



BY-LAWS OF THE BOARD OF TRUSTEES

ARTICLE I ORGANIZATION SECTION 1 FORMATION

The Eastern Shore Regional Library, Inc. was established as of July 1, 1992, by the Boards of Trustees of eight Eastern Shore counties as permitted in Section 23-206 of the Annotated Code of Maryland, as a "...cooperative library corporation to administer joint library projects..."

SECTION 2 PURPOSE

The Eastern Shore Regional Library, Inc. was formed to meet the needs of each county library system in a fair and equal manner.

Eastern Shore Regional Library mission statement:

"Eastern Shore Regional Library empowers libraries by connecting them to resources, services, and expertise, building vital communities"

Specifically, it is to serve as a regional resource center for the eight member public library systems and occasionally other libraries of the Eastern Shore -- to provide, through mutual cooperation and coordination books, information, and other material and service resources that an individual library cannot provide adequately by itself. These services may include, but are not limited to provision, support and/or facilitation of: interlibrary loan, technology,

cooperative programs, consultation, training and staff development, collection development, support of public service, consortium purchasing, and grant writing and administration.

SECTION 3 MEMBERSHIP

The full membership of Eastern Shore Regional Library, Inc. consists of each board of library trustees that has signed the articles of incorporation – Caroline County Library, Dorchester County Library, Kent County Library, Queen Anne's County Library, Somerset County Library, Talbot County Library, Wicomico County Library, and Worcester County Library.

ARTICLE II BOARD OF TRUSTEES SECTION 1 GENERAL

Eastern Shore Regional Library, Inc. shall be governed by a Board of Trustees, composed of **sixteen representatives, consisting of two individuals selected by the Board of Trustees of each participating library system. Each representative is entitled to cast one vote on all matters coming before the membership.**

SECTION 2 APPOINTMENT, TERM, AND VACANCIES

Eastern Shore Regional Library, Inc. Board of Trustees serve one-year terms as appointed by the Boards of Trustees of the participating libraries. There is no limit on the number of terms.

In case of a vacancy, the participating library's Board of Trustees will appoint a representative to serve the balance of the term.

SECTION 3 RESPONSIBILITIES

Responsibilities of the Board of Trustees of Eastern Shore Regional Library, Inc. are:

1. To gather information on the needs of the participating libraries that can be addressed effectively by the regional library corporation.

2. To develop plans and budgets for each fiscal year within the schedule established by the Department of Education and to submit such documents to Maryland State Library (MSL).
3. To establish policies and procedures for the effective operation of the corporation.
4. To prepare and approve annual reports that evaluate activities and accomplishments of Eastern Shore Regional Library, Inc. and to submit such reports to MSL.
5. To provide for an annual audit by an independent auditor and to place the report on file with MSL by November 1 of each year.
6. To appoint a professional librarian, who is certified or eligible to be certified in the State of Maryland, as Administrator for Eastern Shore Regional Library, Inc., and to evaluate his/her performance annually as specified in the Personnel Manual of ESRL, Inc.
7. Serve as a Board of Appeals on Personnel matters in accordance with the requirements of the State Library Code.

SECTION 4 COMPENSATION

Each trustee of the Eastern Shore Regional Library, Inc. serves without compensation.

ARTICLE III MEETINGS

SECTION 1 REGULAR MEETINGS.

The Board shall meet at least quarterly. Meeting dates shall be published at least one month in advance and meetings shall be open to the public. The agenda will be published at least 7 days prior to the meeting date. Minutes of the Board meetings shall be available to the public. Executive sessions may be held to cover confidential matters.

Meetings may be attended in person or via technology that meets the criteria as outlined in Robert's Rules of Order, current edition.

Parliamentary Procedure

Meeting procedure will follow criteria as outlined in Robert's Rules of Order, current edition where it is otherwise not addressed by these By-Laws.

SECTION 2 ANNUAL MEETING.

The Annual Meeting will be held in the first quarter of the fiscal year. The date for the Annual meeting will be published at least one month in advance and the agenda will be published at least 7 days prior to the meeting date.

SECTION 3 SPECIAL MEETINGS.

A special meeting may be called at any time by the President, or in his/her absence the Vice-President, of the Board of Trustees, or by at least eleven representatives, from at least six of the participating library systems, acting in conjunction.

SECTION 4 QUORUM

A quorum at any meeting shall consist of at least nine representatives, from at least five of the participating library systems. Proxy voting is not permitted.

If a vote is needed that cannot be deferred to a Board meeting, the ESRL Administrator is authorized to poll the administrators of the member libraries to obtain their vote. The results of such a vote will be reported by the ESRL administrator at the next Board meeting and will be recorded as part of the Minutes. Faxed votes will require a signature.

The mechanism for obtaining the polled vote is left to the judgment of the ESRL administrator. Where the administrator deems necessary, a signature may be required to validate a vote.

ARTICLE IV OFFICERS SECTION 1 APPOINTMENTS, ROTATION, AND TERM

The officers of the Eastern Shore Regional Library, Inc. Board of Trustees shall be a President, a Vice-President, and a Secretary. The offices of President and Vice-President/President-Elect will be filled on an annually rotating basis, serving one-year terms, which correspond to Eastern Shore Regional Library, Inc.'s fiscal year, i.e., July 1 through June 30. Offices rotate through Eastern Shore member counties in reverse alphabetical order.

The participating library system scheduled to have one of their representatives serve as Board President in the year following shall select that representative, who shall serve as Vice-President of the Board with the current sitting President.

If the participating library system scheduled to have one of their representatives so serve has not made that selection by July 1, the Board of Trustees shall elect a temporary Vice President to serve until such time as the participating library system has made their selection.

If the representative serving as President or Vice President resigns from or otherwise leaves the Board of Trustees, the Board of Trustees shall elect a temporary officer until such time as the participating library system has replaced their selection.

The Secretary shall be the Administrator of Eastern Shore Regional Library, Inc.

At the last quarterly meeting of the fiscal year, in addition to the Administrator of the Eastern Shore Regional Library, the Board will designate three Trustees to serve as signatories on checks or other financial documents. All Officers of the Eastern Shore Regional Library, Inc. Board of Trustees and/or designated signers shall be bonded. The President and the Vice-President are voting members of the Board. The secretary is non-voting.

SECTION 2 DUTIES OF THE PRESIDENT

It shall be the duty of the President to call meetings as provided in these by-laws, to prepare the agenda in consultation with the Administrator, and to chair the meetings. The President shall make appointments to committees and shall act on behalf of the Board of Trustees, signing contracts and other documents which have been approved by the Board of Trustees, when a signature is required.

SECTION 3 DUTIES OF THE VICE-PRESIDENT

It shall be the duty of the Vice-President to execute the duties of the President in his/her absence.

SECTION 4 DUTIES OF THE SECRETARY

It shall be the duty of the Secretary to give notice to membership of time and place and to provide an agenda 7 (seven) days prior to the scheduled date of regular meetings. For special meetings, convened as provided in these bylaws, notice of time and place and a copy of the agenda must be given ten days prior to the meeting. The Secretary shall keep a complete and accurate record of all proceedings of the Board of Trustees, and shall perform such other duties as usually pertain to this office.

SECTION 5 AD HOC CHAIRMAN

In the event that neither the President nor Vice-President is in attendance, either in person or via technology that meets the criteria as outlined in Robert's Rules of Order, at a regularly scheduled meeting and a quorum is present, the members present shall select an Ad Hoc Chairman from their number to direct the meeting. The Ad Hoc Chairman's authority ends at the adjournment of the meeting or upon the arrival of an executive officer.

ARTICLE V COMMITTEES

SECTION 1 STANDING COMMITTEES

Standing committees of the Board of Trustees shall include the Finance Committee and the Personnel Committee. The President shall appoint at least three members of the Board of Trustees to each standing committee. Committee members will serve on an annual basis, from July 1 - June 30.

1. Finance Committee. The ESRL administrator prepares the annual budget and presents it to the Finance Committee who reviews it and then submits it to the ESRL Board of Directors for approval. The ESRL administrator is empowered to put the budget together for Board and MSL consideration and approval. The Administrator serves as an Ex-Officio member of the Finance Committee.
2. Personnel Committee. This committee is charged with the responsibility of handling any major personnel issues. This includes recommending personnel policy and salary scales for review by the Board. In addition, the Personnel Committee is responsible for the supervision and annual evaluation of the Administrator. All questions and concerns regarding the performance and conduct of the Administrator must be submitted in writing to the Chair of the Personnel Committee. The Committee will consider the matter and provide a response. When appropriate, the Committee will recommend action to the Board of Trustees. The Administrator is subject to the policies and procedures described in the ESRL, Inc., Personnel Manual. The Administrator shall serve as an ex-officio member of the Personnel Committee, except when the Committee is considering matters regarding his/her position.

SECTION 2. AD-HOC COMMITTEES

The President may appoint ad-hoc committees as needed. Such committees shall present their reports at regular membership meetings.

ARTICLE VI AMENDMENTS/REVIEW

SECTION 1 AMENDMENTS

These by-laws may be amended by an affirmative vote of at least eleven representatives, representing at least six of the participating library systems. Trustees shall be provided written notice by the Secretary at least sixty days in advance of the meeting date/ and each notice must include a verbatim statement of the proposed amendment(s) which will be presented for consideration.

SECTION 2 REVIEW.

These by-laws will be reviewed by the Board of Trustees periodically, first at the end of ESRL, Inc.'s first year, and at least every five years thereafter.

SECTION 3 ERRATA

July 13, 2021 - references to Maryland Department of Education/Division of Library Development & Services (MSDE/DLDS) were changed to Maryland State Library (MSL).

September 16, 2021 - Board was increased to 16 members and all associated Sections were so updated.