

# **BYLAWS OF THE COLORADO LIBRARY CONSORTIUM**

## **ARTICLE I. NAME**

The organization shall be known as the Colorado Library Consortium, hereinafter referred to as "CLiC."

## **ARTICLE II. AUTHORITY**

CLiC is an organization created by authority of Colorado Revised Statutes, C.R.S. (§ 24-90-101, et seq.). Boundaries of CLiC will be the State's borders.

## **ARTICLE III. PURPOSE**

CLiC fosters and provides leadership and expertise through cooperation and collaboration to improve library service to Colorado residents, and shall have the power to fulfill other educational purposes consistent with Internal Revenue Code §501(c)(3).

## **ARTICLE IV. MEMBERSHIP**

Section 1. Eligibility. All of the following four types of publicly-supported entities located within Colorado are eligible for Full Membership in CLiC: (1) public libraries established as defined by Section 24-90-103, C.R.S., and its subsequent amendments; (2) school districts organized pursuant to Section 22-30-103, C.R.S., and its subsequent amendments; (3) academic libraries, including any state university, college, or community college as defined by Section 23-2-102, and its subsequent amendments; and (4) special libraries and cooperatives providing library services (e.g. BOCES).

Section 2. Associate Members. Any museum, non-publicly-funded library or school is eligible for Associate Membership. Associate members may not serve on the Governing Board or vote, but may get benefits of contracts such as the Colorado Cooperative Purchasing Contract, the courier contract, and statewide database contracts. Associate members may be required to pay a membership fee and some services may be available to Associates at a differentiated rate.

- Section 3. Application. Any eligible entity that desires to become a Full or Associate member of CLiC must apply for membership to the Governing Board by formal application. The Governing Board will then determine if and when the library should become a member. Any rejected library may appeal the Governing Board's decision to the Colorado Library Advisory Board.
- Section 4. Services to non-members. Non-members may contract for services on a cost basis with CLiC or may be offered services at a differentiated rate. The Governing Board must approve and is a party to any such contract.
- Section 5. Withdrawal. Before withdrawing from CLiC, a member library shall be required to fulfill all outstanding obligations for the fiscal year. The Governing Board will approve the effective date of a member's withdrawal, such date to be not later than the end of the current CLiC fiscal year.
- Section 6. Representation. Each Full Member will name one official representative (the "Representative") to CLiC's Membership Council who is authorized to vote on behalf of the Full Member. This person will serve until a new Representative is appointed by the Full Member.

#### ARTICLE V. GOVERNANCE

- Section 1. Representation. The Governing Board shall consist of seven (7) members, with at least one representative from any three of the following four types of publicly supported libraries (school, public, academic and special). The Governing Board shall be representative of both large and small libraries and representative of all parts of the State.
- Section 2. Selection of Governing Board Members. The Membership Council shall consist of all the Representatives from full members, referenced in Article IV, §6. Each Representative shall be entitled to one vote on the Membership Council. Each full member may nominate one of its employees, officers, or Board members as a candidate to serve on the Governing Board. The Membership Council shall elect the seven-member Governing Board from those candidates nominated by its full members.
- Section 3. Terms. A full term of office for the seven elected Governing Board members shall be three years. Terms of Governing Board members shall be staggered and shall not exceed two consecutive terms.
- Section 4. Powers and Responsibility. The Governing Board shall have the right to

exercise all powers vested in a public library board of trustees pursuant to Colorado Revised Statutes, C.R.S. (§ 24-90-109). The Governing Board shall employ a director and, upon the director's recommendation, employ such other employees as may be necessary, prescribe their duties, and fix their compensation. The director must hold a graduate degree from an American Library Association accredited school, or a master's degree in educational media or educational technology from a National Council of Accreditation of Teacher Education (NCATE) accredited institution of higher education. The Governing Board shall establish and approve policies, develop the long-range strategic plan, provide financial oversight, and submit annual plans, budgets and reports to the Colorado State Library.

- Section 5. Meetings. The Governing Board shall meet at least four times during the fiscal year but additional meetings may be called as often as required by the business of CLiC. Meetings may be in person, or by any means of communication by which all Board members participating may hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting. One week's notice is required for any scheduled meeting and agendas will be posted according to the requirements of the Colorado Open Meetings Law, C.R.S. (§ 24-6-401, et seq.). Between Governing Board meetings, a vote by mail, telephone, e-mail or fax of the Governing Board may be taken at the discretion of the Chairperson; provided, the action so taken is reduced to writing and approved by a majority of the members of the Governing Board, verbally or in writing. Such action is deemed to be taken on the date the action receives approval by a majority of the members of the Governing Board, unless the Board members establish a different effective date in the writing. Action taken in lieu of a meeting as described herein, shall be recorded in the CLiC minutes and shall have the same effect as action taken at a Governing Board meeting and may be described as such in any document. The Governing Board may go into Executive Session by a vote of the majority of the Board as long as the purpose is in accordance with the requirements of the Colorado Open Meetings Law, C.R.S. (§ 24- 6-401, et seq.). Sturgis's *The Standard Code of Parliamentary Procedure* shall be the authority for parliamentary procedure.
- Section 6. Quorum. A simple majority of the Governing Board will constitute a quorum. A majority vote of the members present shall constitute official action taken.

Section 7. Compensation. Governing Board members shall not receive a salary or other compensation for services; however, travel and meeting expenses incurred by Governing Board members may be reimbursed by CLiC.

Section 8. Vacancies. A Governing Board member may resign at any time by giving written notice to the Governing Board. In the interim, the Chairperson, with advice and approval from the Governing Board, may appoint a substitute to serve out the remainder of the term. The vacancy must be filled by someone from the same type of library and same geographic area. Should a Governing Board member no longer be associated with the agency s/he represents in an official capacity, the Governing Board position becomes vacant. Should a Governing Board member miss more than two consecutive meetings, that position may be declared vacant by the Governing Board.

#### ARTICLE VI. OFFICERS and COMMITTEES

Section 1. Definition. The officers of the Governing Board shall include a Chairperson, Vice Chairperson, Secretary and Treasurer.

Section 2. Election. Officers for the succeeding year will be elected at the first meeting following an annual Governing Board election. The officers shall serve a one-year term, holding office until their successors take office. Officers may serve in the same capacity for two consecutive terms only.

Section 3. Duties. The Chairperson shall preside over Governing Board meetings and shall sign all bonds, contracts, and other instruments authorized by the Governing Board. The Vice Chairperson shall fulfill the duties of the Chairperson during the Chairperson's absence. The Secretary shall be responsible for minutes of meetings and for preparing such correspondence as the Chairperson shall direct. The treasurer has primary responsibility for monitoring fiscal procedures and financial activity.

Section 4. Formation. Such committees as are deemed necessary may be created by the Governing Board and may be temporary or standing committees. Members are appointed by the Chairperson. When appointing committees, the Chairperson shall specify the charge of the committee, as well as the term of the committee.

Section 5. Vacancies. Any officer may resign at any time by giving a month's written notice to the Governing Board. At any official Governing Board meeting, an officer may be removed for just cause provided that written notice of the meeting includes the intent and reason for such removal. A vacancy in any office shall be filled for the un-expired portion of the term by an election of the Governing Board.

#### ARTICLE VII. CONFLICT OF INTEREST

Potential conflicts of interest occur whenever CLiC members are in a position to make or influence decisions that directly affect their own interests, or those of the library where they are employed. It is incumbent upon CLiC members to disqualify themselves from participating in CLiC activities that are in conflict with the accepted ethical standards of their profession and or place of employment. No member of CLiC shall derive any personal financial profit or gain, directly or indirectly, by reason of his or her participation in CLiC. CLiC members must also be aware of limitations identified through the Colorado Fair Campaign Practices Act, and other pertinent laws, when participating in specific activities.

#### ARTICLE VIII. AMENDMENTS

These bylaws may be amended by the Governing Board provided that: a quorum of the Governing Board is present, a majority of the Governing Board members present votes in favor of the amendment(s), the majority includes at least one representative from three of the four types of libraries, the Governing Board receives at least thirty days notification of the proposed amendment(s).

#### Article IX. INDEMNIFICATION AND LIMITATION OF LIABILITY

CLiC is hereby empowered to limit the liability and indemnify its directors and officers to the full extent permitted by Colorado law. CLiC shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification.

#### Article X. DISSOLUTION

If the need for CLiC ceases to exist, the Membership Council, in its sole discretion, shall by a two-thirds vote of its Full Members, declare its intent to dissolve the organization and file with the Colorado State Library, for their approval, a plan for effecting such dissolution (the "Plan of

Dissolution”). The Plan of Dissolution shall be carried out upon approval by the State Board of Education. The Plan of Dissolution shall include, among other things, a certification that: (1) CLiC has paid or made provision for the payment, satisfaction, and discharge of all of its liabilities and obligations, and (2) CLiC shall distribute all assets legally available for distribution after the payment, satisfaction, and discharge of all of its liabilities and obligations by making one or more: (i) pro rata distributions to its Full Members, and/or (ii) distributions to any existing Colorado regional library service system(s) or similar governmental entity for a public purpose. Notwithstanding any other provision herein to the contrary, the distribution of all assets upon the dissolution of CLiC shall be in full compliance with Internal Revenue Code §501(c)(3).