

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 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 or family 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.

**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.

## **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.

**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.

**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.

**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.

## **ARTICLE V. Board Elections and Terms**

**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.

**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.

**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 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.

## **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 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 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.

#### **Vice President**

- 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).
- 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.

## **ARTICLE VII Meetings**

**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.

**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.

**Section C.** Special meetings shall be called by the President upon the request a majority of the voting members of the Board.

## **ARTICLE VIII. Committees**

**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.

**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.

## **ARTICLE IX. Amendments to the Bylaws**

The Board of Directors shall propose changes to the bylaws at any regular meeting of the Board. Changes must be approved by a two-thirds vote of the Board of Directors.

## **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

Amended bylaws approved by the Board August 12, 2024 and by the Membership November 14, 2024. Adopted January 1, 2025.