



## ARAPAHOE LIBRARY DISTRICT

### BYLAWS OF THE BOARD OF TRUSTEES

#### Article I NAME

The name of this organization shall be the Arapahoe Library District, the same being organized under and by virtue of the laws of the State of Colorado, specifically, C.R.S. 24-90-101, et seq., and established by the legislative bodies of the County of Arapahoe and Deer Trail School District No. 26-J.

#### Article II BOARD OF TRUSTEES

**Section 1. Appointment.** The management and control of the Arapahoe Library District (the "District") shall be vested in a Board of seven (7) trustees (the "Trustees") appointed in accordance with statute, all of whom must reside within the boundaries of the District except as otherwise set forth herein.

**Section 2. Powers and Responsibilities.** The Board of Trustees (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 3. Terms and Reappointments.** Terms shall be five years, to the closest February. 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 District to replace a Trustee who is no longer a resident of the District, such Trustee who is no longer a resident of the District shall remain a Trustee of the District, 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 the Trustee was no longer a resident of the District.

**Section 4. 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 a newspaper of general circulation within Arapahoe County, local news media shall be informed of the vacancy and such notice shall be posted in a conspicuous location within all libraries of the District and the County Administration Building.

**Section 5. Authorization.** The President of the Board is the authorized spokesperson for the Board of Trustees, unless delegated to another trustee.

**Section 6. 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 library funds (per Library Law).

**Section 7. Removal.** A Trustee may be removed only by a majority vote of the appointing authority and only upon a showing of good cause. Good cause shall include, but not be limited to, failure to attend, without justification, three consecutive regular monthly meetings of the Board.

### **Article III OFFICERS**

**Section 1. Designation of Officers.** The officers of the Board shall consist of a president, a vice president, a secretary and such other officers as the Board deems necessary.

**Section 2. Date of Election.** All officers of the Board shall be elected by said Board at the annual meeting.

**Section 3. Term of Office.** Officers shall serve for one (1) year terms and shall begin their terms of office at the next meeting immediately following the election.

**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 of the Trustees of the District.

**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 of the Trustees of the District taken at a regular or special meeting of the Board when in such Trustees' reasonable judgment the best interest of the District will be served thereby.

#### **Article IV DUTIES OF OFFICERS**

**Section 1. President.** The president shall, subject to the direction and supervision of the Board, be the principal executive officer of the District. The president 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, including, but not limited to the following: The president shall preside at all meetings of the Board. The president shall sign all leases, deeds, mortgages, contracts or other instruments which the Board has authorized to be executed, except as delegated to the Executive Director. The president shall sign all checks or warrants either by manual or facsimile signature.

**Section 2. 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 the president, except the power to sign checks or warrants.

**Section 3. Secretary.** The secretary shall oversee the keeping of the minutes of the meetings of the Board and shall perform all other duties as may be delegated or may be incident to the office of secretary such as the publishing of legal notices and the execution of legal documents as such may be required. In the absence of the secretary, any trustee other than the president may carry out the powers and perform the duties of the secretary and is so authorized.

#### **Article V MEETINGS**

**Section 1. Regular Meetings.** A regular meeting of the Board shall be held every month except July, rotating among the libraries or in the board room of the administrative offices of the District, unless otherwise ordered by the Board, for the purpose of transacting the business of the District. All business of the Board shall be conducted only during such regular meetings or at special meetings hereinafter provided for, and all of 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 in a conspicuous location within District libraries. Regular meetings will be posted no less than five (5) days prior to the holding of the meeting.

**Section 2. Special Meetings.** Special meetings may be called by any Trustee or the Executive Director for any purpose, including for the purpose of planning and goal setting or the study and discussion of 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 District libraries. Notwithstanding the foregoing, to the extent practicable, notice to the Trustees of a special meeting shall be made three (3) days in advance of 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.

**Section 3. Other Meetings Disallowed.** No meetings of three or more Trustees shall be held except pursuant to the posting of notice as a regular or special meeting.

**Section 4. 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 5. Annual Meeting.** The regular meeting of the Board for the month of April 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.

**Section 6. Quorum.** A majority of the Trustees of the District 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. The act of the majority of Trustees constituting a quorum at a regular or special meeting shall be the act of the Board.

**Section 7. Roll Call Votes.** A Trustee may call for a roll call vote at any time.

**Section 8. 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**

A committee may be created by the Board for any specific purpose and shall be automatically dissolved when its stated purposes have been fulfilled.

**Article VII  
LIBRARIAN AND STAFF**

**Section 1. Employment of Executive Director.** An Executive Director shall be employed by the Board to serve as the chief administrative officer of the District, shall be employed by contract and shall be exempt from the general personnel policies of the District.

**Section 2. Duties of Executive Director.** The Executive Director, under the supervision and direction of the Board, shall perform all duties incident to the position of Executive Director including those contained in the Executive Director's contract and such other duties as may be prescribed from time to time by the Board. In the case of exigent or emergency circumstances, where in the discretion of the Executive Director either with or without consultation with the President, the district's best interests would be prejudiced in a significant way (financially or otherwise) if swift action does not occur, then the Executive Director is hereby authorized to act on behalf of the Board for acceptance of proposals or other direction for an amount not to exceed \$100,000. The Executive Director shall report such action taken into the public record of the District at the next regular or special board meeting.

**Section 3. Staff.** All other District staff shall be employed by the Board upon the recommendation of the Executive Director.

**Article VIII  
POLICIES AND ADMINISTRATION**

The Board shall adopt and revise administrative policies by which the Executive Director shall conduct the affairs of the District. These policies shall be available to the public.

**Article IX  
CORPORATE SEAL**

The corporate seal of the District shall be in the form of a circle and shall have inscribed the words "Arapahoe Library District," and the words "Seal," "Colorado."

**Article X  
FISCAL YEAR**

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

**Article XI  
AMENDMENTS TO BYLAWS AND POLICIES**

**Section 1. Amendment by Vote.** Bylaws and administrative 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.

REVIEWED: 1999  
REVISED: 2005  
REVISED: 2011