

**Lyons Regional Library District
Board of Trustees
Bylaws**

These Bylaws of the Board of Trustees (the "Board") of the Lyons Regional Library District (the "District") are adopted as amended this 15th day of January 2019, at the District's regular meeting to govern board action

The District is a political subdivision of the State of Colorado, established and existing pursuant to §§24-90-101 *et seq.* of the Colorado Revised Statutes (the "Colorado Library Law"). These bylaws are adopted pursuant to C.R.S. §24-90-109(1)(a).

I. NAME

The name of this organization shall be the Lyons Regional Library District.

II. BOARD OF TRUSTEES

Section 1. Appointment. Management and control of the District shall be vested in a Board of seven (7) trustees appointed in accordance with the Colorado Library Law.

Section 2. Number, Geographic Area and Terms. The Board shall consist of seven (7) members, all of whom must reside within the boundaries of the District's legal service area. Trustees shall serve no more than two (2) consecutive three (3)-year terms which shall be staggered so that from one to three Trustees are appointed or reappointed each year. In extenuating circumstances, a third term may be served upon approval by a majority vote of the District Trustees. Trustees' terms shall expire on the day of the annual meeting and terms of newly-appointed Trustees shall begin at the annual meeting.

Section 3. Appointment of New Trustees. When the term of an existing Trustee will expire, and such Trustee is either ineligible for reappointment or elects not to be reappointed, or when the appointing governmental entity elects not to re-appoint an existing Trustee, a new Trustee shall be appointed in accordance with C.R.S. §24-90-108(2)(c).

Section 4. Vacancies. Vacancies shall be filled for the remainder of the unexpired term as soon as possible in the manner in which Trustees are regularly chosen. Unexpired terms completed by an appointed Trustee shall not count against that Trustee's term limit as described in Section 2.

Section 5. No Salary. Trustees shall not receive a salary or other compensation as a Trustee, but necessary traveling and other necessary, documented expenses actually incurred may be paid from District funds.

Section 6. Removal. A Trustee may be removed by the majority vote of 2 of the 3 entities (Town of Lyons Board of Trustee, Boulder County Commission, Larimer County Commission) appointing District trustees and only upon a showing of good cause. Good cause for removal shall consist of (a) knowing violation of the Colorado Library Law, (b) knowing violation of the District's conflict of interest or financial policies, (c) financial misfeasance with respect to District funds or property, or (d) failure to attend (in person or by remote access), without justification, three consecutive regular meetings of the Board.

Section 7. Power and Duties. The Board shall have those duties and responsibilities set forth as authorized powers under the Colorado Library Law, as such may be revised from time to time. In addition, the Board shall have all powers necessary or incidental to the specific powers granted by statute.

Section 8. Authorization. Board membership does not, under any circumstances, authorize a Trustee to represent or bind the Board or District in any official capacity whatsoever except as such authority is granted and approved in writing by a vote of the Board taken at a regular or special meeting.

III. MEETINGS OF THE BOARD OF TRUSTEES

Section 9. Regular Meetings. A regular meeting of the Board shall be held pursuant to a schedule determined by the Board, but at least quarterly, for the purpose of transacting the business of the District. All business of the Board shall be conducted only during regular or special meetings hereinafter provided for, and all of such regular or special meetings shall be open to the public, subject to the right of the Board to meet in executive session.

Section 10. Time and Place. The time and place of all regular and special meetings will be announced as required by law.

Section 11. Notice; Open Meetings; Executive Sessions. Notice of all meetings of three (3) or more Trustees shall be given in the manner prescribed in C.R.S. §24-6-402(c). At a minimum, the Board shall cause notice of meetings to be posted in designated public places no less than twenty-four hours prior to the meeting. All meetings shall be open to the public, except that at any regular or special meeting, the Board may proceed into executive session upon a majority vote of two-thirds (2/3) of members present for the purpose of considering any matters permitted under C.R.S. § 24-6-402(4). The Board shall retain executive session records for ninety (90) days after the date of the executive session in compliance with C.R.S. §24-6-402(2)(d.5)(II)(E).

Section 12. 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 hours

notice to the Trustees and to the public. Notice to the public shall be given in the manner required by law. Notice to Trustees may be given in person in writing or by email.

Section 13. Other Meetings Disallowed. No meetings of three or more Trustees or a quorum, whichever is fewer, shall be held except pursuant to the posting of notice as a regular or special meeting.

Section 14. Quorum. A majority of the Trustees of the District shall constitute a quorum necessary for the transaction of any business at a regular or special meeting of the Board. The act of the majority of Trustees constituting a quorum at a regular or special meeting shall be the act of the Board. Board members may attend meetings by real-time audio or video service or by such other electronic means that may afford full audio access to Board discussions. When these Bylaws refer to a Trustee being "present", the term "present" shall include attendance by real-time audio or video service. Trustees participating remotely must be able to hear all discussions and public comments and must have all materials and documents that have been provided to the Trustees who are physically present at the meeting.

Section 15. Public Participation. Citizens 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 16. Annual Meeting. The regular meeting of the Board for the month of January 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 17. Roll Call Votes. A Trustee may call for a roll call vote at any time.

Section 18. Parliamentary Authority. Robert's Rules of Order Revised, most recent edition, shall govern Board proceedings in all cases where not in conflict with these bylaws.

IV. OFFICERS

Section 19. Designation of Officers. Board officers shall consist of a president, a vice president, treasurer and a secretary and such other officers as the Board deems necessary.

Section 20. Date of Election. All officers of the Board shall be elected by the Board at the annual meeting.

Section 21. 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 22. Number of Terms of Office. A Trustee serving as a Board officer shall not be eligible to serve more than two consecutive terms in the same office, except by affirmative majority vote of the District Trustees.

Section 23. 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 24. Removal. Any officer may be removed by an affirmative majority vote of the District Trustees taken at a regular or special Board meeting when in such Trustees' reasonable judgment, the best interest of the District will be served thereby.

DUTIES OF OFFICERS

Section 25. 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 that the Board has authorized to be executed, except as delegated to the Director or other Trustees as appropriate.
- The president is the authorized spokesperson for the Board, unless delegated to another Trustee.
- The president or the treasurer or Library Director shall sign all checks or warrants either by manual or facsimile signature. Administrative procedures will be followed that conform to proper accounting internal controls.

Section 26. 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 27. Secretary. The secretary shall oversee the keeping of the minutes of Board meetings and shall perform all other duties delegated by the Board or that may be incidental to the office of secretary, such as publishing legal notices and executing legal documents as such may be required.

Section 28. Treasurer. The treasurer shall be custodian of all District funds, all of which, regardless of their source, shall be deposited in an account or accounts authorized by resolution of the Board. All warrants or checks must carry the signature of the president or the signature of the treasurer or Library Director. Administrative procedures will be followed that conform to proper accounting internal controls.

VI. COMMITTEES

Section 29. Appointment and Membership. The Board may create a committee or committees for any specific purpose, with its members appointed by the Board, or the president if such authority is delegated to the president by the Board. Committees shall be dissolved when their stated purposes have been fulfilled. A Board committee may consist of Trustees only, a mixture of Trustees and non-Trustees or wholly non-Trustees. Committees shall report to the Board and shall have no power to act for the Board.

VII. EXECUTIVE DIRECTOR AND STAFF

Section 30. Employment of Executive Director. An Executive Director may be engaged or employed by the Board to serve as the chief administrative officer of the District. The Executive Director position may be filled by the same person who serves as library director, or the Board may engage or employ separate persons for such positions.

Section 31. 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.

Section 32. Staff. All other District staff shall be employed by the Board on its own initiative or upon the recommendation of the Executive Director.

VIII. POLICIES AND ADMINISTRATION

Section 33. Policy-Based Governance. The Board shall adopt and revise administrative policies by which the Executive Director and other staff shall conduct the affairs of the District. These policies shall be available to the public.

IX. CORPORATE SEAL

Section 34. Form. The corporate seal of the District shall be in the form of a circle and shall have inscribed the words "Lyons Regional Library District" and the words "Seal" and "Colorado".

X. FISCAL YEAR

Section 35. The District's fiscal year shall begin on the first day of January of each year and shall end on December 31st of each year.

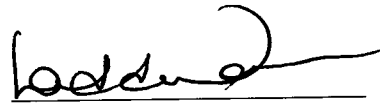
XI. AMENDMENTS TO BYLAWS AND POLICIES

Section 36. Amendment by Vote. Bylaws and administrative policies may be 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, the bylaw or policy change will be presented at the next regular Board meeting, when it can be added, altered, amended or repealed by a simple majority of the Board present and voting.

Section 37. Notice of Proposed Amendment. Notice of proposed bylaw or policy changes must be in written form (including email) and received by all Trustees at least two (2) days prior to the first reading.

Section 38. Automatic Amendment. These bylaws shall at all times conform to the Colorado Library Law and other Colorado laws as such laws may be 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 Board to reflect such statutorily-mandated automatic amendments.

Adopted by the Board of Trustees as of the date set forth above.


Secretary