

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 AND MISSION

- Section 1. **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).
- Section 2. **Mission.** The nonprofit Colorado Library Consortium (CLiC) is an innovative, collaborative-focused organization that empowers libraries and library staff to better serve their patrons.

ARTICLE IV. MEMBERSHIP

- Section 1. **Full Members.** The following six 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) charter schools organized pursuant to Section 22-30-5.103, C.R.S., and its subsequent amendments;
 - (4) academic libraries, including any state university, college, or community college as defined by Section 23-2-102, and its subsequent amendments;
 - (5) academic libraries, affiliated with non-profit academic institutions;
 - (6) publicly supported special libraries and cooperatives providing library

services.

- Section 2. **Associate Members.** Any entity not eligible for full membership is eligible for Associate Membership. Associate members may not serve on the Governing Board or vote, but may benefit from contracts and services. Associate members may be required to pay an administrative fee for some services as established by the Governing Board.
- Section 3. **Application.** Any eligible entity that desires to become a Full or Associate member of CLiC must submit a formal membership application to the Governing Board. The Governing Board will then determine if and when the library should become a member.
- Section 4. **Services to non-members.** Non-members may contract for services on a cost recovery basis with CLiC. 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") 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 six types of Full Member libraries: school (public or charter) public, academic (public or non-profit) and special. The Governing Board will include representatives from both large and small libraries from all parts of the State.
- Section 2. **Selection of Governing Board Members.** The Representative as defined in, Article IV, §6 shall elect the seven member Governing Board. Each Full Member or current Governing Board Member may nominate a director or senior manager from a Full Member library to serve on the Governing Board. Each Representative shall be entitled to one vote. The Full Members shall elect the seven-member Governing Board from those candidates nominated

by 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 has 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 an executive director and, upon the executive director's recommendation, employ such other employees as may be necessary, prescribe their duties, and fix their compensation. The executive 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 required to address immediate (or urgent) CLiC business. Meetings may be in person or by approved alternative communication means which allow participating Board members to interact and communicate during the meeting. Board members participating in a meeting by alternative means are deemed to be present 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.).
- Section 6. **Other Action.** Separate from regular Governing Board meetings a vote by mail, telephone, electronic media, or fax may be taken at the discretion of the Chairperson; provided the action is approved in verbally or in writing by a majority of the members of the Governing Board. 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.
- Section 7. **Executive Session.** 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 8. **Quorum.** A simple majority of the Governing Board will constitute a quorum. A majority vote of the members present shall constitute official
- Section 9. **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 10. **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 should be filled by someone from the same type of library. 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. **Committee 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. 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:

- (1) a quorum of the Governing Board is present,
- (2) a majority of the Governing Board members present votes in favor of the amendment(s),
- (3) the majority includes at least one representative from three of the four types of libraries,
- (4) 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 Full Members, at its sole discretion, shall by a two-thirds vote, 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 by the State Board of Education upon approval. 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).