

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

SIXTEENTH AMENDMENT AND COMPLETE RESTATEMENT OF ITS

BYLAWS

This Sixteenth Amendment and Complete Restatement of the Bylaws (hereinafter referred to as the "Bylaws") is made this 19th Day of December 2019 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 Chairman 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, and 1/17/19, and

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 Regular Meetings. The regular meeting of the Board of Trustees of the Public Library shall be on the third Thursday of each month excepting July and August, unless otherwise ordered by the Board of Trustees. The meeting shall be at the Library Headquarters or at such branch library of the Corporation identified in the notice circulated as provided below. The meetings shall be open to the public with advance notice as described herein. At the beginning of each calendar year, the Board of Trustees shall adopt, by motion, regular meeting dates and times. The Secretary of the Board shall then (1) provide to the local newspaper of general circulation the schedule of regular meetings of the Board for the ensuing calendar year, and (2) post the schedule of meetings in the AACPL branches. Both notices shall have the dates, times, and places of such meetings.

The following Order of Business shall be followed at regular meetings:

- Call to order
- Roll call, recording both present and absent members
- Approval of minutes as received or corrected
- Treasurer's report
- Chairman's report
- Chief Executive Officer's report
- Reports of
 - Public Service and Branch Management
 - Human Resources
 - Support Services
 - Marketing and Communications
 - Library Foundation

Unfinished business
New business
Other
Adjournment

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 until the next regularly scheduled Board meeting. This provision is subject to waiver by two-thirds of those present.

Section 2.02 Special Meetings. Special meetings shall be held when called by the Chairman 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 to any news media which has filed an annual request for notice under the Open Meetings Act (Maryland Code, §§ 3-201 through 206 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 its 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 Chairman in sufficient time preceding the meeting to have the item placed. Any Board member who is unable to attend a meeting will call the library to indicate that he or she will be absent.

Section 3.02. Board members

(a) Except as otherwise stated herein, 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) No Trustee may vote on any matter in which he or she has a personal financial 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 Chairman 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 Chairman shall appoint a Governance Committee as defined in Section 5.04 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 Chairman and the Chief Executive Officer whenever a member has been absent from three regular Board

meetings. The Chairman 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 AND DIRECTORS

Section 4.01 Officers and Elections. The officers of the Board shall be a Chairman, a First Vice-Chairman, a Second Vice-Chairman, 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 Chairman. The Chairman 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 Chairman 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 Chairman. The First Vice-Chairman, in the absence of the Chairman, shall assume all duties of the Chairman. 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 Chairman. The Second Vice-Chairman, in the absence of the Chairman and/or First Vice Chairman, 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 Chairman.

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 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 this connection as may be required by the Board and the Chief Executive Officer. The Library Counsel shall serve at the pleasure of the Board. His or Her 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 shall be appointed annually in the month of June. The standing committees at their first meeting shall elect a chairperson. The standing committees shall be the Executive Committee, the Governance Committee and the Budget Committee.

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 Chairman, any past Chairman 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 six members.

The Executive Committee shall act for the AACPL between meetings of the Trustees and shall supervise its administration and properties and investments, provided that none of its acts shall conflict with action taken by the Board of Trustees and provided that unusual needs not anticipated in the approved budget be referred to the Trustees. The Executive Committee shall meet at the call of the Chairman 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 Chairman 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 Chairman 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 Budget Committee. The Budget Committee shall be comprised of two members of the Board of Public Library Trustees including the Treasurer and the Chief Executive Officer and the Public Library's financial officer, as well as others deemed appropriate by the Chairman and / or the Chief Executive Officer. The Budget Committee's responsibilities include, but are not limited to, drafting a preliminary Budget or Budget and Appropriations Ordinance for full board approval.

Section 5.04 Governance Committee.

(a) A standing Board of Trustees Governance Committee, made up of no less than three members of the Board, as referenced herein above, shall be appointed by the Chairman with the approval of the Board, to serve the Board by vetting and transmitting County Nominees, and finding and vetting potential Board Nominees, by nominating new slates of officers, and by providing oversight of compliance to the Articles of Incorporation and Bylaws of the AACPL. The Governance Committee shall also oversee the transition to the new board structure as outlined hereinabove.

(b) The Governance Committee shall also serve as a resource for the Executive Committee regarding any other governance-related issues, as assigned to said committee from time to time by the Executive Committee.

(c) The Board of Trustees Governance Committee shall assume the functions and various duties of the trustee membership committee and the officer nominating committee, which shall cease to exist. At the regular meeting in April, the Governance Committee shall in accordance with these Bylaws:

- (i) 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.
- (ii) 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.

(d) Any changes to the governing documents recommended by this Committee shall be reviewed by the Executive Committee and approved by the Board of Trustees.

Section 5.05 Special or Ad Hoc Committees. The Chairman may appoint, from among the Trustees, persons who shall serve at the pleasure of the Chairman 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

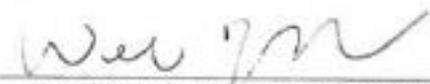
Section 6.01 Amendments to these Bylaws may be proposed at any regular meeting of the Board and will become effective if and as adopted by a two-thirds majority of those members present providing they represent a quorum and providing that the proposed amendment has been submitted in writing at the previous regular meeting of the AACPL.

IN WITNESS WHEREOF, the Trustees of the AACPL, through its Chairman, 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


Date: 12-19-19

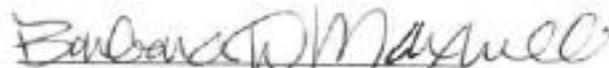
By: 
William Colquhoun, Chairman

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 Sixteenth 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 ___ day of December, 2019.

WITNESS/ATTEST:


Date: 12/19/19


Barbara Maxwell, Secretary