

**Amended and Restated Bylaws of
MARMOT LIBRARY NETWORK, INC.
A Colorado Non-Profit Corporation**

ARTICLE I
GENERAL

Section 1.01 Formation and Name

The Corporation was formed on August 31, 1990, by filing Articles of Incorporation with the Colorado Secretary of State under the name "Marmot, Inc." The name of the Corporation was changed on November 2, 1998 and the current name of the Corporation is Marmot Library Network, Inc. (marmot.org)

Section 1.02 Principal Office Address/Registered Office Address

The principal office address and registered office address of the Corporation is 123 North 7th Street, Suite 302, Grand Junction, Colorado 81501. The registered office address need not be identical with the principal office address, and the registered office address may be changed from time to time by the Executive Board.

Section 1.03 Seal

The seal of the Corporation shall be in a form determined by the Executive Board.

Section 1.04 Fiscal Year

The fiscal year of the Corporation shall begin the first day of the month of January and end the last day of the month of December.

Section 1.05 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Marmot Council, the Executive Board and committees having any of the authority of the Executive Board.

Section 1.06 Duration

The Corporation shall exist perpetually unless dissolved according to law.

Section 1.07 Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or

persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE II PURPOSES AND POWERS

Section 2.01 Purposes

The Corporation is organized exclusively for charitable, educational and scientific purposes; provided, that these purposes shall be construed to be in furtherance of such exempt purposes as are permitted in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time. The Corporation is a non-profit corporation organized to serve a consortium of school, public, academic, and special libraries ("Consortium") to optimize customer-oriented, automated products and support to enable its members to leverage costs, improve services and facilitate improved communication within the context of the larger Colorado library network.

Section 2.02 Financial Power

The Corporation may invest, administer, pay out, and distribute all manner of finds, money, property, and things of value made, donated, contributed, granted, delivered, devised, bequeathed, or otherwise transferred or communicated to the Corporation, hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; sell, lease, convey, or otherwise dispose of any such property or any proceeds thereof and deal with and expend the principal and income for any of said purposes; act as trustee; and in general exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Colorado can be authorized to exercise.

Section 2.03 Use of Funds

The Corporation may use its funds, money, or assets as authorized by its Executive Board for the repair, modeling, maintenance, and improvement of existing facilities and in constructing or assisting in the construction of new and different facilities; to pay, in whole or in part, the salaries or expenses of its employees, trainees, and all manner of persons engaged on a full-time or part-time basis. In addition, the Corporation may finance or participate in financing programs, including the cost of personnel, supplies, equipment, software, and facilities; and may do all other things in furtherance of its corporate purposes.

Section 2.04 Restrictions

Any contributions, grants, or donations designated for certain purposes may be used only for said purposes, and any limitations or conditions imposed by contributors, grantors, or donors shall be honored and may not be modified, revised, or overruled by action of the Executive Board of the Corporation.

ARTICLE III MEMBERSHIP

Section 3.01 Categories of Membership

The Corporation shall have voting members and non-voting associate members.

Section 3.02 Voting Members

Voting Member: Marmot voting members are the libraries or library consortia within the state of Colorado and adjacent areas approved for membership by the Marmot Executive Board. Voting Members must be willing to contribute to regionally relevant decision-making that will foster sharing of resources and expertise, a high-quality union catalog, and innovation. Voting Members pay an established membership fee and are entitled to participate in governance and receive services and technical support as further defined in the Membership Policy.

Section 3.03 Non-Voting Associate Members

Associate Member: Marmot non-voting associate members are the libraries or library consortia within the state of Colorado and outside of the state of Colorado that contract with Marmot for limited products and services, as approved by the Marmot Executive Board.

ARTICLE IV MARMOT COUNCIL

Section 4.01 Composition of the Marmot Council

The Marmot Council shall be composed of the representatives of the Marmot voting members. Each member shall appoint one representative to the Marmot Council. Appointment shall be made in writing to the Executive Director. If a member's representative so appointed is unable to attend a Marmot Council meeting, the member may appoint an alternate representative, from the same library, with full voting privileges, to represent the member at the meeting by delivering the written appointment to the Executive Director. Any non-voting associate member may participate in the Marmot Council by appointing its representative for this purpose. A written appointment shall be delivered to the Executive Director.

Section 4.02 Powers and Responsibilities of the Marmot Council

A vote of the Marmot Council shall be required for:

- a. election of the Executive Board;
- b. approval of amendments to the Articles of Incorporation and Bylaws of the Corporation; and
- c. dissolution of the Corporation.

The Marmot Council will perform the advisory role with respect to any other business affairs of the Corporation at the request of the Executive Board.

Section 4.03 Regular Meetings

The Marmot Council shall meet at least once a year in the spring. The agenda of the meeting shall include the election of members to the Executive Board and such other matters as may be proposed by the Executive Board, including, but not limited to reports of outgoing officers and committees on actions and activities of the past year; appointment for the succeeding year of committees; report of the Executive Director on plans and programs for the succeeding year; and any other business proper to come before the meeting.

Section 4.04 Notice of Meeting

The Executive Director shall be responsible for issuing a notice of any Marmot Council meeting, not less than 14 days and not more than 60 days prior to a regular meeting. The notice shall be delivered or sent via U.S. mail, fax or e-mail to every Marmot voting member and Marmot non-voting associate member and shall include the place, date, and hour of the meeting; the minutes of the previous meeting, the agenda and notice of proposed advisory motions. The Executive Board shall be responsible for determining a meeting agenda. For each regular meeting, the Marmot voting members and non-voting associate members may submit to the Executive Secretary their proposals regarding items to be included in the agenda no later than 10 days prior to the date of the regular meeting.

Section 4.05 Special or Emergency Meetings

The President of the Executive Board or the Executive Director, upon the Executive Board's decision or the written request of a majority of Marmot voting members, may call special or emergency meetings of the Marmot Council. The purpose of the meeting shall be stated in the notice of meeting which must be given to the Marmot voting members and Marmot non-voting associate members by personal delivery, via fax, telephone call or e-mail at least seventy-two (72) hours prior to the meeting, or by mail at least five (5) calendar days prior to the special meeting.

Section 4.06 Waiver of Notice

Any representative in the Marmot Council may waive notice of any meeting as set forth in Section 1.07 of these Bylaws. The attendance of a representative at any meeting shall constitute a waiver of notice of such meeting, except where a representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.07 Quorum

A majority of the Marmot voting members (each being represented by a regularly appointed or an alternative representative) shall constitute a quorum for any Marmot Council meeting.

Section 4.08 Voting

Each Marmot Council member shall have one vote. If a quorum is present, a majority vote of the representatives of the Marmot voting members (whether regularly or alternatively appointed) present at a regular or special meeting is required for election of the members of the Executive Board and a 2/3 vote of the representatives of the Marmot voting members (whether regularly or alternatively appointed) present at a regular or special meeting is required for approval of amendments to the Articles of Incorporation and the Bylaws of the Corporation or for the dissolution of the Corporation. Voting by proxy is not permitted.

Section 4.09 Participation by Electronic Means

Any members of the Marmot Council may participate in a meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.10 Action by the Marmot Council Without Meeting

Any action required or permitted to be taken by the Marmot Council at a meeting may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the members of the Marmot Council entitled to vote with respect to the subject matter thereof, which writing may be submitted to the President, Vice-President or Executive Director of the Corporation via U.S. mail, facsimile or e-mail and shall be certified at the next regular meeting of the Executive Board.

ARTICLE V EXECUTIVE BOARD

Section 5.01 Composition of the Executive Board

The Executive Board of the Corporation shall consist of five (5) members elected from the designated representatives of the Marmot voting members to the Marmot Council and shall include one member representing Academic Libraries Group, one member representing Public Libraries Group, one member representing School Libraries Group, as these terms are defined in Section 5.02 below, and two members representing any category of the Marmot voting members ("Representatives at Large"). If the Academic Libraries Group, Public Libraries Group or School

Libraries Group is unable to nominate a representative to the Executive Board, the seat of said voting group shall revert to an at-large seat until the next annual election.

In addition to the elected members of the Executive Board, the Executive Director of the Corporation shall be a non-voting ex officio member of the Executive Board.

To avoid conflicts of interest and the appearance of impropriety, no individual who is a relative of an employee of the Corporation may serve on the Executive Board. For this purpose, the term “relative” includes the individual’s spouse, mother, father, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandson, or cousin. The term also includes a domestic partner, defined as a person with whom the individual’s life is interdependent and who shares a common residence, and any relative of the individual’s domestic partner. If a relative of a member of the Executive Board becomes employed by the Corporation during the member’s term, the member shall resign from the Executive Board.

Section 5.02 Election

For the purpose of the Executive Board election, the Marmot Council shall have the following three groups which are entitled to nominate three of the five members of the Executive Board (i) Academic Libraries Group, consisting of the representatives of all academic libraries which are voting members of the Corporation; (ii) Public Libraries Group consisting of the representatives of all public libraries which are voting members of the Corporation; and (iii) School Libraries Group consisting of the representatives of all school libraries which are voting members of the Corporation. Each of these three groups shall nominate one or more representatives to the Executive Board. All members of the Marmot Council present at the meeting shall nominate any Representatives at Large. After all nominations are completed, all members of the Marmot Council present at the meeting at which quorum is present shall elect the members of the Executive Board by a majority vote.

A separate election will be held for each of the three constituencies, unless the nominee is running unopposed. Nominees who are unsuccessful in one of the first three elections are still eligible to run for one for the at-large seats. All eligible members interested in serving on the Marmot Executive Board are encouraged to self-nominate.

Section 5.03. Term of Office

Unless a member of the Executive Board is removed or resigns, each Board member shall hold office until his or her successor has been selected as provided in these Bylaws, and his or her term of office shall begin at the close of the meeting at which the member is elected.

The Corporation shall have a staggered Executive Board. Upon election of the initial Executive Board, lots will be drawn for newly elected members, with two serving one-year terms and three

serving two-year terms. Upon expiration of the respective terms of the initial members of the Executive Board, all newly elected members shall serve a two-year term. No member shall serve more than two consecutive two-year terms.

Section 5.04 Removal

A member of the Executive Board may be removed by the Marmot Council at the request of or upon consultation with the Executive Board with or without cause in accordance with Colorado law by a majority vote of the Marmot Council members present at a meeting at which quorum is present.

Section 5.05 Board Vacancies

Any vacancy occurring in the Executive Board shall be filled by appointment by the President. When possible, the President will fill the open position from the same group as that vacated. The appointed Board member shall serve the unexpired term of the replaced member until the next election.

Section 5.06 Resignation

A member of the Executive Board may resign at any time by delivering a written resignation to the President, Vice-President, or the Secretary of the Executive Board. The resignation shall become effective upon acceptance by the Executive Board, provided, however, that if said Executive Board has not acted thereon within thirty days from the date of its delivery, the resignation shall, on the thirtieth day, be deemed accepted by the Executive Board.

Section 5.07 Powers and Duties of the Executive Board

All actions taken to fulfill the purposes and reach the goals and objectives of the Corporation will be subject to the control and oversight of its Executive Board. The powers and duties of said Board are not only as described in these Bylaws but also as are found to be customary and normal to a policy-making board and shall include but not be limited to the following:

- a. election and replacement of officers of the Corporation;
- b. employment of the Executive Director, as provided by these Bylaws;
- c. recommendation of amendments to the Articles of Incorporation and the Bylaws;
- d. approval of the Corporation's annual budget;
- e. approval of all contracts that include expenditures of \$50,000 or more annually,
- f. approval of the membership fee structure and all contracts with members and associate members of the Corporation;
- g. approval of Employee Handbook;
- h. approval of the Corporation's financial, investment and other policies;
- i. designation of four persons as authorized signatories on corporate accounts, such persons being the President, Treasurer, Executive Director and one employee of the Corporation, and establishment of the requirements regarding handling of the

- corporate accounts and execution of the corporate checks and other financial documents; and
- j. performance of such other duties as are necessary for the management of the business and affairs of the Corporation.

Section 5.08 Meetings

The Executive Board shall meet at least quarterly.

Section 5.09 Notice of meetings

The Executive Director shall provide advance notice of any regular meeting in writing, including time, place, and agenda, to each Executive Board member, not less than 14 days prior to said regular meeting. The notice shall be personally delivered or sent via U.S. mail, fax or e-mail to every member of the Executive Board, unless notice is waived as set forth in Section 1.07 of these Bylaws.

Section 5.10 Special or Emergency Meetings

Special or emergency meetings of the Executive Board may be called by the President, Executive Director, or any three members of the Board. The purpose of the meeting shall be stated in the notice of meeting which must be given to the members of the Executive Board by personal delivery, via fax, telephone call or e-mail at least seventy-two (72) hours prior to the meeting, or by mail at least five calendar days prior to the meeting. If all five Board members agree to a meeting or agree to continue a meeting, the requirement for advance notice may be waived.

Section 5.11 Quorum

Attendance by three Executive Board members shall constitute a quorum. Any members of the Executive Board may participate in a meeting of the Executive Board by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.12 Voting

Approval by three members of the Executive Board present at a regular or special meeting shall constitute official action taken. Voting by proxy is not permitted.

Section 5.13 Action by the Executive Board Without Meeting

Any action required or permitted to be taken by the Executive Board at a meeting may be taken without a meeting if each member of the Board in writing, setting forth the action so taken, either (a) votes for such action; or (b) votes against such action or abstains from voting; and (c) waives the right to demand that action not be taken without a meeting. The affirmative vote of three members of the Executive Board shall constitute the Board action. The writing required by this Section 5.13 may be delivered to the President, Vice-President or Executive Director of the Corporation via U.S. mail, facsimile or e-mail.

Section 5.14 Attendance

When a member of the Executive Board fails to regularly attend meetings, the Executive Board through its officers, shall inform the member in writing that her or his service on the Board could be terminated. Absence of a member of the Executive Board from two consecutive regular meetings or from three regular meetings during the year without good cause, may be deemed a resignation from the Executive Board, and her or his membership on the Executive Board shall be terminated, unless the Executive Board by resolution determines that the member's membership shall not be terminated.

Section 5.15 Compensation

Members of the Executive Board as such shall not receive any stated salaries for their services. However, any Board member may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE VI OFFICERS AND EMPLOYEES

Section 6.01 Officers

The officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer.

Section 6.02 Election and Term of Offices

The President, Vice President, and Treasurer shall be elected immediately after the annual Council meeting from the elected members of the Executive Board. If the election of officers is not held at such meeting, such election shall be held as soon as practicable thereafter. Unless an officer is removed or resigns, each elected officer shall hold office for a one year term or until his or her successor has been duly elected and qualified, whichever occurs later. The Executive Director of the Corporation shall serve as the Secretary of the Executive Board ex officio without election.

Section 6.03 Removal and Replacement of Officers

The Executive Board may remove any officer of the Corporation and appoint a replacement with or without cause by a majority vote of all members of the Executive Board.

Section 6.04 Vacancies

A vacancy for whatever reason shall be filled by appointment by the President for the then unexpired portion of the officer's term.

Section 6.05 Resignation

An officer of the Corporation may resign at any time by delivering a written resignation to the President, Vice President, or the Secretary of the Executive Board provided that such office is not held by the person resigning. The resignation shall become effective upon acceptance by the Executive Board; provided, however, that if the Board has not acted thereon within thirty (30) days from the date of delivery, the resignation shall, on the 30th day, be deemed accepted by the Executive Board.

Section 6.06 Appointments

The President, with the advice of the Executive Board, shall appoint all standing and special committees which shall serve at the pleasure of the President for one (1) year after appointment or until their successors have been appointed and qualified. The Executive Board may define the duties of standing and special committees and appoint additional officers and prescribe the qualifications and terms of office and define the duties of any such committees and officers.

Section 6.07 Employees

The Executive Board shall hire the Executive Director of the Corporation. All other employees of the Corporation shall be hired by the Executive Director.

ARTICLE VII POWERS AND DUTIES OF OFFICERS

Section 7.01 President

The President shall be the chief executive officer of the Executive Board and shall preside at all meetings of the Executive Board, and he or she shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to her or him by said Board.

Section 7.02 Vice-President

The Vice-President shall preside at all meetings of the Executive Board in the absence of the President and perform all duties as from time to time may be assigned to her or him by the Executive Board or the President. The Vice-President shall also perform all duties which might or should be performed by the President when the President is ill, absent, or otherwise unable to act.

Section 7.03 Treasurer

The Treasurer provides oversight of the Corporation's financial affairs, including, but not limited to the Corporation's expenses and income in accordance with policies established by Executive Board. The Treasurer shall be an authorized signatory for all accounts and financial instruments of the Corporation and shall sign all vouchers and checks of the Corporation for the amount of \$50,000.00 or more jointly with such other officer(s) as may be designated by Executive Board, and shall notify the Board of all such transactions. He or she shall render to said Board an account and statement of all Corporation transactions at such times as said Board from time to time may determine. He or she shall at all times exhibit her or his books and accounts to any member of the Executive Board, The Treasurer shall be the Executive Board's liaison to a Corporation's auditor. The Treasurer shall perform all duties normally incident to the office of Treasurer, all duties assigned by the Executive Board or the President, and such other duties as are specified in these Bylaws.

Section 7.04 Secretary

The Executive Director of the Corporation shall serve as the Secretary and shall be an ex-officio, non-voting member of the Executive Board. The Secretary shall be responsible for giving and serving of notices required by the Bylaws and for recording the minutes of all Executive Board or Marmot Council meetings; he or she may sign with the President in the name of the Corporation all contracts authorized by said Board, and, when so ordered by said Board, he or she shall affix the seal of the Corporation thereto. He or she shall have charge of all books and papers as said Board may direct, all of which shall at all reasonable times be open to the examination of any member of the Executive Board, and he or she shall fulfill whatever duties may be assigned by the Executive Board or by the President, and shall perform such other duties as are specified in these Bylaws or are incidental to the office of the Secretary.

Section 7.05 Executive Director

The Executive Board shall employ the Executive Director, determine his or her duties and salary, and shall evaluate his or her performance. The Executive Director may carry out and manage the day-to-day activities of the Corporation and perform such duties as required by these Bylaws, or as may be assigned or prescribed by the Executive Board or are incidental to the office of the Executive Director. The Executive Director shall be an authorized signatory for all accounts and financial instruments of the Corporation and, except as provided in Section 5.07 of these Bylaws, may sign without the Executive Board's approval any contract that includes expenditures less

than \$50,000 annually and any check or voucher for the amount of less than \$50,000. The Executive Director may sign vouchers and checks of the Corporation for the amount of \$50,000.00 or more jointly with the Treasurer. Third parties may rely absolutely on any approval, disapproval or execution and delivery of any instrument or document, including contracts and other similar documents by the Executive Director on behalf of the Corporation as having been authorized by the Corporation and no such party dealing with the Executive Director shall be required to inquire as to whether the Executive Director shall have actually been so authorized.

For the purposes of these Bylaws, the day-to-day activities shall mean all routine matters relating to the operation of the Corporation day-to-day business and, except as otherwise provided by these Bylaws or by a special written resolution of the Executive Board, may be made by the Executive Director acting alone, including without limitation, purchase or lease of necessary office equipment, procuring insurance for the Company or its assets, contracting for and coordinating accounting and clerical functions and employment of accountants and attorneys. The Executive Director will use an RFP process as may be required by the Board.

ARTICLE VIII COMMITTEES

Section 8.01 Committees

Pursuant to Section 6.06 of these Bylaws, the President may, from time to time, appoint such committees as deemed necessary to carry on the business of the Corporation and shall specify the charge of the committee, as well as the term of the committee. The President and Executive Director shall be ex-officio members of all committees.

Section 8.02 Members of Committees

Representatives of the Marmot voting members and Marmot associate members in the Marmot Council, members of the Executive Board, employees of the Corporation, Board members from member libraries of the Corporation, and/or representatives of the community at large, may be appointed to the Corporation's committees.

Section 8.03 Representation in external Organizations

The President may appoint representatives of the Corporation to committees of external organizations.

ARTICLE IX AMENDMENTS

Section 9.01 Articles of Incorporation

The Articles of Incorporation of the Corporation may be altered or amended at any regular or special meeting of the Marmot Council by the affirmative vote of 2/3 of the members of said Council present at a meeting at which quorum is present.

Section 9.02 Bylaws

The Bylaws of the Corporation may be adopted, altered, or amended at any annual or special meeting of the Marmot Council by the affirmative vote of 2/3 of the members of said Council present at a meeting at which quorum is present.

ARTICLE X NON-PERMITTED ACTIVITIES

Section 10.01 Internal Revenue Code

Notwithstanding any other provision of these Bylaws, no officer, member of the Executive Board, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now may exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 10.02 Conflict of Interest Policy

The Executive Board shall adopt a Conflict of Interest Policy consistent with the requirements of Section 501(e)(3) of the Internal Revenue Code and its Regulations.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify and advance expenses to a member of the Executive Board or officer of the Corporation in connection with a proceeding to the fullest extent permitted by the Colorado Nonprofit Corporation Act, as such may be amended or reenacted. With respect to an employee or agent other than a member of the Executive Board or officer of the Corporation, the Corporation may, as determined by the Executive Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by the Colorado Nonprofit Corporation Act, as such may be amended or reenacted.

Passed, approved, and adopted this 17th day of May, 2019.

MARMOT LIBRARY NETWORK, INC,

By _____

Dustin Fife, President

By _____

Adam Murray, Secretary