



BY-LAWS FOR THE BOARD OF TRUSTEES OF THE EASTERN SHORE REGIONAL LIBRARY, INC

ARTICLE I ORGANIZATION

SECTION 1 FORMATION

The Eastern Shore Regional Library, Inc – “the Corporation”- 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..."

As of July 1, 2023, changes to the governance of Maryland’s Regional Libraries contained within this document were codified in Sections 23-202 and 23-202.1 of the Annotated Code of Maryland.

SECTION 2 PURPOSE

The Corporation was formed to meet the needs of each county library system in a fair and equal manner.

Eastern Shore Regional Library, Inc’s mission statement: “Eastern Shore Regional Library, Inc 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 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 administration.

SECTION 3 MEMBERSHIP

The full membership of the Corporation 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

The Corporation shall be governed by a Board of Trustees – “the Board” - composed of eleven (11) members to include a library trustee from each participating county library system and three at large members of the public with the following location criteria: one member from the Upper Shore (Kent, Queen Anne’s and Caroline Counties); one member from the Middle Shore (Talbot and Dorchester Counties); and one member from the Lower Shore (Somerset, Wicomico, and Worcester Counties).

SECTION 2 APPOINTMENT, TERM, VACANCIES, ATTENDANCE & REMOVAL

- a) Appointments and Terms: County Library Trustees shall be recommended by the County Library’s Board and, upon approval by the Board, be appointed to serve staggered five-year terms, concurrent with their appointments as County Library Trustees. In case of a vacancy, the County Library Board shall nominate a representative to serve the balance of the term.
- b) At-large members Board members will be solicited from the community through the Board’s application process. At-large Board members will serve staggered five-year terms. In case of vacancy, new at-large members will be appointed by the Board through the application process.

Attendance and Removal: Any member of the Board who fails to attend at least half of the scheduled meetings of the Board during two (2)

consecutive fiscal years shall be considered to have resigned from the Board. The President shall report the member's name and nonattendance to the State Library Board within forty-five (45) days after the end of the fiscal year. If the member has been unable to attend meetings for satisfactory reasons, the Board may waive the resignation.

A Trustee may be removed from the Board for malfeasance or any such activities inimical to the purpose of the Board by a unanimous vote of the other Trustees.

SECTION 3 RESPONSIBILITIES

Responsibilities of the Board:

1. To gather information on the needs of the participating libraries that can be addressed effectively by the Corporation.
2. To develop plans and budgets for each fiscal year and to submit such documents to the Maryland State Library Agency.
3. To establish policies and procedures for the effective operation of the Corporation.
4. To prepare and/or approve annual reports that evaluate activities and accomplishments of the Corporation and to submit such reports to the Maryland State Library Agency.
5. To provide for an annual audit by an independent auditor and to place the report on file with the Maryland State Library Agency 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 Executive Officer

of the Corporation and to evaluate his/her performance annually.
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 Board serves without compensation.

Trustees may be entitled to reimbursement for expenses in accordance with rules and policies established by the Board.

SECTION 5 INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Clause shall be in addition to and not exclusive of all other rights to which any person may be entitled.

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 seven (7) days prior to the meeting date. Minutes of the Board meetings shall be available to the public. Closed 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 shall 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 seven (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, or by at least seven (7) Board members.

SECTION 4 QUORUM

A quorum at any meeting shall consist of at least six (6) Board members. Proxy voting is not permitted.

If a vote is needed that cannot be deferred to a Board meeting, the Executive Officer is authorized to poll the Board to obtain their vote. The results of such a vote will be reported by the Executive Officer at the next Board meeting and will be recorded as part of the Minutes.

The mechanism for obtaining the polled vote is left to the judgment of the Executive Officer.

ARTICLE IV OFFICERS

SECTION 1 APPOINTMENTS, ROTATION, & TERM

The Officers of the Board shall be a President, a Vice-President, and a Secretary. The offices of President and Vice-President shall be elected by the Board at the last meeting of the Corporation's fiscal year. The Secretary shall be the Executive Officer of the Corporation.

The President and Vice-President shall serve as the Executive Committee.

If the President resigns from or otherwise leaves the Board, the Vice President will assume the duties of President and a new Vice President will be elected. If the Vice President resigns from or otherwise leaves the Board, the Board shall elect his/her replacement. 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 Executive Officer, and to chair the meetings. The President shall make appointments to committees and shall act on behalf of the Board, signing contracts and other documents which have been approved by the Board, when a signature is required.

At the last quarterly meeting of the fiscal year the President will designate at least three (3) co-signatories on corporate checks.

These co-signatories shall be chosen with a bias toward geographical proximity to the Corporation's office.

At the third quarterly meeting of the fiscal year, the President will appoint an Ad Hoc Committee to perform the annual evaluation of the Executive Officer.

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 the time and place and to provide an agenda seven (7) 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 (10) days prior to the meeting. The Secretary shall keep a complete and accurate record of all proceedings of the Board, and shall perform such other duties as usually pertain to this office.

SECTION 5 AD HOC CHAIRPERSON

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 a member of the Executive Committee.

SECTION 6 EXECUTIVE OFFICER

The Executive Officer shall be appointed by the Board and shall serve at the discretion of the Board.

The Duties of the Executive Officer include but are not limited to:

1. The Executive Officer shall be responsible for the day-to-day administration, operations, and hiring & supervision of personnel of the Corporation.
2. The Executive Officer serves as the Board Secretary to keep a true and accurate account of the proceedings of the Board, shall issue meeting notices, shall maintain all records of the Corporation, and shall perform such other duties as required.
3. The Executive Officer shall prepare the Annual Budget for approval of the Board. Once approved, the Executive Officer shall maintain said budget and report on it in detail at each regular meeting of the Board.
4. The Executive Officer shall maintain current statistical data with regard to the operations of the Corporation and report on such data at the regular meetings of the Board.
5. The Executive Officer shall inform the Board of any problems that do or could affect established policies regarding the operation of the Corporation.
6. Should the Director be temporarily incapacitated or otherwise be unable to perform his or her duties, the Chief Operating Officer shall perform all duties of the Executive Officer.

ARTICLE V COMMITTEES

SECTION 1 STANDING COMMITTEES

Finance Committee: The President shall appoint at least three (3) members of the Board to the Finance Committee, who will serve for one (1) full year from the Annual Meeting.

The Finance Committee shall review the annual budget and submit it to the Board for consideration and approval. The Committee shall oversee the Annual Audit and the Maryland State Library Agency Audit and present the results to the Board. The Executive Officer will provide financial statements at least quarterly to the Committee for review. The Executive Officer serves as an Ex-Officio member of the Finance Committee.

SECTION 2. AD-HOC COMMITTEES

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

ARTICLE VI REGIONAL ADVISORY COUNCIL

SECTION 1 GENERAL

There shall be a board of advisors that shall function as the Regional Advisory Council.

SECTION 2 MEMBERSHIP

The Council shall consist of the Executive Officer of the Corporation and the primary administrator (Director, CEO, etc.) of each county library system.

SECTION 3 RESPONSIBILITIES

The Council shall:

1. Gather information on the resource needs of the region.
2. Promote the use of the Corporation.
3. Make recommendations to the Board regarding the needs of county libraries and the public.

SECTION 4 LIAISON

At its first meeting of the Board's fiscal year, the Regional Advisory Council shall appoint one of its members to serve as a liaison to the Board for the coming year.

ARTICLE VII AMENDMENTS/REVIEW

SECTION 1 AMENDMENTS

These by-laws may be amended by an affirmative vote of at least seven representatives. 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 periodically, first at the end of the Corporation's first year, and at least every five years thereafter.

SECTION 3 ERRATA

October 5, 2023

These by-laws were adopted by unanimous vote of the Board as the new by-laws of the Eastern Shore Regional Library Board of Trustees following the change in governance requirements according to COMAR Education Sections 23-201 and 23-201.1. Regional Resource Centers Governance.

December 12, 2023

These by-laws were adopted by unanimous vote of the Board as the new by-laws of the Eastern Shore Regional Library Board of Trustees following the changes in Article II Section 2 to align the by-laws with Board terms of service in COMAR Education Sections 23-201.1. Regional Resource Centers Governance.