

**Friends of the Bailey Library**

**By-Laws**

Article I. This organization shall be called the “Friends of the Bailey Library”.

Article II. This is a volunteer organization dedicated to supporting and promoting library services in the Bailey community by:

 1. Increasing public knowledge and support of the library.

 2. Promoting public awareness of library programs.

 3. Participating in public relations in support of the library.

 4. Providing additional financial support.

 5. Encouraging volunteers and sponsoring programs in support of Friends events that broaden our sense of community.

 The Friends of the Bailey Library will work closely with the Branch Librarian, the Park County Library Manager, and the Park County Library Board of Trustees.

Article III. Membership

 Membership shall be granted to any individual who desires to further the purpose of the Friends of the Bailey Library upon payment of the yearly membership dues.

 1. Annual membership dues shall be $12.00.

 2. Membership shall be annually from January through December beginning in January 2019. Any membership requested during the year shall be pro-rated at $1.00 per month, then billed annually each January thereafter.

 3. An alphabetical membership list shall be maintained, including addresses and membership renewal dates.

 4. A written and/or electronic notice shall be sent by the Board Secretary within thirty (30) days prior to renewal date.

Article IV. Board of Directors

 1. The Board of Directors shall be the governing body of this organization. The officers shall be the President, Vice-President, Secretary and Treasurer. The officers of the organization, along with at least three other Members at Large, shall be known as the Board of Directors. The function of the Board shall be to conduct necessary business of the Friends organization.

 a. The Board of Directors shall be nominated by a Nominating Committee or by nominations from the floor at the Annual Membership meeting in January.

 b. The Board of Directors shall be elected for two-year, staggered terms. Terms shall run from the Annual Membership meeting to the succeeding Annual Membership meeting.

 c. All vacancies shall be filled for the remainder of any unexpired term by appointment of the Board of Directors.

 d. Three absences per term from scheduled meetings by a Director for insufficient reasons may be cause for removal.

 e. Any Director may be removed from the Board by a majority vote of the Board of Directors.

 f. No member of the Board may make a statement of policy which purports to be that of the Board unless the Board has adopted such policy. However, the Board may specify a member of the Board to serve as a delegate to represent the Board at hearings or meetings on a case-by-case basis, such as with the Board of County Commissioners or Library Trustees.

 2. Officers

 If circumstances require it, a member of the Board of Directors may fulfill more than one office at the same time if approved by the Board.

 a. The President shall preside at all meetings, authorize calls for special meetings, appoint Special Committees, execute documents and perform all duties associated with that office. The President shall be an ex-officio member of all Special Committees.

 b. The Vice-President shall maintain knowledge of all functions of the President. The Vice-President shall perform the duties of the President during any absence of the President.

 c. The Secretary shall keep true and accurate records of all meetings, shall provide notification of all meetings, and perform such other duties associated with the office. The Secretary shall maintain documents or copies of documents pertaining to this organization pursuant to Section 7-136-101, Colorado Revised Statutes.

 d. The Treasurer shall be the disbursing officer of this organization, prepare and maintain financial statements for presentation at the meetings, and perform other duties associated with this office. All expenditures shall be approved by the Board of Directors.

Article V. Committees

 Nominating and Special Committees shall be appointed by the President, with the advice and consent of the Board of Directors, as needed.

Article VI. Meetings

 1. Location of preference for the monthly Board meetings shall be at the Bailey Library.

 a. Meetings of the Board shall be conducted generally in keeping with “Roberts Rules of Order”.

 b. A majority vote of two-thirds (2/3) of the Board members shall constitute a quorum at Board meetings.

 c. Notices of each regular meeting shall be available to the public prior to the meeting date.

 d. Copies of an agenda and documents for consideration should be emailed to the Board members and/or available prior to the meeting.

 2. An Annual Membership meeting shall be held in the month of January when the Board of Directors (officers and members-at-large) shall be nominated and elected. Elections shall take place at this meeting, with approval by a majority of “yes” votes of the general membership.

 a. Notices of annual meetings or special meetings requiring general attendance of Friends of the Bailey Library membership shall be available up to thirty (30) days but no less than ten (10) days prior to the meeting date.

 b. Voting may be by proxy, telephone or electronic communication, as long as the individual can be verified as a voting member (such as a signature).

 3. Compensation

 No director or officer shall receive compensation for any services rendered; however, he or she may be reimbursed for any actual expenses incurred in performance of duties with pre-approval.

Article VII. Conflict of Interest

 When a Board member becomes aware of a potential conflict of interest, that member must disclose the potential conflict of interest prior to participating in discussion on the matter. The Board shall then have the opportunity to deliberate on whether the conflict of interest exists.

 1. Board members may participate in discussion regarding topics on which they may have a conflict of interest, but may not participate in the formal voting process.

 2. A conflict of interest statement shall be signed by each Board member annually within the first quarter of the calendar year.

Article VIII. Indemnification

 Liability of Directors and Officers. Neither the directors, officers, or any persons acting therefore (other than independent contractors) shall be liable in damages to any person or entity by reason of any action, failure to act, or any other circumstances taken as, or on behalf of, an officer or director of Friends of the Bailey Library. The previous sentence shall not apply where such acts are done in bad faith and with malice. Friends of the Bailey Library shall indemnify and hold harmless is officers, directors, and employees while serving Friends of the Bailey Library in those capacities, unless such acts are done in bad faith and with malice.

Article IX. Amendments

 Amendments to these By-Laws affecting general operations may be proposed at any regular meeting of the Board and voted on when necessary by majority vote of the Board.

 If a proposed amendment affects the entire membership, then these By-Laws may be proposed and voted on at the Annual Membership meeting or at a special meeting called by the Board President. A majority vote shall constitute approval.

These by-laws are hereby adopted this 20th day of September 2018 to be effective immediately.

Yvonne Garrison

Yvonne Garrison, President