

BYLAWS
OF
GUNNISON FRIENDS OF THE LIBRARY

ARTICLE I
Nonprofit Status and Principal Office

1.1 Nonprofit. Gunnison Friends of the Library (“GFOL”) is a 501(c)(3) nonprofit corporation organized exclusively for charitable and educational purposes, as set out more fully in the Articles of Incorporation.

1.2 Principal Office. GFOL’s principal place of business is located at the Gunnison branch of the Gunnison County Library District, 307 North Wisconsin Street, Gunnison, Colorado 81230.

ARTICLE II
Membership

2.1 Eligibility. Any person or entity interested in the mission of GFOL is eligible for membership. Membership is active upon payment of a monetary or in-kind donation to GFOL and expires one year from the end of the calendar year in which a donation is made.

2.2 Annual Meeting. The annual meeting of the members of GFOL shall be held in the month of April of each year for the election of directors and the transaction of such other business as may come before the meeting.

2.3 Special Meetings. Special meetings of the members may be called by resolution of the Board of Directors setting out the purpose for such meeting.

2.4 Notice of Meetings. Notice stating the place, day and time of the meeting and the purpose for which the meeting is called shall be delivered to members at least 10 days, but not more than 60 days, prior to the date of the meeting by one or more of the following methods:

- US mail
- Electronic mail
- In person or by telephone
- Notice published in newspaper(s) with local circulation.

In addition, notice of the meeting shall be posted in the Gunnison branch of the Gunnison County Library District.

2.5 Record Dates. Prior to any meeting of members, the Board of Directors may fix a future date as the record date for determining the members entitled to notice of and to vote at the meeting. In the absence of Board action, the following dates shall apply:

Notices. The record date for determining the members entitled to notice of any meeting shall be thirty (30) days prior to the date of the meeting.

Voting. Any one present at a meeting who is in good standing as a member of GFOL may vote at the meeting, even if such membership was established after the record date for receiving notice of the meeting.

2.6 Membership List. A list of the names and addresses of members entitled to notice of or to vote at a meeting shall be available for inspection by any member beginning ten (10) days prior to the date of the meeting and continuing through the meeting or any adjournment thereof. This list may not be used for any purpose unrelated to a person's interest as a member of GFOL. Pursuant to the Colorado Revised Nonprofit Corporation Act, such prohibited uses include the solicitation of money or property or any other commercial purpose.

2.7 Quorum. Ten (10) members, including members serving on the Board of Directors, shall constitute a quorum for any annual or special meeting of the members. Board members must appear at the meeting in person; non-board members may appear in person or by proxy.

2.8 Voting Procedures. Each member, regardless of amount of donation, shall have one vote. If a donation is made in the names of two or more persons, each person shall be treated as having made an equal pro rata donation and shall be treated as a separate member entitled to his or her own vote. Votes shall be decided by voice vote and/or show of hands unless the presiding officer or any member requests voting by secret ballot. The affirmative vote of the majority of members present at a meeting at which a quorum is present shall be the act of the membership.

2.9 Agenda. The agenda of each annual meeting of members shall include:

- Call to Order
- Proof of Notice of Meeting & Presence of Quorum
- Treasurer's Report and Budget for the Next Fiscal Year
- Librarian's Report
- President's Report
- Election of Directors
- Other Business
- Adjournment

ARTICLE III
Board of Directors

3.1 Authority. The GFOL Board of Directors ("the Board") shall manage the business and affairs of the organization, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act.

3.2 Number. There shall be a minimum of three (3) and a maximum of nine (9) directors elected by the members. In addition, the Executive Director of the Gunnison County Library District shall serve as a nonvoting ex officio member.

3.3 Qualifications and Term of Office. At the time of election, each director shall have reached the age of majority and be a member of GFOL. Directors shall be elected for a term of three years with staggered terms to insure that not more than three terms to expire in any one year.

3.4 Compensation. Directors shall serve without compensation, but may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Such expenses shall be the Board prior to payment.

3.5 Annual Meeting. The annual meeting of the Board shall be held within one month following the annual meeting of the members. The Board's annual meeting is for the purpose of electing officers and addressing any pending business.

3.6 Regular Meetings. The Board shall hold regular meetings that are open to the general membership, with a minimum of at least one meeting in each calendar quarter of the year.

3.7 Notice of Meetings. Notice of any meeting shall be given to directors by any one of the following:

- US mail to the address provided at time of election
- Electronic mail
- In person or by telephone.

3.8 Quorum. A majority of the current members of the Board shall constitute a quorum for the transaction of business. The affirmative vote of a majority of directors present at a meeting at which a quorum exists shall be the act of the Board.

3.9 Action Without Meeting. Any action required to be taken by the Board may be taken without a meeting if consent is given in writing, including by electronic mail or other wireless communication. The notice requesting such vote shall state the action to be taken and the time directors have to respond. The notice shall also inform directors that failure to either respond or demand that action not be taken without a meeting will have the same effect as an abstention. The result of any written vote shall be entered into the minutes of the next regular meeting.

3.10 Vacancy. Any vacancy in the Board may be filled by vote of the remaining directors. A director elected to fill a vacancy shall hold office for the unexpired term of the previous director or until the next annual meeting of the members at which a successor is elected.

3.11 Resignation. A director may resign at any time by giving written notice to the Board. The resignation shall be effective on the date specified in the written notice or, if a date is unspecified, at the time of receipt. A director shall be deemed to have resigned upon failure to attend six (6) consecutive Board meetings, such resignation to be effective upon confirmation of the failure to attend meetings by vote of the remaining directors.

3.12 Removal. The Board may call a meeting of the members for the purpose of removing one or more directors in the manner provided in the Colorado Revised Nonprofit Corporation Act.

3.13 Conflicts of Interest. Whenever a director has a potential for personal or financial gain in any matter coming before the Board, that director shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. If the Board has reason to believe that a director has failed to disclose an actual or potential conflict of interest, the Board shall inform the director of the basis for its belief and provide the director with an opportunity to respond. The remaining directors shall then vote on whether a conflict exists and take appropriate action to address the issue.

Article IV Officers

4.1 Officers. The officers of GFOL shall consist of a president, vice president (optional), secretary and treasurer and such other officers as may be appointed by the Board.

4.2 Qualifications and Term of Office. At the time of election, each officer shall have reached the age of majority and be a member of GFOL. Officers shall be elected at the annual meeting of the Board for a term of one year.

4.3 Vacancy. A vacancy in any office may be filled by the Board for the unexpired portion of the term of that office.

4.4 Removal. The Board may remove any officer with or without cause.

4.5 Duties of the President. The president shall:

- Act as chief executive officer of GFOL and serve as its representative to outside parties
- Preside as chairman at all meetings and provide an agenda for the meeting
- Appoint committees and their chairpersons
- In the absence of the treasurer, sign checks for expenses of the organization
- Perform such other duties as may be assigned by the Board

4.6 Duties of the Vice President. The vice president shall:

- Perform the duties of the president in the president's absence
- Assist the president as requested
- Perform such other duties as may be assigned by the Board

4.7 Duties of the Secretary. The secretary shall:

- Record the proceedings of all meetings
- Distribute the minutes of all meetings to the Board prior to its next scheduled meeting
- Retain minutes and other official documents in official files
- Perform such other duties as may be assigned by the Board

4.8 Duties of the Treasurer. The treasurer shall:

- Deposit all funds of GFOL in the depository designated by the Board
- Sign checks and pay out monies as directed by the Board
- Insure the preparation and filing of required tax returns and annual reports
- Provide accurate and timely records of all financial transactions to the Board
- Provide an annual financial statement and budget at the annual membership meeting

ARTICLE V General Management

5.1 Binding the Corporation. The Board of Directors may authorize any officer, director or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of GFOL. Unless so authorized, no person shall have the power to bind GFOL to any contract or pledge its credit for any purpose or in any amount.

5.2 Maintaining 501(c)(3) Status. GFOL, its members, directors, officers, employees and agents shall not perform any acts that are inconsistent with the status of GFOL as a tax-exempt corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code or its amendments.

5.3 Contributions. The Board may accept any contributions, gifts, services, or bequests for the general or specific purposes of GFOL as set out in the Articles of Incorporation.

5.4 Fiscal Year. GFOL's fiscal year shall begin on the 1st day of January and end on the 31st day of December of each calendar year.

ARTICLE VI
Indemnification of Directors and Officers

6.1 GFOL shall indemnify current or former directors, officers, employees and agents to the fullest extent provided in its Articles of Incorporation or by Colorado law.

ARTICLE VII
Dissolution

7.1 In the event of dissolution, all remaining assets of GFOL, after necessary expenses for dissolution, shall be distributed to such organization(s) as shall qualify as tax-exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as it may be amended; or to the federal government or a state or local government for public purposes; or for comparable purposes pursuant to a court order.

ARTICLE VIII
Bylaws

8.1 These Bylaws shall repeal and replace all Bylaws previously enacted. Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors or, in cases where required by Colorado law, by its members at an annual or special meeting called for that purpose.

CERTIFICATE OF ADOPTION

I certify that the foregoing Bylaws were adopted by the membership of GFOL at the annual meeting of members held on April __, 2017.

Secretary