



# SOUTHWEST LA PLATA LIBRARY DISTRICT BYLAWS

## ARTICLE I - NAME

The name of this organization is the “Southwest La Plata Library District”; the library district may conduct some or all of its business using the name “Southwest La Plata County Library District” (“SWLPLD”). SWLPLD operates under the provisions of Colorado Revised Statutes (“C.R.S.”) §§ 24-90-101 *et seq.* (“Library Law”). SWLPLD exercises the powers and authority and assumes the responsibilities delegated to it under Library Law.

## ARTICLE II - PURPOSES AND POWERS

**Section 2.1 Purposes.** The purposes of SWLPLD are to provide public library services to the citizens and residents of La Plata County, Colorado. SWLPLD enriches lives and builds community through opportunities to learn, discover, create, and connect.

**Section 2.2 Powers.** In furtherance of its purposes, SWLPLD, through its Board of Trustees, has the powers, duties, and responsibilities authorized by Library Law and other applicable Colorado law. Nothing in these bylaws will be construed as limiting the powers of the Board of Trustees.

## ARTICLE III - BOARD OF TRUSTEES

**Section 3.1 Appointment.** The management and control of SWLPLD is vested in a Board of Trustees appointed in accordance with Library Law. An individual member of the Board of Trustees is referred to as a “Trustee.” Trustees are appointed by the Board of County Commissioners for La Plata County (“BOCC”) upon the recommendation of the Board of Trustees.

**Section 3.2 Number, Qualifications, and Tenure.** The Board of Trustees consists of seven (7) members, who must be at least eighteen (18) years of age and legal residents of the Southwest La Plata Library District. Trustees are appointed for terms of three (3) years. Henceforth, Trustees terms will expire on January 31 and the terms of newly appointed Trustees will begin on January 31 of the year of appointment. No Trustee will serve more than three (3) three-year terms, to conclude at the end of the year when the ninth year expires. A Trustee appointed to fill a vacancy will be appointed for the remainder of the unexpired term; after this, a Trustee may be appointed to serve up to three (3) more three-year terms.

In addition to the seven appointed Trustees, there shall be an ex officio position and alternate to represent Durango School District 9R, as designated and identified by Durango School District 9R. The ex officio and alternate positions will not vote, but will consistently be involved with the Library District Board to ensure adequate communications between the School District and Library District, due to the shared use of space for library operations at Sunnyside



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and Fort Lewis Mesa Elementary Schools.

**Section 3.3 Attendance at Meetings.** Each Trustee is expected to attend all meetings of the Board of Trustees. If a Trustee fails to attend, without justification, three (3) consecutive regular meetings or two-thirds (2/3) of all meetings called within a calendar year, the Trustee will be queried in writing by the Chairperson of the Board of Trustees about intent and ability to attend future meetings. If the Trustee does not reply in writing to the written notice within thirty (30) days of its receipt, the Chairperson may, with the approval of a majority vote of the Board of Trustees, send a letter to the BOCC requesting that the Trustee be removed for cause.

**Section 3.4 Resignation.** Any Trustee may resign at any time by giving written notice to the Chairperson or Secretary of the Board of Trustees. Any resignation will take effect at the time specified in the notice and unless the notice specifies otherwise, the acceptance of the resignation is not necessary to make it effective.

**Section 3.5 Removal.** A Trustee may be removed only by a majority vote of the BOCC and Board of Trustees only upon a showing of good cause. Good cause includes but is not limited to: end of legal residency in La Plata County; failure to discharge duties; failure to attend meetings in accordance with Section 3.3; acting in such a manner as to obstruct the Board of Trustees, other trustees, or SWLPLD staff in the performance of their assigned and lawful duties; conviction of, or a plea of guilty or no contest to any felony, or any misdemeanor for which a period of incarceration is imposed; falsification of expense accounts, inventories, or other records or reports; or engaging in conduct that results or could result in injury to the property or interests of SWLPLD.

**Section 3.6 Vacancies.** The initial Board appointments for one (1) seat for one (1) year, one (1) seat for two (2) years, one (1) seat for three (3) years, two (2) seats for four (4) years and two (2) seats for five (5) years were made by the BOCC. As terms expire or are vacated, The Board of Trustees will notify the County of vacancies and the County will publish notice of vacancy at least one time in the Library District's official newspaper for publications. Trustee applications will be forwarded to the Board of Trustees, which will evaluate candidate applications. Using its best efforts to ensure representation of Library locations, the Board of Trustees will recommend to the BOCC one or more applicants for appointment at least 30 days before the expiration of the existing trustee's term, if possible, pursuant to C.R.S. § 24-90-108 (2)(c). Trustees are appointed for terms of three (3) years. If a recommendation for appointment is rejected by the BOCC, the Board of Trustees will submit new recommendation(s) until an appointment is ratified by two-thirds (2/3) of the BOCC. A Trustee appointed to fill a vacancy will be appointed for the remainder of the unexpired term; after this, a Trustee may be appointed to serve up to three (3) more three-year terms.

**Section 3.7 Compensation.** No Trustee may receive a salary or other compensation for services as a Trustee, but necessary traveling and subsistence expenses actually incurred may be paid or reimbursed from SWLPLD funds in accordance with Library Law.



**Section 3.8 New Trustee Orientation** Each new member of the Board shall receive from the Director a complete orientation including a tour of the Libraries. The Board of Directors will ensure that the new member is familiar with the Trustee Manual, including copies of the Bylaws, Colorado Library Law, Colorado Public Library standards, pertinent Board minutes and a briefing on issues and problems presently before the Board. Each Library Trustee is encouraged to take advantage of training opportunities for trustees offered by the public library system or statewide agencies and organizations. Likewise, the Library District encourages Trustees to be active in the state library organization and its efforts to inform the governor and legislature of the benefits and needs of public libraries.

**Section 3.9 Ethics and Conflicts of Interest.** Each Trustee will annually sign the Ethics Statement and the SWLPLD Conflict of Interest Policy adopted by the Board of Trustees. A conflict of interest may exist when the interests or activities of a Trustee may be reasonably seen as competing with the interests or activities of SWLPLD, or when a Trustee derives financial or other material gain as a result of a direct or indirect relationship. A Trustee with any possible conflict of interest will disclose such conflict of interest to the Board of Trustees. Any Trustee having a conflict of interest shall not vote or use his/her personal influence on the matter and shall not be counted in determining the number of votes needed for a majority. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. Any new Trustee will be advised of this policy upon assuming the duties of office.

**Section 3.9 Report to the Colorado State Library.** The Board of Trustees will make a report subsequent to the close of each calendar year to the Colorado State Library in the form of a response to a survey administered by the Colorado State Library, including such other statistics and information as may be required by the Colorado State Library. The Library Director and staff will prepare the report on behalf of the Board of Trustees.

**Section 3.10 Authorization.** Membership on the Board of Trustees does not, under any circumstances, authorize a Trustee to represent the Board of Trustees or SWLPLD in any official capacity whatsoever, except as such authority is granted by a vote of the Board of Trustees taken at a regular or special meeting of the Board of Trustees. The Chairperson of the Board of Trustees, or in the Chairperson's absence, the Vice Chairperson, is the authorized spokesperson for the Board of Trustees, unless the Board of Trustees delegates this responsibility to another Trustee or individual.

## ARTICLE IV - OFFICERS

**Section 4.1 General.** The officers of the Board of Trustees are a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and a Board Archivist, who hold their offices for such terms and have such authority and duties as determined by the Board of Trustees. The Board of Trustees may appoint such other officers and assistant officers as it may consider necessary, who hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Trustees. No person may simultaneously hold more than one office.

**Section 4.2 Election and Term of Office.** The officers of the Board of Trustees are



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[REDACTED]

nominated and elected by the Board of Trustees at the December regular meeting of the Board of Trustees, to serve one-year terms that begin on January 31 of the following year. If the election of officers is not held at the December regular meeting, such election will be held at the next regular or special meeting held by the Board of Trustees. Each officer will hold office until the first of the following occurs: expiration of the term of office, election of a successor, death, resignation or removal from office pursuant to Section 4.3. No individual may hold the same office for more than two consecutive terms.

**Section 4.3 Removal.** Any officer may be removed from office by the majority vote of the Board of Trustees whenever, in the reasonable judgment of the Board of Trustees, the best interests of SWLPLD are served thereby.

**Section 4.4 Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Trustees for the unexpired portion of the term.

**Section 4.5 Chairperson.** Subject to the direction and supervision of the Board of Trustees, the Chairperson is the principal executive officer of SWLPLD. The Chairperson presides at all regular and special meetings of the Board of Trustees, appoints all committees, executes all legal documents authorized by the Board of Trustees, serves as a member of all committees, and performs all other duties that are incident to the office of Chairperson or that are prescribed by the Board of Trustees from time to time.

**Section 4.6 Vice Chairperson.** The Vice Chairperson assists the Chairperson, performs such duties as may be assigned by the Chairperson or the Board of Trustees, and serves on the Executive Committee. In the absence of the Chairperson, the Vice Chairperson has the powers and performs the duties of the Chairperson.

**Section 4.7 Secretary.** The Secretary reviews the draft minutes of all regular and special meetings of the Board of Trustees, sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and serves on the Executive Committee.

**Section 4.8 Treasurer.** The Treasurer shall serve as the Board's financial officer, and Chair of the Finance Committee. The Treasurer shall cause to be received and safely kept all monies belonging to the Library District in depositories approved and designated by the Board, in the name of the Library, or in such other investments as may be authorized by law and shall disburse same only upon the authority of the Board. The Treasurer shall cause to have prepared a monthly report to the Board of all receipts, disbursements and account balances. The Treasurer shall cause to have prepared all financial reports required to be submitted to the local, state or federal governments. The Treasurer shall perform any other duties as may be assigned by the Board. The Board of Trustees requires that the Treasurer be bonded at the expense of the Library District.

**Section 4.9 Archivist.** The Board Archivist will be responsible for maintenance and organization of all electronic and physical copies of Board related documents to ensure easy retrieval and access for current and future Board members and staff. The archivist will oversee



and direct the Library Director's role as official custodian of Library District public records.

## **ARTICLE V - MEETINGS OF THE BOARD OF TRUSTEES**

**Section 5.1 Regular Meetings.** Regular meetings of the Board of Trustees are held every month at a location designated by the Board of Trustees. At the January meeting, the Board of Trustees, by resolution, will set the date and hour of regular meetings for the ensuing year. In addition to such resolution, notice and materials for any regular meeting will be given to the Trustees at least five (5) days prior to the holding of the meeting.

**Section 5.2 Special Meetings.** Special meetings may be called by any Trustee or the Library Director for any purpose. Notice of any special meeting will be given to the Trustees at least twenty-four (24) hours prior to the holding of the meeting.

**Section 5.3 Notice to Trustees.** Whenever these bylaws require notice to the Trustees, written notice will be given by SWLPLD administrative staff, using Trustees' contact information on file with SWLPLD, by one of the following methods: email, United States Postal Service mail, facsimile transmission, or hand delivery. Notice given by mail is deemed delivered three (3) days after deposit in the mail. Notice given by electronic means is deemed delivered when the sending party receives confirmation of successful transmission.

**Section 5.4 Open Meetings and Executive Sessions.** All meetings of the Board of Trustees are conducted pursuant to C.R.S. §§ 24-6-401 *et seq.* ("Open Meetings Law"). All business of the Board of Trustees is conducted only during such regular or special meetings of the Board of Trustees as are provided for in these bylaws. All meetings of three (3) or more members of the Board of Trustees are open to the public, subject to the right of the Board of Trustees to meet in executive session. At any regular or special meeting the Board of Trustees may proceed into executive session upon a majority vote of two-thirds (2/3) of the quorum for the purpose of considering a matter permitted and pursuant to C.R.S. § 24-6-402(4). Only the Board of Trustees and its invitees are permitted to attend such executive sessions.

**Section 5.5 Public Notice.** No meeting of three (3) or more members of the Board of Trustees will be held without the posting of public notice, pursuant to Open Meetings Law. At its annual meeting, the Board of Trustees will designate a public place for posting of all notices of meetings of the Board of Trustees, pursuant to C.R.S. § 24-6-402(2)(c). Public notices of Board of Trustees meetings setting forth the meeting date, time, place and, when available, the meeting agenda, will be posted at the designated location no less than twenty-four (24) hours prior to the holding of the meeting. For any meeting at which access via communications devices is to be provided, appropriate information including phone number, access code and/or website link will be included in the meeting notice. In addition, notice of all regular and special meetings of the Board of Trustees will be posted on the SWLPLD website.

**Section 5.6 Remote Participation in Meetings by Trustees.** Trustees unable to be physically present at a public meeting may participate in the meeting via communication devices



as long as the Director is able to hear and be heard; telephonic attendance satisfies the attendance requirements of C.R.S §24-6-402(1)(b). A Trustee wishing to attend via communication devices must give advance notice to the Board or Committee Chairperson or Board Secretary of the desire to attend via communication device. Communication devices include, without limitation, audio and/or video equipment which allows all Trustees and other meeting participants to interact on all motions, discussions and votes. The circumstances supporting use of communication devices shall be announced at the start of a meeting and such circumstances. Information detailing remote attendance at a given meeting by Trustees participating remotely shall be noted in the minutes of the meeting. Remote attendance by a Board member shall be included in quorum determination.

**Section 5.7 Public Participation in Meetings.** The audience is invited to address the board at all regular meetings of the Board of Trustees during a portion of the agenda set aside for this purpose. The Chairperson may invite the audience to speak during special meetings as well. The Chairperson may determine a time limit for comments based upon the number of persons wishing to speak.

**Section 5.8 Records of Meetings.**

- A. Regular and Special Meetings: Under the Secretary's supervision written minutes are prepared of all regular and special meetings to summarize board actions and discussions and to document adoption of any resolutions by the Board of Trustees. After approval by the Board of Trustees, the written minutes of regular and special meetings are open for public inspection, in accordance with the provisions of Open Meetings Law and C.R.S. §§ 24-72-201 *et seq.* ("Open Records Act").
- B. Executive Sessions: Each executive session discussion will be electronically recorded, unless an attorney representing the Board of Trustees, and who is in attendance, determines that all or a portion of the discussion constitutes privileged attorney-client communications. Recordings of executive sessions are retained for at least ninety (90) days, in accordance with C.R.S. § 24-6-402 (2)(d.5)(II)(E). Written minutes prepared for executive sessions need only to state the topic of the session, in accordance with C.R.S. § 24-6-402 (2)(d)(II).
- C. Committee Meetings: Under the supervision of the secretary and respective committee chairperson, written minutes of all committee meetings summarizing discussions are prepared. After approval of the minutes by the committee chairperson, committee meeting minutes are open for public inspection, in accordance with the provisions of Open Meetings Law and Open Records Act.

**Section 5.9 Quorum.** A majority of the Board of Trustees of SWLPLD, or four (4) Trustees, constitutes a quorum necessary for the transaction of business including votes on emergency action at regular or special meetings of the Board of Trustees except as provided in Section 10.1. The act of the majority of the Trustees present at a regular or special meeting at which a quorum is present is the act of the Board of Trustees. In the event of a vacancy, a quorum



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shall be a majority of the serving trustees.

**Section 5.10 Voting.** All Trustees present at meetings may vote, including those participating by electronic means, unless such voting involves a conflict of interest. A Trustee may call for a roll call vote at any time. Voting by proxy is not allowed. The Chairperson may vote upon and may move or second any proposal before the Board of Trustees.

**Section 5.11 Parliamentary Authority.** *Bob's Rules of Order for Colorado Local Governments* guides the proceedings of the Board of Trustees in all cases when not in conflict with these bylaws. The Chairperson, subject to these guidelines, will conduct meetings and provide parliamentary rulings when necessary for meeting order.

## ARTICLE VI – COMMITTEES

**Section 6.1 General.** The Chairperson may create committees to assist in administering the affairs of SWLPLD. Committees may be dissolved with a majority vote of the Board of Trustees. Committee members are appointed by and serve at the pleasure of the Chairperson for one year after appointment or until successors are appointed. Committee members need not be members of the Board of Trustees; however, a non-Trustee may not serve as a committee chair. The principal role of the committees is to advise the Board of Trustees, but the Board of Trustees may delegate to a select committee such duties, powers, and authorities as it deems proper. Regardless of such delegation, the Board of Trustees may not relinquish final responsibility for the actions of any committee. Notice of committee meetings will be given to the Trustees at least twenty-four (24) hours prior to the holding of the meeting. Any committee member may be removed by the Chairperson if the best interests of the Library District shall be served by such removal.

**Section 6.2 Committee Authorities and Limitations.** Each standing and special committee may recommend the adoption or change of rules for the conduct of the affairs for which it is charged, subject to approval by the Board of Trustees. No committee may incur indebtedness or other obligations without the express approval of the Board of Trustees. A committee chair may add advisory, non-voting members to provide additional expertise or a broader representation of interests.

**Section 6.3 Standing Committees.**

- A.** The Finance Committee shall determine the financial aspects of the Library and work with the Library Director in the preparation and presentation of the annual budget. The Finance Committee shall be chaired by the Treasurer.
- B.** The Management Committee shall formulate policies regarding the management of the Library including managerial and operational matters. This Committee shall review, revise, and submit for approval as necessary new policies. The Bylaws and



Board adopted policies shall be reviewed, revised, and submitted for approval annually. The Management Committee shall be chaired by the Vice-Chairperson.

- C. The Development and Strategic Plan Committee shall enhance the Library’s ability to conduct its mission, as defined in the District Bylaws and the Strategic Plan. The committee shall develop/evaluate the strategic plan during the third quarter of each year and present a review at the next scheduled meeting. The committee shall be composed of Trustees and the Library Director. Preferably, the Development and Strategic Plan Committee shall be chaired by the Library Director or a Trustee if the Director’s position is vacant.

## ARTICLE VII – LIBRARY DIRECTOR AND STAFF

**Section 7.1 Employment of Library Director and Staff.** The Board of Trustees employs a Library Director to serve as the administrative and disbursing officer of SWLPLD. The Library Director is employed by written contract and exempt from overtime requirements of the Colorado Minimum Wage Order as a salaried executive employee. The Board of Trustees delegates to the Library Director the authority to employ other staff and to be involved in negotiations with Durango School District regarding staff members administered or shared by or with the School District.

**Section 7.2 Responsibilities of Library Director.** The Library Director is responsible for: specifying the duties of all other SWLPLD staff; ensuring proper training, direction, and supervision of SWLPLD staff; administering all policies adopted by the Board of Trustees; maintaining SWLPLD property; promoting effective library service for the public; and administering SWLPLD’s financial operations within the limitations of the budgeted appropriations. The Library Director performs all duties incidental to the position, including those contained in the Director Job Description and such other duties as may be prescribed from time to time by the Board of Trustees. The Library Director will annually sign the SWLPLD Conflict of Interest Policy adopted by the Board of Trustees and will disclose any conflicts of interest to the Board of Trustees.

**Section 7.3 Participation in Board Meetings.** The Library Director attends all board meetings unless excused by the Board of Trustees and except for audit committee meetings, provides the meeting agenda written in consultation with the board Chairperson, and takes part in the meeting discussions; however, the Library Director is not a member of the Board of Trustees and has no vote. The Library Director is a nonvoting member of all standing committees except for an audit committee.

**Section 7.4 Official Custodian.** The Library Director is the official custodian of SWLPLD's public records. In the absence of the Library Director, the Board Archivist serves as the official custodian of SWLPLD's public records.





## ARTICLE VIII - FUNDS

**Section 8.1 SWLPLD Funds.** It is the duty of the BOCC to levy an ad valorem tax upon real and personal property of La Plata County for the establishment and maintenance of the library district, subject to limits imposed under Colorado law. The Board of Trustees will adopt a budget and will make appropriations for each fiscal year, pursuant to C.R.S. §§ 29-1-101 *et seq.*, and has exclusive control and spending authority over the disbursement of SWLPLD funds.

**Section 8.2 Donor Funds.** All monies or properties intended by the donor to be tax-deductible should be referred to the Friends of the Southwest La Plata County Library District Foundation (“FSWLPLD”). Donations not intended to be tax deductible can be accepted by the SWLPLD. As prescribed in the Memorandum of Understanding between the SWLPLD Board of Trustees and the FSWLPLD Board of Trustees, such donations are accounted for, administered, and expended separately from SWLPLD funds under the direction of the FSWLPLD board. Where a donation is conditioned upon expenditure for the purposes specified by the donor, the FSWLPLD board will comply with such condition so far as practicable, provided that the FSWLPLD board reserves the right to adopt specific policies governing the use and expenditure of such donated funds. Donations of library materials may be accepted and administered at the discretion of the Library Director.

**Section 8.3 Insurance for Library District Agents.** The Board may authorize the purchase and maintenance of insurance on behalf of any agent of the District (including a trustee, officer or employee) against any liability other than for violating a provision of the law.

**Section 8.4 Custodian of Funds.** The Board of Trustees has custody of all SWLPLD funds, pursuant to C.R.S. § 24-90-1 12(2)(c). With respect to the management of said monies and pursuant to C.R.S. § 24-90-109, the Board of Trustees carries a bond and must cause an annual audit of audit exemption to be provided by the Board of Trustees. The annual audit or audit exemption must be submitted to the Colorado Office of the State Auditor and the La Plata County Treasurer. All SWLPLD funds will be invested in strict compliance with C.R.S. §§ 24-75-601 *et seq.*

**Section 8.5 Fiscal Year.** The fiscal year of SWLPLD is the calendar year.

## ARTICLE IX - POLICIES AND ADMINISTRATION

The Board of Trustees adopts administrative polices, in accordance with the provisions of Article X of these bylaws, by which the Library Director conducts the affairs of



SWLPLD. These policies are available to the public.

## ARTICLE X - AMENDMENTS TO BYLAWS AND POLICIES

**Section 10.1 Amendment by Vote.** Bylaws may be added, altered, amended, or repealed on the first reading if all Trustees are present at the meeting and the vote is unanimous. If all Trustees are not present or the vote is not unanimous, but a majority present votes in favor of the proposal, the bylaws will be presented for a second reading at the next regular meeting of the Board of Trustees. At the second reading, if a quorum is present, the bylaws may be added, altered, amended, or repealed by the majority vote of the Trustees present and voting.

**Section 10.2 Notice of Proposed Amendment.** Notice of proposed changes to bylaws or policies must be in written or electronic form and given to all Trustees at least five (5) days prior to the first reading.

**Section 10.3 Automatic Amendment.** These bylaws will at all times conform to Library Law and other applicable Colorado law, as amended from time to time. These bylaws will be deemed to be automatically amended as necessary to conform these bylaws to amendments in Library Law, the Open Meetings Law, the Open Records Act and other applicable Colorado law. The Board of Trustees will update these bylaws from time to time to reflect such statutorily mandated automatic amendments.

**Section 10.4 Review of Bylaws.** The Board of Trustees will review these bylaws at least every three years.

## CERTIFICATION

The undersigned Chairperson and Secretary of the Board of Trustees certify that these amended and restated Southwest La Plata Library District Bylaws were duly adopted by the Board of Trustees on April 21, 2020. A copy of these bylaws is filed with the Board of County Commissioners for La Plata County and with the Colorado State Library in accordance with C.R.S. §-109(1)(a).

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Roy Horvath – SWLPLD Chairperson

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Rebecca Benally – SWLPLD Secretary