



Prince George's County
Memorial Library System

Board of Trustees By Laws

I. Authority

- A. The Board of Trustees ("Board") of the Prince George's County Memorial Library System ("PGCMLS") exists and operates under the authority granted by Subtitle 4 of Section 23 of the Education Article of the Annotated Code of Maryland.

II. Membership

- A. As provided by Md. Code § 23-403, the Board shall consist of seven members, each to serve a term of five years, staggered in a manner consistent with the terms of the members of the Board as of July 1, 1978.¹
- B. Upon expiration of the term of a member, or to fill a vacancy on the Board, the County Executive, with the concurrence of the County Council, pursuant to the provisions of the county charter, shall fill the seat from a list of persons submitted by the Board.
- C. A Board member may continue to serve until a qualified successor is appointed. Board members may be reappointed an unlimited number of times and may resign in writing from the Board at any time.
- D. Appointments to fill vacancies on the Board shall be for the remainder of the unexpired term of the vacant seat.

¹ The staggered terms of the seven board member seats as of 2023:

Seat 1 – January 1, 2019 to December 31, 2023 (occupied by Patrice Garnette);
Seat 2 – January 1, 2020 to December 31, 2024 (occupied by Robert Fernandez);
Seat 3 – January 1, 2021 to December 31, 2025 (occupied by Angela Smith);
Seat 4 – January 1, 2022 to December 31, 2026 (occupied by Sylvia Bolivar);
Seat 5 – January 1, 2017 to December 31, 2021 (occupied by Toni Smith);
Seat 6 – January 1, 2018 to December 31, 2022 (occupied by Brett Crawford);
Seat 7 – January 1, 2018 to December 31, 2022 (occupied by Arthuree Wright).

III. Meetings

- A. **Regular Meetings.** The Library Board shall hold regular meetings at least once every three months. The meeting schedule shall be made public in accordance with the requirements of the Maryland Open Meetings Act.
- B. **Annual Meeting.** The Board's annual meeting shall be the first regular meeting of a calendar year.
- C. **Special Meetings.** Special meetings may be called by the Board Chair, or upon the written request of two Board members, for the transaction of business stated in the call for a meeting.
- D. **Notice and Waiver.** Board members shall be notified in writing of any meeting of the Board at least five calendar days prior to the meeting. Such notice shall include the date, time and location of the meeting and a description of the business to be conducted. Notice of any kind may be provided electronically (e.g., via electronic mail). A Board member's attendance at a meeting shall constitute a waiver of the notice requirement for the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
- E. **Location.** Meetings may be held in person or via electronic means (e.g., telephone or video conference) in accordance with the requirements of the Maryland Open Meetings Act.
- F. **Quorum and Proxies.** A majority of the Board members must be present at a meeting to conduct the business of the Board. Members must be present in order to vote. Voting by mail (including electronic mail) or proxy votes on behalf of absent Board members are not permitted.
- G. **Attendance Requirement.** A Board member who fails to attend at least half of the scheduled Board meetings during any calendar year shall be considered to have resigned from the Board, pursuant to Maryland Code § 23-404(d), unless a satisfactory explanation is provided by the member and approved by the Board.
- H. **Conduct of Meetings.** Board meetings shall be conducted in accordance with the rules contained in the current edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

- I. Unless a motion is made on behalf of a standing committee or *ad hoc* committee, proposed Board action on matters subject to committee oversight shall be tabled automatically until the next regular meeting of the Board. This requirement may be waived by a majority vote of the Board at the time a proposed action is presented to it for consideration.

IV. Officers

- A. **Chairperson.** The chairperson of the Board ("Chair") shall preside at all Board meetings, appoint all committees, and perform all other such duties as may be assigned by the Board.
- B. **Vice Chairperson.** The Board's vice chairperson ("Vice Chair") shall preside in the absence of the Board chair.
- C. **Secretary.** The secretary shall maintain a true and accurate account of the proceedings of all Board meetings, issue notices of all Board meetings, have custody of the minutes and other records of the Board, and perform all other such clerical duties as may be assigned by the Board.
- D. **Treasurer.** The treasurer shall maintain the Board's financial records and financial compliance and perform all other such duties incident to the office as may be assigned by the Board.
- E. **Selection.** The Board's chair and vice chair shall be elected from the Board's members by majority vote of the Board at its annual meeting. The secretary and treasurer positions shall be held by the chief executive officer of PGCMLS or by the board's designee. The secretary and treasurer are not entitled to participate in Board meetings by virtue of their offices alone.
- F. **Term of Office and Term Limits.** The term of office of the Board chair and vice chair is one year or until their successors are elected. The Chair and Vice Chair may serve no more than two consecutive terms in their positions. They may serve a third consecutive term if there are two or more resignations or vacancies on the Board within the six months prior to the annual meeting.
- G. **Officer Absence or Vacancy.** In the absence of both the Chair and Vice Chair from a Board meeting, the Board members present shall select a temporary presiding officer for the meeting. In the event the Chair or Vice Chair steps down or otherwise vacates their position as an officer, an election to fill the office shall be held at the next Board meeting.

- H. **Removal.** Officers may be removed from their Board office by majority vote of the Board whenever in its judgment the best interests of the library system will be served.

V. Committees

- A. **Standing Committees.** The Board shall have standing committees to facilitate its work in the areas described below. The committees shall have the following oversight responsibilities, in addition to any duties or responsibilities assigned to them by the Board:

1. **Personnel Committee.** This committee shall oversee (a) the process of hiring and evaluating the director or chief executive officer of the library system; (b) library system personnel policies, staff compensation, human resource development and dispute resolution; and (c) Board development (including the Board's bylaws, structure and procedures; filling of Board vacancies; providing orientation to new Board members; and nominating board officers).
2. **Budget & Planning Committee.** This committee shall oversee (a) the library system's strategic planning, budget development and resource planning processes; (b) evaluation of the library system's performance toward its strategic and operational goals; (c) the library system's annual financial audit; (d) periodic audits of procurement, information security and other risk management systems; and (e) library system policies related to resource and risk management.
3. **Community Engagement Committee.** To promote community engagement and responsiveness to community needs, this committee shall oversee the library system's (a) outreach and responsiveness to the public; (b) partnership development; (c) program development; (d) operating policies that affect the public; (e) public policy advocacy; (f) marketing, promotion and branding efforts; and (g) public fundraising outreach.

The Chair shall appoint the members of each standing committee by February of each year, subject to Board approval at its next regularly scheduled meeting. A standing committee must be chaired by a member of the Board unless the Board decides otherwise. The Board Chair may not chair the Personnel committee.

Each standing committee shall meet at least once between regular meetings of the Board.

- B. **Ad Hoc Committees.** *Ad hoc* committees for special purposes or projects deemed necessary or advisable for the conduct of the library system's business may be appointed by the Chair with the approval of the Board. Such *ad hoc* committees must include at least two members of the Board. *Ad hoc* committees shall have limited scope and duration and shall serve until the completion of the work for which they were appointed, as determined by the Board.
- C. **Committee Membership.** No more than three Board members may be assigned to any committee. Other individuals, who are not members of the Board of Trustees, may be appointed as non-voting members of any committee in order to provide helpful information, expertise or other assistance to the committee.
- D. **Committee Meeting Location.** Committee meetings may be held in person or via electronic means (e.g., telephone or video conference).
- E. **Committee Quorum.** At least two Board members appointed to a committee must be present for a committee to take any action.
- F. **Committee Authority.** The authority of any committee is limited to the provision of information, analysis, advice and recommendations to the Board, unless the Board expressly grants the committee the power to take other action.
- G. **Board Liaisons.** Formal Board liaisons to other organizations (e.g., a non-voting seat on the board of directors of the PGCMLS Foundation) shall be appointed by the Board Chair, subject to Board approval at its next regular meeting.

VI. Board Duties

- A. **Governing Board.** The Board's primary role is that of a governing board, not a managing board or an advisory board. As such, it has statutorily mandated duties and authority over the library's management, policies, finances and strategic priorities, among other things. (See, e.g., Maryland Code §§ 23-405, 406 and 407.) The Board should exercise its authority primarily by (i) establishing clear policies and priorities for management to implement, and (ii) performing appropriate oversight duties and inquiries to evaluate the implementation.
- B. **Appointment and Oversight of Chief Executive Officer.** PGCMLS' chief executive officer shall be appointed by the Board and shall be responsible to the Board. The chief executive officer shall operate under the direction and review of the Board and be subject to the policies established by the Board. The director shall act as technical advisor to the Board while exercising management authority over the

operations of the library and the services it provides to customers and other stakeholders. Collaboration between the chief executive officer and the Board is essential in areas such as strategy formulation, fiscal and other resource planning, personnel policies, public policy advocacy, and major changes to or disruptions of library services.

- C. **Policies.** All PGCMLS policies shall be approved by the Board and reviewed periodically by the Board and the chief executive officer to evaluate their relevance and effectiveness.
- D. **Legal Standards.** As fiduciaries for PGCMLS, Board members, Board officers, and members of Board committees are subject to legal duties of care, loyalty and obedience. Such persons shall perform all duties in good faith, in a manner the person reasonably believes to be in the best interests of PGCMLS, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Board members, officers or committee members, or any failure to take any action, shall be presumed to be in the best interests of PGCMLS.

VII. General

- A. **Legal Compliance.** The Board shall comply with all applicable laws, ordinances and regulations, including but not limited to Maryland Code § 23 Subtitle 4, the Maryland Open Meetings Act, and the Maryland Public Information Act.
- B. **Ethics and Conflicts of Interest.** The Board, its members, its officers, and the members of its committees shall comply with the Public Library Trustee Ethics Statement developed and adopted by United for Libraries, a division of the American Library Association.
- C. **Limitation of Liability.** A Board member, Board officer or member of a Board committee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the member has breached or failed to perform the duties of his or her office; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, recklessness or gross negligence. The provisions of this section shall not apply to (i) the responsibility or liability of a Board member pursuant to any criminal statute, or (ii) the liability of a Board member for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this section shall be prospective only, and shall not

affect, to the detriment of any Board member, any limitation on the personal liability of a Board member existing at the time of such repeal or modification.

- D. **Indemnification.** PGCMLS shall indemnify any Board member, Board officer, or member of a Board committee (a “representative”) who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of PGCMLS), by reason of the fact that such person is or was a representative of PGCMLS, or is or was serving at the request of PGCMLS as a director, trustee or officer of another domestic or foreign organization, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of PGCMLS and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- E. **Suspension of Rules or Bylaws.** Subject to applicable local, state or federal law, any rule or resolution of the Board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two thirds of the members of the Board are present and two thirds of those present so approve.
- F. **Amendments.** These bylaws may be amended by majority vote at any regular meeting of the Board with proper notice and committee review of the amendment prior to the meeting.

Approved: February 12, 1964

Amended: February 8, 1966; October 14, 1970; November 11, 1971; May 15 1973; September 13, 1973; November 8, 1973; September 18, 1975; May 17, 1990; October 11, 1990; February 10, 2005; January 10, 2008; May 14, 2012; March 8, 2016; May 9, 2019, November 16, 2023