

**Prince George's County Memorial Library System
Board of Trustees
Resolution to Amend the Bylaws of the Board of Trustees**

Whereas the Prince George's County Memorial Library System (PGCMLS) Board of Trustees desires to:

- Improve its governance of the library system;
- Clarify the roles and responsibilities of the board's committees;
- Align the board's committee structure with the board's primary policy, planning and oversight functions;
- Improve the board's efficiency, effectiveness and continuity by encouraging board members to develop specialized expertise related to board committee activities;
- Facilitate substantive discussions between the board and PGCMLS staff on matters related to the board's governance roles;
- Provide opportunities for outside stakeholders and advisors to participate in the work of board committees;
- Keep board member workloads manageable, due to the small size of the board; and
- Facilitate compliance with Maryland's Open Meetings Act;

The board hereby amends its bylaws to accomplish the following:

1. Reduce the number of standing committees to three, as follows:
 - a. Personnel & Governance
 - b. Finance & Planning
 - c. Community Engagement
2. Enable *ad hoc* committees of limited scope and duration to be used for a wider range of special purposes or projects (beyond the special "problems" currently permitted by the bylaws).
3. Limit the number of board members assigned to each committee (standing and *ad hoc*) to no more than three.
4. Require board approval of all committee appointments.
5. Establish a quorum requirement for committees equal to at least half of the board members assigned to a committee.

6. Eliminate the bylaw provision declaring the board president an *ex officio* member of all committees to which s/he is not otherwise assigned, as this provision is unnecessary and unduly complicates Open Meetings Act compliance.
7. Permit non-voting advisory members, such as a PGCMLS staff liaison and outside stakeholder representatives, to be appointed to committees to provide helpful expertise or stakeholder perspectives.
8. Limit committee authority to the provision of information, analysis, advice and recommendations to the board unless the board expressly grants a committee the power to take other action.

A redlined copy of the bylaws is provided in Attachment A, indicating the specific proposed changes to the text.

Approved by the Prince George's County Memorial Library System Board of Trustees on

Date
