



## Key

Black	Original wording of 2015 Bylaws
<del>Red strikethrough</del>	Wording to be removed
<b>Green bold</b>	Wording to be updated or added
<i>Blue Italics</i>	Notes of explanation when extended edits might confuse

# BYLAWS

of the

## FRIENDS OF THE LITTLETON LIBRARY AND MUSEUM, INC.

(A COLORADO NONPROFIT CORPORATION)

Revised ~~January 1, 2015~~ **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") ~~comprised~~ **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. With the exception of 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 ~~Members~~ memberships are ~~are eligible to vote at any meeting of the Membership at which they are present~~ entitled to a single vote. Business may be presented at in-person meetings, electronically or mailed formats. There shall be no voting by proxy. ~~All current Members are entitled to a single vote.~~
- Section 5.** Dues: Prior to the beginning of the Friends Fiscal Year (hereinafter referred to as the "Fiscal Year"), the Board ~~of Directors~~ shall determine ~~the Membership's categories, annual dues and benefits. Membership renewals shall be due and payable annually within the month of a Member's anniversary date.~~ 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 V. 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 **all** Friends' monies.
- Section 3.** The Board shall consist of the current ~~Officers of the~~ **Officers** (hereinafter referred to as the "Officers") and ~~the~~ **at least** four (4) current Members serving as Directors of the Corporation (hereinafter referred to as the ~~Members~~ **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 serve the daily management and leadership of the Friends and serve as the Executive Committee. Directors assist with leadership of policy, procedures and programming.**
- NOTE: Moved what was Section 9 to Section 5, then renumbered 6,7,8 & 9.*
- Section 5.** ~~Two (2) or more~~ **The Officers and Directors of the** ~~Members~~ **Directors Board** shall be elected by a majority vote of the Membership present at each Friends Annual Business Meeting (hereinafter referred to as the "Annual Meeting"). **If necessary, the election of the Board may be held electronically or by mailed formats.**
- Section 6.** Ex officio members of the Board shall be the immediate Past-President, ~~a representative from the Library and a representative from the Museum as designated by the position)~~ **Director** the Director of Littleton's Library & Museum Services ~~and the Editor(s) of The Oracle~~ 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 Chairman of the Board (hereinafter referred to as the "Chairman") shall be the current President of the Friends.~~ The **Chairman President** shall preside at all Board Meetings. In their role as Directors of the Corporation, the **Officers of the Corporation 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 **Chairman's President's** appointment of a Member, with the approval of the Board, to serve out the remaining term of that vacancy. ~~If the vacancy is for a Director who was also an Officer, then the appointee shall serve both as a Director of the Corporation and an Officer of the Corporation.~~
- Section 9. ~~The Member Directors~~ **Board members** serve a two-year term coincident with the Administrative Year. The terms of office for the **Members** Board shall overlap by electing two (2) **or more Members** Board members in even numbered years and two (2) **or more Members** Board members in odd numbered years. **Members** Board members are eligible to serve no more than ~~two (2)~~ **four (4)** consecutive terms. One or more people, who would share a single vote on the Board, may simultaneously hold a single ~~Members Director~~ **Board** position.
- Section 10. The **Members** Directors shall perform such duties, as they deem appropriate to further the Friends' purposes, objectives, well-being, and other duties as assigned by the **Chairman President**.
- Section 11. All ~~Members Directors~~ **Board members** shall ~~be current Members in good standing~~ **have a current paid membership with the Friends.**
- Section 12. ~~A Members Director shall not serve a concurrent term as an Officer.~~ **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 VI. OFFICERS OF THE CORPORATION**

- Section 1. The Officers shall carry out the orders and resolutions of the Board,
- Section 2. The Officers shall be: 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. In the event that 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. ~~One or more people, who would share a single vote on the Board, may simultaneously hold a single Officer position.~~

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

~~Section 6. All Officers shall be current Members in good standing with the Friends. This includes, but is not limited to, current Membership dues being paid at the time of serving as an Officer.~~

~~Section 7. An Officer shall not serve concurrent terms as a Members Director.~~

**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 (~~currently July~~) of each year. The President shall preside at all meetings of the Membership. The President shall appoint all Committee Chairs, subject to 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 be in charge of coordinating and promoting the Friends' activities, including but not limited to the Friends Annual Meeting. The First Vice-President shall create and maintain a schedule of Friends' events, and shall provide the Littleton newspapers and other media outlets with the details of Friends' events.~~ 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 be in charge of coordinating all functions pertaining to the Membership, including but not limited to recruiting Members and sustaining the membership.~~ 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 ~~keep a minute book~~ **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 ~~keep a minute book~~ **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. Prior to the 15th day of the 5th month after 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 ~~in January of each year.~~ **prior to 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 ~~Chairman~~ **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 they 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 Annual Meeting shall be held during September of each year. The Membership shall elect Officers and two (2) Members Directors at this meeting.~~ **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 elected 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 ~~sixty (60)~~ **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 subsequent to 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 ~~a representative from the Library and a representative from the Museum as designated by the Director, Library & Museum Services.~~ **the Director of Littleton's Library and Museum Services (ex-officio member).**
- C. The Nominating Committee shall prepare a slate of Officers and ~~Members~~ Directors for election at the Annual Meeting. The Nominating Committee shall present a report and a slate of candidates to the Board ~~in~~ **by** August of each year ~~whereupon the Board will approve 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 ~~in~~ **by** ~~November~~ **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 ~~two (2) Members~~ **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. ~~Such committees may include, but shall not be limited to:~~

- ~~The Friends Investment Committee~~
- ~~The Friends Bylaws Committee~~
- ~~The Friends Children's Creative Writing Contest~~
- ~~The Friends Annual Easter Egg Hunt~~
- ~~The Friends Annual Summer Social~~
- ~~The Friends Western Welcome Week participation Parade Float~~
- ~~The Friends Western Welcome Week Used Book Bag Sale~~
- ~~The Friends Used Book Sale~~
- ~~The Friends Craft Fair at Ketring Park~~
- ~~The Harvest Festival at the Museum~~
- ~~The Holiday's Evening at the Museum~~

## **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 furtherance of the Friends' tax-exempt purposes.

~~Section 2. The Board shall create and adopt a written policy governing group sponsorship. The Board shall require written proposals from such affiliated groups seeking sponsorship. Before granting sponsorship, the Board shall enter into a formal sponsorship agreement with each such a group and shall establish on-going oversight and follow-up procedures to ensure that any such sponsored group's monies are being used for purposes within the scope and meaning of section 501(c)(3) of the Code.~~

~~Section 3. Upon instructions from Board, the Treasurer shall accept monies from such a sponsored group or grant monies that such a sponsored group might receive and hold such monies in separate trusts for each such sponsored group.~~

~~Section 4. Upon submittal of an invoice by a representative of such a sponsored group, the Treasurer shall withdraw monies to the extent of those monies held in trust by the Friends and pay said invoice.~~

~~Section 5. Upon instructions from the Board or submittal of a written request by a representative of such a sponsored group to terminate the sponsorship, the Treasurer shall withdraw and disburse to that sponsored group these said monies to the extent of those monies held in trust by the Friends for that sponsored group.~~

## ARTICLE X. 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.

*(Note - Section 3 & 4 below are not exact edits from the 2015 Bylaws. The two have been combined in logical sequence of actions and the editing notations were too difficult to follow for the intent of the changes. 2015 Section 3 & 4 has been included below the revised version.)*

**Section 3.** The Bylaws Committee shall meet **annually as needed** to compile a list of proposed changes to the Bylaws for presentation to the Board for approval. Approved changes will be **publicized in the appropriate issue of The Oracle presented to the membership either electronically and/or mailed.** The Membership is **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. At the following Board meeting After which,** the Board **shall** votes 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.

### 2015 Bylaws

Section 3. Alterations, amendments, or repeal of these Bylaws shall be made by the affirmative vote of two-thirds (2/3) of the Board currently in office, provided the Membership is given two (2) weeks advance written notice of the proposed amendments, revisions, or repeal.

Section 4. The Bylaws Committee shall meet annually to compile a list of proposed changes to the Bylaws for presentation to the Board for approval. Approved changes will be publicized in the appropriate issue of The Oracle and voted on by the Board at the following Board meeting to incorporate said changes into the Bylaws. 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.