



BYLAWS
of the
FRIENDS OF THE LITTLETON LIBRARY AND MUSEUM, INC.
(A COLORADO NONPROFIT CORPORATION)

Effective January 1, 2021

ARTICLE I **NAME**

The name of this corporation is FRIENDS OF THE LITTLETON LIBRARY AND MUSEUM, INC. (hereinafter referred to as the "Friends").

ARTICLE II **PURPOSE**

The purpose of the Friends shall be to:

- Support and encourage the activities of the Edwin A. Bemis Public Library (hereinafter referred to as the "Library") and the Littleton Museum (hereinafter referred to as the "Museum");
- Work toward the improvement of the Library and the Museum as educational and cultural service units for the citizens of Littleton;
- Foster and secure continued support for the services and programs of the Library and Museum;
- Assist in the dissemination of information, services, and resources to the community;
- Encourage and promote cooperation between the Friends and other community groups through civic and cultural activities, all of which are to be carried out within the scope and meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"), and regulations issued thereunder, or the corresponding section of any future tax code.

ARTICLE III **MEMBERSHIP**

Section 1. Membership in the Friends shall be open to those interested in furthering the Friends' above-stated purposes and objectives. The Friends' Membership (the "Membership") shall be entities (hereinafter referred to as the "Members") composed of individuals, families, businesses, or other entities as may be

prescribed by the Friends Board of Directors (hereinafter referred to as the "Board").

Section 2. All current Members are entitled to a subscription to the Friends' newsletter (The Oracle) and other such programs and materials as may be developed for the Membership. Except for invitations to openings, advance ticket sales to designated events, and discounts determined by the Board, the Membership is not entitled to special privileges at either the Library or the Museum.

Section 3. The Membership list is available for Friends purposes only.

Section 4. Voting: All current memberships are entitled to a single vote. Friends' business may be presented at in-person meetings, electronically or by mail formats. There shall be no voting by proxy.

Section 5. Dues: Before the beginning of the Friends Fiscal Year (hereinafter referred to as the "Fiscal Year"), the Board shall determine any changes to Membership dues and privileges. Members in good standing are those with currently paid memberships.

ARTICLE IV ADMINISTRATIVE YEAR

The Friends Administrative Year (hereinafter referred to as the "Administrative Year") shall be January 1, 12:01 A.M. through December 31, 11:59 P.M.

ARTICLE V FISCAL YEAR

The Fiscal Year shall be January 1, 12:01 A.M. through December 31, 11:59 P.M.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The affairs and management of the Friends shall be under the control of the Board.

Section 2. The Board shall approve the Friends' Annual Budget (hereinafter referred to as the "Budget") and authorize the expenditure of Friends' monies.

Section 3. The Board shall consist of the current Friends Officers (hereinafter referred to as the "Officers") and at least four (4) current Members serving as Directors of the Corporation (hereinafter referred to as the Directors). The existing Board will determine if additional Board members are needed, the Board consists of nine (9) to eleven (11) voting members.

Section 4. Officers for the upcoming Fiscal Year are approved by the Board on an annual basis. Officers conduct the daily management and leadership of the Friends; and serve as the Executive Committee. Directors assist with policies, procedures, and programming.

Section 5. The Officers and Directors of the Board shall be ratified by a majority vote of the Members present at each Friends Annual Business Meeting (hereinafter referred to as the "Annual Meeting").

- Section 6. Ex officio members of the Board shall be the immediate Past-President, the Directors of Bemis Public Library and the Littleton Museum, and any other relevant representative, as determined by the current Board. Ex officio members are non-voting and their attendance shall not be counted towards a quorum.
- Section 7. The President shall preside at all Board Meetings. In their role as Directors of the Corporation, the Officers and Directors shall occupy and perform the duties of their corresponding functional Board position.
- Section 8. A vacancy on the Board, however caused, shall be filled by the President's appointment of a Member, with the approval of the Board, to serve out the remaining term of that vacancy.
- Section 9. Board members serve a two-year term coincident with the Administrative Year. The terms of office for the Board shall overlap by electing two (2) or more Board members in even-numbered years and two (2) or more Board members in odd-numbered years. Board members are eligible to serve no more than four (4) consecutive terms. One or more people, who would share a single vote on the Board, may simultaneously hold a single Board position.
- Section 10. The Directors shall perform such duties, as they deem appropriate to further the Friends' purposes, objectives, well-being, and other duties as assigned by the President.
- Section 11. All Board members shall have a current paid membership with the Friends.
- Section 12. Board members can only hold one position on the Board, either as an Officer or a Director. A Director may fill an Officer's position temporarily until the Officer returns to his or her position.
- Section 13. All Board members shall annually sign a Conflict of Interest Statement.
- Section 14. Any Board member may resign at any time by giving notice in writing or by electronic transmission to the Friends President or the Friends Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such a resignation from the Board of Directors shall also be considered a resignation from any position as an Officer of the Corporation that such a Board member might hold.

ARTICLE VII OFFICERS OF THE CORPORATION

- Section 1. The Officers shall carry out the orders and resolutions of the Board.
- Section 2. The Officers shall be the President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The President must have served on the Board for at least one year immediately prior to assuming the office of President.
- Section 3. If there is a vacancy, however caused, in the office of President, the First Vice-President shall assume the office of President together with the duties and responsibilities of that office.
- Section 4. Officers serve a one-year term coincident with the Administrative Year. Officers are eligible to serve no more than two (2) consecutive one-year terms in one

office. The above consecutive term restriction shall apply unless an exception needs to be made to fill the office after the Nominating Committee has made its report to the Board and has been unable to find a candidate. This action requires Board approval.

Section 5. Officers shall be elected by a majority vote of the Members at the Friends Annual Meeting.

Section 6. Duties of the Officers:

- A. The President shall be responsible to see that the orders and resolutions of the Board are carried out. The President shall be the Friends Registered Agent with the Colorado Secretary of State. The President, or designee, shall prepare and submit the Friends Annual Corporation Report to the Colorado Secretary of State before the end of the reporting month of each year. The President shall preside at all meetings of the Membership. The President shall appoint all Committee Chairs, subject to the approval of the Board, and advise and assist the Chairs in accomplishing their assignments. The President shall be an ex officio member of all Friends' Committees except the Nominating Committee and may be a voting member of said Committees if approved by the Board. In an emergency and in the absence of the Treasurer, the President shall be able to disburse Friends' monies.
- B. The First Vice-President shall serve as President Pro Tempore in the absence of the President. The First Vice-President serves in a leadership role with planning, development, and actively assisting with the stated goals of the Friends. Such leadership may include committee chairmanship and membership; and active participation with programs and events.
- C. The Second Vice-President shall serve as President Pro Tempore in the absence of the President and the First Vice-President. The Second Vice-President serves in a leadership role with planning, development, and actively assisting with the stated goals of the Friends. Such leadership may include committee chairmanship and membership; and active participation with programs and events.
- D. The Secretary shall record the minutes of all Board Meetings and shall prepare and present to the Board for approval the minutes of all Board Meetings. The Secretary shall record the minutes of the Friends' Annual Meeting and all Special Meetings as may occur and shall prepare and present to the Members for approval the minutes of the Friends' Annual Meeting and all Special Meetings as may occur. The Secretary shall ensure the minutes are filed electronically and backed-up on the Board's current technology platform. The Secretary shall be responsible for all the Friends' and the Board's correspondence and shall maintain the Friends Articles of Incorporation and Bylaws. The Secretary shall serve as President Pro Tempore in the absence of the President, the First Vice President, and the Second Vice-President.
- E. The Treasurer shall collect, disburse, and be responsible for all Friends' monies. The Treasurer shall prepare and present to the Board for approval a Monthly Treasurer's Report. The Treasurer shall prepare and present a Summary Treasurer's Report to the Members at the Annual Meeting. Before the 15th day of the 5th month after the close of the Fiscal Year, the Treasurer, or a designee appointed by the President, shall prepare and submit the Friends' Annual Financial Report and Annual Registration Renewal to the Colorado Secretary of State as required by the Colorado Charitable

Solicitations Act. The Treasurer shall prepare such state and federal fiscal reports and forms as required by law. The Treasurer, working with the Budget Committee, shall develop a Budget Proposal for the upcoming Fiscal Year. The Treasurer shall present the Operating Budget Proposal to the Board for approval before the beginning of the upcoming Fiscal Year. The Treasurer shall serve as President Pro Tempore in the absence of the President, the First Vice-President, the Second Vice-President, and the Secretary.

- F. The Treasurer shall prepare and present an up-to-date Financial Report to the Board preceding the Annual Meeting. On approval by the Board, the Treasurer shall present this Financial Report to the Membership at the Friends' Annual Business Meeting.

ARTICLE VIII MEETINGS

- Section 1. The Board shall meet monthly, except if determined by a vote of the Board, a meeting is not necessary. When necessary, the President shall call Special Board Meetings. The President may call for a virtual meeting. Voting by written, electronic, or virtual consent is acceptable as long as votes are recorded by the Secretary as part of the official records. A majority of the Board currently in office shall constitute a meeting quorum.
- Section 2. The Friends shall hold an Annual Meeting during the last quarter of the year. The Annual Meeting may be held in-person, or if necessary, by electronically or mailed format. The slate of Officers and at least two (2) Directors shall be ratified by a majority vote of the Members as part of the Annual Meeting.
- Section 3. Either the Board or a body of twenty-five (25) Members may call a Special Meeting of the Membership. Either the Board or the body calling such a Special Meeting shall notify the Membership of the intent of said meeting two (2) weeks in advance.
- Section 4. Except where these Bylaws are in contradiction, the current edition of *Robert's Rule of Order* shall govern all Friends' meetings and affairs.

ARTICLE IX COMMITTEES

Section 1. Fiscal Audit Committee:

- A. At the completion of each Fiscal Year, the President shall appoint, with the approval of the Board, a Fiscal Audit Committee (hereinafter referred to as the "Audit Committee") and Chair. The Audit Committee shall consist of no less than two (2) and no more than three (3) voting committee members. The President shall appoint the Audit Committee members from the current Membership. The Audit Committee shall include, at a minimum, one (1) Member from the Board and one (1) Member at Large.
- B. The Treasurer shall serve as an ex officio member of the Audit Committee.
- C. The Audit Committee shall perform a fiscal audit (hereinafter referred to as the "Audit") of the Friends' financial records for the prior Fiscal Year. The Audit Committee shall complete the Audit within ninety (90) days of the close of the Fiscal Year.

- D. Upon completion of the Audit, the Audit Committee shall prepare a written Friends' Audit Report (hereinafter referred to as the "Report") of their findings and recommendations. The Audit Committee shall present the Report to the Board at the next Board Meeting after the completion of the Audit.

Section 2. Nominating Committee:

- A. The President shall appoint, with the approval of the Board, a Nominating Committee and Chair in May each year.
- B. The Nominating Committee shall be composed of one (1) Member from the Board, two (2) Members at Large, and the Directors of Bemis Public Library and the Littleton Museum (ex-officio member).
- C. The Nominating Committee shall prepare a slate of Officers and Directors for ratification at the Annual Meeting. The Nominating Committee shall present a report and a slate of candidates to the Board by August of each year whereupon the Board will vote on the slate of Officers to be presented to the Membership.
- D. During the Annual Meeting, Members can make additional nominations from the floor, provided the nominee has given prior written consent.

Section 3. Budget Committee:

- A. The President, with the approval of the Board, shall appoint a Budget Committee by September of each year.
- B. The Budget Committee shall prepare a Budget Proposal for the Fiscal Year following their appointment.
- C. The Budget Committee shall be comprised of the Treasurer, the President, a current member of the Board, and one (1) Member at Large as determined by the President and Treasurer.
- D. The Treasurer shall serve as Chairman of the Budget Committee.

Section 4. Other Committees: The President, with the approval of the Board, shall appoint any annual or ad hoc committees, which may be required from time to time, to coordinate or support any activities sponsored by or involving the Friends.

ARTICLE X FISCAL AGENT

Section 1. With the approval of the Board, the Friends may act as a fiscal agent for groups affiliated with either the Library or the Museum, provided the Board deems the projects of such a group to be in accordance with the Friends' tax-exempt purposes.

ARTICLE XI BYLAWS

Section 1. The Board shall retain the power to make prudent Bylaws, such as these, as they deem proper for the management of the affairs of the Friends, according to the statute in such cases made and provided, together with the power at any time to alter, amend, or repeal these Bylaws.

- Section 2. The Board shall reserve the right to interpret these Bylaws within the scope of the Friends' purpose and objectives, and as well as the scope of the powers conferred by the State of Colorado upon nonprofit corporations.
- Section 3. The Bylaws Committee shall meet as needed to compile a list of proposed changes to the Bylaws for presentation to the Board for approval. Approved changes will be presented to the membership electronically and/or by mail. The Membership shall be given two (2) weeks advance written notice of the proposed amendments, revisions, or repeal to which they may respond in writing if there are any objections. After this, the Board shall vote to incorporate alterations, amendments, or repeal the Bylaws changes. An affirmative vote of two-thirds (2/3) of the Board currently in office is required to change the Bylaws.
- Section 4. The above shall not preclude the Board approving and implementing a time-critical Bylaws change at any time provided the change process complies with the other Sections of this Article.