

# **DOLORES LIBRARY DISTRICT**

## **Board of Trustees By-Laws**

### **PREAMBLE**

The Dolores Library District (District) provides access to information through a variety of opportunities to the community. The District supports individual growth and contributes to an informed and productive community through the overall library program.

The trustees serve as a governing board and are legally responsible for the direction and management of the District. Primary duties of the Board include promoting District services and advocating for the District in the community, region, and State; securing adequate funding and practicing responsible fiscal management of public money; planning for the future of the District; establishing and supporting a planned program of public relations; and monitoring and evaluating the overall effectiveness of the District.

The trustees of the District have a number of duties, responsibilities, and functions. The following by-laws delineate the responsibilities of the Board of Trustees and the manner in which these responsibilities should be carried out.

### **ARTICLE I: NAME**

This organization shall be called the Board of Trustees of the Dolores Library District, existing by virtue of Colorado Revised Statutes 24-90-101, et seq., known as Colorado Library Law, and exercising the powers and authority and assuming the responsibilities delegated to it under said statutes.

### **ARTICLE II: MEMBERSHIP**

Section 1. The membership of the Board of Trustees shall be composed of five (5) to seven (7) trustees appointed in the manner set forth in C.R.S. 24-90-108. A trustee must be at least 18 years of age and reside within the District's boundaries. Trustees must be confirmed by the Dolores Town Board and the RE-4A School District Board before appointment to the Board.

Section 2. Trustees shall be appointed for terms as set under C.R.S. 24-90-108. The first appointment of a trustee shall be for a three-year term. A trustee may be appointed for additional three-year terms upon request. No trustee may serve more than four consecutive terms. Any newly appointed trustee shall begin serving on the Board of Trustees immediately upon appointment, although a trustee's three-year term shall officially date from the January nearest to that appointment.

Section 3. A vacancy on the Board shall be filled as soon as practical after such vacancy occurs for the remainder of the unexpired term, as pursuant to Colorado Library Law. A notice of such vacancies shall be posted on the website and at the Dolores Public Library.

### **ARTICLE III: OFFICERS**

Section 1. The officers shall be a President, Vice-president, Secretary, and such other officers as the Board deems necessary. Said officers shall be elected from among the appointed trustees and shall be elected at the annual meeting in January.

Section 2. It is recommended that nominations for officers for the upcoming year shall be made to the Board at the December meeting.

Section 3. Officers shall serve a term of one year from the end of the annual meeting at which they are elected and until their successors are duly elected.

Section 4. The President shall, subject to the direction and supervision of the Board, be the principal executive officer of the District. The President shall preside at all meetings of the Board. Checks, warrants, and other legal documents shall be signed by the President or President's designee, either by manual or facsimile signature. The President is the authorized spokesperson for the Board, unless delegated to another trustee.

Section 5. The Vice-president, in the event of the absence or disability of the President, shall assume and perform the duties and functions of the President.

Section 6. The Secretary shall keep a true and accurate record of the business portion of all meetings of the Board and shall perform such other duties as are generally associated with that office, such as publishing of legal notices and the execution of required legal documents.

Section 7. Any of the Officers can act as the financial designee of the District and shall perform duties as dictated by that office. The Officers are bonded in any amount as may be required by resolution of the Board. The financial designee is in name only as long as the current accounting procedures are followed by the Executive Director: internal accounting, outside auditor, budget approval, and reporting processes. The Executive Director will administer these procedures and is also bonded.

Section 8. The Secretary, in the event of the absence or disability of the President and the Vice-President, shall assume and perform the duties and functions of the President.

Section 9. Officers and other trustees shall receive no compensation for their services. However, certain expenses, such as training or traveling expenses actually incurred may be paid for from District funds.

Section 10. Officers may be removed from office for due cause by a majority vote of the trustees at a regular monthly meeting. Due cause includes failure to discharge duties or failure to attend without justification or notification three consecutive regular monthly meetings of the Board.

Section 11. A vacancy in any office shall be filled as soon as practical after such vacancy occurs for the remainder of the unexpired term, as pursuant to Colorado Library Law.

## **ARTICLE IV: DUTIES AND RESPONSIBILITIES**

Section 1. Refer to Colorado Library Law, C.R.S. 24-90-109.

Section 2. The Board shall retain and supervise a qualified Executive Director who shall be the executive and administrative officer of the District on behalf of the Board and under its review and direction. The annual evaluation of the Executive Director shall take place at the regularly scheduled November meeting.

Section 3. The Board shall complete its annual self-assessment at the regularly scheduled December meeting. This documentation may be used for strategic planning and other purposes as determined by the Board.

Section 4. The Board shall participate in trustee continuing education through specific learning resources. Trustees are encouraged to take advantage of these opportunities. Trustees may attend other training opportunities depending on funding and space availability.

Section 5. The Board shall adopt and revise rules, regulations, and policies as needed by which the Executive Director shall conduct the operations of the District. These policies shall be available to the public upon request to the Executive Director.

Section 6. The Board shall review the by-laws, the employee handbook, and other policies necessary for operations and revisions will be made as needed or as legislation requires. The Executive Director is the official custodian of such documentation. This documentation may be used to maintain quality operations, for strategic planning, and other purposes as determined by the Board.

Section 7. A conflict of interest may occur when the interests of any trustee or officer may be seen as competing with the interests or activities of the District, in which a financial or material gain may result from a direct or indirect relationship. When a trustee or officer feels that there may be a possible conflict of interest, the matter shall be disclosed to the Board immediately.

## **ARTICLE V: MEETINGS**

Section 1.

A. The regular meetings shall be held each month, at the date and hour to be set by the Board at its annual meeting. All business of the Board shall be conducted only during such regular meetings or at specially called meetings. Meetings shall be open to the public. The District reserves the right to meet in executive session.

B. The public place for posting the physical notices of the regular, annual or special meetings shall be designated at the Board's annual meeting (C.R.S. 24-6-402c). Meeting notices are to be posted on the District's website (HB 19-1087) and in the Dolores Public Library no less than 24 hours prior to the meeting.

Section 2. The annual meeting, which shall also be for the purpose of the election of officers to the Board of Trustees, shall be held immediately following the regularly scheduled meeting each January.

Section 3. Special meetings may be called at the direction of the President or at the request of two (2) members of the Board. Special meetings include study sessions at which a quorum of the Board is in attendance and at which information is presented to the Board members, but no official action can be taken by the Board (C.R.S. Title 32). Minutes will be taken at the special meeting and are a matter of public record. Specially called meetings shall be open to the public and are subject to the right to meet in executive session.

Section 4. A quorum for the transaction of business at any meeting shall consist of a majority of the number of Trustees appointed (i.e. three (3) on a five (5) person Board, four (4) on a seven (7) person Board, etc.). Members of the Board must be present in person or participate through conference call or other technologically supported attendance to officially transact District business.

Section 5. Any meetings of three (3) or more trustees at which any District business is discussed or at which any formal action may be taken are considered public meetings open to the public as per Colorado Open Meetings law. Email communications between three (3) or more trustees will be limited to sharing documents relevant to Board business, such as reports, spreadsheets, and other applicable documents. These email communications will not discuss any public business or take any formal action (C.R.S 24-6-402a).

Section 6. Conduct of meetings: All meetings shall be governed by the current ROBERT'S RULES OF ORDER, newly revised. The order of business for regular meetings shall include, but is not limited to, the following items in the following sequence.

- A. Call to order, roll call, and approval of the agenda
- B. Review of the minutes of the last regular meeting and any intervening meetings
- C. Correspondence and communications
- D. Public Comment
- E. Financial reports and approval of the bills and payroll
- F. Director's report
- G. Unfinished business
- H. New business
- I. Discussion
- J. Adjournment

## **ARTICLE VI: EXECUTIVE DIRECTOR AND STAFF**

The District is the official employer of all employees. The employment of all employees is at will under Colorado State law.

Section 1. The Executive Director, under the direction and supervision of the Board, shall perform all established duties in order to accomplish the mission and fulfill the policies and plans adopted by the Board. Other duties may be assigned from time to time. The Executive

Director is the only employee over whom the Board has direct supervisory responsibility and control. The Executive Director is the official custodian of all District records.

Section 2. The Executive Director shall specify, employ, and supervise the duties of all employees and will be responsible for reporting these activities to the Board.

Section 3. The Executive Director shall develop, recommend, and implement District policies and procedures as adopted by the Board.

Section 4. The Executive Director shall attend all District meetings unless excused by the Board, provide the monthly meeting agenda in consultation with the Board President, provide financial and administrative reports, and take part in meeting discussions.

## **ARTICLE VII: FUNDS.**

Section 1. The District's primary source of funding is a levy of Dolores District, Montezuma County ad valorem tax upon real and property tax, subject to limits imposed by statute. The Board shall adopt a budget, make appropriations for each fiscal year as set forth by Colorado Library Law, and have exclusive control and spending authority over the disbursement of District funds. The Executive Director shall present the budget at the regularly scheduled October meeting or no later than October 15, as required by Colorado law. The Board shall adopt the budget and make appropriations at the regularly scheduled December meeting or no later than December 15 each year, per Colorado law. An independent auditor shall conduct a yearly audit or file an audit exemption in compliance with Colorado statutes (C.R.S. 29-1-601 et seq.).

Section 2. The fiscal year of the District shall be the calendar year.

## **ARTICLE VIII: COMMITTEES**

Section 1. The President shall appoint temporary advisory committees of two or more members for such specific limited purposes as the business of the Board may require from time to time. Temporary advisory committee members need not be trustees. The temporary advisory committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board. The Executive Director is an ex-officio, non-voting member of all advisory committees.

Section 2. The President shall appoint permanent advisory committees of two or more members for specific limited purposes as the business of the Board requires. Examples of permanent advisory committees could include a budget committee, investment committee, and/or any other committee relevant to the Board's governance responsibilities. Permanent advisory committee members must be trustees. The membership of a permanent advisory committee shall be revised as necessary as the membership of the Board changes.

Section 3. All advisory committees shall make progress reports to the Board of Trustees when information is required by the Board relevant to the advisory committee's purpose and

area of expertise. Each advisory committee shall keep minutes of its meetings and provide those minutes to the Executive Director for distribution to the Board. The Executive Director must post public notice of these meetings on the District’s website and in the Dolores Public Library no less than 24 hours prior to the meeting.

**ARTICLE IX. AMENDMENTS TO BY-LAWS**

Section 1. These by-laws may be amended at a regular official meeting with previous notice and two-thirds (2/3) vote, a quorum being present.

**ARTICLE X: FRIENDS OF THE DOLORES LIBRARY**

Section 1. The Friends of the Dolores Library (Friends) is a nonprofit 501 c(3) organization whose mission is to support and financially assist the District in ways consistent with the District's mission. All activities of the Friends shall be in accordance with the District's mission and with Colorado Library Law (C.R.S. 24-90-101, et seq.).

Section 2. The Friends will present an annual written progress and financial report to the Board of Trustees in October of each year at the regular Board Meeting. The Friends may also make additional reports on their activities. The Friends will also present financial information if necessary to the District’s auditor in order to comply with State or federal regulations regarding organizations exempt from income tax under section 501 or as applies to other exempt or charitable organizations.

ADOPTED: January 13, 1999

REVISED: March 10, 2020

REVISED: March 8, 2011

REVISED: May 11, 2021

REVISED: May 14, 2013

REVISED: June 8, 2021

REVISED: July 8, 2014

REVISED: July 12, 2022

REVISED: March 10, 2015

REVISED: June 13, 2023

REVISED: February 8, 2016