

**FRIENDS OF THE PIKES PEAK LIBRARY DISTRICT
BYLAWS**

ARTICLE I - NAME

The formal name of this Corporation is Friends of the Pikes Peak Library District (Corporation). 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, are set forth in the Articles of Incorporation. The Friends support the vision, mission and values of the Pikes Peaks Library District (PPLD). The Friends build community awareness of the resources provided by PPLD. The Friends are community advocates for PPLD and provide financial support, staff appreciation and volunteer assistance to help PPLD fulfill its mission. By virtue of the Friends Non-profit status, all applicable sections of these Bylaws apply to all Branch Library Friends groups.

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 at the East Library, 5550 North Union Boulevard, Colorado Springs, Colorado 80918-1950. Records may also be kept at other PPLD locations.

ARTICLE IV - MEMBERSHIP

Section 1 - Eligibility

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

Section 2 – Anti-Discrimination / Inclusion Statement

The Friends of the Pikes Peak Library District does not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its programs, activities or operations. These include, but are not limited to, selection of employees, volunteers and vendors, and provision of programs and services. We are committed to providing an inclusive and welcoming environment for all members, employees, volunteers, contractors, vendors, clients, and the public.

Section 3 - Types of Membership

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

Section 4 - Dues

Dues are payable upon joining the Friends and renewed annually with the exception of Lifetime memberships that were granted prior to April 13, 2022. Benefits of membership begin the date the membership application and membership dues are received. Membership expiration date is one year from the application date. A grace period of thirty days shall be allowed before deleting members from the membership roster. All membership dues will be paid into the Friends District bank account.

Section 5 - Code of Conduct

Any Friends member who engages in activities contrary to the objectives and 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.

Section 6 – Conflict of Interest Statement

No part of the net earnings or the assets of the organization shall inure to the benefit of, or be distributed to its members, directors, or officers. The organization is authorized to pay compensation for services rendered and to make payments and distributions for the purposes of the association.

The Board of Directors are annually required to disclose any conflict/potential conflict, and are prohibited from voting on any matter in which there is a conflict. Directors as well as outside committee members must complete a questionnaire and sign a Conflict of Interest statement annually.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

The Board of Directors shall hold an annual meeting of the membership in January with notice to the members sent no less than twenty 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.

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 nominee(s) names and will ensure that the 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 to fill a vacancy. The appointed Directors will have full voting privileges. The appointed Directors will 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/Chief Executive Officer (CEO) of PPLD, any staff member the Chief Librarian/CEO of PPLD designates to serve as staff representative to the Board, Friends employees, representatives from PPLD Board of Trustees, representatives from PPLD Foundation, representatives from each Branch Library Friends and Friends Director Emeriti.
- 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, are a minor (under 18 years of age), or is a member of the PPLD Board of Trustees, PPLD Foundation Board, or staff of PPLD.

Section 3 - Meetings of the Board

a. Regular Meetings

The regular meetings of the Board shall be held monthly at times and locations directed by the Executive Committee. Regular meetings can be conducted in-person or virtually.

b. Special Meetings

Special meetings may be called by the President with no less than a five-day notice and shall be held at such time and place for such purpose as directed by the President. Special meetings can be conducted in-person or virtually.

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 a majority of the Board members present at any meeting of the Board shall decide any matter brought before such meetings. If a Board member is unable to attend the meeting in-person due to weather related issues or other extenuating circumstances, the Board member will be allowed to participate virtually and will be considered present for quorum and voting purposes.

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 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 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 majority vote of the Board.

ARTICLE VII – OFFICERS AND 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 December 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 December 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, 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 be responsible for the collection and disbursement of 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 oversees all accounting procedures and presents the Treasurer's Report to the Board at each meeting.
- b. The Treasurer is responsible for submitting an annual budget as proposed by the Executive Committee for Board consideration and / or approval.
- c. Branch Friends shall determine the expenditure of the funds collected by their respective Friends group under the Policies and Procedures Handbook.
- 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 Executive Committee coordinates policies, agreements and support with PPLD and the PPLD Foundation. The Immediate Past President shall serve in an advisory capacity without vote and regardless of the ten-year term limitation. Friends employees and PPLD staff representatives are 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.
- c. All members of the Executive Committee and compensated Friends employees will be bonded to protect against financial improprieties.

ARTICLE VIII – FRIENDS EMPLOYEES

Section 1 - Appointment

The Board of Directors may employ staff as required. Employees may be invited to serve as ex-officio members of any Board committee appropriate to the employee's job description.

Section 2 - Duties

The duties of the employees are specified in their job descriptions, 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 may 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 three members of the current Friends Board of Directors.
- 2) The slate of nominees for members of the Board of Directors shall be presented at the Annual Meeting and the slate shall be distributed 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 December meeting. Candidates for office are voted on at the December 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 responsible for assisting the Volunteer and Sales Operations Coordinator in the supervision of the Penrose Library, East Library, and 21C bookstores and organizing 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 opportunities for improvement to generate planned revenue for each fiscal year, and to promote ideas for new 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, PPLD 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 not only to share information regarding their activities but also brainstorm how to support PPLD as a whole and receive reports from the Friends Board of Directors, the Foundation, and PPLD. A member of the Friends BOD shall serve as Chairperson. The 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 bi-annually review the Bylaws.

h. Finance Committee

The Treasurer shall serve as Chairperson and members will be appointed by the President. The committee shall annually review and update the Financial Procedures Handbook and provide input to the Treasurer on financial processes and issues.

i. Communications Committee

The Communications Committee is responsible for the development and distribution of quarterly Friends e-newsletters, managing and updating the Friends website, coordinating communications opportunities with PPLD Communications staff, coordinating marketing opportunities from sponsored PPLD programs, and other communication efforts.

Section 2 - Special Committees

The Board may create special committees as needed.

ARTICLE X – FINANCIAL MANAGEMENT

Section 1 - General

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

Section 2 – Funds and Liability

- a.** All funds accrued by the Friends shall be deposited to Friends of the Pikes Peak Library bank accounts or other financial depositories as designated by the Executive Committee of the Board of Directors. Withdrawals from bank accounts may be approved by the President, Vice President and Treasurer of the Board of Directors, and the signatories from the Friends Branch group. Funds shall be disbursed by the Treasurer of the Friends or other designated Executive Committee members as authorized by the Board of Directors.
- b.** The Board of Directors may authorize any officer or agent of the organization, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the organization. Such authority may be general or confined to specific instances.
- c.** No personal liability shall be attached to Board Members, Branch Friends members, and compensated employees of the Friends.

Section 3 - Conditions, Gifts and Endowments

Donors may request such limitations, stipulations, and restrictions on the use or purpose of contributions and gifts for the consideration and / or approval of the Board. The District Friends shall honor mutually agreed upon 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 Service.

Section 4 - Investment of Funds

All funds received by the Friends for which there is no immediate need for operations should be invested for production of income and/or capital appreciation, provided the investments are approved by the Board and insured by state or federal authorized agencies and 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 to carry out the purposes of the Friends.

ARTICLE XI – RELATIONSHIPS WITH OTHER PIKES PEAK LIBRARY DISTRICT BODIES

The Friends shall foster and maintain a professional relationship with the PPLD Board of Trustees and Foundation to enhance the ability of the three bodies to support the mission of PPLD. The Board of Trustees and the Foundation shall be invited to provide representatives to serve as ex-officio members on the Friends Board. 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 their 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 Board of Directors.

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 - 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 support propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XV- DISSOLUTION OF THE CORPORATION

Article XI of the Articles of Incorporation – Upon dissolution, the assets of the corporation shall be applied and distributed as follows:

- a. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions made therefor.

- b. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

c. All other assets, including its accumulated net earnings, if any, shall be distributed, transferred or conveyed, exclusively to one or more charitable, educational, literary, religious or scientific organizations, as shall be determined by the Board of Directors, which organizations are, at the time, qualified as exempt organizations under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

Amended – 11/13/2024