



ARTICLE I

Members

Section 1. Statutory Authority

Title 23, Subtitle 4 of the Education Article of the Annotated Code of Maryland ("EA" or "Education Article"), as may be amended from time to time, sets forth state laws governing libraries in Maryland. Sections 23-401 through 23-614 set forth state laws specifically governing public libraries. Appointment, meetings, and powers and duties of Library trustees are covered in Sections 23-403 through 23-407.

As such, the Board of Library Trustees ("Board"), except and until otherwise provided for by statute, shall consist of seven members. Trustees serve a term of five years and may be reappointed for not more than one full term. Trustees are "appointed by the county governing body from nominees submitted by the Board". The appointment is made by the County Executive. EA, § 23-403. See *also* § 538 of the Baltimore County Charter

Vacancies on the Board, for whatever reason caused, shall be promptly reported to the County Executive by the Board President and the Board shall thereafter submit a nominee or nominees for the County Executive's consideration.

Section 2. Remuneration

Members of the Board (at times referred to individually as "Trustee" and collectively as "Trustees") shall receive no compensation for their services.

Section 3. Membership Provisions

A Trustee shall reside in Baltimore County and meet the requirements of Maryland law. A Trustee may not be a current staff member of the Baltimore County Public Library ("Library") or an officer of any affiliate group of the Library, such as the Baltimore County Public Library Foundation or any branch Friends Group.

In addition to attendance provisions set forth in Maryland law, trustees are expected to attend most Board meetings.

Trustees are also expected to: (a) comply with all ethics laws and policies, including timely filing of accurate annual "Financial Disclosure Statements" that must be on file with the Baltimore County Ethics Commission and (b) adhere to the Board's ethics statement and practices, as created and amended.

The Board may by a unanimous vote of the other Trustees at a meeting where a quorum is present censure and/or recommend to the County Executive removal of a Trustee for a Trustee's misconduct or activity that is materially harmful to the Library.

Section 4. Filling Board Vacancies

Individuals from Baltimore County's diverse demographic makeup will be encouraged to apply for Board membership by multiple means. Applicants should meet the qualifications listed on the Library's website, which delineates the full application process. Completed application forms will be reviewed by an ad hoc committee of the Board or the full Board, which will identify a group of finalists. Finalists will be interviewed by the full Board, producing the name or names to be submitted to the County Executive who will make the appointment(s). If the County Executive chooses not to appoint a recommended candidate, the Board will identify and interview additional candidates and submit new names until the appointment is made.

Section 5. Reappointment to the Board

As a Trustee eligible for reappointment approaches the end of their term, the Board President will ascertain whether the Trustee is interested in reappointment. If so, the Board will meet in executive session, with the individual excused, to vote on whether to recommend reappointment. Criteria will include, but are not limited to: attendance at meetings and functions; demonstrated support of the Library and its values, goals and objectives; and being an effective part of the team, communicating appropriately to the public and other Trustees. The Board will then vote, and the Board President will inform the Trustee of the decision. If the decision is to recommend reappointment, the Chief Executive Officer appointed by this Board will communicate the Board's decision to the County Executive, who will choose whether to make the appointment.

If the Board votes not to recommend reappointment, it will use the process outlined in Article 1, Section 4 of these bylaws to recruit and screen applicants and identify a new candidate to present to the County Executive.

ARTICLE II

Powers and Duties

Section 1. Governance

The Board shall have the following powers and duties:

- (a) To adopt bylaws for the conduct of its business, and to choose its officers;
- (b) To select and appoint a professional librarian eligible for certification as director of the Library to serve as Chief Executive Officer of the Library;
- (c) To delegate to the Chief Executive Officer the appointment of Library staff;
- (d) To make reasonable rules and regulations and approve policies for the use of the Library by the public, and to establish human resource policies, including but not limited to employment and personnel policies and procedures consistent with Baltimore County and State and federal laws;
- (e) To supervise the use of and have custody of all property used for Library purposes;
- (f) To develop Library services throughout Baltimore County, by such means as stations, branch libraries, and bookmobiles; and
- (g) To perform all other acts necessary for the proper control of the Library and acts provided under applicable law.

Section 2. Finance

The Board shall have powers and duties as to finances, as follows:

- (a) To advise on, and approve, the Library budget;
- (b) To receive all funds, including any gifts to the Library, and provide oversight of expenditures from the Public Library Fund, for the purposes of Title 23, Subtitle 4 of the Education Article;
- (c) To receive and administer trusts, endowments, or bequests, adding the proceeds thereof to the Public Library Fund or as provided by the trust; and
- (d) To recommend to the Baltimore County Executive, the purchase, condemnations, rental, use, sale or conveyance of real and personal property, for any purpose valid

under this Title 23, Subtitle 4 of the Education Article; to select, with the approval of said County Executive, the location and make or approve plans for the erection of Library buildings thereon;

- (e) To enter into contracts for any Library service, with any other library or with any governmental unit; and
- (f) To provide a publicly-available annual audit and annual report.

ARTICLE III

Meetings

Section 1. Frequency

The Board shall hold regular meetings at least once every three months. The June meeting of the Board shall be considered the annual meeting.

Section 2. Day and Time

Meetings shall be held on such days in such months as the Board shall from time to time determine. With the requisite notice, and at the call of the President, Board meetings may be held virtually as well as in person.

Section 3. Special meetings

Special meetings of the Board may be called in writing at any time by the President, or by a majority of the Board. Upon request in writing or by electronic means delivered to the President or Secretary, it shall be the duty of the President or Secretary to call a meeting of the members without delay. Such requests and/or call for a special meeting shall state the purpose of the meeting and reasonable notice shall be given in writing or by electronic means. Such notice shall state the place, day, and hour of such meeting and shall also state the business proposed to be transacted at the meeting. Such notice shall be given to each member by electronic mail.

Section 4. Open meetings law

All meetings shall be conducted in accordance with the provisions of the State of Maryland's Open Meetings Act (Title 3 of the General Provisions Article of the Annotated Code of Maryland).

Regular meetings will generally include the following agenda items:

- (a) Communications (Minutes, correspondence, and public comments)
- (b) Reports
- (c) Old business
- (d) New business
- (e) Adjournment

ARTICLE IV

Quorum and Voting

Section 1. Quorum, Voting, and Remote Attendance

A majority of members of the Board present in person or participating by telephone or other electronic means shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. To be deemed present, vote and otherwise participate, the remote attendee must be able to hear all conversation in the Board meeting, and all attendees at the Board meeting location must be able to hear the remote attendee. If, prior to any meeting, the President is aware that there will not be a quorum at a meeting, the President may postpone the meeting by notifying the members of a more convenient time which is not later than ten days after the originally stated date. If any meeting has less than a quorum present, a majority of those present may adjourn the meeting.

ARTICLE V

Officers

Section 1. Officers

The officers of the Board shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board from time to time considers necessary for the proper conduct of the business of the Board. All officers shall be members of the Board. The officers for the next fiscal year shall be elected by the members at their annual meeting. Each such officer shall hold office for the term of one year and thereafter until a successor is elected and qualified, or until the officer's death, resignation or removal; provided, however, that no person shall serve more than three consecutive terms as President.

The Board may remove an officer from their position as an officer for insufficient attendance, non-fulfillment of duties or violating the Board's ethics policy.

Section 2. President

The President shall be the chair of the Board. The President presides at all meetings of the Board and shall have all powers incidental to and ordinarily exercised by the president and chair of a Board.

Section 3. Vice President

In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have the powers of the President. The Vice President shall also have such additional powers and duties as may be assigned by the Board.

Section 4. Secretary

The Secretary shall see that adequate minutes of the meetings of the Board are prepared and kept in books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; shall ensure compliance with the notice and agenda requirements of the Open Meetings Act, and shall be responsible for the custody of the records of the Board, but may delegate this function to the Chief Executive Officer or to the Chief Executive Officer's designee.

Section 5. Treasurer

The Treasurer shall serve as signatory for financial transactions of the Library and shall perform all of the duties ordinarily incident to the office of a treasurer of a Board.

Section 6. Officers Holding More Than One Office

Two or more offices (except that of President and Vice President) may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 7. Vacancies

Whenever any office becomes vacant other than by expiration of an officer's term, the Board shall elect a member to fill the vacancy for the unexpired portion of the term.

ARTICLE VI

Committees

Section 1. Nominating Committee

In May of each year the President shall appoint a Nominating Committee consisting of three

members of the Board. The Committee shall nominate one member of the Board for each elective office. Members of the Nominating Committee shall not be disqualified for nomination for any elective office. Additional nominations for any office, which may include a member's self-nomination, may be made by Board members prior to the vote on an officer.

Section 2. Executive Committee

The President shall appoint an Executive Committee consisting of three members of the Board. The Committee shall meet as scheduled by the President. The Chief Executive Officer and others invited by the President may attend Committee meetings. The Committee shall work with the Chief Executive Officer in the preparation and approval of an annual budget and advise and assist the Chief Executive Officer and Board President on budget and financial matters, both internally and externally. The Committee shall also provide the Chief Executive Officer and/or President with guidance and input on buildings, planning, policies and other Library matters and shall have such other powers and perform such other duties as may be assigned to it by the Board.

Section 3. Other Committees

The Board may provide for such standing or special committees as it deems desirable and discontinue the same, by resolution. Each committee shall have such powers and perform such duties, consistent with law, as may be assigned to it by the Board.

ARTICLE VII

Annual Budget

A proposed annual budget for the Library shall be prepared by the Chief Executive Officer and presented to the Board at its meeting preceding the date upon which the budget must be presented to the County Executive.

ARTICLE VIII

Annual Audit and Annual Report

Section 1. Annual Audit

The Board shall provide for an annual audit of its business and financial transactions and accounts. As required by applicable law, the auditing firm must be approved and the audit report filed with

Baltimore County and the applicable state agency.

Section 2. Annual Report

The Board shall make an annual report to the County Executive of Baltimore County and the State Librarian optimally by November 1 after the close of the fiscal year of Baltimore County, but no later than January 1 of the ensuing calendar year. The report shall contain a statement of revenue and expenditures by category, material holdings, audit results, and such other information as the State Library shall proscribe.

ARTICLE IX

Bonds

Section 1. Treasurer's Bond

The Board shall require that the Treasurer of the Board give a bond to the Board for the faithful discharge of duties in such amount, on such conditions, and with such surety or sureties, as may be required by the Board.

Section 2. Other Bonds

The Board may require any officer, agent or employee of the Library to give a bond to the Board for the faithful discharge of duties, in such amount, on such conditions, and with such surety or sureties, as may be required by the Board.

ARTICLE X

Sundry Provisions

Section 1. Negotiable Instruments and Other Evidences of Indebtedness

All checks, drafts, or orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Board shall be signed by such persons as the Board may from time to time designate by resolution, but until otherwise designated, all such instruments shall be signed by two persons, namely by either the President or the Treasurer, together with either the Chief Executive Officer or the Chief Executive Officer's designee. No such instruments shall be signed in blank.

Section 2. Fiscal Year

The fiscal year of the Board shall be from July 1st to June 30th inclusive, unless otherwise

provided by the Board.

Section 3. Chief Executive Officer

The Board before the adoption of these bylaws, as revised, changed the title of the Library's Director to Chief Executive Officer. In the interpretation of these bylaws and for all purposes of Subtitle 4 of Title 23 of the Education Article of the Annotated Code of Maryland, the Baltimore County Charter and other applicable laws, rules and regulations, the Chief Executive Officer, formerly known as "Director" shall have all the powers, rights, privileges, duties and obligations ascribed to the Director.

Section 4. Amendments

These bylaws, or any additional or supplementary bylaws, may be altered or repealed and new bylaws may be adopted at any annual, regular or special meeting of the Board by a vote of a majority of the members of the Board provided that the notice of the meeting states in general terms that such alteration or repeal will be on the agenda.