

**Berthoud Community Library District  
Board of Trustees  
Bylaws**

**Article I: Name and Authority**

This organization shall be known as the Berthoud Community Library District organized under and by virtue of the Colorado Library Law, Colorado Revised Statutes (C.R.S) Title 24, Article 90, and exercising the powers and authority and assuming the responsibilities delegated to it.

**Article II: Mission Statement**

The mission of the Berthoud Community Library District is to be a center for sharing resources to educate, enrich, and connect you with the world.

**Article III: Board of Trustees**

Section 1. Membership

1. The Library Board of Trustees shall be comprised of seven (7) Trustees who are appointed by the Board and ratified by the Town of Berthoud Board of Trustees and the Larimer County Board of Commissioners.
2. New appointees to the Library Board of Trustees shall be chosen from the residents within the Berthoud Community Library District service area. If possible, at least three (3) members shall be Town of Berthoud residents and at least three (3) members shall reside within the Berthoud Community Library District, but outside the Town of Berthoud city limits.
3. A member of the Library Board of Trustees may not serve on the Friends of the Library Steering Committee, be a current library employee, or volunteer in the library on a regular basis during a term as a Trustee.

Section 2. Powers and Duties

1. The Board shall have all those powers provided by Colorado Library Law, C.R.S. §§ 24-90-101, *et. seq.*, necessary or incidental to the specific powers granted by statute.
2. Legal responsibility for the overall operation of the Berthoud Community Library District is vested in the Board of Trustees. Those Board responsibilities shall include, without limitation:
  - a. Adoption of bylaws and policies for both Board guidance and governance of the District.
  - b. Acquisition, custody, care, and sale, disposal or transfer of all District real or personal property.
  - c. Financial oversight of the District and adoption of annual budgets.
  - d. Authorization of District contracts, purchasing, borrowing, and bonding for the District.
  - e. Planning for current and future needs of the served community.
  - f. Employment and evaluation of a qualified library Chief Executive Officer (CEO) who shall be the administrative officer of the Berthoud Community Library District. The Board will prescribe the library CEO and other employees' duties and fix their compensation.

### Section 3. Terms, Vacancies and Appointments

1. The term of office shall be four (4) years. A term shall be from the first day of January of the first year of the appointment through the last day of December of the last year of the appointment. A trustee shall serve no more than two (2) consecutive terms.
2. Vacancies may occur because of the expiration of a Trustee's term, disqualification because of residency change, resignation, or removal.
3. The process for appointment for vacant terms is:
  - a. Notice of vacancy shall be posted at the library, town hall, and other media deemed appropriate.
  - b. Applications shall be submitted on an approved form.
  - c. The Board of Trustees shall select candidates for interview from those applicants.
  - d. The Board shall recommend a candidate for ratification by a 2/3 majority vote of the Town of Berthoud Board of Trustees and the Larimer County Board of County Commissioners, as the establishing bodies of the District.
  - e. The failure of an establishing body to act within sixty days of an appointment shall be considered a ratification of the appointment.
  - f. If more than one (1) applicant is deemed qualified for appointment to the Board, the qualified applicant(s) may be considered for filling a future vacancy without further advertising or interviews.
4. Two (2) or more years of filling an unexpired term shall be considered a full term when considering eligibility for consecutive terms.
5. All reasonable efforts will be made to limit the number of new full terms beginning each year to no more than two (2).

### Section 4. Compensation

1. A Trustee shall receive no salary or other compensation for services as a Trustee. Necessary travel and subsistence expenses actually incurred may be paid from the library fund at rates specified in the Berthoud Community Library District *Personnel Policy Manual*.

### Section 5. Ethics

1. Trustees shall conduct themselves in accordance with Colorado law, including the Code of Ethics for public officials, C.R.S. §§ 24-18-101, *et. seq.* Trustees must avoid situations in which their personal interests might be served or in which financial benefits incur to them at the expense of library users, colleagues, or the District. 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 appearance of such develops, the Trustee shall immediately make full disclosure to the Board, and if required, immediately cease participation in both discussion and voting relative to the matter.
  - a. Trustees may not in their private capacities negotiate, bid for, or enter into a contract with the District in matters in which they have a direct or indirect financial interest.

- b. Trustees shall recuse themselves from Board discussion, deliberation and vote on any matter in which the Trustee, an immediate family member, or an organization with which they are associated has a material financial interest.
- c. Trustees shall not receive anything of value that could or should reasonably be expect to influence their vote or other official action.
- d. Trustees shall respect the confidential nature of applicable District business while adhering to the Colorado Open Records Act C.R.S. §§ 24-72-200.1, *et. seq.* and all other applicable laws governing freedom of information.

**Section 6. Removal**

- 1. A trustee may be removed only following a vote of at least 5 board members, and only upon showing of good cause, which may include:
  - a. Violation of the Bylaws, Article III, Section 5. Ethics.
  - b. Missing three (3) meetings annually without prior notification and excuse by the president.
  - c. Violating a statute or ordinance which results in or could result in serious damage to the library property or interest.
  - d. Repetitive disruptive conduct by the member resulting in the inability of the board to conduct business.
  - e. Inappropriate or unprofessional conduct in the community when engaged in board activities.

**Section 7. Annual Evaluation of Board**

- 1. The Board of Trustees shall conduct an evaluation of overall Board performance yearly at the regularly scheduled December meeting. The evaluation criteria will be developed and approved by the Board in the first quarter of the year of the evaluation.

**Article IV: Officers**

**Section 1. Officers and Duties**

- 1. The officers shall be president, vice president and secretary.
  - a. The president shall preside at all the meetings of the Board, can authorize calls for any special meeting, appoint committees, execute all documents authorized by the Board, sign checks and generally perform all duties associated with that office.
  - b. The vice president, in the absence of the president, shall assume the duties of the president.
  - c. The secretary shall keep a true and accurate record of all meetings of the Board, and shall perform such other duties associated with the office or delegated by the Board.

**Section 2. Election**

- 1. By or at the November meeting, the president shall name a committee of two (2) to present a slate of officers to the Board at the December meeting.
- 2. At the December meeting the Board elects by majority vote officers from the presented slate of officers, and from any other nominations received from within the board.

3. An officer vacancy for an unexpired term shall be decided by a majority of those members present at the next regular meeting after the Trustee's resignation or notice of removal is presented to the Board.

#### Section 3. Term of Office

1. Officers shall begin service January 1, following the date of election.
2. Officers shall serve a term of one (1) year and may be re-elected to the extent of their term as a Trustee.

### **Article V: Meetings**

#### Section 1. Regular and Special Meetings

1. Regular meetings of the Board shall be held once a month unless otherwise ordered by the Board.
2. A special meeting can be called in an emergency situation or for business that cannot wait until the next scheduled meeting. A special meeting may be called by the president or any two (2) Board members to consider one (1) or more items specified.
3. The date, time, location and agenda for each meeting shall be made public pursuant to Colorado Open Meetings Law, C.R.S. §§ 24-6-402, *et. seq.*
4. Any meetings of three (3) or more Trustees at which any public business is discussed or at which any formal action may be taken are declared to be public meetings open to the public as per Colorado Open Meeting Law.

#### Section 2. Quorum

1. A quorum for the transaction of business at any meeting whether held in person or electronically shall consist of four (4) Trustees.
2. In the event there are unfilled Trustee positions, a quorum shall be set as the majority of the number of sitting Trustees.

#### Section 3. Public Participation at Meetings

1. The public shall have the right and are encouraged to attend Board meetings, observe its deliberations and participate at appropriate times.
2. In the interest of orderly conduct of Board meetings, individuals or organizations desiring to be heard by the Board shall make their requests to the library CEO or the president of the Board three (3) days prior to the scheduled meeting, stating name, address, purpose of request and topic. However, the Board may agree to hear any individual or organization at any time, notwithstanding the requirements for notice above.
3. Any person who wishes to speak at a public hearing must first be recognized by the president. Should the request to speak be granted, the president may limit the time for presentation, and if there are numerous requests to address the Board on the same subject, the president may select representatives to speak on each side of the issue. Every person who has been recognized to address the board is requested to state their name and address.
4. These procedures are not designed to restrict the scheduled appearances of citizens who have regular business with the Board and whose presentations are provided for on the agenda.

#### Section 4. Voting

1. With a quorum present, an affirmative vote of the majority of all Trustees present whether in person or electronically at the time is necessary to approve any Board action.
2. The president may vote upon and may move or second any proposal.
3. A Trustee may call for a roll call vote at any time.

#### Section 5. Executive Sessions

1. Executive sessions shall follow the procedures outlined in Open Meeting Law C.R.S. § 24-6-402 (3) (a) including: announce the “topic for discussion,” announce the citation that authorizes the executive session. An affirmative vote of two-thirds of the quorum present is required before going into session; be held only at a regular or special meeting for the sole purpose of considering any of the topics for which an executive session is allowed; take no formal action during session; make a record of the actual contents of the discussion using the standard reporting method; include in the minutes a citation to the provisions of C.R.S. and a signed verification statement of the chair; and retain the record for at least ninety days.

#### Section 6. Parliamentary Authority

1. The Board shall use an adapted version of the most recent Robert’s Rules of Order for parliamentary authority.

#### **Article VI: Committees**

1. Regular or special committees may be authorized by the Board and appointed by the president for limited and specific purposes and shall serve only until the completion of the assignment.
2. The committee shall report to the Board and have no power to act for the Board.
3. Committees may confer with outside consultants concerning the specific issues and purposes for which the committee was created.

#### **Article VII: Amendments to Bylaws**

1. The bylaws must be reviewed regularly and amended as necessary to be in compliance with current Colorado State Law or for further clarification of requirements.
2. Notice of bylaw changes must be in written form and received by all members at least five (5) days prior to the first reading. Bylaws may be altered, amended or repealed on the 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 change will be acted upon at the next regular meeting. A simple majority of members present is required for passage.

3/27/2009 Adopted, Motion 09-03-04

6/25/2009 Amended, Motion 09-06-03

12/10/2009 Amended, Motion 09-12-02

4/7/2011 Amended, Motion 11-04-03

3/1/2012, Amended, Motion 12-03-04  
3/11/2015, Amended, Motion 0315-05  
6/10/2015, Amended, Motion 0610-04  
5/11/2016 Amended, Change “Director” to “Chief Executive Officer (CEO)”  
8/12/2020 Amended, Motion 0812-05  
05/11/2022 Amended, Motion 0522-03