

Penrose Community Library District
Board of Trustees

BYLAWS

Approved: November 13, 2007

Colorado law requires the Board of Trustees (the “Board”) of the Penrose Community Library (“PCL”) 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

The name of this organization is the Penrose Community Library District (PCLD), which serves the residents of Penrose, Colorado. PCLD is governed by a Board, which shall have those powers and duties as authorized by the Colorado Revised Statutes, currently 24-90-109, including any future revisions.

ARTICLE II: Board of Trustees: Membership and Duties

1. The Board is comprised of five (5) members appointed by the Fremont County Commissioners (the “Appointing Authority”). It is the responsibility of the Board to keep the Appointing Authority apprized of pending vacancies on the Board.
2. If the Appointing Authority has not filled a vacant Board position at the expiration of the Board member’s term, the Board member shall remain on the Board until such time as the Appointing Authority appoints a successor to the vacant position.
3. Regardless of the length of the term, in order to encourage greater participation on the Board from community members, members may serve for no more than two consecutive terms. A past Board member may apply to serve on the Board again after two years absence. A past Board member reappointed to the Board will be subject to the policy on length of term.
4. The length of term on the Board is five years. Vacancies are filled in the manner by which members are regularly named. The five year term will start when the member is appointed.

5. 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 Director if s/he is unable to attend a meeting.
6. A Board member can be removed only by a majority vote of the Appointing Authority and only upon a showing of good cause. Good cause will exist if a Board member's performance and/or attendance are inadequate or if a Board member has engaged in any conduct or outside activity, which might or does, in any manner conflict with the PCLD's interests. Upon a vote of the majority of the Board, the board may make a recommendation to the Appointing Authority regarding removal of a Board member.
7. The board is responsible for setting policy, which is responsive and appropriate for the operation of the PCL. 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.
8. The Board is responsible for appointing a Director to lead and manage the day to day operations of the PCL. The Board is responsible for setting the compensation and benefits, and defining the responsibilities and privileges of the Director. The Board will evaluate the performance of the Director at least annually.
9. Among its other powers and duties as provided by law, the Board is responsible for reviewing and approving the annual PCL budget and submitting it to the Fremont County Commissioners; for providing opportunities for in-depth orientation of new members, and for determining the location of permanent library facilities. The Board shall also engage necessary services for the timely completion of an audit.
10. Board members are encouraged to be informed about and involved in the Colorado Association of Libraries (CAL) and the American Library Association (ALA); to attend local library functions; and may be responsible for service on committees, as needed.

ARTICLE III: Officers and Duties; Director

1. The officers of the Board shall be President, Vice President, Secretary and 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) and shall take office in January to serve for one (1) year. No member may serve in one office longer than two (2) consecutive years.
3. The President shall preside at all meetings of the Board, 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 shall serve as the custodian of records for the Board and be responsible to perform such other duties as are assigned by the President or the Board.
6. The Treasurer shall oversee, under the direction of the Board of Trustees, all monies for the operation of the PCL. Support to the Treasurer in performing these duties shall be provided by an accountant, hired by the library district, and the Director.
7. The Director is the only 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 PCL. Among the other powers, duties and responsibilities of the Director, the Director 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. A regular meeting of the Board shall generally be held once a month, with time and location to be scheduled in advance and agreed upon by the Board. The Board, by majority vote, may cancel a regular meeting if there is insufficient business or for other justifiable reasons.
2. Special meetings may be held at any time when called by the President or at the request of two members of the Board. If practical all members should be notified at least 24 hours in advance of a special meeting. The purpose of special meetings is to clarify and expand Board members' knowledge of matters, which may require board action. Special meetings may not be the occasion of a formal decision unless appropriate notice is given and the Board abides by all requirements of the Colorado Open Meetings Law as then applicable to the PCL.

3. Notice shall be given for all meetings of the Board. All requirements of Colorado's Open Meetings Law as then applicable to the PCL will be followed.
4. At all meetings of the Board, minutes will be taken and become a part of the record of the Board.
5. An Agenda will be published for each regular Board meeting.
6. An opportunity for public participation shall be provided at each regular meeting of the board. The board may set reasonable limits on the time provided for public participation.
7. A quorum of the Board consists of three (3) 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 shall be necessary to approve any action before the Board. The President may vote upon, move or second a proposal before the Board.
9. 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 as then applicable to the PCLD.

Effective August 10, 2001, executive session minutes, including a reference to the statutory citation that authorizes the executive session and the actual content of the discussion, are required unless in the opinion of the legal counsel representing PCLD, the discussions of the executive session constitute a privileged attorney-client communication. Executive session minutes will be recorded and retained for the required 90 day 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. The Board will approve the executive session minutes in the same executive session. The minutes will include the time executive session was convened and the time open session resumed. There shall be no decisions of the Board made during executive session unless specifically permitted by law.

ARTICLE V: Committees

1. Permanent committees may be established and authorized by the Board.

2. Special committees may be authorized and appointed by the President for limited purposes and shall serve only until completion of the assignment.

ARTICLE VI: Indemnification

1. Indemnification. The PCL shall, to the fullest extent permitted by applicable law, indemnify any person who was or is a party of 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 he or she is or was a trustee or officer of the Penrose Community Library, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the PCL, and with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the PCL, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.
2. Indemnification in Action Where Successful. Notwithstanding the other provisions of this policy, to the extent that a trustee or officer of the PCL has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Section 1 of this policy or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
3. Indemnification in a Specific Case. Any indemnification under Sections 1 or 2 (unless ordered by a court) shall be made by the PCL only as authorized in the specific case upon a determination that indemnification of the trustee or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in section 7. Such determination shall be made (1) by a quorum of the Board who were not parties to such action, suit or proceedings; or (2) if such a quorum is not obtainable, or, if obtainable and at the direction of a quorum of disinterested trustees by independent legal counsel in a written opinion.
4. Indemnification by a Court. Notwithstanding any contrary determination in a specific case under this policy and notwithstanding the absence of any determination hereunder, any Trustee or officer may apply to any

court of competent jurisdiction in the State of Colorado for indemnification to the extent otherwise permissible under this policy. The basis of such indemnification by a court shall be a determination by such court that indemnification of the Trustee or officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in this policy. Notice of any application for indemnification pursuant to this policy shall be given to the PCL promptly upon the filing of such application.

5. Advance of Expenses. Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding may be paid by the PCL in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Trustees or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the PCL as authorized in this policy.
6. Insurance. The board may authorize the PCL to purchase, maintain and pay for insurance on behalf of any person who is or was a Trustee or officer of the PCL, or is or was serving at the request of the PCL as a Trustee against any liability asserted against said person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the PCL would have the power to indemnify him or her against such liability under the provisions of its bylaws.
7. Good Faith Defined. For purposes of this policy, a person shall be deemed to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the PCL, and with respect to any criminal action or proceeding, to have had no reasonable cause to believe his or her conduct was unlawful, if his or her action is based on the records or books of account of the PCL or another enterprise, or on information supplied to him or her by the officers of the PCL or another enterprise in the course of their duties, or on the advice of legal counsel for the PCL or another enterprise or on information or records given or reports made by the PCL or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the PCL or another enterprise. The term "another enterprise" as used in this section shall mean any other enterprise of which such person is or was serving at the request of the PCL as a trustee or officer. The provision of this policy shall not be deemed to be exclusive or the limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth herein.
8. Indemnification Provisions in Bylaws Not Exclusive. The indemnification provisions of this policy shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Colorado

law and as may be set forth in the bylaws or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall insure to the benefit of the heirs, executors and administrators of such a person.

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.

ARTICLE VIII: Amendments

1. Amendments to these bylaws or to any policy of the Board may be adopted by a majority vote of the members of the Board present at a regular meeting subsequent to notification of the proposed change at least at the prior regular meeting.
2. Any rule or resolution of the Board, whether contained in there Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.