

BYLAWS
FRIENDS OF THE PIKES PEAK LIBRARY DISTRICT
AS AMENDED OCTOBER 1, 2018

ARTICLE I
NAME

The formal name of this corporation is Friends of the Pikes Peak Library District. The informal name is Friends. The corporation is a non-profit, tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Service Code (see Article XV). The Fiscal Year for the corporation is January 1 through December 31.

ARTICLE II
PURPOSE

The purposes of the corporation, set forth in the Articles of Incorporation, provide for the Friends to support principles of learning, literacy, intellectual freedom and access to information. The Friends build community awareness of the resources provided by the Pikes Peak Library District (PPLD). The Friends are community advocates for PPLD and provide financial support and volunteer assistance to help PPLD fulfill its mission. All other applicable sections of these Bylaws apply to the Branch Library Committees.

ARTICLE III
LOCATION

The principal office of the corporation, at which the general business of the corporation shall be transacted and where the records of the corporation will be kept, is located in the East Library, 5550 North Union Boulevard, Colorado Springs, Colorado 80918-1950.

ARTICLE IV
MEMBERSHIP

Section 1 Eligibility

Any person or organization may become a member upon payment of annual **or** Lifetime dues.

Section 2 Types of Membership

The Board of Directors shall determine types of membership and applicable dues. The types of membership shall be publicized to the community.

Section 3 Dues

Dues are payable upon joining the Friends and renewed annually, with the exception of a Lifetime membership. Benefits of membership begin the date the Membership Application and Membership Dues are received. Membership expiration date is one year from the last day of the month of the application date. A grace period of thirty days shall be allowed before deleting members from the membership roster. Members may designate a specific PPLD Branch Library as their library of choice. All membership dues will be paid into the District account and all taxes for the Branch Libraries will be paid by the District.

Section 4 Code of Conduct

Any PPLD Friends member who engages in activities contrary to the objectives and to the purposes of the Friends, or who brings discredit to, or who misrepresents the Friends may be dropped from membership by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V
MEETINGS OF THE MEMBERSHIP

Section 1 Annual Meeting

The Board of Directors shall hold an annual meeting of the membership in January with written notice to the members sent no less than thirty days before the Annual Meeting.

Section 2 Special Meetings

- a. Special meetings of the membership may be held at a time and place designated by the Board of Directors with no less than seven days notification given. Any such meeting shall be held for the purpose(s) designated in such notice.
- b. Any member may request a special meeting of the membership by contacting the Board of Directors, who will evaluate the request.

Section 3 Quorum

The presence of no less than twenty members at an Annual or Special Meeting shall constitute a quorum for the transaction of business.

Section 4 Voting

The vote of the majority of the members present at any meeting of the members shall decide any matter brought before such members. Proxies will not be accepted.

ARTICLE VI
BOARD OF DIRECTORS

Section 1 Number, Manner of Selection, and Term of Office

- a. The voting members of the Board of Directors are uncompensated volunteers and shall consist of no fewer than five and no more than fifteen members of the Friends.
- b. The Nominating Committee shall be responsible for identifying the approved nominee(s) names and will ensure that the approved names are sent to the membership with the announcement of the Annual Meeting. The directors are elected at the Annual Meeting.
- c. By majority vote, the board may appoint directors during mid-term to fill a vacancy. The appointed directors will have full voting privileges. The appointed directors may be slated for election at the Annual Meeting. Nominations will not be accepted from the floor.
- d. The term of office for a Director is two years. No member of the board shall accumulate more than ten years of service.
- e. Ex officio (non-voting) members of the board are the Chief Librarian and Chief Executive Officer of PPLD, any staff member the Chief Librarian and CEO of PPLD designates to serve as the staff representative to the Board, the Friends employees, the representatives from PPLD Board of Trustees, the representatives from PPLD Foundation, and representatives from each Branch Library Friends.
- f. The board year is February 1 through January 31.

Section 2 Qualification of Elected Directors

No person shall be elected or continue to serve as a director of the Friends whose annual membership dues are not current, is a member of the PPLD Board of Trustees, a member of the PPLD Foundation Board, or a member of the staff of PPLD.

Section 3 Meetings of the Board

a. Regular Meetings

The regular meetings of the Board shall be held bimonthly in the months following the meetings of PPLD's Board of Trustees at times and locations directed by the Executive Committee.

b. Special Meetings

Special meetings may be called by the President with no less than a ten-day notice and shall be held at such time and place for such purpose as directed by the President.

Section 4 Quorum

The presence of a majority of the voting Board members constitutes a quorum for the transaction of business. Proxies will not be accepted.

Section 5 Voting

a. In Person

The vote of the majority of the voting board members present at any meeting of the board shall decide any matter brought before such meetings

b. Electronic Mail

(1) The President of the Board of Directors may initiate an electronic mail vote when it is deemed an issue requires action prior to the next regular meeting of the Board. This procedure shall not replace a regular meeting of the Board and shall only be used in rare situations. The President or Secretary will keep an official copy of the electronic mail with the complete list of Board electronic mail addresses to confirm every Board member has been notified. The President shall ensure all Board members receive timely notification of the results of the electronic mail vote.

(2) Board members have at least five days from the date the electronic mail is sent to respond to the vote request. During this five-day period, any comments and discussion from Board members shall be transmitted by electronic mail to each member of the Board.

(3) A two-thirds majority of Board members voting in the affirmative shall carry the motion.

(4) The vote shall be tabulated and certified by the President, reported to the Secretary, recorded at the next regular meeting, and entered into the official Board minutes.

Section 6 Vacancies and Absences

a. Any vacancies occurring on the Board of Directors may be filled for the remainder of the unexpired term by a majority vote of the remaining members of the Board.

b. Any Director who is absent from three consecutive Board meetings and has not given advance notice may be removed from the Board. This action shall require a majority vote of the Board.

Section 7 Powers and Duties

The Board has full charge of the property and business of the corporation, with full power and authority to manage and conduct same, subject to the instructions of the general membership. For this purpose, the Board may appoint any special committees it deems necessary.

Section 8 Director Emeritus

The title of Director Emeritus may be awarded if the nominee meets all the following criteria:

- a. Served as a Director of the Board.
- b. Made exceptional contributions to the Friends.
- c. Is nominated by a member of the Friends within twelve (12) months after the completion of the Director's term.
- d. Is approved by a two-thirds vote of the Board.

ARTICLE VII OFFICERS/EXECUTIVE COMMITTEE

Section 1 Election of Officers

- a. The elected officers of the Friends are President, Vice President, Secretary and Treasurer. These elected officers comprise the Executive Committee.
- b. The President and Secretary will be elected for a two-year term on even-numbered years at the regularly scheduled November Board Meeting, installed at the Annual Meeting, and take office February 1.
- c. The Vice President and Treasurer will be elected for a two-year term on odd-numbered years at the regularly scheduled November Board Meeting, installed at the Annual Meeting, and take office February 1.

Section 2 Duties of the President

- a. The President shall be chairperson of the Board of Directors. The President shall preside at all meetings of the Friends of PPLD, the Board of Directors, and the Executive Committee. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall appoint a historian and all committee chairpersons except those chairpersons designated by the Bylaws. The President shall have those powers of supervision and management as usually pertain to the Office of President and shall perform such other duties as may be designated by the Board.
- b. In the event of the inability of the President to serve the full term of office, the Vice President shall assume the position of President and shall complete the term.

Section 3 Duties of the Vice President

- a. In the absence or incapacity of the President, the Vice President shall preside at meetings and perform all other duties of the President. The Vice President shall perform such other duties as the President and Board may designate.
- b. In the event of the inability of the Vice President to serve the full term of office, the remaining members of the Executive Committee will appoint a replacement to complete the term.

Section 4 Duties of the Secretary

- a. The Secretary shall keep and publish a written record of all the meetings of the Board of Directors and of the Executive Committee; give written notice and keep attendance of all Board meetings; keep records of the officers, directors, and members of the Friends and their addresses and phone numbers; and be charged with the performance of any task in these Bylaws imposed upon the office.

- b. In the event of the inability of the Secretary to serve the full term of office, the remaining members of the Executive Committee will appoint a replacement to complete the term.

Section 5 Duties of the Treasurer

- a. The Treasurer shall cause to be collected, held and disbursed any and all funds under the direction of the Board of Directors, including tax obligations of the Friends as required by city, state or federal regulation. The Treasurer shall cause to be kept regular books of account and present the Treasurer's Report to the Board for their approval at each meeting. The Friends Finance Coordinator is the Treasurer's agent in fulfilling these obligations and is the registered agent of the corporation with the State of Colorado.
- b. The treasurer is responsible for submitting an annual budget as proposed by the Executive Committee.
- c. Branch Library Friends shall determine the expenditure of the funds collected by their respective Friends group.
- d. In the event of the inability of the Treasurer to serve the full term of office, the remaining members of the Executive Committee will appoint a replacement to complete the term.

Section 6 Executive Committee Members and Duties

- a. The members of the Executive Committee consist of the four elected officers and the Immediate Past President. The Immediate Past President shall serve in an advisory capacity without vote and regardless of the ten-year term limitation. The Friends employees and PPLD staff representatives are considered ex-officio members of the Executive Committee and are invited to meetings of the committee on an ad hoc basis.
- b. The Executive Committee shall meet at the call of the President as often as necessary. The Executive Committee shall set the time and place for all meetings of the Board, approve the members of the Nominating Committee as appointed by the President and perform such duties as the Board may designate.

ARTICLE VIII
FRIENDS EMPLOYEES

Section 1 Appointment

The Board of Directors may employ staff as required. Other than the Executive Committee, each employee may be invited to serve as ex-officio member of any Board committee appropriate to the employee's job description.

Section 2 Duties

The duties of the employees are specified in separate documents which will be reviewed annually and updated whenever deemed necessary by the Board.

Section 3 Evaluation

An annual evaluation of each employee shall be conducted in a manner prescribed by the Executive Committee.

ARTICLE IX
COMMITTEES

Section 1 Standing Committees

As needed, the following standing committees shall be established and staffed from the Board and the general membership. The chairperson for each committee will serve for a one-year term within one month after the Annual Meeting.

a. Nominating Committee

- (1) The Nominating Committee shall consist of a minimum of two members of the current Friends Board of Directors and one member of the Friends who is not currently serving as a Director.
- (2) The approved slate of nominees for members of the Board of Directors shall be presented at the Annual Meeting and the slate shall be mailed to the membership with the notice of the Annual Meeting.
- (3) The Nominating Committee shall nominate one or more candidates for each office of the Executive Committee and shall present the slate to the Board at the Board's November meeting. Candidates for office are voted on at the November Board Meeting by the current Board of Directors in the order of President and Secretary in even-numbered years and Vice President and Treasurer in odd-numbered years. Balloting for each office will immediately follow the closing of nominations from the floor for that office. The ballots will be counted for that office and the result announced before the next office to be voted upon is opened for nominations from the floor.

b. Membership Committee

The Membership Committee shall encourage membership in the Friends by actively recruiting and retaining members.

c. Program Committee

The Program Committee shall sponsor programs that enhance the Friends and PPLD's missions and make the community more aware of PPLD's purpose. The Program Committee Chairperson is responsible for appointing sub-committees to organize the programs.

d. Book Sale Committee

The Book Sale Committee is primarily responsible for assisting the Book Sales and Volunteer Coordinator in the supervision of the Penrose Library, East Library, and 21C bookstores and organizing regular book sales. The committee shall promote the collection of books by various means to ensure a plentiful supply for each sale. The committee shall periodically review the operations of the bookstores and the process for periodic book sales for opportunities for improvement, to ensure planned revenue for each fiscal year, and to promote ideas for revenue.

e. Historian

A historian shall collect information to be used for the annual update of the history of the organization; compile such an annual update; provide information to the Board, the library district and community agencies about the Friends whenever needed or requested.

f. Branch Library Committee

Representatives from the Friends group of each PPLD branch shall meet quarterly to share information regarding their activities and receive reports from the Friends Board of Directors, the Foundation, and PPLD. The chairperson and secretary will be elected by the branch representatives during their 4th Quarter Meeting.

g. Bylaws Committee

The Secretary shall serve as chairperson and members will be appointed by the President to annually review the Bylaws.

h. Finance Committee

The Treasurer shall serve as chairperson and members will be appointed by the President. The committee shall write the Financial Procedure Handbook and annually review the Handbook.

Section 2 Special Committees

The board may create special committees.

ARTICLE X
CONTRIBUTIONS AND GIFTS

Section 1 General

Donors making contributions and gifts to the Friends in furtherance of its objectives and purposes may make contributions and gifts of any kind and nature whatsoever. All contributions and gifts are subject to acceptance by the Friends. The Friends reserves the right to reject any contribution or gift.

Section 2 Conditions, Gifts and Endowments

Donors may impose such limitations, stipulations, and restrictions on the use or purpose of contributions and gifts. The Friends shall honor such limitations, stipulations, and restrictions, provided the same would not jeopardize the corporation's status as a non-profit, tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code.

Section 3 Investment of Funds

All funds received by the Friends for which there is no immediate need for operations shall be invested by the Corporation for production of income and/or capital appreciation in such accounts, certificates, deposits, funds, repurchase agreements, bonds, stocks securities, bank common trust funds, and other prudent investments irrespective of whether the same are insured by state or federal authorized agencies or identified as lawful investment by the statute of the State of Colorado. All income so produced shall be accumulated, held, invested, and reinvested until such time as said sum or some portion thereof is needed in order to carry out the purposes of the Friends.

ARTICLE XI
RELATIONSHIP WITH OTHER PIKES PEAK LIBRARY DISTRICT BODIES

The Friends shall foster and maintain a professional relationship with the Board of Trustees of PPLD and the Foundation of PPLD to enhance the ability of all three bodies to support the mission of PPLD. The Board of Trustees and the Foundation shall be invited to provide representatives to the Friends Board to serve as ex-officio members of the Friends Board. At the invitation of these representatives, the Friends will provide a representative to their meetings. The President of the Friends shall serve on PPLD's Foundation Board as an ex-officio member.

At the invitation of the Board of Trustees, the Friends President or a designated member of the Board will attend those meetings.

ARTICLE XII
AMENDMENTS

The Board of Directors has the power to amend the bylaws of the corporation as deemed necessary for the proper management of the corporation. Any amendments shall be approved by a majority vote of the entire Board of Directors. The amended bylaws will be made available to the members of the Friends and PPLD no later than seven days following approval.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised are the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XIV
DISSOLUTION OF THE CORPORATION

See Article XI of the Articles of Incorporation.

ARTICLE XV
LIMITATIONS REQUIRED FOR TAX EXEMPTION

The corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Service Code. Specifically, and in accordance with Article III, Paragraph B of the Articles of Incorporation, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.