all Trustees are provided reasonable time to receive and respond to statements made by other Trustees. This bylaw also permits the conduct of meetings by electronic messaging techniques, including Internet chat rooms. Regardless of the means by which a meeting is to be conducted, notice of each such meeting shall be posted on the Library premises so that the public has twenty-four (24) hours notice of any such meeting and so that the Trustees of the public are advised how to attend the meeting.

(b) Electronic meetings shall be conducted in such a manner as to ensure that all Trustees of the Board and all Trustees of the public have full access to all discussion relative to the issues under consideration, and votes shall be conducted so that all Trustees of the Board deemed to be present at the electronic meeting are able to vote.

(c) Any action required by law to be taken at a regular or special meeting of Trustees, or any other action which may be taken at a regular or special meeting of Trustees, may be taken without a meeting if the Chairperson (or the person authorized to act in place of the Chairperson) polls each Trustee by telephone or other electronic means; provided that any action approved or disapproved by the majority of the Trustees so polled must be placed on the agenda at the Board's next regular meeting, must be open to discussion at such meeting, must be affirmed by a majority of the Board and must be placed into the minutes of the meeting. Notice of any action taken pursuant to this Section 3(c) of Article VI shall be posted in the Library following such action and at least twenty-four hours before the next

regular meeting of the Board so that the public is aware of the action and is able to address the Board about the action at the next regular meeting of the Board following such vote.

(d) For the purposes of these Bylaws, the requirement that an instrument be "written" or "in writing" or "signed" shall be deemed satisfied by any document or copy delivered to the Secretary of the Board, whether by mail or electronically, provided that the identity and intention of the endorsing party is clear on the copy received by the Secretary of the Board.

(e) All meetings of the Board shall be open to the public in accordance with Title 24, Article 6 – The Colorado Sunshine Law, Part 4 – The Colorado Open Meeting Law, Section 402, C.R.S.

Section 4. Parliamentary Procedure All meetings of the Board shall be governed by The Standard Code of Parliamentary Procedures by Alice Sturgis (the "Sturgis Code"), insofar as such Sturgis Code is not inconsistent with or in conflict with these Bylaws or with provisions of law.

Section 5. Quorum. There must be a quorum of all Trustees at any meeting of the Board in order for the Board to transact any business before it. A quorum for the transaction of business shall consist of a majority of Board Trustees.

Section 6. Attendance at Board Meetings. Trustees shall attend all regular and special meetings of the Board unless unable to attend for good reason.

## ARTICLE VII RESPONSIBILITIES

Section 1. General. The general responsibilities of the Board are to oversee the management and operation of the La Veta Public Library (the "Library") so that its collections, services and programs are available to those residents of and visitors to the community encompassed by the La Veta Regional Library District which is coterminous with the RE-2 School District.

Section 2. Specific Responsibilities. The specific responsibilities of the Board shall include, but not be limited to, the following:

(1) The Board shall:

(a) Adopt such bylaws, rules, and regulations for its own guidance and for the government of the LVRLD and the Library as it deems expedient.

(b) Manage the financial affairs of the LVRLD, including the financial affairs of the Board itself and of the Library.

(c) Have supervision, care, and custody of all property of the LVRLD, including rooms or buildings constructed, leased, or set apart therefor.

(d) Employ a Library Director, who shall be in charge of the management of the Library building, staff and collections on a daily basis, who shall employ such other employees as may be necessary, prescribe their duties, and fix their compensation, and who shall report on a periodic basis to the Board.

(e) Offer guidance and support to the Library Director on matters of policy and personnel; approve the creation of new staff positions, establish the single item spending authority of the Library Director, and review the performance of the Library Director annually.

(f) Adopt an annual budget and make appropriations for each ensuing fiscal year as set forth in Title 29, Article 1, Part 1, C.R.S., annually certify to the Huerfano County Board of Commissioners the sums necessary to maintain and operate the library during the ensuing fiscal year, and have exclusive control and spending authority over the disbursement of the LVRLD Library funds as set forth in Title 24, Article 90, Part 1, Section 112(2)(a), C.R.S.

(g) Accept and hold title to personal property, including money, and real property given to or for the use or benefit of the LVRLD or Library.

(h) Have the authority to hold and acquire land lease, or purchase for the LVRLD and Library purposes.

(i) Have the authority to lease, purchase, or erect any appropriate building for the LVRLD or Library purposes, and acquire such other property as may be needed therefor.

(j) Have the authority to sell, assign, transfer, or convey any property of the LVRLD, whether real or personal, which may not be needed within the foreseeable future for any purpose authorized by law, upon such terms and conditions as it may approve, and lease any such property, pending sale thereof, under an agreement of lease, with or without an option to purchase the same. The Board, prior to the conveyance of such property, shall make a finding that the property may not be needed within the foreseeable future for the LVRLD or Library purposes, but no such finding shall be necessary if the property is sold or conveyed to a state agency or political subdivision of this state.

(k) Borrow funds for library purposes by means of a contractual short-term loan when monies are not currently available but will be in the future. Such loan shall not exceed the amount of immediately

anticipated revenues, and such loan shall be liquidated within six months.

(l) As it deems necessary, authorize the bonding of persons and obtain bonds for persons entrusted with the LVRLD and Library funds.

(m) Arrange for an annual internal financial review of the LVRLD, arrange for external audits as needed, and arrange for the filing of all returns and reports required by any federal, state or local law.

(n) Authorize the purchase of library materials and equipment.

(o) Have the authority to enter into contracts.

(p) Maintain all real, personal and other property owned by the LVRLD and to approve expenditures for the purchase or repair of Library facilities and equipment.

(q) Raise the LVRLD's operating and reserve funds through a mill levy on the assessed value of property in the LVRLD.

#### ARTICLE VIII BOARD COMPENSATION

The Trustees of the Board shall not receive a salary or other compensation by reason of serving as a Trustee of the Board. Necessary travel, subsistence expenses and other expenses incurred by a Trustee in service to the LVRLD shall be reimbursed to such Trustee by the LVRLD, provided that such reimbursement of expenses is approved by the Board.

#### ARTICLE IX OFFICERS AND DUTIES OF OFFICERS

Section 1. Officers. The Board shall have as its officers a chairperson, a vice-chairperson, a treasurer and a secretary. The officers of the Board, who must be Trustees of the Board, shall be elected by the Board as a whole at the first regular meeting of the Board in each calendar year, and the term of each officer of the Board shall be one calendar year.

Section 2. Chairperson. The Chairperson:

- (a) Shall preside at all Board meetings.
- (b) Shall oversee all activities of the Board.
- (c) Shall, with the assistance of the Library Director, set the agenda for each Board meeting.

(d) May appoint committees of the Board and serve as a Trustee on such committees.

(e) In the absence of the Board Secretary, shall appoint another Trustee to act as Secretary of any Board meeting.

Section 3. Vice-Chairperson. The Vice-Chairperson:

(a) Shall, in the absence of the Chairperson, preside at Board meetings.

(b) Shall, in the event the Chairperson is no longer able to serve in that capacity, assume all responsibilities of the Chairperson.

Section 4. Secretary. The Secretary:

(a) Shall make and sign written records of every regular and special Board meeting (whether such meeting is physical or electronic), with such records to be maintained in the office of the Library Director.

(b) Shall archive all email and electronic conferencing posts during an electronic meeting.

(c) Shall submit to the Board any correspondence addressed to the Secretary.

(d) Shall be responsible for maintaining a record of all Board correspondence and, to the extent not dealt with by another officer of the Board, shall draft and sign all Board correspondence on behalf of the Board.

(e) Shall be responsible for drafting and issuing all press releases authorized by the Board with respect to any matter concerning the LVRLD or the Library, with the exception of articles prepared by the Library Director or her or his designee concerning Library news.

(f) Shall keep a record of Board Trustee terms.

(g) Shall make sure each Trustee of the Board has copies of the Bylaws, manuals and handbooks.

(h) Shall preside over Board meetings in the absence of the Chairperson, Vice-Chairperson and Treasurer but shall not assume any other responsibilities of the Chairperson, Vice-Chairperson or Treasurer.

Section 5. Treasurer. The Treasurer:

(a) Shall see that all financial records and the budget of the LVRLD and the Library are prepared on a timely basis and provided to the Board Trustees on a periodic basis.

(b) Shall oversee the activities of any bookkeeper retained by the Board.

(c) Shall see that all monies received by the LVRLD or the Library are deposited into the appropriate bank accounts.



(d) Shall have the authority to co-sign all checks with other persons authorized by the Board to sign such checks.

(e) Shall inform the Board of all gifts of securities or property other than cash and shall dispose of such gifts as directed by the Board.

(f) As directed by the Board, shall sell or otherwise dispose of real property and property other than real property of the LVRLD.

(g) Shall review the monthly expenditures of the LVRLD and shall ensure that all invoices related to the LVRLD and Library activities are paid on a timely basis.

(h) Shall see that the reconciliations of the LVRLD and Library bank statements are completed on a timely basis.

(i) Shall serve as a Trustee of any finance committee or budget committee created by the Chairperson or by the Board.

(j) Shall preside over Board meetings in the absence of the Chairperson and Vice-Chairperson, but shall not assume any other responsibilities of the Chairperson or Vice-Chairperson.

#### Section 6. Removal of Officer.

(a) Cause for Removal of an Officer. The Board may remove from office a Board Trustee serving as Chairperson, Vice-Chairperson, Treasurer or Secretary if, in the opinion of a majority of the Board, that officer is not properly fulfilling her or his duties and responsibilities as an officer to the detriment of the Board, the LVRLD or the Library.

(b) Procedure for Removal of an Officer. An officer of the Board shall be removed only by a majority vote of the Board, which vote may be by secret ballot. The officer whose removal is under consideration may not vote on her or his removal.

(c) Action Following Removal of an Officer. After a Board Trustee has been removed from office pursuant to this Section 6 of Article 8 of these Bylaws, the Board Trustee who is removed from office shall remain a Trustee of the Board until her or his term has expired or she or he elects not to serve on the Board. When a Trustee has been removed from her or his position as an officer of the Board pursuant to this Section 6 of Article IX of these Bylaws, the Board shall elect one of its Trustees other than the Trustee who was removed from office to the position vacated by an officer's removal

### ARTICLE X AMENDMENTS

These Bylaws may be amended by the Board provided (i) that a quorum of the Board is present at any meeting where such amendment is to be considered, (ii) that a majority plus one of those

Board Trustees present vote in favor of the amendment(s) and (iii) that the Trustees receive a minimum of thirty days (30) notification of any proposed amendment(s) to these Bylaws.

These Bylaws of the La Veta Regional Library District Board of Trustees have been adopted by the LVRLD Board of Trustees on the 13th day of May, 2008.

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Thomas Doerk, Chairperson

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Stirling Lathrop, Secretary