

BOULDER PUBLIC LIBRARY DISTRICT

-SPECIAL MEETING-

Tuesday, June 27, 2023

Boulder Public Library

1001 Arapahoe Avenue

Boulder, CO 80302

and

Via Zoom

6:00 p.m.

Join Zoom Meeting

<https://tinyurl.com/yckjjw7v>

Board of Trustees

Benita Duran

Jennifer Yee

Sylvia Wirba

Doug Hamilton

Cara O'Brien

Sam Fuqua

Joni Teter

Term Expiration

2028

2028

2027

2027

2026

2025

2024

AGENDA

1. Call to Order
2. Declaration of Quorum
3. City Equity Plan and BPL implementation - BPL Equity and Diversity Team (EDI)
4. Review and Consider Adoption of Trustee Bylaws
5. Review and Consider Adoption of Trustee Handbook
6. Trustee Matters
 - a. Establishment of Special Meetings: July 11, July 25, August 1 and August 8
7. Director Updates
8. Subcommittee Updates
9. Adjournment

NEXT REGULAR MEETING: Tuesday, July 18, 2023 at 6:00 p.m.

BOULDER PUBLIC LIBRARY DISTRICT

BYLAWS

June 27, 2023

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BYLAWS

ARTICLE I. NAME

This organization shall be known as the BOULDER PUBLIC LIBRARY DISTRICT (the "Library"). The Boulder Public Library District was formed by authorization of the voters within the District boundaries on November 8, 2022. The District is organized under and by virtue of the Colorado Library Law, Sections 24-90-101 *et seq.*, C.R.S.

ARTICLE II. BOARD OF TRUSTEES (the "Board")

Section 1. Trustees. The governance and control of the Library is vested in a board of seven (7) trustees (individually a "Trustee" and collectively, "Trustees") appointed in accordance with Colorado Library Law. All Trustees must reside within the Library boundaries.

Section 2. Terms and Reappointments. For the inaugural Board of Trustees, terms have been designated for each Trustee ranging from five (5) years to one (1) year. Thereafter, terms shall be five (5) years, ending May 15 (a "Full Term"). After serving a Full Term, a Trustee shall be eligible for reappointment in accordance with the provisions of Colorado Library Law. No Trustee shall serve more than two (2) consecutive Full Terms in addition to completing any unexpired, partial or less than 3-year term. A former Trustee may reapply to serve again on the Board at least one year after completion of their last consecutive term.

Section 3. Vacancies. A vacancy on the Board shall be filled as soon as practical for the remainder of an unexpired term in the manner in which Trustees are regularly appointed pursuant to Colorado Library Law. A notice of all such vacancies shall be posted in accordance with the then current Trustee appointment process.

Section 4. Authorization. The Library Director and the President of the Board are the authorized spokespersons for the Board. However, the Board may, from time to time, determine, for a specific purpose or event, to delegate spokesperson authority to another Trustee. In the absence of such express authorization, no Trustee other than the President shall make any public statement on behalf of the Board.

Section 5. Compensation/Expense Reimbursement. Trustees shall not receive a salary or other compensation for their services as Trustees. Trustees shall be entitled to reimbursement for necessary and reasonable travel and associated expenses actually incurred while performing official Library business. Trustees will follow current policy and procedures around reimbursements.

Section 6. Ethics. Trustees shall conduct themselves in accordance with Colorado law, including the Code of Ethics for public officials, Sections 24-18-101, *et seq.*, C.R.S. (the "Code of Ethics"). Trustees shall avoid situations in which their personal interests might be served or in which financial benefits inure to them at the expense of library users, colleagues, or the Library. Trustees shall disclose any and all potential conflicts of interest during the appointment process. If during the course of Board business, an area of potential conflict of interest or the appearance of such develops for a Trustee, that Trustee shall immediately make full disclosure to the Board and, if required in order to ensure compliance with the Code of Ethics, immediately cease participation in both discussion and voting relative to the matter. Specific areas of potential conflict, without limitation, are described in this Section, below.

- Trustees may not in their private capacities negotiate, bid for, or enter into a contract with the Library in matters in which they have a direct or indirect financial interest.
- Trustees shall recuse themselves from Board discussion, deliberation and vote on any matter in which the Trustee, an immediate family member (defined as husband, wife, domestic partner, brother, sister, child, or grandchild, including step-relationships of each of the defined relationships) or an organization with which they are associated as a principal has a material financial interest. Such recusals shall be reflected in the meeting minutes for the relevant meeting.
- Trustees shall not receive anything of value that could or should reasonably be expected to influence their vote or other official action.
- Trustees shall respect the confidential nature of Library business while adhering to the Colorado Open Records Act ("CORA"), Sections 24-72-200.1 et seq., C.R.S. and all other applicable laws governing freedom of information.

Section 7. Removal. A Trustee may be removed only following a majority vote of the Board, and in accordance with Colorado Library Law, by a majority vote of the appointing legislative bodies, and only upon a showing of good cause. Good cause may include but not be limited to: a deliberate breach of the Bylaws or rules and regulations adopted by the Board; criminal, or fraudulent activity; causing significant harm to the Library, either materially or to its reputation; failure to perform duties outlined herein; or failure to attend three consecutive regular monthly meetings of the Board without an excused absence. The Board does, however, recognize extenuating circumstances and may waive or authorize an excused absence from the attendance requirement.

ARTICLE III. POWERS AND RESPONSIBILITIES

The Board shall have all those powers provided by Colorado Library Law C.R.S. 24-90-109, 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 shall be construed as limiting the powers of the Board as granted by Colorado Library Law.

Legal responsibility for the overall operation of the Library is vested in the Board. Those Board responsibilities shall include, without limitation:

- Adoption of Bylaws and Policies for both Board guidance and governance of the Library.
- Acquisition, custody, care, and sale, disposal or transfer of all Library real or personal property.
- Financial oversight of the Library and adoption of annual budgets.
- Authorization of Library contracts, purchasing, borrowing, and bonding for the Library.
- Employment and evaluation of the Library Director, who shall be the executive and administrative officer of the Library acting on behalf of the Board.
- Annual audit approval and periodic investment monitoring.
- Planning for current and future needs of the Library and the community it serves.
- The Board shall conduct, on an annual basis, written evaluations of the Board's performance.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Board shall consist of a president, a vice-president, and a secretary/treasurer or such other officers as the Board deems necessary. These officers shall perform the duties prescribed by these Bylaws and Colorado Library Law. Nothing herein shall prevent the Board, at its discretion, to combine offices as long as the same individual does not

hold both the office of president and secretary. The Board reserves the right to delegate duties to the Library Director.

Section 2. Election. The Board shall elect officers annually from among current membership of the Board at the Annual Meeting.

Section 3. Terms of Office. Officers shall begin their terms of office at the next regular meeting immediately following the Annual Meeting at which they are elected to office, and they shall serve thereafter for a term of one (1) year, or until their successors are elected, whichever is longer

Section 4. Officer Vacancies. A vacancy in any office, however occurring, may be filled by majority vote of the Board at the next regular or special meeting of the Board for the unexpired portion of the term.

Section 5. Removal. Any officer may be removed from office for a failure to discharge their duties, by a majority vote of the Board at a regular or special meeting whenever in the Board's judgment the best interest of the Library will thereby be served. The Trustee(s) seeking such action shall give written notice to the officer ten (10) working days prior to voting on such an issue.

ARTICLE V. 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 Board. The President shall collaborate with the Library Director to plan and develop meeting agendas for the Board, and shall preside over all meetings of the Board.

The President shall sign, either by manual, facsimile, or electronic signature, any leases, deeds, mortgages, contracts and other instruments which the Board has authorized to be executed; and in general 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.

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.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall review and recommend approval of the minutes of the regular meetings of the Board; and perform all duties incident to the office of the secretary/treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Once approved by the Board, staff will post the approved minutes on the Board's public website. Additionally, staff will retain executive session recordings until the date of legal disposal.

ARTICLE VI. MEETINGS

Section 1. Meeting Participation. Under Colorado Open Meetings Law Section 24-6-402 (l)(b), C.R.S., meetings may be convened for the purpose of conducting public business in person, by telephone, electronically or by other means of communication, provided the public may hear and the Trustees may be heard. Although most Board meetings are held with participating Trustees physically present, Trustees may attend meetings, establish quorum and vote via these alternative means in the case of either regular or special meetings of the Board.

Section 2. Regular Meetings. Regular meetings of the Board shall be held monthly no less frequently than eight (8) times per calendar year when possible, and be held at the Library facilities for the purpose of transacting any business that may come before the Board and to disseminate information to the community at large regarding library operations.

Once a year, prior to the next calendar year's start, the date and location of each regular meeting for the upcoming year shall be determined and approved by the Board. All business of the Board shall be conducted only during such regular meetings or at special meetings hereinafter provided for, and all such regular and special meetings shall be open to the public, subject to the right of the Board to meet in executive session.

Section 3. Special Meetings. Special meetings may be called by the President, the Library Director, or any three (3) Trustees by informing the President in writing and then the President will coordinate the date, time and place of such meeting and the purpose for which it is called at least twenty-four (24) hours prior to said meeting. Minutes will be taken at all special meetings and will be part of the public record.

If due to unforeseen and urgent circumstances there is not sufficient time to call a special meeting because a matter is an emergency and requires immediate attention, the President or the President's designee may take a vote by electronic means or in person, with such vote to be ratified at the next regular or special meeting of the Board. If any emergency action taken is not ratified, then it is deemed rescinded.

Section 4. Public Participation in Meetings and Board Transparency. The public is invited to all regular and special meetings of the Board and may speak during a portion of the agenda that follows the Board's designated process for public comment on items to be addressed at the meeting as shown on the agenda. The Board shall adopt Rules for participation in the Public Comment period. The Board shall strive for public transparency in all of its work, including posting of meeting agendas, meeting packets and handouts, and meeting minutes on the Board's public website. The Board shall ensure that all draft and final budgets and draft and final strategic planning documents are made broadly available to residents of the District, and shall collaborate with the Library Director to initiate broad engagement with residents, with special emphasis on traditionally underrepresented community members.

Section 5. Notice. All meeting notices shall be publicly posted on the Library's website no later than twenty-four (24) hours prior to any meeting in accordance with Colorado Open Meetings Law ("COML"), Sections 24-6-401, et seq., C.R.S.

Section 6. Annual Meeting. The first regular meeting in May shall be designated as the Annual Meeting. At the Annual Meeting, Board officers shall be elected for the ensuing year.

Section 7. Quorum. A majority of the total membership of the Board shall constitute a quorum necessary for the transaction of any business to come before any regular or special meeting, 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 8. Voting. All Trustees, including the Board President, shall vote, unless such voting is contrary to the Code of Ethics. A Trustee may call for a roll call vote at any time. Electronic voting is allowed; however, voting by proxy is not. Properly noticed email polls of Trustees may be taken with results to be ratified and recorded into the minutes at the next regular or special Board meeting.

Section 9. Minutes. Minutes shall be taken of regular and special meetings of the Board and posted following Board approval on the Board's website.

Section 10. Executive Sessions.

Executive sessions may be held as part of any regular or special Board meeting, or any committee meeting that has been properly called according to requirements of the Colorado Open Meetings Law. An executive session is conducted confidentially without the public present. Members are bound to maintain the confidentiality of the discussions and documents that 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. Executive session discussions, except for privileged attorney-client communications, will be electronically recorded by the Board, and the recordings destroyed after ninety (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 topics of discussion at the executive session. There shall be no decisions of the Board made during executive session unless specifically permitted by law.

ARTICLE VII. COMMITTEES

The Board may establish such committees as deemed necessary to assist in its works. The motion to form such committee shall state the purpose, timeline, composition and authority of such committee, including committee members, in a committee charter. Minutes of all committee meetings shall be kept electronically

The purpose of committees is to make recommendations on specific topics or issues to the Board, to allow more focused Board consideration of the same. No Board committee will have more than two (2) Trustees. This limit is intended to distinguish between the Board and committees thereof and ensures that the Board cannot and does not act through committees. The Board may, by majority vote, include non-Board members on Committees.

ARTICLE VIII. LIBRARY DIRECTOR

Section 1. Employment. The Library Director shall be selected by the Board and shall be employed by written contract. The Library Director shall serve as chief executive officer of the Library.

Section 2. Duties. The Library Director, under the supervision and direction of the Board, shall perform (or delegate to appropriate staff members) all duties incident to the position of Library Director and such other duties as may be prescribed by the Board, including but not limited to the following:

- Assist the Board in formulating basic programs and policies.
- Implement programs, policies, and professional practices as adopted by the Board.
- Be responsible for fiscal matters of the Library, except that the Board shall have exclusive control of the disbursement of the finances of the Library.
- Prepare the proposed annual budget for the Library for presentation to the Board.
- Prepare monthly reports of activities of the Library for presentation to the Board.
- Administer Library personnel, including employment, training, evaluation, compensation, motivation, and discharge of staff, in compliance with all applicable laws and regulations, the Library Staff Handbook guidelines, and Board policies.
- Direct and coordinate the work of the Library employees.

- Approve all budgeted, normal and recurring operational expenditures, excepting those requiring specific Board approval.
- Collaborate with the President to prepare the agenda for each Board meeting.
- Be responsible for public information, community relations, development, fundraising and special projects as assigned by the Board.
- Arrange for the care and maintenance of buildings, equipment and materials for the Library.
- Evaluate library services, technology and operations and assist the Board with short-term and long-range planning.
- Represent the Library, as appropriate, to all of its constituents and to professional and institutional organizations.
- Be responsible for any other reasonable duties, consistent with the foregoing, as may be prescribed by the Board.
- Conduct all Library business at the highest possible ethical standards and identify any real or potential conflicts of interest to the Board in a timely manner.

Section 3. Removal. The Library Director may be removed by the affirmative vote of a majority of the Board constituting a quorum whenever, in its judgment, the best interest of the Library will be served thereby, and in compliance of the Library Director's contract.

ARTICLE IX. LIBRARY POLICIES

The Board shall establish and adopt Library policies, which shall ensure cost-effective, transparent, and efficient publicly supported Library services to Library residents. These policies shall be available to the public.

ARTICLE X. ANNUAL REPORT

At the close of each year the Board shall make a report to the community, the City and County of Boulder, and the Colorado State Library in accordance with the Colorado Library Law, Section § 24-90-109 C.R.S.

ARTICLE XI. FISCAL YEAR

The Fiscal Year of the Library shall begin on the 1st of January of each year and end on the 31st of December of such year.

ARTICLE XII. AMENDMENTS TO BYLAWS AND POLICIES

Notice of proposed Bylaws or Policy changes must be in written form and received by all Trustees at least ten (10) working days prior to the first reading.

Amendments to these Bylaws of the Board may be adopted by a vote of two-thirds (2/3) of the Trustees then serving, subsequent to notification of the proposed change to the Trustees at least 10 working days in advance of the meeting.

These Bylaws shall at all times conform to the Colorado Library Law, as it may be revised and amended 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.

Adopted and signed this ____ day of _____, 2023

Board President
Katharine J. Teter

Board Secretary/Treasurer
Sylvia Wirba

Boulder Public Library Trustee Handbook

The Role of a Boulder Public Library Trustee

The Boulder Public Library District governing body is the Board of Trustees. Library District Trustees are volunteers, appointed by the Boulder City Council and the Boulder County Board of Commissioners.

The Board of Trustees manages the budget, conducts long-range planning, sets policies for the library district, and hires a Library Director to implement the policies, and manage the library system. The Trustees also establish guidelines for their own operations. A complete list of Trustee responsibilities is in the [Statutory Obligations of a Library District Board of Trustees](#).

The work of the Board of Trustees is also guided by the [Core Values of Librarianship](#) and the [Library Bill of Rights](#). The [Colorado Public Library website & Trustee Handbook](#) has more information and resources.

Trustee Qualifications

Trustees are expected to be committed to the long-term financial and programmatic success of the library district. Library district trustees must be at least 18 years of age and [reside within the legal service area](#) of the library district.

While the Board of Trustees is ideally made up of a diverse array of community members with different skills, experiences, and talents, some combination of the following qualifications are ideal:

- An understanding of and commitment to the fundamental services of a public library, and familiarity with the Boulder Public Library in particular.
- A strong desire to preserve and promote the library as a public forum for the sharing of information and ideas without prejudice.
- A willingness and ability to engage with the public and to understand and represent the views and opinions of diverse community members.
- The ability to function well in committees and group discussions, and to work in a flexible way with others who have a diversity of opinions and interests.
- The ability to assess information and make important decisions for the benefit of the community.
- Excellent communication skills.
- A strong sense of legal and ethical conduct appropriate to the position.
- The courage to state one's views on important issues and speak openly and directly, though always respectfully, with staff and other Board members.

Expectations of Trustees

Trustees are generally appointed to serve five-year terms. Trustees must be willing and able to give time and talents for the benefit of the library and the community it serves. More specifically, Trustees are expected to:

- Read distributed materials before each meeting.

- Participate actively in regular and special meetings (usually two-three hours in length and generally scheduled on the third Tuesday evening of each month).
- Devote at least 10 hours per month, and often more, to Trustee matters
- Serve on various committees or as one of the Trustees' representatives on the Boulder Library Foundation Board.
- Assume a leadership role on the Board at some point during one's term.
- Attend BPLD and other functions and community events, and generally be a public presence for the library within the community.
- Provide feedback, advice, and encouragement to the Library Director, to library staff, and to the public in meetings and emails.
- Stay abreast of developments in the world of public libraries as technologies and service models changes.

Communications among trustees

- Any two trustees are allowed to discuss library or trustee related topics.
- Even if a trustee has discussed a topic with other trustees, there is no limit on the conversation other than to avoid attempting to make a decision outside of a public meeting.
- A trustee should avoid representing another trustee's opinion to other trustees, staff, or the public.
- No votes or consensus should be gathered outside of a public meeting; the only exceptions are administrative decisions (i.e. deciding meeting day, time, place, etc.)
- Any or all trustees are permitted to gather outside of scheduled meetings as long as trustee business is not discussed.
- All trustee business communications involving more than TWO trustees or representing a trustee opinion to the public are a part of the public record and can be requested by the public at any time.

Trustee email communications

- Any email sent to staff and/or one or more trustees, regarding trustee business (administrative business included) is subject to disclosure and considered public record.
- Any two trustees may exchange email on any topic; messages containing (non-administrative) trustee business shall not be forwarded to any other trustee.
- A trustee may send informational emails to the entire Board; such messages should include a reminder not to "reply all." If any trustee wants to respond or discuss the contents of the email, the topic should be added to the next meeting agenda; "reply all" only to ask for this agenda request.

Examples of all-trustee emails:

- 1) Comments on packet materials and informational topics to be discussed at the next meeting as "heads up"
- 2) Research or public communication to be shared with fellow trustees, not as a part of an ongoing discussion

3) Questions being asked of staff

Questions to Library Staff

- Staff takes direction from the Library Director, and the Director should be copied on all staff requests for information.
- If/when staff responds via email or memo to questions from a trustee, staff will try to answer the question as thoroughly as they can and will copy all trustee members. Substantive informational emails should be added to the upcoming meeting's packet if not already included in the staff memo.

Speaking with the public as a trustee

Trustees should represent their ideas as personal (not as the Board) when expressing opinions, unless the Board has voted on that issue.

Overview of Library Operations

There are five divisions in the Library.

Administration

Foundational support for library operations including administrative personnel support, facilities, budget, communications Trustee support . It includes preservation and access to local history, and technology infrastructure and support.

Collection

This program is library collection acquisitions supported by the Library Fund and the personnel who select, process, and maintain the library's books, media, periodicals and wide variety of electronic resources such as downloadable music, movies, audiobooks, ebooks, and information databases.

Community Literacy & Outreach

This program leverages community volunteer support and partnerships to strengthen community ties, provide access to critical information resources, library programs and services, and conduct literacy-focused outreach to strengthen skills and improve equity and inclusion for everyone with a focus on reaching underserved or otherwise marginalized community members.

Library Public Services

This program is customer-focused operations and facilities to connect community members of all ages with library services and resources.

Programs & Events

This program leverages grant funding support to provide educational and recreational programs and opportunities for community connection at no cost to community members.

The Boulder Public Library Foundation

The Boulder Public Library Foundation (BLF) is a 501(c)(3) nonprofit organization governed by a volunteer board of directors and supported by individual donors and community partners. The Foundation's purpose is to assist and aid the Library by raising funds from private sources for the benefit of the Library. This includes, without limitation, solicitation and receipt of private gifts, annual giving contributions, deferred gifts, devises and bequests, corporate gifts and foundation grants, and special events.

The Foundation is responsible for identifying and nurturing relationships with potential donors and other friends of the Library; soliciting cash, securities, real and intellectual property, and other private resources for the support of the Library; and acknowledging and stewarding such gifts in accordance with donor intent and its fiduciary responsibilities. The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of bylaws

The Foundation Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts to it, consistent with donor intent and applicable laws. To ensure integration with Library goals and objectives, up to three Boulder Public Library Trustees may serve as Directors of the Foundation.

The Boulder Library Foundation website is <https://boulderlibraryfoundation.org/>.