

BYLAWS
OF THE FRIENDS OF THE
COLORADO TALKING BOOK LIBRARY

ARTICLE I

GENERAL OPERATIONS

Section 1. The name of this organization shall be: The Friends of the Colorado Talking Book Library

Section 2. The purposes for which this corporation is organized, as stated in Article Three of the Articles of Incorporation, shall be to support the Colorado Talking Book Library (CTBL) and:

- To enhance the CTBL's functions, resources, services, and needs
- To be an advocate of the CTBL
- To encourage benefactions, gifts, endowments, appropriate fund raising, and bequests to the Friends of the Colorado Talking Book Library
- To support the freedom to read as expressed in the American Library Association Bill of Rights
- And related activities as from time to time determined

Section 3. The organization shall conduct its business on a calendar year basis.

ARTICLE II

MEMBERSHIP

Section 1. Membership in this organization shall be open to all individuals who are in agreement with and desire to further its

purposes. This organization shall not discriminate on the basis of race, sex, handicap, religion, sexual orientation, or age.

Section 2. No dues for membership shall be required.

Section 3. The members shall not be entitled to vote as directors on any matter.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The governing body of this organization shall be a Board of Directors consisting of a minimum of five members.

Section 2. The Librarian (Director) for the Colorado Talking Book Library shall be an ex officio member of the board without voting privileges.

Section 3. Members of the Board of Directors shall be elected to serve a term of three years. No member shall be elected for more than three consecutive terms. New members of the board shall be elected pursuant to Article III, Section 5 of these Bylaws. The Directors shall have the sole voting power.

Section 4. A committee, to be called the Membership Committee, shall be appointed by the President of the Board of Directors. The tasks of this committee shall be to solicit nominations for board members and create profiles on active candidates. The committee should maintain a file of potential new members at all times to fill vacancies on the board as they occur.

Section 5. Any vacancy occurring on the Board of Directors shall be filled by electing, in the usual manner, a new member for a full three-year term.

Section 6. More than half of the number of current directors shall constitute a quorum for the transaction of business and election of Board members.

Section 7. Any director may be removed by the President, by notice in writing for cause in the nature of incapacity, misconduct, negligence, disregard of duty, missing at least three consecutive meetings of the board. A director shall be given an opportunity to be heard at the next meeting, following written notification of removal, at which his or her removal is considered. Removal from the board shall be considered permanent.

Section 8. Any director may resign at any time by giving written notice to the President or to the Vice-President/Secretary of the Board, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Following any such resignation, the board shall not reconsider a reentry nomination to the board for a period of 3 years following the resignation.

Section 9. At the direction of the President, a special meeting can be called by electronic transmission such as telephone or email to deal with business that the President considers important enough not to wait for the next scheduled meeting. If a quorum participates, a vote can be taken on the issue presented at the special meeting.

ARTICLE IV

OFFICERS AND DUTIES

Section 1. The officers of the Board of Directors shall be a President, Vice President/Secretary and Treasurer for a one year term.

Section 2. These officers shall be elected from among its current board members by the board annually at the conclusion of the regular meeting in January, to serve in office through the next January meeting. A slate of candidates will be presented to be voted on either individually or as a slate. In the event of a vacancy, the board shall elect an interim officer at the next scheduled meeting or special meeting.

Section 3. No person shall serve as President for more than two (2) consecutive years.

Section 4. The President shall preside at all meetings of the Board of Directors and membership, shall supervise the correspondence of the organization, and shall exercise general supervision over the affairs of the organization. The President shall have authority between meetings to make expenditures of not more than \$500 per quarter that will be reported at the next scheduled meeting.

Section 5. The Vice-President/Secretary shall perform the duties of the President in the absence of the President and shall perform other executive duties at the direction of the President.

Section 6. The Vice-President/Secretary shall keep the current and historical records of the organization, including membership records, minutes and inventories of organization property. It shall be the duty of the secretary to record the attendance at meetings, send out notices of meetings of the Board and committees, and record the minutes of such meetings. The Vice-President/Secretary shall initiate all correspondence as directed by the President. Records of the organization shall be kept on file at the Colorado Talking Book Library.

In the absence of the Vice-President/Secretary the Treasurer shall assume the duties as described in Article 1V Section 5.

Section 7. The Treasurer shall keep and maintain the financial records of the organization and report to the Board at each meeting on the financial status of the organization. The Treasurer shall oversee the collection, holding and dispensing of funds. Upon retirement from office the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts and any other organization property.

Section 8. Any officer elected by the Board of Directors may be removed from office at any time by majority vote of a quorum of the other directors, providing the officer has had an opportunity to be heard at the meeting at which the vote is to take place. An officer may resign at any time from office by giving written notice to the President or to the Vice-President/Secretary. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office shall be filled by the Board of Directors as provided in Article IV, Section 2.

Section 9. The Executive Committee includes the President, Vice-President/Secretary, and Treasurer. In the event that the executive committee is an even number, the Past President will be part of the Executive Committee. Should an Executive Committee member hold more than one office, that person is limited to a single vote.

Section 10. The Executive Committee of the Board is permitted to approve an expenditure of up to \$10,000 on behalf of the entire Board in an emergency, as determined by the CTBL Executive Director, in order to permit the CTBL to correct a situation or operating failure thereby allowing the CTBL to return to normal operation within a short time period. The members of the Executive Committee would send their vote to the Secretary in writing or by email.

An emergency situation is deemed to be one in which as a result of an unanticipated failure of a system or operation, the CTBL cannot operate normally until the situation is corrected. Approval will require a majority of the Executive Committee.

ARTICLE V

MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at least quarterly. The Board of Directors shall set the time and place for all regular meetings of the board, and by resolution determine a schedule to be followed. Special meetings may be called by the President or by three members of the board.

Section 2. Members shall be given written notice of the meetings of the Board of Directors stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called. Said meetings shall be open to the public

ARTICLE VI

INDEMNITY

Section 1. The power of indemnification under the laws of the State of Colorado and Public Laws of the United States of America (P.L. 105-19) shall not be denied or limited by the Bylaws.

ARTICLE VII

AMENDMENTS

Section 1. These Bylaws may be amended at any meeting of the Board of Directors by a simple majority of the current board provided that said proposed amendment shall have been presented in writing at the previous meeting of the Board of Directors.

ARTICLE VIII

PARLIAMENTARY PROCEDURES

Section 1. The President will make the decision on the point of order and if any present member expresses disagreement, the President will ask for a vote of the group on the interpretation which will decide the matter.

Approved by the Board of Directors at its regular meeting October 9th, 2012:

Houston "Tex" Elam
Board President

Carrie Peterson
Board Vice President

John Taylor
Board Treasurer

Jon Walker
Board Secretary