

# **BOULDER PUBLIC LIBRARY DISTRICT**

## **BYLAWS**

**February 13, 2024**

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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 four (4) 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"). Individual Trustees shall annually sign the Affirmation of Ethics Statement and Conflicts of Interest Disclosure Form adopted by the Board. 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 accept a gift exceeding \$50.00 in value in any calendar year (i) if doing so would improperly influence a reasonable person to depart from the faithful and impartial discharge of public duties or (ii) which the Trustee knows or which a reasonable person in the position should know under the circumstances is primarily for the purpose of rewarding the Trustee for official action the Trustee has taken.
- 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.
- Trustees shall pledge to support and promote the principles set forth in in the American Library Association's [Library Bill of Rights](#), [Code of Ethics](#), and the [Public Library Trustee Ethics Statement](#).

**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.

**Section 8. Continuing Education.** All members of the Board shall participate in at least one continuing education activity annually. This may be part of a regularly scheduled Board meeting with a presentation provided or attendance at continuing education activities sponsored by various continuing education providers.

**Section 9: Boulder Library Foundation.** Two Trustees are appointed annually to serve as Board of Trustee representatives on the Board of Directors of the Boulder Public Library Foundation. The Boulder Public Library Foundation is a Type III, functionally integrated, supporting organization to the Boulder Public Library District. This is an IRS legal designation authorizing the Foundation to operate as a 501(c)(3) charitable organization on behalf of the Boulder Public Library. Functional integration requires that Boulder Public Library District Trustees serve as voting representatives on the Foundation board, and that the library director serves as a non-voting member of the Foundation board.

### **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 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 preside over and determine the manner of operation for all meetings of the Board. This duty includes important elements such as:

- *Working with the Director to maintain and update the Board's long range agenda planning document, and ensuring that meeting agendas are doable within the time allotted for Board meetings.*
- *Reviewing packet materials with the Director to ensure that written materials and presentations to the Board are presented logically from the Board's perspective; that actions*

*requested of the Board are clearly stated; and that Trustees have ample opportunity to ask questions and discuss different points of view as the Board moves towards consensus and decisions*

- *Between meetings, the President shall maintain close communication with the Director on library developments and shall strive to keep Trustees updated on important developments that fall within the scope of the work of the Board of Trustees and keep the Director informed of any issues or concerns raised by Trustees.*

- *The president shall be the authorized spokesperson for the Board, subject to Board direction.*

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. Treasurer.** The Treasurer shall be a member of the Budget and Finance Committee. The Treasurer shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of the BPLD in permanent records.

## **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 wherein Board 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 April regular meeting of each year shall be designated as the Annual Meeting. At the Annual Meeting, Board officers shall be elected for the ensuing year, with terms beginning at the first regular meeting in May.

**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 Board meeting.

**Section 9. Minutes.** The director of the library and arts department (or staff designee) shall serve as secretary for the Board of Trustees. In this capacity, the director shall record the proceedings of each meeting and present the same for approval at the next meeting of the Board. A permanent record shall be kept of the minutes of all meetings. Once approved by the Board, staff will post the approved minutes on the Library's public website. Additionally, staff will retain executive session recordings until the date of legal disposal.

**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 and members of such committees may, but need not be, Trustees. . No committee shall have any power other than advisory powers to the Board, and a committee shall be dissolved upon the completion of its charge or the submission of a final report or by a vote of the Board at any time. 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.

The Board shall maintain two standing committees:

- The Budget & Finance Committee supports the Library Director in preparing the annual budget, works with the Director and financial consultants to perform budget analyses and fiscal planning; advises the board on fiscal matters of the division, and reviews other fiscal matters as required.
- The Governance Committee shall on a biennial basis review the Bylaws, review the ethics policy and conflict of interest statement, facilitate the process to nominate officers, facilitate the trustee recruitment and selection process, facilitate an annual review of the Director, including performance and compensation, and facilitate a Board self-evaluation process.

## 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.
  - Responsibility 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 employ, train, evaluate, compensate, motivate and discharge 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.



- Responsibility 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.

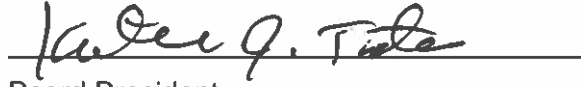
#### **ARTICLE XII. AMENDMENTS TO BYLAWS AND POLICIES**

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 this 13<sup>th</sup> day of February, 2024.



Board President  
Katharine J. Teter



Board Vice President  
Benita Duran