

Bylaws of the Paonia Public Library Foundation and Friends

Article 1

Principal Office

The principal office of the corporation shall be located at the physical location of the Paonia Public Library, 80 Samuel Wade Rd. Paonia, Colorado 81428. The mailing address of the corporation shall be Paonia Public Library, P.O. Box 684, Paonia, CO 81428. The principal office can be changed by the Board of Directors. The corporation may also have offices at other places within or outside of Colorado as the Board of Directors may approve.

Article 2

Statement of Purpose

The purpose of the Paonia Public Library Foundation and Friends is to raise, manage, invest and disburse funds to be used to support the Paonia Public Library and the library services it provides for the benefit of the Paonia community, as well as the Delta County Library District.

Article 3

Members

- 3.1 Any person or entity may become a member of the Paonia Public Library Foundation and Friends. The Board of Directors, by a majority vote, can change the qualifications for membership.
- 3.2 The Board of Directors, by a majority vote, can change the annual dues amount.
- 3.3 The Board of Directors, by a majority vote, will determine and can change the membership year.

Article 4

Membership Meetings

- 4.1 The members will hold an annual meeting to occur no later than the last day of the calendar year. The meeting will be open for the transaction of any business within the power of the membership of the Paonia Public Library Foundation and Friends. The President shall report on the state of the organization. Members shall have the authority to nominate candidates for openings on the board of directors.
- 4.2 Special meetings of the membership can be called at any time by request of the President, a majority of the Board of Directors or one quarter of the membership.
- 4.3 Notice of the annual meeting of the membership shall be posted on the library door at least 7 days before the meeting.
- 4.4 Notice of special meetings of the membership shall be posted on the library door at least 24 hours before the meeting.

4.5 Each member shall have one vote at all membership meetings. Members must be present to vote. For voting purposes, a member is a dues-paying entity.

4.6 For all meetings of the members, a quorum consists of all members present. A simple majority of members present is necessary for the adoption of any matter.

4.7 All meetings at which a quorum is present and which are held following proper notification shall be official meetings

Article 5

Board of Directors

5.1 The Board of the corporation comprises no fewer than five (5) Directors.

5.2 Directors serve a renewable one (1) year term with no term limit.

5.3 Elections to the Board of Directors must be non-political, without apparent conflict of interest and should be from the membership of the Paonia Public Library Foundation and Friends. Any member may nominate a member to serve as a director to an open seat on the board. Current staff of the Delta County Library District may not serve on the Board of Directors. However, the Paonia Public Library Manager is considered a non-voting member of the board.

5.4 Vacancies on the Board of Directors caused by the resignation of a Board member before the end of his or her term will be filled by a vote of the current Board members.

5.5 The election and reelection of Directors shall be at the annual meeting of the membership.

5.6 The voting members of the Board can remove a Director from the Board by a majority vote, but only on a showing of good cause. Good cause includes, but is not limited to:

- Failure to regularly attend board meetings without notifying the President of the Board (missing half of the regularly scheduled meetings may initiate removal proceedings)
- Repetitive disruptive conduct by the member resulting in the inability of the Board to conduct business
- Inappropriate or unprofessional conduct in the community when engaged in Board activities

5.7 The Board of Directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. The powers shall include but not be limited to the appointment and removal of the officers of the corporation.

5.8 The Board has the authority to form and appoint any committees to carry out any function the Board deems necessary.

Article 6

Meetings of the Board of Directors

6.1 Time and place of regular meetings of the Board of Directors shall be determined by a vote of the current Board members. The frequency of meetings can be changed at any time by a majority vote of the Directors.

6.2 Special meetings of the Board of Directors shall be preceded by at least two days' notice to Directors of the date, time and place of the meeting.

6.3 A quorum of the Board of Directors consists of a majority of the number of Directors currently in office. The affirmative vote of a majority of Directors present is the act of the Board of Directors.

6.4 Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if each and every member of the board in writing either: a) votes for the action; or b) votes against the action or abstains, and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the Directors then in office were present and voted.

6.5 Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference, email or similar communications equipment. Such participation shall constitute presence in person at the meeting.

6.6 The Board may invite any member or non-member to attend Board meetings.

6.7 The proceedings of the Foundation shall be run in accordance with Roberts Rules of Order where they are not in conflict with these bylaws.

Article 7

Officers and Duties of the Board of Directors

7.1 The officers of the corporation shall be the Board officers. They shall consist of a President, a Vice-President, a Secretary and a Treasurer and any other officers the Board deems necessary.

7.2 The Board elects officers at its regular meeting that precedes and plans the annual meeting. The officers are introduced and take office at the annual meeting and serve until the Board elects their successors.

7.3 A vacancy in any office may be filled by the Board of Directors at any regular or special meeting. The appointed Director will fill the office until the next election.

7.4 The President shall preside at all meetings of the Board of Directors and at the annual meeting of the membership.

The President and/or Treasurer shall have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the Board of Directors.

7.5 The Vice-President shall preside at all meetings of the Board of Directors and the membership, in the absence of the President. The Vice-President shall take minutes in absence of the Secretary.

7.6 The Secretary has the responsibility for the preparation and maintenance of minutes of the Directors' meetings and other records and information required to be kept by the corporation and for authenticating records of the corporation. The Secretary shall perform all duties usually incident to the office of the Secretary, those duties specified in these bylaws, and other duties delegated by the Board of Directors.

The Secretary shall make the minutes available to any member of the organization, upon request.

7.7 The Treasurer has general supervision over the care and custody of the funds and securities of the corporation and deposits the same, or causes the same to be deposited, in the name of the corporation in the bank or banks the Board of Directors designates. The treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the corporation and whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the corporation.

Article 8

Indemnification

In the event of any legal exposure to liability by any board member acting in his/her official capacity, the Paonia Public Library Foundation and Friends shall fully cover all legal fees and costs incurred by the board member.

Article 9

Amendment of Bylaws

The Board of Directors may amend the bylaws at any time to add, change, or delete a provision.

The Board will review the bylaws every three years.

These bylaws were voted upon and accepted by the following members of the Board of Directors of the Paonia Public Library Foundation on:

Laura Major, President
Lesandre Holiday, Secretary
Dave Weber, Treasurer
Judy Livingston
Larry Beezley
Marjorie True
Pamela Stephens