

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

**SEVENTEENTH AMENDMENT AND COMPLETE RESTATEMENT OF ITS  
BYLAWS**

This Seventeenth Amendment and Complete Restatement of the Bylaws (hereinafter referred to as the “Bylaws”) is made this 15th Day of April 2021 by the PUBLIC LIBRARY ASSOCIATION OF ANNAPOLIS AND ANNE ARUNDEL COUNTY, INCORPORATED, a Maryland Corporation, (hereinafter referred to as the “AACPL,” The “Public Library,” or the “Corporation”).

**ACKNOWLEDGES THAT:**

WHEREAS, Section 23-403 of the ED Art. of Md. Ann. Code states that a library board that existed before 1945 under a corporate charter may continue as constituted if (i) it has at least seven members, (ii) the members are chosen on the basis of character, ability, and demonstrated interest in library matters; and (iii) the members meet the following qualifications: (1) are representative of the area the library serves, and (2) the residents of the county that the library serves, and

WHEREAS, the Anne Arundel County Public Library Governance Task Force Review Subcommittee was appointed by the Chair on October 22, 2015 to evaluate the governance structure of the Library and present its governance recommendations to the Executive Committee for presentment to the Board of Trustees at the November 19, 2015 meeting of the Board, and

WHEREAS, the AACPL intends to gradually restructure its governing body to allow for a certain class of trustees to be expressly nominated by the County Executive and/or the County Council and to further impose prospectively applied term limitations with staggered terms that may be imposed on certain other classes of trustees while allowing those currently sitting trustees to seek reappointment without prejudice or regard to past or current longevity and on the same basis as other newly appointed trustees assuming office subsequent to these amendments as further described herein below, and

WHEREAS, these Bylaws expressly state that they are supplementary to the provisions of the statutes of the State of Maryland as referenced in Section 23-703(a)(2) of the ED Art. of Md. Ann. Code, which prescribes the composition and appointment processes for county library boards including the exemption provided since said public library previously existed under a corporate charter, and

WHEREAS, the Bylaws of the Public Library have been amended from time to time by the Board of Trustees at its meetings on 9/19/1985, 6/18/87, 9/17/87, 1/19/87, 12/17/87, 1/19/89, 2/16/89, 2/20/92, 5/16/96, 6/17/99, 9/19/02, 6/15/06, 10/18/12, 12/17/15, 1/17/19, and 12/19/19,

WHEREAS, the Board of Trustees finds it to be consistent with the above-referenced recommendations provided at the November 19, 2015 meeting of the Board to reduce the size of the governing body, and in the best interest of the Corporation to prevent potential conflicts of interest to amend these bylaws to change the officer position of Counsel such that legal counsel to the Library shall no longer be a voting member of the Board; and

WHEREAS, Article XIII Bylaws as amended provide that the Bylaws of the Corporation may be amended by a two-thirds vote provided the amendment has been submitted in writing at the previous regular meeting of the Trustees, and

WHEREAS, at a duly held official meeting of the Trustees of the Corporation representing at least two-thirds of the Trustees, the Trustees voted to amend and completely restate the Bylaws in the manner set out below; and

WHEREAS, notice of the amendment set out below was submitted in writing to all Trustees in attendance at the previous regular meeting of the Trustees.

NOW, THEREFORE, the Trustees of the Corporation hereby declare that the Corporation's Bylaws are amended and completely restated as follows:

## ARTICLE I

***Section 1.01 These*** Bylaws of the Public Library 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 OF TRUSTEES

***Section 2.01 Board Regular and Committee Meetings.*** 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 his or her 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 his or her 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.

The rules contained in the current edition of “Robert's Rules of Order Newly Revised” shall govern the AACPL in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

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.

**Section 2.02 Special Meetings.** Special meetings shall be held when called by the Chair 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 board members and the public in accordance with the Open Meetings Act (Maryland Code, § 3-302 *et seq.* of the General Provisions Article) no business except that stated in the notice and agenda shall be transacted.

**Section 2.03 Annual Meeting.** An annual meeting shall be held in June 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) Board members; however, once the Board transition is completed as more fully described in Section 3.02 and the membership is reduced to seventeen, a quorum shall be nine (9).

### ARTICLE III

#### BOARD OF LIBRARY TRUSTEES

**Section 3.01 Responsibility and Meetings.**

(a) The Board of Library Trustees of the AACPL is charged with the responsibility of the governance of the AACPL. The Board will 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 will meet as provided in Article II.

(b) 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 Board member wishing to have an item placed on the agenda will call the Chair in sufficient time preceding the meeting to have the item placed. Board members who are unable to attend a meeting will contact the library's Executive Assistant to indicate their anticipated absence.

***Section 3.02. Board members***

(a) Except as otherwise stated in Section 3.02, the number of Trustees shall be limited to twenty-four, eight of whom shall be elected by the governing body at the June meeting each year. They shall serve for three years or until their successors are elected.

(b) The Trustees shall be the only voting members of the AACPL.

(c) No Trustee may be at the same time a paid employee of the AACPL or a retiree receiving a pension and /or medical benefits.

(d) Trustees may not vote on any matters in which they have a personal financial or conflict of interest.

(e) The Chief Executive Officer shall be a member of the Board without a vote.

(f) Board members are not to be compensated pursuant to statute. Board members are not exempt from late fees, fines, or other Library user fees.

(g) Pursuant to Md. Ann. Code, Section 23-403 of the ED Art., the Library Board's members shall be chosen on the basis of character, ability, and demonstrated interest in library matters; and the members shall further meet the following qualifications: (1) the members of the Board shall be representative of the area the library serves, and (2) the residents of the County that the library serves.

(h) Commencing at the November regular meeting in 2015, the Board shall begin to transition in size and composition including certain classifications of trustees as described herein, and the number of trustees shall eventually be reduced (i.e., due to death, end of term, and/or resignation) and limited to seventeen members total by no later than the term following the June meeting in 2025, having term limits and staggered terms of office as further provided herein.

(i) The Board shall essentially consist of two major classes of trustees based on the particular nomination process applicable to their appointments as further stated herein. There shall be a maximum of eight Anne Arundel County government nominated appointees (sometimes hereinafter referred to as "County Nominees") with the remaining nine appointees nominated and appointed solely by the governing body of the AACPL or a committee thereof pursuant to this Section and Section 3.03, (sometimes hereinafter referred to as "Board Nominees"). Seven of the

eight county nominees shall be appointed to represent each of the seven County Council districts. The seven members 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. 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.

(j) Except as provided in this Subsection, commencing with the December 2015 regular meeting, the County Executive may nominate, subject to confirmation by resolution of the County Council, one trustee to serve the County at large, and this nominee's appointment shall likewise be subject to final approval by the AACPL Board of Trustees. Notwithstanding anything to the contrary in this subsection, the Board may consider a County Nominee position as being duly filled for the initial appointment of a nominee made solely by the County Executive to serve the county at large commencing at the regular meeting in November 2015.

(k) In the event the County governing body, defined herein as the County Council and the County Executive, fails to nominate and approve by resolution a person to fill an open trustee position within three months of the vacancy or commencement of the successor's term of office, then the governing body of the AACPL shall fill the position with a candidate from that district unless one cannot be found. If one cannot be found from the applicable district, the position will be filled by the AACPL Board consistent with Subsection g.

(l) Members of the Board appointed at or after the November 2015 regular meeting 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.

(m) In the event that all eight of the County Nominee positions, as classified herein, are not yet filled prior to the June meeting in 2016, the Governance Committee shall solicit and recommend to the Board and its Executive Committee an initial trustee class of no more than one-third of the then existing Board or eight members, whichever is less, who having been appointed prior to November 2015 that may wish to voluntarily agree to serve for only one additional 3-year term thereby forfeiting said trustee's right to seek re-appointment subject to any newly applicable term limitations; and, the Governance Committee may further solicit and recommend to the Board and its Executive Committee additional classes of trustees to likewise serve initial terms of office for terms of 4-years and 5-years in order to carry out the intent of these Bylaws and endeavor to ensure continuity and preserve corporate knowledge by staggering the terms of office such that approximately one-third of the governing body shall eventually commence a new three-year term each year.

(n) Except for any unforeseen vacancies that may arise from time to time, the Board shall be comprised or consist of at least eight sitting County Nominees as provided herein by no later than the term following the June meeting in 2025, which shall be presently filled through any resigned or otherwise vacant trustee seats that may arise from time to time until said Board fills the requisite eight-person County Nominee class of trustees. Nothing in this Section, however, shall be construed to prevent a member having been appointed to any term on the AACPL Board of Trustees prior to November 2015 from seeking re-appointment to the governing body as either a County-Nominee or as a Board-Nominee provided said member's term of office commencing on or after November 2015 does not exceed three consecutive 3-year terms.

***Section 3.03 Vacancies on the Board Due to Terms Expiring***

(a) Prior to the regular meeting in April 2016 and pursuant to Section 5.01 et seq. each year thereafter, the Chair shall appoint with the Board's approval an inaugural Governance Committee as further described in Section 5.04, amongst whose initial duties it shall be to choose, assemble or vet nominees for filling any vacancies as a result of members' terms expiring on the Board of Trustees. At the May meeting, the Committee shall, consistent with these Bylaws, present a list of nominees for potential new Board members to the Board of Trustees to fill the positions for those terms that are about to expire. Additional nominations may be made from the floor at the May meeting, provided these Bylaws otherwise permit it and the consent of the nominee has been secured. These nominees will be voted on at the June meeting of the Board.

(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 a Board Member, when the number of Trustees serving on the Board may be less than 17 members or do not otherwise conform to the new or transitional board structures as described in Section 3.02 and the above recitals, the Chair shall appoint a Governance 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 the next regular meeting of the Board, the Committee shall present a list of nominees for potential new Board members 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 meeting of the Board.

(b) In order to maintain the orderly rotation, the term of a Trustee elected to complete an unexpired term will expire at its regular time.

(c) Should there become one open trustee position created by a resignation effective on or about November 19, 2015, this vacancy shall be filled from an approved County Nominee, with the specific council district selected for representation using a method or sequence the County

governing body shall decide provided that any action required of the County shall be taken by the County Executive and then referred to the County Council for confirmation. Upon filling this vacancy, it will leave six positions to be filled from County Nominees by district. Future county nominees representing County districts shall be nominated in the same manner.

(d) As other vacancies occur over the transition period referenced above, those positions shall be filled by County Nominees submitted by the County governing body pursuant to Subsection c of this Section up to the limit of seven councilmanic district nominees, and one appointee nominated to represent the County at large.

(e) Once the County Appointee positions are all confirmed and filled, subsequent resignations will not be replaced by Board of Trustee appointed members until the number of trustees reaches seventeen.

***Section 3.05 Absences from Meetings of the Board.***

(a) Although no absences are excused, a Trustee may be absent from three regular monthly meetings during the Library's fiscal year. The Secretary shall notify the Chair and the Chief Executive Officer whenever a member has been absent from three regular Board meetings. The Chair 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 member in question.

(b) Because of extraordinary circumstances, a member may request, in writing, a leave of absence for a designated period of time. The Board will act upon this request at the next regularly scheduled 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 regular meeting in the month of June. 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.

***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 of Library Trustees 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 a roll call on all votes. 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 three Directors elected from the Board. One Director shall be elected at each annual meeting. The Directors shall hold office for three years or until their successors are elected. Directors shall not be eligible to succeed themselves.



## ARTICLE V

### STANDING AND SPECIAL OR AD HOC COMMITTEES

**Section 5.01** Except as otherwise stated in these bylaws, the standing committees established by this Article shall be appointed annually in the month of June and whenever the Chair deems appropriate to appoint additional members or re-appoint the committee members.

**Section 5.02 Executive Committee.** The Executive Committee shall consist of:

(a) The officers of the AACPL;

(b) The three Directors, and

(c) 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.

A quorum of the Executive Committee shall be five 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.

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.

Subject to the provisions of the following paragraph and the Maryland Code, State Government Article, §10-501 et. seq., 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.

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.** 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.

Finance Committee shall:

- (a) 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.
- (b) 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.
- (c) Recommend to the Board on matters pertaining to the acquisition, use, or conveyance of property.
- (d) 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.
- (e) 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.

(f) Oversee the implementation of the organization's Enterprise Risk Management program as approved by the Board.

(g) Advise on other issues as designated by the Chair of the Board or the Executive Committee.

Audit Committee shall:

(a) Review the organization's financial statements and other official financial information provided to the public.

(b) Ensure that reports are received, monitored, and distributed correctly in accordance with Board policy and directives.

(c) 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.

(d) 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.

(e) Interact with independent auditors or auditing firms; and review the organization's procedures for reporting problems and report when necessary to the Board.

(f) 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" (whistle-blower allegations, anti-fraud compliance, discovery of errors or illegal acts).

(g) 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, ascertain or submit a nominee for each office established by Article IV to be filled at the annual meeting in June. The list of nominees shall be made available to the Board at the May meeting. Additional nominations as permitted by these Bylaws may be made from the floor, provided the consent of the nominee has been secured. If there is more than one nominee for any office, election for that office shall be by secret ballot.

(b) Choose, ascertain or submit nominees for filling any vacancies as a result of the members' terms expiring on the Board of Trustees. At the May meeting, the committee shall gather and present a list of nominees for potential new board members to the Board of Trustees to fill the positions of those terms that are about to expire. Except for County Nominees, additional nominations may be made from the floor at the May meeting, provided the consent of the nominee has been secured. These and any other nominees will be voted on at the June meeting of the Board.

(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 organization's Strategic Plan in accordance with Board policy and directives.

(f) Oversee the development and implementation of the Library's Facilities Master Plan in accordance with Board policy and directives.

(g) Recommend policies to the Board dealing with permitting persons outside of the County to use the library facilities on the terms and conditions it determines.

(h) Recommend to the Board the establishment and operation of libraries at any location in the 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

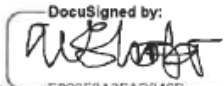
### AMENDMENTS

***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 has been submitted in writing at the previous regular meeting of the AACPL.

[SIGNATURES FOLLOW]

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.

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

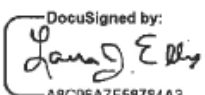
By:   
\_\_\_\_\_  
William A. Shorter, Jr., Chair

Date: 4/27/2021  
\_\_\_\_\_

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 Seventeenth 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 15th day of April, 2021.

WITNESS/ATTEST:

By:   
\_\_\_\_\_  
Laura J. Ellis, Secretary

Date: 4/29/2021  
\_\_\_\_\_