BYLAWS
FRIENDS OF THE DURANGO PUBLIC LIBRARY, INC.

ARTICLE I NAME

The name of this non-profit organization shall be the Friends of the Durango Public Library, Inc.

ARTICLE II PURPOSE

Section 1. The purpose of this organization shall be: to maintain a nonprofit association of persons interested in books and libraries; to focus public attention on library services, facilities and needs; to accept donations of books, desirable collections, endowments, bequests and money; and to engage in fund-raising activities on behalf of the library; as well as any other purpose authorized by the Articles of Incorporation.

Section 2. All activities of the organization shall be in compliance with the Non-profit Corporation Act of the State of Colorado and shall be for non-profit purposes. These bylaws shall be interpreted and applied in a manner consistent with the requirements of applicable Colorado law.

ARTICLE III MEMBERSHIP

Section 1. Membership in this organization shall be open to everyone. Individuals, families, organizations and businesses may become members by paying the annual dues in effect at the time.

Section 2. The Board of Directors shall determine the annual dues for each type of membership.

Section 3. The annual membership meeting shall be held in the spring of each year and the Board of Directors shall set the agenda.

Section 4. Notice of membership meetings shall be given at least two weeks prior to the meeting.

Section 5. Those present at membership meetings shall constitute a quorum.

Section 6. Each membership shall have one vote on matters which come before a membership meeting and a majority vote by members present shall be necessary for the adoption of any matter voted upon.

Section 7. A special membership meeting of the organization shall be called by the President upon written request from a majority of the Board of Directors or from 10% of the membership.
ARTICLE IV BOARD OF DIRECTORS

Section 1. The management of the organization shall be vested in a Board of Directors consisting of eight to twelve members that shall serve as the governing body of the organization.

Section 2. The officers shall be President, Vice-President, Secretary and Treasurer. The Board of Directors shall elect the officers from among the then existing directors.

Section 3. A nominating committee of three directors shall present nominations for officers.

Section 4. The officers and directors shall serve two-year terms from the dates of their election and may be re-elected for any number of additional two-year terms.

Section 5. A majority of directors shall constitute a quorum for the transaction of business.

Section 6. Voting by e-mail is permitted by the Board of Directors and shall be in compliance with Colorado Law (C.R.S 7-128-202). Any director may request an e-mail vote for time sensitive issues when there is no known opposition and approval would be beneficial for conducting business. Directors shall submit their vote within a specified time period or he/she can oppose voting by e-mail. The action and results of an e-mail vote shall be filed with meeting minutes.

Section 7. Vacancies arising on the Board of Directors shall be filled by vote of a majority of the remaining directors.

Section 8. Failure by a director to attend three consecutive board meetings without notification may be the basis for removal from the Board of Directors.

Section 9. The standing committees shall include public relations, membership, volunteer and book sale.

Section 10. Other committees may be necessary from time to time and shall be appointed by the President with the approval of a majority of the Board of Directors.

Section 11. The President is an ex-officio member of all committees except the nominating committee.

Section 12. The Director of the Durango Public Library and the President of the Library Advisory Board or their designees shall be ex-officio non-voting members of the Board of Directors.
ARTICLE V FUNDS

Section 1. The Treasurer shall be responsible for maintaining financial records in keeping with standard accounting procedures.

Section 2. No funds shall be disbursed except upon the approval of the Treasurer and one other officer.

Section 3. The Board of Directors shall appoint an auditing committee to engage the services of an independent Certified Public Accountant to prepare an audit at five to ten year intervals and a review at least once every other year.

Section 4. The fiscal year of the organization shall be January 1 through December 31.

ARTICLE VI AMENDMENTS

Section 1. The bylaws may be amended by majority vote of the directors at any regular or special meeting of the Board of Directors.

ARTICLE VII DISSOLUTION

Section 1. Upon the dissolution of the organization assets shall be distributed for tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Durango Public Library, Durango, CO.

ARTICLE VIII PARLIAMENTARY PROCEDURE

Section 1. Discussions and votes at Board meetings shall be conducted on an informal basis, except that, if more formality is considered necessary in a particular instance, at the discretion of the Chair or upon the request of at least three directors at the meeting, a particular discussion or vote may be conducted according the latest version of Robert’s Rules of Order pertaining to discussion and voting upon resolutions.

Adopted: 1/1/90; Rev. 12/92; Rev. 12/96; Rev. 12/00; Rev. 2/06; Rev. 7/06; Rev. 5/07; Rev. 2/09; Rev. 2/19