

BYLAWS OF THE MESA COUNTY PUBLIC LIBRARY DISTRICT

Amended and Restated Effective June 30, 2011

Amended and Restated Effective July 29, 2010

ARTICLE I – NAME

This organization shall be called the “Mesa County Public Library District” (the “District”). The District was organized under and exists by virtue of the provisions of Colorado Revised Statutes §§ 24-90-101 *et seq.* (the “Library Law”). The District will exercise the powers and authority and will assume the responsibilities delegated to it under the Library Law.

ARTICLE II – PURPOSES AND POWERS

Section 2.1 Purposes. The purposes of the District are to provide public library services to the citizens and residents of Mesa County, Colorado. The District is dedicated to enhancing the quality of life for all people in Mesa County by providing outstanding and personalized library service, resources, and programming for everyday living.

Section 2.2 Powers. In furtherance of its purposes, the District, through its Board of Trustees, shall have those powers, duties, and responsibilities authorized by the Library Law and other applicable Colorado law. In addition, the Board shall have all those powers necessary or incidental to the specific powers granted by statute. Nothing in these Bylaws shall be construed as limiting the powers of the Board of Trustees as granted by the Library Law and other applicable Colorado law.

ARTICLE III – BOARD OF TRUSTEES

Section 3.1 Appointment. The management and control of the District shall be vested in a Board of Trustees, appointed in accordance with the Library Law.

Section 3.2 Number, Tenure and Qualifications. The Board of Trustees shall consist of seven (7) members, who must be at least eighteen (18) years of age and legal residents of Mesa County, Colorado. Trustees will be appointed by the Mesa County Board of Commissioners upon the recommendation of either the Board of Trustees or the Mesa County Board of Commissioners. Trustees shall be appointed for terms of five (5) years. No Trustee shall serve more than two (5) year terms, to conclude at the end of the year when the tenth year expires. A Trustee appointed to fill a vacancy shall be appointed for the remainder of the unexpired term of his or her predecessor in office; after this a Trustee may be appointed up to two more (5) year terms.

Section 3.3 Attendance at Meetings. Each Trustee is expected to attend all meetings of the Board of Trustees. Should a member fail to attend, without justification, three (3) consecutive regularly-called (monthly) meetings or two-thirds of all meetings called within a one (1) year period, he or she shall be queried in writing by the President of the Board as to his or her desire to continue serving. If the Trustee does not reply in writing to the written notice within 30 days of its receipt, the President of the Board may, with the approval of a majority vote of the

Board, send a letter to the Board of County Commissioners requesting that the Trustee be removed for cause.

Section 3.4 Resignation. Any Trustee may resign at any time by giving written notice to the President or Secretary of the Board of Trustees. Any resignation shall take effect at the time specified in the notice, and unless the notice specifies otherwise, the acceptance of the resignation shall not be necessary to make it effective.

Section 3.5 Removal. A Library Trustee may be removed only by a majority vote of the Mesa County Board of Commissioners and only upon a showing of good cause. Good cause shall include, but not be limited to: failure to discharge duties, including, but not limited to, failure to attend meetings in accordance with Section 3.3; acting in such a manner as to obstruct the Board, other trustees, or Library staff in the performance of their assigned and lawful duties; conviction of, or a plea of guilty or no contest to any felony, or any misdemeanor for which a period of incarceration is imposed; falsification of expense accounts, inventories or other records or reports; or engaging in conduct that results, or could result, in injury to the property or interests of the District.

Section 3.6 Vacancies. A vacancy on the Board of Trustees shall be filled as soon as practical after such vacancy occurs in the manner in which Trustees are regularly appointed. Notice of the vacancy shall be posted on the Library's website, in conspicuous locations at the central and all branch libraries, at the Mesa County Administration Building, and in local news media. A Trustee appointed to fill a vacancy shall be appointed for the remainder of the unexpired term of his or her predecessor in office.

Section 3.7 Compensation. No Trustee shall receive a salary or other compensation for services as a Trustee, but necessary traveling and subsistence expenses actually incurred may be paid or reimbursed from the Library Fund, in accordance with the Library Law.

Section 3.8 Report to the Board of County Commissioners. Twice each calendar year, the Board of Trustees shall make a report to the Board of Mesa County Commissioners showing the condition of its trust during the year, the sums of money expended, the purposes of the expenditures, and such other information and statistics as the Board of Trustees deems to be of public interest.

Section 3.9 Report to State Library. At the end of each calendar year, the Board of Trustees shall make a report to the State Library in the form of a response to a survey administered by the State Library. The report shall contain such other statistics and information as may be required by the State Library. The Library Director and staff shall prepare the report on behalf of the Board.

Section 3.10 Authorization. Membership on the Board of Trustees does not, under any circumstances, authorize a Trustee to represent the Board in any official capacity whatsoever, except as such authority is granted by a vote of the Board taken at a regular or special meeting of the Board. The President of the Board, or in the President's absence, the Vice President, is the

authorized spokesperson for the Board of Trustees, unless the Board delegates this responsibility to another Trustee or individual.

ARTICLE IV – MEETINGS OF THE BOARD OF TRUSTEES

All meetings of the Board of Trustees shall be conducted in strict compliance with Colorado Revised Statutes §§ 24-6-401 *et seq.* (“Open Meetings Law”).

Section 4.1 Annual Meeting. The annual meeting of the Board shall be held in January at the location, date and hour designated for regular meetings.

Section 4.2 Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly at a location designated by the Board. At the annual meeting in January, the Board, by resolution, will set the date and hour of regular monthly meetings for the ensuing year.

Section 4.3 Special Meetings. Special meetings may be called by any Trustee or the Library Director for any purpose. Notice of any special meeting shall be given to the Trustees at least twenty-four (24) hours in advance of the meeting.

Section 4.4 Notice to Trustees. Whenever these Bylaws require notice to the Trustees, the notice shall be given in writing and shall be either (a) mailed (by depositing the notice in the United States mail with postage prepaid and addressed to the recipient at the address on file in the Library’s records); or (b) transmitted by electronic means (such as e-mail or facsimile machine to the e-mail address or facsimile number on file in the Library’s records); or (c) delivered by hand. Notice given by mail shall be deemed to be delivered three (3) days after being deposited in the United States mail. Notice given by electronic means shall be deemed to be delivered when sent if the sending party has confirmation of successful transmission.

Section 4.5 Waiver of Notice. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6 Public Notice of Meetings. No meeting of three (3) or more members of the Board of Trustees shall be held except pursuant to the posting of public notice as a regular or special meeting. At its annual meeting, the Board shall designate a conspicuous place for posting of all public notices of meetings of the Board, pursuant to Colorado Revised Statutes §§ 24-6-402(2)(c). Public notices of all regular and special meetings of the Board of Trustees, setting forth the date, time and place of the meeting and, when available, the agenda for the meeting, will be posted at the designated location, no less than twenty-four (24) hours prior to the date of the meeting. In addition, notice of all regular and special meetings of the Board of Trustees shall be posted in all library branches and on the District’s website.

Section 4.7 Meetings Open to the Public. All business of the Board of Trustees shall be conducted only during such regular or special meetings of the Board as are provided for in these

Bylaws. All regular and special meetings shall be open to the public, subject to the right of the Board to meet in executive session.

Section 4.8 Public Participation in Meetings. The audience is invited to participate in all regular meetings of the Board during a portion of the agenda set aside for this purpose. The President may invite the audience to participate in special meetings as well. The President shall determine a time limit for comments based upon the number of persons wishing to speak.

Section 4.9 Records of Meetings.

Regular and Special Meetings: Each regular and special meeting of the Board of Trustees will be recorded. Recordings of regular and special meetings shall be retained for one (1) year, and may be destroyed after that time at the discretion of the Library Director. The recordings and written minutes of regular and special meetings shall be open for public inspection, in accordance with the provisions of Colorado Revised Statutes §§ 24-6-401 *et seq.* (“Open Meetings Law”) and §§ 24-72-201 *et seq.* (“Open Records Act”).

Executive Sessions: Executive sessions shall be recorded, except when the Board of Trustees meets in executive session with its attorney and the attorney opines that all or a portion of the discussions constitute a privileged attorney-client communication. The recording of executive sessions will be saved for at least ninety days, in accordance with Colorado Revised Statutes §§ 24-6-402 (3) (II) E.

Minutes: Under the Secretary’s supervision, written minutes summarizing the Board’s discussions and including any resolutions adopted by the Board shall be prepared of all regular and special meetings, and of executive sessions (except those executive sessions constituting privileged attorney-client communication). The minutes for the executive session need only to state the topic of the session, in accordance with Colorado Revised Statutes §§ 24-6-402 (2) (II).

Section 4.10 Quorum. A majority of the Board of Trustees of the District, or four Trustees, 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.

Section 4.11 Participation by Electronic Means. Any member of the Board of Trustees may participate in a meeting of the Board of Trustees by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for all purposes, including for purposes of determining the quorum requirement.

Section 4.12 Manner of Acting. The act of the majority of the Trustees present at a regular or special meeting at which a quorum is present shall be the act of the Board.

Section 4.13 Roll Call Votes. A Trustee may call for a roll call at any time.

Section 4.14 Proxy Voting. Voting by proxy is not allowed.

Section 4.14 Email. Discussion of official library business is not allowed on email accounts.

ARTICLE V – OFFICERS AND AGENTS

Section 5.1 General. The officers of the District shall be a president, a vice president, and a secretary, who shall hold their offices for such terms and have such authority and duties as determined by the Board of Trustees. The Board of Trustees may appoint such other officers, assistant officers and agents as it may consider necessary, who shall hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Trustees. Officers shall be nominated by the Board Standards and Procedures Committee, which shall present the slate at the November meeting for election at the December meeting, or as the need arises. No person may simultaneously hold more than one office. In all cases where the duties of any officer, agent or employee are not prescribed by these Bylaws or by the Board of Trustees, such officer, agent or employee shall follow the orders and instructions of the President.

Section 5.2 Election and Term of Office. The officers of the District shall be nominated by the Good Governance Committee and elected by the Board of Trustees at the December meeting of the Board, to serve one-year terms. If the election of officers shall not be held at such meeting, such election shall be held at the next meeting, regular or special, held by the Board. Each officer shall hold office until the first of the following to occur: expiration of his or her term of office; election of his or her successor; his or her death; his or her resignation; or removal from office in pursuant to Section 5.3 below. No individual may hold any office for more than two consecutive terms.

Section 5.3 Removal. Any officer or agent may be removed from office by the majority vote of the Board of Trustees whenever, in the Board's reasonable judgment, the best interests of the District will be served thereby.

Section 5.4 Vacancies. A vacancy in any office, however, occurring, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5.5 President. The President shall, subject to the direction and supervision of the Board of Trustees, be the principal executive officer of the District.

The President shall preside at all meetings of the Board of Trustees, authorize special meetings in accordance with these Bylaws, appoint all committees, execute all legal documents authorized by the Board, serve as ex-officio voting member of all committees, and perform all other duties that are incident to the office of President or that are prescribed by the Board of Trustees from time to time.

Section 5.6 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 the President.

Section 5.7 Secretary. The Secretary shall: (a) reviews the written minutes of all regular and special meetings of the Board of Trustees; (b) see that all notices are duly given in

accordance with the provisions of these Bylaws or as required by law; and (c) serves on the Executive Committee.

ARTICLE VI – LIBRARY DIRECTOR AND STAFF

Section 6.1 Employment of Library Director. The Board of Trustees shall employ a Library Director to serve as the administrative and disbursing officer of the District. The Library Director shall be employed by written contract and shall be exempt from the general personnel policies of the District.

Section 6.2 Responsibilities of Library Director. The Library Director shall employ and specify the duties of all library employees and shall be responsible for their proper training, direction and supervision. The Director also shall be responsible for the administration of all policies adopted by the Board, for the care and maintenance of District property, for the adequate and proper selection of books and materials in keeping with the stated policies of the Board, for the effective provision of library service to the public, and for the District's financial operations within the limitations of the budgeted appropriations. The Director will perform all duties incidental to the Director's position, including those contained in the Director's Job Description and such other duties as may be prescribed from time to time by the Board.

Section 6.3 Attendance at Board Meetings. The Library Director shall attend all Board meetings unless excused by the Board, provide the meeting agenda written in consultation with the Board President, and take part in the meeting discussions, but shall not be a member of the Board of Trustees and shall have no vote. The Director shall be an ex-officio, non-voting member of all standing committees, except for the Audit Committee.

Section 6.4 Custodian. The Library Director shall be the official custodian of the District's records. In the absence of the Library Director, the Board of Trustees shall designate a Trustee or employee of the District to serve as the official custodian of the District's records.

ARTICLE VII – FUNDS

Section 7.1 Library Funds. It is the duty of the Mesa County Board of County Commissioners to levy an ad valorem tax upon real and personal property of Mesa County for the establishment and maintenance of the Library District, subject to limits imposed by statute. The Board of Trustees shall adopt a budget and make appropriations for each fiscal year as set forth in part 1 of article 1 of title 29, C.R.S., and shall have exclusive control and spending authority over the disbursement of Library funds.

Section 7.2 Donor Funds. All monies or properties received through donations and bequests to the Library shall be transferred to the Mesa County Public Library District Foundation ("Foundation"). Such donations shall be accounted for and administered and expended separately from Library District funds, under the direction of the Foundation's Board. Where the donation is conditioned upon expenditure for the purposes specified by the donor, such condition shall be complied with by the Foundation Board so far as practicable, provided however, that the Foundation Board may reserve the right to adopt specific policies governing

the use and expenditure of such donated funds. The Library Director may accept and administer donations of library materials at his or her discretion.

Section 7.3 Custodian of Funds. The Board of Trustees has elected to take custody of all Library funds, pursuant to C.R.S. § 24-90-112(2)(c). The Board shall carry a bond to ensure its faithful handling of the District's funds, shall make monthly accountings to the Mesa County Treasurer, and shall cause an annual audit to be performed by an accounting firm selected by the Board, with respect to the Board's management of said monies. The annual audit shall be submitted to the Mesa County Treasurer. All District funds shall be invested in strict compliance with Colorado Revised Statutes §§ 24-75-601 *et seq.*

Section 7.4 Fiscal Year. The fiscal year of the District shall be the calendar year.

ARTICLE VIII – POLICIES AND ADMINISTRATION

The Board shall adopt administrative policies, in accordance with the provisions of Article XI of these Bylaws, by which the Library Director shall conduct the affairs of the District. These policies shall be available to the public.

ARTICLE IX – COMMITTEES

Section 9.1 General. The President may create committees to assist in administering the affairs of the District. Committee members shall be appointed by and serve at the pleasure of the President for one year after appointment, or until their successors are appointed and qualified. Committee members need not be members of the Board of Trustees. The principal role of the committees shall be to advise the Board of Trustees, but the Board may delegate to a select committee such duties, powers and authorities as it deems proper. Regardless of such delegation, the Board shall not relinquish final responsibility for the actions of any committee. The President shall be an ex-officio member of all committees.

Section 9.2 Committee Authorities and Limitations. Each standing and special committee may recommend the adoption or change of rules for the conduct of the affairs for which it is charged, subject to approval by the Board of Trustees. No committee may incur indebtedness or other obligations without the express approval of the Board. A chair of any committee may, at his or her discretion, add such additional ex-officio nonvoting members to his or her committee as may, in his or her opinion, provide broader representation of interests or utilization of specialized talents.

Section 9.3 Participation by Electronic Means. Any member of a committee may participate in a committee meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for all purposes, including for purposes of determining the quorum requirement.

Section 9.4. Attendance by Trustees. Any committee at which three (3) or more members of the Board of Trustees may or will be in attendance is a meeting for which public notice must be provided in accordance with Section 4.6 of these bylaws.

ARTICLE X – CONFLICT OF INTEREST

Section 10.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any Trustee, Officer, or staff member may be seen as competing with the interests or activities of the District, or the Trustee, Officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 10.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned, if that person is a Trustee or an Officer of the District, or the President, or to such person or persons as he or she may designate, if the person is not a Trustee or Officer of the District.

Section 10.3 Abstinance From Vote. When any conflict of interest relates to a matter requiring Board action, the interested person shall call it to the attention of the Board of Trustees or its appropriate committee and such person shall not vote on the matter; provided however, that any Trustee disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof.

Section 10.4 Absence From Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 10.5 Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Trustees or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 10.6 Annual Review. A copy of this conflict of interest Bylaw shall be furnished to each Trustee, Officer, and senior staff member who is presently serving the District or who may hereafter become associated with the District. This Bylaw shall be reviewed each year at the Board's annual meeting, for the information and guidance of Trustees, officers, and staff members. Any new Trustee, officer, and staff member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XI – AMENDMENTS TO BYLAWS AND POLICIES

Section 11.1 Amendment by Vote. Bylaws and administrative policies may be added, altered, amended or repealed on first reading if all Trustees are present at the meeting and the vote is unanimous. If all Trustees are not present or the vote is not unanimous, but a majority present votes in favor of the proposal, the bylaw or policy will be presented for a second reading

at the next regular meeting of the Board. At second reading, if a quorum is present, the bylaw or policy may be added, altered, amended or repealed by the majority vote of the Trustees present and voting.

Section 11.2 Notice of Proposed Amendment. Notice of proposed bylaw or policy changes must be in written or electronic form and received by all Trustees at least five (5) days prior to the first reading.

Section 11.3 Automatic Amendment. These bylaws shall at all times conform to the Library Law and other applicable Colorado law, as amended from time to time. These Bylaws shall be deemed to be automatically amended as necessary to conform these Bylaws to amendments in the Library Law, the Open Meetings Act, and the Open Records Act, and other applicable Colorado law. The Board of Trustees shall update these Bylaws from time to time to reflect such statutorily-mandated automatic amendments.

Section 11.4 Review of Bylaws. The Board of Trustees shall review these Bylaws at least every five years.

The undersigned President and Secretary of the Mesa County Public Library District certify that these Amended and Restated Bylaws were duly adopted by the Mesa County Public Library District Board of Trustees on June 30, 2011. A copy of these Bylaws shall be filed with the Board of County Commissioners for Mesa County.

Signed by Linda Davidson
President

ATTEST

Signed by Laurie Tashiro
Secretary