

**BYLAWS
BOARD OF TRUSTEES
PIKES PEAK LIBRARY DISTRICT**

Colorado law requires the Board of Trustees of the Pikes Peak Library District 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 annually with revisions and additions made as necessary.

ARTICLE I: *Name; Service Area; Board Status*

The name of this organization is the Pikes Peak Library District (“PPLD”), which serves El Paso County, Colorado, excluding the town of Manitou Springs and Security-Widefield School District (the “service area”). The management and control of the PPLD is vested in the Board of Trustees (the “Board”).

ARTICLE II: *Board of Trustees: Membership and Duties*

1. The Board is comprised of seven (7) members, each of whom must be residents of the service area of PPLD as required by Colorado Revised Statutes (“C.R.S.”) Section 24-90-108(1). Board members are recommended by a selection committee composed of members of the Colorado Springs City Council and members of the El Paso County Commissioners (together, the “Appointing Authority”), and ratified by the Appointing Authority, in accordance with C.R.S. Section 24-90-108(2). In accordance with C.R.S. Section 24-90-108(2), failure of the Appointing Authority to ratify the selection committee’s recommendation within 60 days of such recommendation shall result in a deemed ratification and appointment of the selection committee’s recommendations. A selection committee of the Board shall facilitate the process of advertising any vacancy and soliciting applications, and shall recommend top candidates and/or provide feedback to the Appointing Authority and its selection committee. It is the responsibility of the Board to keep the Appointing Authority apprised 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. The term of office is five years. Vacancies are filled in the manner by which members are regularly named and are filled for the remainder of the unexpired term.

4. In order to encourage greater participation on the Board from community members, members may serve for no more than two terms, even if those are only partial terms.

5. Trustees must be adults, aged 18 or older.

6. A Board member shall not receive a salary or other compensation for services as a board member, but necessary travel and subsistence expenses actually incurred may be paid by PPLD upon submission of receipts in accordance with PPLD's standard procedures for expense reimbursement.

7. 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 Executive Director if s/he is unable to attend a meeting.

8. A Board member can be removed only by the Appointing Authority as provided in C.R.S. Section 24-90-108(5), and only upon a showing of good cause. "Good cause" shall include, but is not limited to, a Board member's inadequate performance in his or her duties to PPLD and/or inadequate attendance at Board meetings and other PPLD functions, as well as any conduct, omission, or outside activity by a Board member, which might or does, in any manner conflict with the PPLD's interests. Upon the affirmative vote of at least 5 Board members, the Board may make a recommendation to the Appointing Authority regarding removal of a Board member.

9. The Board shall have all those powers provided by statute, including C.R.S. Section 24-90-109 and, in addition, shall have those powers necessary or incidental to the specific powers granted by statute, and nothing herein shall be construed as limiting the powers of the Board. The Board is responsible for setting policy, which is responsive and appropriate for the operation of the PPLD. 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.

10. The Board is responsible for appointing an Executive Director to lead and manage the day to day operations of the PPLD. The Board is responsible for setting the compensation and benefits, and defining the responsibilities and privileges of the Executive Director. The Board will evaluate the performance of the Executive Director at least annually.

11. Among its other powers and duties as provided by law, the Board is responsible for reviewing, holding a public hearing for, and adopting the annual PPLD budget in accordance with law; for ensuring 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 annual audit.

ARTICLE III: Officers and Duties; Executive Director

1. The officers of the Board shall be a president, vice-president, and secretary-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) from the current membership of the Board and shall take office in January to serve for 1 year. No member may serve in one office longer than 2 consecutive years. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

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-treasurer 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. The secretary-treasurer shall serve as a member of the Board of the Pikes Peak Library District Building Authority. Other duties of this office include, but are not limited to, serving as the Chair of the Board's Finance and Audit Committee.

6. Any officer may be removed from such position by the affirmative vote of not less than 5 members on the Board whenever in its judgment removal is in the best interest of the PPLD.

7. The Executive Director is the only employee over whom the Board has direct supervisory responsibility and control. The Executive Director reports to the Board and serves as the chief executive officer of the PPLD. Among the other powers, duties and responsibilities of the Executive Director, the Executive 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. Regular meetings of the Board shall generally be held at least six times per year. This schedule allows Board committees to meet during “off” months. A schedule of meetings specifying dates and locations for the year will normally be set at the January organizational meeting. This schedule will be posted to the Library’s website and any changes will be noted there. The Board may cancel a regular meeting (and may reduce the number of regular meetings below six per year) if there is insufficient business or for other justifiable reasons.

2. In January of each year, a separate organizational meeting will be scheduled to take care of any annual resolutions and other decision items necessary at the beginning of each year, including, but not limited to, the Bylaws review, setting the Board meeting schedule and posting locations for the year, appointing a custodian of records, approving a process for the disposition of property, and approving fiscal year contracts.

3. 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 PPLD.

4. Notice shall be given for all meetings of the Board. All requirements of Colorado’s Open Meetings Law as then applicable to the PPLD will be followed.

5. At all meetings of the Board, minutes will be taken and become a part of the record of the Board.

6. An agenda will be published for each regular Board meeting.

7. An opportunity for public participation shall be provided at each regular meeting of the Board during a portion of the agenda set aside for this purpose. Each member of the public wishing to participate shall sign in and shall speak when recognized by the Board president in the order on the sign-in sheet. All speakers will be asked to state their name and address. The Board president may set limits on the time provided for public participation based on the time set aside for public comment and the number of persons wishing to participate. In some instances, it may not be possible for all to speak.

8. A quorum of the Board consists of four (4) members.

9. Unless otherwise stated in these Bylaws or required by statute, an affirmative vote of the majority of all members of the Board present at a meeting at which a quorum is present shall be necessary to approve any action before the Board. The president may vote upon, move or second a proposal before the Board. Voting by proxy is not allowed.

10. Executive sessions may be held as part of any regular or special Board meeting, or any committee meeting that has been publically posted according to requirements of the Open Meeting Laws. An executive session is conducted confidentially without the public present. 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 PPLD. Executive session discussions, except for privileged attorney-client communications, will be electronically recorded by the Board, and the recordings destroyed after 90 calendar days, unless required to be retained under applicable federal or state law or where retention is specifically approved by the Board. No portion of the recording shall be subject to public inspection except in accordance with applicable law. No minutes will be taken of executive session discussions, except that the minutes of the Board meeting will include the time the executive session was convened and the time open session resumed, and the topic of discussion at the executive session. There shall be no decisions of the Board made during executive session unless specifically permitted by law.

11. Meeting attendance in person is preferred. However, at times, in cases of personal illness or other emergencies, participation of a trustee in a Board meeting by telephone or other remote voice mechanism is allowed, with these guidelines: a) no more than two trustees may participate in a Board meeting by phone at any one meeting, and b) each trustee may only participate in a meeting by telephone a maximum of two times in any given calendar year.

ARTICLE V: *Committees*

1. Standing committees are those that are needed on an ongoing basis. The PPLD's standing committees shall include a Governance Committee, Finance & Audit Committee, and Facilities Committee. The Board President will make committee appointments annually at the Board's January organizational meeting. Each committee shall have such responsibilities and perform such duties as shall be set forth from time to time in such committee's charter, as shall be adopted and approved by the Board from time to time. Without limiting the generality of the foregoing, each committee shall have the following responsibilities and perform the following duties:

a) the Governance Committee shall on an annual basis review the Bylaws, review the ethics policy and conflict of interest statement, nominate officers, facilitate the trustee recruitment and selection process, facilitate an annual review of the Executive Director including performance and compensation, review the Board schedule, and facilitate a Board self-evaluation process;

b) the Finance and Audit Committee shall review the annual and long-range budget with the Chief Financial Officer and the Executive Director prior to submitting to the full Board annually; and, on an annual basis, contract with an independent auditor and review the process, timeline for, and results of such auditor's independent audit;

c) the Facilities Committee shall monitor the long-range capital improvements plan, including planning and facilitating discussions for capital acquisitions and improvements.

Additional standing committees may be established and authorized by the Board.

2. When special expertise is needed, a non-Board member may be appointed to a Board committee in an advisory role. However, a non-Board member may not serve as Chair of the Committee.

3. Special committees may be authorized and appointed by the president for limited purposes and shall serve only until completion of the assignment. Such committees shall have the responsibilities and duties as set forth in writing by the Board at the time the committee is authorized and appointed.

4. Appropriate advance notice of meetings of committees shall be given in accordance with the requirements of the Colorado Open Meetings Law as then applicable to PPLD.

5. Minutes of all committee meetings will be kept and copies shall be delivered to the members of the Board and the Director at the next regularly scheduled Board meeting.

6. A quorum of a committee consists of a majority of its members, or all, if the committee consists of two members.

7. Committees shall be advisory bodies, making reports and recommendations to the Board. They shall not have the authority to take action for or on behalf of the Board.

ARTICLE VI: *Indemnification*

The PPLD may, as determined by the Board in its absolute discretion, indemnify trustees, officers, employees, volunteers, and other agents as may be permitted by Colorado law.

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 of the Board may be adopted by a majority vote of members of the Board present at any meeting at which a quorum is present subsequent to notification of the proposed change to the Board members at least five calendar days in advance of the meeting.
2. Any rule or policy of the Board, except those contained in these Bylaws, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, must receive an affirmative vote of not less than 5 members of the Board.
3. The Board of Trustees has developed and reviews a conflict of interest policy regularly. Trustees as well as outside committee members must complete a questionnaire and sign a conflict of interest statement annually.

Pikes Peak Library District

Bylaws Certificate

The undersigned certifies that s/he is the Secretary of Pikes Peak Library District, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the bylaws of Pikes Peak Library District effective as of June 23, 2009.

Signature Date: _____

By: _____

Print Name: _____

Title: Secretary _____