

**PUBLIC LIBRARY ASSOCIATION OF ANNAPOLIS
AND ANNE ARUNDEL COUNTY, INCORPORATED**

(Adopted 9/19/1985, Amended 6/18/87, Amended 9/17/87, Amended 1/19/87,
Amended 12/17/87, Amended 1/19/89, Amended 2/16/89, Amended 2/20/92,
Amended 5/16/96, Amended 6/17/99, Amended 9/19/02, Amended 6/15/06,
Amended 10/18/12, Amended 12/17/15, Amened 1/17/19, Amended 12/19/19,
Amended 4/15/21, Amended 2/17/22, and Amended 5/18/23)

This Twenty-first Amendment and Complete Restatement of the Bylaws (hereinafter referred to as the “Bylaws”) is made this 21st day of September 2023, by the PUBLIC LIBRARY ASSOCIATION OF ANNAPOLIS AND ANNE ARUNDEL COUNTY, INCORPORATED, a Maryland Corporation, (hereinafter referred to as “AACPL,” “the Corporation,” or “the organization”).

Preamble

Pursuant to the powers vested in the Corporation, as provided by law, the following are hereby adopted and declared as the Bylaws of the Board of Library Trustees (hereinafter referred to as “the Board”).

ARTICLE I

Section 1.01 These Bylaws of the Corporation are supplementary to the provisions of the statutes of the State of Maryland as they relate to the procedures of Boards of Library Trustees.

ARTICLE II
MEETINGS OF THE BOARD

Section 2.01 Regular and Committee Meetings

- (a) The Board business year begins on July 1 and ends on June 30 of the following calendar year.
- (b) The Chair shall designate that the convening of the Trustees will be a regular meeting or committee sessions. As appropriate, this communication will come from the Office of the Chief Executive Officer at least five business days prior to the designated meeting. The Chief Executive Officer or their designee shall post all meeting designations, dates, and locations on the Library website. In the regular meeting, the full Board shall meet to consider any pending business that requires action from all Trustees. The Chair shall set the agenda for the full business meeting, and it shall be published in accordance with Maryland Open Meetings Act and these Bylaws. The Chair shall coordinate meeting logistics with the Chief Executive Officer or their designee. The Board shall meet for a regular meeting at least once every three months. While convening in committee session, Trustees shall meet in their assigned committees to review, conduct oversee and recommend policies for full Board consideration.

During the committee sessions, each standing committee Chair shall set the agenda for their committee. Unless stipulated elsewhere in these Bylaws, no standing committee may act on behalf of the Board.

- (c) The Board shall publish and follow Rules of Order for the conduct of its regular meetings.
- (d) Unless a motion was made by a standing committee or ad hoc committee, votes on all motions which affect AACPL policy or changes in personnel policies shall be delayed or automatically tabled under these Bylaws until the next regularly scheduled Board regular meeting from the one at which they are initially presented. This provision is subject to waiver by a two-thirds vote to amend this rule by those present after the motion to adopt the policy is before the assembly.
- (e) The agenda and/or information packet for the meetings will be distributed to the Board by the Chief Executive Officer one week prior to meetings. Any Trustee wishing to have an item placed on the agenda will notify the Chair in sufficient time preceding the meeting to have the item placed.
- (f) Trustees who are unable to attend a meeting will contact the library's Executive Assistant to indicate their anticipated absence.

Section 2.02 Special Meetings. Special meetings shall be held when called by the Chair of the Board or by any three Trustees of the Board, provided that notice with the agenda of the special meeting is given at least 48 hours in advance, except in the case of a bona fide emergency, to Trustees and the public in accordance with the Open Meetings Act (Md. Code Ann., Gen Provis § 3-302) and that no business except that stated in the notice and agenda shall be transacted.

Section 2.03 Annual Meeting. The final regular meeting of the Board business year shall be designated as the Annual Meeting for the purpose of electing officers and new Trustees, and for any other business that may arise.

Section 2.04 Quorum. A quorum at any meeting of the Board shall consist of ten (10) Trustees.

ARTICLE III BOARD OF LIBRARY TRUSTEES

Section 3.01 Responsibility. The Board is charged with the responsibility of the governance of the AACPL. The Board shall hire a Chief Executive Officer who will be responsible for the day-to-day operations of the AACPL. The Board shall administer the affairs of the AACPL, shall establish the policies; shall be the custodian of its properties; shall employ the library staff; and shall establish and direct those committees not otherwise provided for in these Bylaws. The Board meets as provided in Article II.

Section 3.02. Trustees

- (a) The Board shall consist of two classes of Trustees. The first class shall be eight Anne Arundel County government nominated appointees (hereinafter referred to as “County Nominees”). The second class shall be ten appointees nominated and appointed solely by the Board or a committee thereof pursuant to this Section and Section 3.03, (hereinafter referred to as “Board Nominees”). One of the ten Board Nominees shall be a secondary school student appointed for a single, one-year term. The student appointee may attend an Anne Arundel County Public School, private school, or be a homeschool student.
- (b) Seven of the eight County Nominees shall be appointed to represent each of the seven County Council districts. The seven nominees representing each of the councilmanic districts shall be nominated by the County Executive and confirmed by resolution of the County Council prior to final appointment by the AACPL Board of Trustees as provided herein.
- (c) Should a nominee fail to receive a final appointment from the Board, the Secretary shall transmit the Board’s decision to the respective nominating authority (i.e., the county governing body or Board committee) requesting a new nominee be submitted for approval.
- (d) The Trustees shall be the only voting members of the Board.
- (e) No Trustee may be at the same time a paid employee of the AACPL or a retiree receiving a pension and/or medical benefits.
- (f) Trustees may not vote on any matters in which they have a personal financial or conflict of interest.
- (g) The Chief Executive Officer shall be an ex officio member of the Board without a vote.
- (h) Trustees are not to be compensated pursuant to statute. Trustees are not exempt from late fees, fines, or other Library user fees.
- (i) Pursuant to Md. Code Ann., Educ § 23-403, nominees shall be chosen on the basis of character, ability, and demonstrated interest in library matters; and the nominees shall further meet the following qualifications: (1) the nominees shall be representative of the area the library serves, and (2) the residents of the County that the library serves.
- (j) In the event the County governing body, defined here as the County Council and the County Executive, fails to nominate and approve by resolution a person to fill an open County Nominee position within three months of the vacancy or commencement of the successor’s term of office, then the Board shall fill the position with a candidate from that district.
- (k) Except for the student appointee, Trustees shall serve for a three year-term up to a maximum of three consecutive 3-year terms. Any new Trustee filling the seat of a Trustee who resigns

shall serve out the term of the resigning Trustee and thereafter may serve no more than three consecutive 3-year terms. The student appointee shall serve a single, one-year term.

Section 3.03 Vacancies on the Board Due to Terms Expiring

- (a) The Chair of the Board shall appoint the Governance, Strategy, and Organization Committee as further described in Section 5.05, amongst whose duties it shall be to choose nominees for filling any vacancies as a result of Trustees' terms expiring. The Governance, Strategy, and Organization Committee shall, consistent with these Bylaws, present a list of nominees for potential new Trustees to the Board to fill the positions for those terms that are about to expire. Additional nominations may be made from the floor at the Annual Meeting, provided these Bylaws otherwise permit it and the consent of the nominee has been secured. These nominees will be voted on at the Annual Meeting.
- (b) Trustees are eligible for re-nomination and re-election.

Section 3.04 Vacancies on the Board for Other Reasons

- (a) On any occasion, other than the expiration of a term of Trustee, when the number of Trustees serving on the Board may be less than 18 members, the Chair shall appoint a Governance, Strategy, and Organization Committee as defined in Section 5.05 of at least three members, whose duty it shall be to choose nominees for filling any vacancies that may then exist in the Board of Trustees. At a subsequent regular meeting of the Board, the Governance, Strategy, and Organization Committee shall present a list of nominees for potential new Trustees to fill the positions then vacant. Additional nominations may be made from the floor, provided these Bylaws otherwise permit it and the consent of the nominee has been secured. These nominees will be voted on at the next regular meeting of the Board.
- (b) In order to maintain the orderly rotation, the term of a Trustee appointed to complete an unexpired term will expire at its regular time.

Section 3.05 Absences from Meetings of the Board.

- (a) A Trustee may be absent from no more than three regular monthly meetings during the Board's business year. The Secretary shall notify the Chair of the Board and the Chief Executive Officer whenever a Trustee has been absent from more than three regular Board meetings. The Chair of the Board shall then ascertain whether the Trustee in question has ceased active interest and participation in the affairs of the AACPL and shall report at the next regular meeting. The Board may then, by a two-thirds vote of those present, deem the position vacated, and the Secretary shall so notify the Trustee in question.
- (b) Because of extraordinary circumstances, a Trustee may request, in writing, a leave of absence for a designated period of time. The Board will act upon this request at the next regular meeting.

ARTICLE IV
OFFICERS, COUNSEL, AND DIRECTORS

Section 4.01 Officers and Elections. The officers of the Board shall be a Chair, a First Vice-Chair, a Second Vice-Chair, a Secretary, and a Treasurer. Those officers shall be elected for one-year terms at the Annual Meeting. In the event of a vacancy from an office, an election to fill the unexpired term of that office will be conducted at the next regular meeting. All officers shall be elected at the Annual Meeting of each year and shall hold office for one year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting at which they are elected. If there is more than one nominee for any office, election for that office shall be by secret ballot.

Section 4.02 Chair. The Chair shall preside at all board meetings, appoint all standing and special committees, serve as ex-officio member of all committees, and perform all other such duties of that office. The Chair shall be the only spokesperson for the Board in all advisory or disciplinary action directed to the staff.

Section 4.03 First Vice Chair. The First Vice-Chair, in the absence of the Chair, shall assume all duties of the Chair. The person in this position is encouraged to participate in as many of the activities and decision of the Chair as possible.

Section 4.4 Second Vice Chair. The Second Vice-Chair, in the absence of the Chair and/or First Vice Chair, shall assume all duties of the either of such offices as required. The person in this position is encouraged to participate in as many of the activities and decisions of the Chair as possible.

Section 4.05 Secretary. The Secretary shall keep minutes of all board meetings, record attendance, record the tallies of all votes cast. The Secretary shall perform all other such clerical duties as may be assigned by the Board.

Section 4.06 Treasurer. The Treasurer shall have charge of and be responsible for all funds, receipts and disbursements of the AACPL. The Treasurer shall render to the Board, whenever requested, an account of the financial condition of the AACPL. The Treasurer shall serve as a permanent member of the Executive Committee and Budget Committee. The Treasurer may be designated as a signatory on any AACPL bank account and, in general, shall perform all duties incident to the office of Treasurer of the Board and other duties that may be assigned by the Board or Chair.

Section 4.07 Counsel. Counsel serving the Board shall be competent to give legal advice to the AACPL. He or she shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the AACPL. The Chief Executive Officer with the approval of the Board shall appoint the Library Counsel. The Counsel shall be a member of the bar of the Maryland Court of Appeals. The Counsel shall be the chief legal adviser of the Library and shall perform such

duties in the connection as may be required by the Board and the Chief Executive Officer. The Library Counsel shall serve at the pleasure of the Board. Counsel's compensation shall be determined by the Board. The Board shall have the power to employ such legal consultants as it deems necessary from time to time.

Section 4.08 Directors. There will be two Directors elected from the Board. One Director shall be elected at each Annual Meeting. The Directors shall hold office for two years or until their successors are elected. Directors shall not be eligible to succeed themselves.

ARTICLE V COMMITTEES

Section 5.01 Except as otherwise stated in these Bylaws, the standing committees established by this Article shall be appointed annually at the Annual Meeting and whenever the Chair of the Board deems appropriate to appoint additional members or re-appoint the committee members.

Section 5.02 Executive Committee

- (a) The Executive Committee shall consist of (1) the officers of the Board, (2) the two Directors, and (3) serving at the option and pleasure of the current Chair, any past Chair of the AACPL, then serving on the Board of Trustees, may be appointed to serve, ex officio, without a vote, as an additional member of the Executive Committee. The term on the Executive Committee of such ex officio member, subject to renewal, shall commence upon approval by the Board of Trustees and end at the Annual Meeting each year.
- (b) The quorum of the Executive Committee shall be four members. The Chair of the Board shall serve as the Chair of the Executive Committee. Whenever the Chair of the Board cannot so serve, the First Vice-Chair or Second Vice-Chair shall serve, as appropriate. In the absence of the Chair and both Vice-Chairs, the Executive Committee shall elect a Chair for that meeting.
- (c) The Executive Committee shall act for the AACPL between meetings of the Trustees and shall supervise its administration, properties, and investments, provided that none of its acts shall conflict with unusual needs not anticipated in the approved budget be referred to the Trustees. The Executive Committee shall meet at the call of the Chair or written request of two members.
- (d) Subject to the provisions of the following paragraph and the Maryland Code Ann, Gen Prov § 3102 as it may be amended, all meetings of the Executive Committee shall be open to the public, but attendees, other than Executive Committee members may not participate in any discussion or deliberation unless a member of the Executive Committee requests that they be granted permission to speak. In such case, the Chair may limit the time any such individual may speak.
- (e) Notwithstanding the previous paragraph, upon a motion in an open meeting to assemble in executive session, which motion states the purpose for the executive session and is approved

by majority vote of the Executive Committee, the Chair may adjourn any meeting and reconvene in executive session, and may exclude persons other than Executive Committee members to consult with legal counsel, to discuss matters of a sensitive nature, such as contracts, potential or pending litigation, personnel matters, matters involving violations or alleged violations of the Governing Documents, and matters involving the liability of AACPL. Nothing herein shall require disclosure of information in violation of law.

Section 5.03 The Chair of the Board shall appoint the Chair(s), Vice Chair, and committee members of the standing committees: Finance and Audit; Governance, Strategy, and Organization; and Human Resources and Diversity. The Chair serves as ex officio of all standing committees without a vote. Every Trustee must serve on a committee. The Chair of the Board and Committee Chair may appoint Library staff to serve on standing committees for any duration of time without a vote. No Library staff member may serve on the Finance and Audit Committee while the committee is actively performing any of its audit functions regarding the staff member's assigned office, branch or division, or department in the case of department heads, as stipulated in these Bylaws. The Chair has the right to reassign any committee member to another committee at any time to ensure balance and adequate representation. The Chair shall provide in writing to the Secretary of the Board all committee assignments, which shall be published from time to time with the Board minutes.

Section 5.04 Finance & Audit Committee

- (a) Each meeting of the Finance & Audit Committee shall be designated in advance as to whether the committee is meeting as the Finance Committee or as the Audit Committee. Nothing shall prevent the committee from holding multiple meetings immediately following one another in its different roles; however, the meetings shall be distinct, and one shall be adjourned before the other is convened.
- (b) The Finance Committee shall:
 - (1) Oversee the preparation of the annual budgets and financial statements; oversee the administration, collection, and disbursement of the organization's financial resources, in addition to the related policies and procedures as approved by the Board.
 - (2) Advise the Board with respect to making significant financial decisions, such as correcting or restructuring the organization's books and accounting procedures when fiscal problems arise.
 - (3) Recommend to the Board on matters pertaining to the acquisition, use, or conveyance of property.

- (4) Oversee the preparation and implementation of the governance policies referenced in the Form 990 (e.g., conflict of interest, document retention, whistle-blower, review of executive compensation) as approved by the Board.
- (5) Oversee issues related to the acceptance and owning or disposition of any gift, grant, or appropriation for library purposes from any person under any appropriate terms and conditions as approved by the Board.
- (6) Oversee the implementation of the organization's Enterprise Risk Management program as approved by the Board.
- (7) Advise on other issues as designated by the Chair of the Board or the Executive Committee.

(c) Audit Committee shall:

- (1) Review the organization's financial statements and other official financial information provided to the public.
- (2) Ensure that reports are received, monitored, and distributed correctly in accordance with Board policy and directives.
- (3) Oversee the organization's internal controls, including management's compliance with applicable policies and procedures and risk management in accordance with Board policy and directives.
- (4) Oversee in accordance with Board policy and directives, the annual independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor; reviewing the annual information returns (IRS Form 990, related schedules, and forms) and recommending it for approval, signature, and submission by the appropriate officer. These audits may include operational audits, cybersecurity and informational systems audits, investigative audits, compliance audits, and internal control reviews.
- (5) Interact with independent auditors or auditing firms; and review the organization's procedures for reporting problems and report when necessary to the Board.
- (6) Review and periodically report on whistle-blower and anti-fraud policies and processes, and policy and procedures related to the discovery of errors or illegal acts, whistle-blower hotline, and other communication methods and determine the process for "special investigations" (whistleblower allegations, anti-fraud compliance, discovery of errors or illegal acts).
- (7) Advise on other issues as designated by the Chair of the Board or the Executive Committee.

Section 5.05 Governance, Strategy, and Organization Committee. The Governance, Strategy, and Organization Committee shall:

- (a) Choose, evaluate, and submit a nominee for each office established by Article IV to be filled at the Annual Meeting. The list of nominees shall be made available to the Board at least 30 days prior to the Annual Meeting.
- (b) Choose, evaluate, and submit nominees for filling any vacancies resulting from terms expiring on the Board. The committee shall gather and present a list of nominees for potential new Trustees to the Board at least 30 days prior to the Annual Meeting.
- (c) Review the program for new Trustee orientation and ongoing Board development to ensure that Trustees receive appropriate education and training in accordance with Board policy and directives.
- (d) Review, monitor, and report compliance related to Board composition and Trustee attendance.
- (e) Oversee the implementation of the AACPL strategic plan in accordance with Board policy and directives.
- (f) Oversee the development and implementation of the AACPL Facilities Master Plan in accordance with Board policy and directives.
- (g) Recommend policies to the Board dealing with use of AACPL facilities and services by non-residents of Anne Arundel County.
- (h) Recommend to the Board the establishment and operation of libraries at any location in the Anne Arundel County.
- (i) Review Board Bylaws as needed and recommend changes for Board approval.
- (j) Monitor and report trends and opportunities for succession planning and leadership development.
- (k) Advise on other issues as assigned by the Chair of the Board or the Executive Committee.

Section 5.06 Human Resources and Diversity Committee. The Human Resources and Diversity Committee shall:

- (a) Review and report upon all hiring procedures and documents related to the Chief Executive Officer's search, hiring letter/contact, salary, and annual evaluation procedure.
- (b) Conduct oversight and recommend policies and other relevant actions to be taken as it relates to Staff classification; salaries; work conditions; suspensions with pay; grievance procedures;

benefits, including vacation and sick leave; hours of work; and any other personnel procedures and practices necessary for the efficient operation of the library.

- (c) Monitor and report upon trends and opportunities for succession planning and leadership development.
- (d) Review and report upon ongoing diversity, inclusion, and equity efforts within the organization and recommend board training and development related to these efforts.
- (e) Oversee any activities relating to equity audits as approved by the Board.
- (f) Advise on other issues as assigned by the Chair of the Board or the Executive Committee.

Section 5.07 Special or Ad Hoc Committees. The Chair may appoint, from among the Trustees, persons who shall serve at the pleasure of the Chair to consider questions or issues that may arise from time to time concerning the affairs of the AACPL which are not otherwise addressed in these Bylaws and to present reports or recommendations to the Board.

ARTICLE VI AMENDMENTS

Section 6.01 Amendments to these Bylaws may be proposed at any regular meeting of the Board and will become effective if and as adopted by a two-thirds majority of those members present providing they represent a quorum and providing that the proposed amendment were submitted to the Governance, Strategy, and Organization Committee for review and recommendation to the Board.

IN WITNESS WHEREOF, the Trustees of the AACPL, through its Chair, have caused this Amendment and Complete Restatement of the Bylaws to be executed on their behalf on the date first above written.

[SIGNATURES FOLLOW]

WITNESS/ATTEST: PUBLIC LIBRARY ASSOCIATION OF ANNAPOLIS AND ANNE ARUNDEL COUNTY, INCORPORATED

By:

DocuSigned by:
Christopher Nelson 1/10/2024
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Chair

CERTIFICATION OF SECRETARY

I hereby certify that, as the person specified in the Bylaws to count votes at meetings of the Public Library Association of Annapolis and Anne Arundel County, Incorporated, the foregoing Twenty-first Amendment and Complete Restatement of the Bylaws of the Corporation was approved by the affirmative vote of Trustees present in person representing at least two thirds of the total votes of the Trustees at the regular meeting of the Corporation held on the 21st day of September, 2023.

WITNESS/ATTEST:

By:

DocuSigned by:
Laura Ellis 1/11/2024
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Secretary