

KEY

Blue –When proposed changes are minor, they are just inserted into the old section. If major, the new proposed section is added below the old one.
 Green – *Rationale/Comments*

**DRAFT #8 – Approved by the
 FAPL Board 8/12/2024**

**AMENDED AND RESTATED
 BYLAWS OF THE
 FRIENDS OF THE AURORA PUBLIC LIBRARY**

ARTICLE I. Name and Location

The name of this corporation shall be FRIENDS OF THE AURORA PUBLIC LIBRARY, a non-profit organization, registered with the Colorado Secretary of State, hereafter referred to as ~~the~~ Friends **or FAPL**.

ARTICLE II. Purpose, Organization and Mission Statement

Section A. Purpose The purposes for which the corporation are organized are exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. [from the Articles of Incorporation dated 8 January 1987]

Further definition supporting the purpose of the corporation:

- to maintain an association of persons interested in supporting the Aurora Public Library System;
- to raise money to enhance and support the programs and services of the Aurora Public Library System;
- to provide community volunteer opportunities in support of the Aurora Public Library System;
- to advocate and support initiatives aimed at extending and/or improving the programs and services of the Aurora Public Library System; and
- to encourage literacy in our community.

Section B. Organization Said Corporation is organized exclusively to support the Aurora Public Library System, the Library, for such purposes as supporting and cooperating with the Library to provide assistance with programs and collections that qualify under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). [from the Articles of Incorporation dated 8 January 1987]

No part of the net earnings of the corporation shall inure to the benefit of any Friends of Aurora Public Library member.

Section C. Mission Statement

The Mission of the Friends of the Aurora Public Library is to support the ongoing programs and services of the Aurora Public Library with financial donations and to celebrate the lifetime joys of reading by offering a wide variety of low-cost books and other media in a vibrant, well organized atmosphere, **staffed with** knowledgeable, caring volunteers to assist customers.

ARTICLE III. Membership

Section A. Membership Any individual, family ~~firm or corporation~~ interested in the purpose of the Friends may become a member upon payment of the appropriate membership dues.

Membership shall be available without regard to race, creed, color, gender, age, sexual orientation, marital status, religion, national origin, **citizenship, or physical or mental disability.**

Rationale/Comments – We deleted “firms and corporations” since we don’t have a membership category for them. After researching diversity statements, we added “citizenship” and changed “physical handicap,” to “physical or mental disability.”

Section B. Membership Dues Membership dues and classifications shall be set by the Board of Directors.

Section C. Membership Terms A membership year shall begin in the month a member joins and ends at the end of the month twelve months after that date, **with the exception of Lifetime Memberships, which do not have an expiration date.** A membership shall be non-redeemable, non-transferable, non-dividend bearing and shall be renewable annually. Membership shall be terminated by non-payment of dues.

~~**Section D. Voting**—Only members in good standing shall be entitled to vote on each matter submitted to the annual meeting of the Friends. Each membership regardless of classification shall be entitled to only one vote at the annual meeting of the Friends.~~

Delete this section since members will no longer be voting under the proposed changes. R/C – The Board agreed that our members join to support the library and Friends, and to get the discounts, not so they can be involved in FAPL’s governance. The bylaw changes we are proposing remove the expectation that members be involved in governance, while creating opportunities for Board participation for members – and others – who do want to be involved. FAPL’s Board will become self-perpetuating, which means the Board members elect Board members. This is not an unusual structure, in fact, a majority of boards are self-perpetuating.

ARTICLE IV. Board of Directors

Section A. Powers and Responsibilities The Board of Directors shall have full power to conduct, manage, and direct the business, including the expenditure of all funds, of the corporation. ~~The Board of Directors shall manage the affairs of the Friends between annual meetings of the general membership.~~

R/C – We don’t really need the second sentence, since “manage” is included in the first sentence.

~~**Section B.**—The Board of Directors shall consist of the elected officers, the Past President, the Volunteer Representative, and the appointed positions of Bookstore Manager, Historian, Membership Chairperson, Publicity Chairperson, and Volunteer Coordinator.~~

~~Two non-voting (ex-officio) members: (1) the Aurora Public Library Staff Liaison; and (2) an Aurora Public Library Board Trustee also attend Board meetings.~~

~~A Volunteer Representative member, with voting privileges, shall be elected as needed by the volunteers of the Friends to serve a two-year term.~~

Section B. Members of the Board The FAPL Board of Directors will have between three (3) and fifteen (15) members to include:

- the elected officers - President, Vice President, Secretary, and Treasurer;
- the Immediate Past President, who serves as an Ex-Officio member;
- members-at-large;
- the Aurora Public Library Staff Liaison and Aurora Public Library Board Trustee; who serve as Ex-Officio members; and
- additional Ex-Officio members as the Board may wish to appoint.

While Ex-Officio members are members of the FAPL Board of Directors, they do not have a vote in Board actions.

- *We added “members-at-large” to define general board members, because as you’ll see in the next section, we think it would be best to separate the book outlet operational roles a board member might agree to take on, from their position on the board.*
- *We’re adding additional “ex-officio” slots so that the Board can use them, if needed. Ex Officio positions allow the Board to enlist individuals who can bring additional skills, expertise, or connections, but who do not want to take on the full responsibilities and terms of a board position. When appointing an Ex Officio member, the Board defines their role, purpose, and term of service.*

Section C. Operational Functions Given Friends’ reliance on volunteers for operational functions, a Board Member may also serve in an operational capacity. The Board shall make and approve such appointments and define the duties, expectations, reporting requirements, and authority associated with the role.

R/C - It is unusual to have board members involved in both governance and staffing roles, but given FAPL’s small size, it is necessary. The Bylaws Committee thought it would be wise to separate those roles – but also acknowledge them - so that someone can serve on the Board without requiring that they also take on an operational function. This gives us more flexibility in meeting our future staffing needs because it allows that someone could fill an operational role - Membership Coordinator, for example - without also having board responsibilities.

Section C. Move to Article V - Election and Terms; Section 3.

~~Section D. Board Meetings Regular meetings of the Board of Directors may be held at such time and such place as determined by the Board.~~

Section D. Board Meetings Regular meetings of the Board of Directors may be held at such time and such place as determined by the Board, with a minimum of four meetings each year. Board Members may attend, participate, and vote in meetings electronically. Unless the Board goes into Executive Session, all meetings are open to the public. A schedule of board meetings shall be posted on the website.

Section E. Quorum A majority of the voting Board of Directors shall constitute a quorum for the transaction of business. Participation and voting in board meetings can occur electronically.

Section F. Move to Article VIII - Committees

ARTICLE V. Elections and Terms

Note: These sections were confusing because we use “officers” and “directors” interchangeably. We also separated the election of board members in general, and the election of board officers.

ARTICLE V. Board Elections and Terms

~~**Section A. Elections** All Officers must be a member of the Friends. The elected officers of the corporation shall be President, Vice President, Secretary, and Treasurer. Election of the Officers shall be at the annual meeting each year. Officers shall serve for two years. Newly elected officers shall assume duties at the close of the annual meeting.~~

Section A. Board Eligibility. Board Members must be members of Friends, agree to support FAPL’s mission and purpose, adhere to all policies and guidelines as may be set by the Board, and be at least 18 years of age. Ex Officio members are not expected to meet all these requirements.

R/C – We’ve changed the title of these sections to separate out and clarify issues. We added a few requirements for all board members.

Section B. Board Terms Board members shall serve terms of three years, with a maximum of four terms; a total of twelve years. If a board member is serving as an officer, their board term does not expire until the end of their current term as an officer. A board member who has served the 12-year maximum, can be elected to the board again after an absence of at least one year. Ex Officio members have terms and responsibilities determined by the Board at their appointment.

In extenuating circumstances, the Board may vote to waive the term limit or stagger board terms, if it is in the best interest of the organization.

R/C – We’ve suggested adding term limits, but also made it possible to make exceptions.

Section C. Election of Board Members Board Members shall be elected by majority vote of the Board of Directors at a regular board meeting. The Board shall determine a process for the elections that is fair, inclusive, and transparent.

~~**Section C. Vacancies** *(This is the section moved from Article IV.)* By a majority vote, the Board of Directors shall approve a successor to fill a vacancy in the office of an Elected Officer other than the President for an unexpired term. A vacancy may be declared if a Board member resigns or fails to attend three (3) consecutive Board meetings without notice. Prior to declaring a vacancy the Board must notify the member of its intentions. Notification may be in writing, by public notice, by email or posting in the Friends store.~~

Section D. Board Vacancies and Removal A vacancy may be declared if a Board member resigns or fails to attend three (3) consecutive Board meetings without notice. Prior to declaring a vacancy, the Board must notify the Board member of its intentions in

writing, by public notice, or by email. By two-thirds vote, the Board of Directors can remove a Board Member with or without cause. The Board must notify the Board Member of its intentions in writing, by public notice, or by email.

R/C – Usually bylaws have a process for removing Board members. We proposed 2/3 vote, although that number may be tough depending on the size of the Board. We do think it should be a little more difficult to remove a Board member, to make sure it's done thoughtfully.

ARTICLE VI. Officers

Section A. Officer Eligibility Officers must be members of Friends, agree to support FAPL's mission and purpose, agree to adhere to all policies and guidelines as may be set by the Board, agree to carry out the duties of the position, and be at least 18 years of age.

Section 2. — Term Rotation of Elected Officers

- ~~• In even years, the President and Secretary shall be elected.~~
- ~~• In odd years, the Vice President and Treasurer shall be elected.~~
- ~~• A Special Election shall be held when a vacancy occurs in the office of President to fill the unexpired term. This election shall follow the same guidelines as an annual meeting.~~

Section B. Election and Terms of Officers. The Board shall elect the President and Secretary in even-numbered years. The Board shall elect the Vice-President and Treasurer in odd-numbered years. Officers shall serve for a term of two years. Officers can serve a maximum of four terms in any single position. The Immediate Past President shall serve as an Ex-Officio Board Member for two years following their term as President.

Section B. Officer Vacancies By a majority vote, the Board of Directors may approve a successor to fill a vacancy for the unexpired term of an Officer. The Board may also choose to wait until the next elections to elect a replacement. A vacancy may be declared if an Officer resigns or fails to attend three (3) consecutive Board meetings without notice. Prior to declaring a vacancy, the Board must notify the Officer of its intentions in writing, by public notice, or by email.

Section C. Duties of Officers

President:

- ~~• Chief executive officer of the corporation.~~
- ~~• Presides over and conducts the regularly scheduled Board meetings and the annual membership meeting.~~
- ~~• Appoints non-elected Board positions annually including Book Outlet manager, membership chairperson, volunteer coordinator, publicity chairperson and historian.~~
- ~~• If a vacancy occurs in the elected Board positions, the President shall submit a new individual to the Board for a vote to fill the term.~~
- ~~• Signs all legal agreements and contracts entered into by the Board.~~
- ~~• Appoints all special committees, acting as an ex-officio member thereof.~~

- Chief executive officer of the corporation.
- Presides over and conducts the regularly scheduled Board meetings or delegates these duties to another Board Member.
- Presents nominees for election and/or appointment to the Board.
- Signs all legal agreements and contracts entered into by the Board.

R/C – We inserted wording to allow the President to delegate duties. This means that someone who is a great Officer, but lousy at running meetings, could still be an Officer (with a little help). The President would no longer preside over the Annual Membership Meeting since it is not a governance function. The Board will appoint committees, rather than just the President.

Vice President:

- ~~Serves as presiding officer in the absence of the President.~~
- ~~If appointed, may serve as parliamentarian.~~
- ~~May be appointed Chairperson of any special committee.~~
- Serves as presiding officer in the absence of the President.
- Assists the President in monitoring Board minutes, assignments, and unfinished business.
- Takes on additional responsibilities as assigned by the President or the Board.

Secretary:

- Records and distributes minutes of all meetings, including attendance.
- Notifies members of the time and place of meetings.
- Conducts the correspondence of the corporation.
- Keeps the Library and Cultural Service Administrative Assistant current on Board Member changes as they occur.
- Maintains records and obtains signatures for the Conflict of Interest Disclosure Policy statement of elected Officers. This is an annual requirement.
- Maintains records of all documents pertinent to the operation of the corporation.

Treasurer:

- ~~Collects and disburses all monies;~~
- ~~Prepares a monthly income/expense report for Board meetings and a financial statement for the annual meeting spanning the fiscal year (January 1st through December 31st);~~
- ~~Completes appropriate internal and governmental fiscal and financial reports and filings in a timely manner to include, but not limited to, payment of Aurora sales tax, Colorado tax, IRS required forms, and maintains proper business licenses to comply with city and state requirements; and~~
- ~~Monitors the fiscal affairs of the Friends.~~
- Collects and disburses all monies.

- Prepares a monthly income/expense report for Board meetings and a financial statement for the annual meeting spanning the fiscal year (January 1st through December 31st).
- Prepares - or oversees the completion of - financial reports as requested by the Board to facilitate understanding and monitoring of the organization's financial status.
- Completes appropriate internal and governmental fiscal and financial reports and filings in a timely manner to include, but not limited to, payment of Aurora sales tax, Colorado tax, IRS required forms, and maintains proper business licenses to comply with city and state requirements.
- Monitors the fiscal affairs of the organization and immediately notifies the Officers of any concerns or discrepancies.

Each officer is also responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by the corporation.

ARTICLE VII Meetings

~~Section A.~~—The Friends shall hold regularly scheduled Board meetings. These meetings shall be open to any member of the Friends in good standing but such members do not have the right to vote at the Board meetings. Voting Board members include the President, Vice President, Treasurer, Secretary, Past President, Book Outlet manager, Membership Chairperson, Volunteer Coordinator, Publicity Chairperson, Volunteer Representative, and Historian. A majority of the Board shall constitute a quorum for the transaction of business of the Friends.

Section A. Board Meetings Regular meetings of the Board of Directors may be held at such time and such place as determined by the Board, with a minimum of four meetings each year. Board Members may attend, participate, and vote in meetings electronically. Unless the Board goes into Executive Session, all meetings are open to the public. A schedule of board meetings shall be posted on the website.

R/C – Quorum and voting Board members are addressed in Article IV Sections DE.

~~Section B.~~—An Annual Meeting of the members shall be called by the Board of Directors. Notice of the annual meeting shall be given to all members in writing, electronically, or by public notice, at least thirty (30) days before such a meeting. The notice shall include a meeting agenda and the approved slate of officer nominees. Election of Officers will be held at the annual meeting.

Section B. Annual Membership Meeting An Annual Membership Meeting may be called by the Board of Directors to report and celebrate accomplishments, announce changes, recognize volunteers, and solicit member input. Notice of the annual membership meeting shall be given in writing, electronically, or by public notice.

R/C – FAPL is not required to hold an annual membership meeting, but we like the idea of holding an annual meeting. However, we suggest this meeting not be conducted like a Board meeting though, but more like a community meeting, with a chance for members to learn about Friends, but also to provide input. It might also be combined with a volunteer gathering, since that would ensure more member participation.

~~Section C. — Three (3) percent of the members in good standing shall constitute a quorum at any annual or special meeting.~~

R/C - Since the members won't be voting, they don't need a quorum defined.

~~Section C. — Special meetings shall be called by the President upon the request of the members of the Board of Directors or ten (10) percent or more of the members of the Friends. a majority of the voting members of the Board.~~

ARTICLE VIII. Committees

~~Section F. — *Moved from ARTICLE IV F.* The President shall appoint a Nominating Committee sixty (60) days prior to the annual meeting. The Nominating Committee shall be composed of at least two (2) members. The Nominating Committee shall present nominations to the Board of Directors at the meeting prior to the annual meeting.~~

Section A. Nominating Committee The Board may choose to appoint an individual board member, or a committee, to oversee the election of Board Members and/or Officers. The duties of the individual or committee include, but are not limited to, assessing open board positions, setting the timing of the election, identifying candidates, and presenting the slate to the Board for a vote.

R/C – We suggested the Board make the appointment – not the President - because sometimes it's the President who is up for election.

~~Section A. — The President may establish committees and appoint members to such committees as deemed necessary to assist the Board or to conduct business on behalf of the Board.~~

~~Section B. — All committee reports, resolutions, and recommendations involving policy shall be referred to the Board for action.~~

~~Section C. — Any committees established may be discontinued by the President.~~

Section B. Committees The Board may establish ad hoc or ongoing committees and appoint members to such committees as deemed necessary to assist the Board or to conduct business on behalf of the Board. All committee reports, resolutions, and recommendations involving policy shall be referred to the Board for action. Any committees established may be discontinued by a majority of the voting Board members.

R/C We combined these short sections and suggested that the full Board be responsible for creating and dissolving a committee.

ARTICLE IX. Amendments to the Bylaws

The Board of Directors shall propose changes to bylaws at any regular meeting of the Board. ~~Any bylaws changes proposed by the Board may be amended, repealed or approved by a vote of the members at any annual or special meeting.~~ **Changes must be approved by a two-thirds vote of the Board of Directors.**

ARTICLE IX. Parliamentary Authority

~~————The rules contained in *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.~~
[Delete](#)

ARTICLE X. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. [See Articles of Incorporation, Article V, Section I.]

HISTORY

Articles of Incorporation granted 8 January 1987

Bylaws amended and adopted January 10, 2006

Bylaws amended and adopted December 10, 2007

Bylaws amended and adopted January 11, 2010

Bylaws amended and adopted 10 January 2011

Bylaws amended and Restated adopted 13 January 2014

Bylaws amended and Restated adopted 14 January 2019