

MARYLAND STATE LIBRARY BOARD BYLAWS

Approved June 10, 2020

PREAMBLE

Pursuant to the powers vested in the Maryland State Library Agency as provided by law, the following are hereby adopted and declared as the Bylaws of the Maryland State Library Board.

ARTICLE I

NAME, PURPOSE AND POWERS

Section 1. Name

On July 1, 2017, the MSDE Division of Library Development and Services (MSL) became the Maryland State Library (MSL) Agency and the Maryland Advisory Council on Libraries (MACL) became the Maryland State Library Board (MSLB) as a result of changes to the Maryland Code made during the 2017 General Assembly session (Senate Bill 587/House Bill 1094). The powers vested in the State Board of Education related to libraries were transferred to the newly formed State Library Board. This legislation also provided that the Maryland State Library is the central State Library Agency and that the head of the State Library Agency is the State Librarian

Section 2. Purpose

The Maryland State Library Board (hereinafter "the Board") represents the interests of Maryland citizens for better library services, advises all levels of government, and promotes the improvement of library services in the State.

Section 3. Powers

The Board is authorized to gather information on the needs of libraries, oversee the State Library Agency and exercise general direction and control of library development in Maryland. The Board is responsible for the adoption of rules and regulations, the establishment of library policies and procedures for the statewide system of libraries and advises the Governor on library matters. Each year the State Library Board reports to the Governor and Maryland citizens on the support, condition, progress, and needs of libraries. They consider the

library needs of the State and recommend to the Governor and the General Assembly desirable legislation. The State Library Board approves MSL's operating budget and capital projects for State funding.

ARTICLE II

OFFICE

The principal office of the Maryland State Library shall be 25 S. Charles Street, Suite 1310, Baltimore MD 21201.

ARTICLE III

ORGANIZATION

Section 1. Membership

The State Library Board consists of 12 members, 7 of whom are appointed by the Governor. Of the appointed members 5 shall be selected from the public at large, 1 shall be a professional librarian, and 1 shall be a library trustee. Effective October 1, 2020, one shall be a blind patron of the Maryland Library for the Blind and Print Disabled.

Section 2. Qualifications

Once members are appointed by the Governor, members must qualify for the position by taking the oath of office under Article 1, Section 9 of the Maryland Constitution. At the first meeting following such qualification, the Chair shall declare that member properly seated for the term of the member's appointment.

Section 3. Terms and Representation

Each appointed member serves for a term of 5 years and until a successor is appointed and qualifies. An appointed member may not serve more than 2 consecutive terms. The remaining 5 members serve ex officio and each may designate someone to serve in his or her place: the Secretary of Higher Education; the President of the Board of Trustees of Enoch Pratt Free Library; the President of the Maryland Library Association; the Dean of the University of Maryland College of Library and Information Services; and the President of the Maryland Association of School Librarians. Each member is entitled to participate fully and equally in the activities of the Board.

Section 4. Expectations and Responsibilities of Board Members

- A. Make decisions based on the best interests of the citizens of this State in better library services.
- B. Attend Board meetings.
- C. Read all written materials when provided prior to each meeting in preparation for discussion and decision making.
- D. Actively participate in decision making.
- E. Board members often possess expertise in library policy and practice. It is expected that they will, in their private capacities work on, write and speak on library issues. However, when a Board member is publicly engaging in an issue that is before the Board or that is specifically about Maryland policy or practice, that Board member should make clear that he or she is speaking in their personal capacity and not on behalf of the Board.
- F. Respect and protect the confidentiality of all information shared and discussed in Closed Sessions of the Board.
- G. Show respect for fellow Board members, staff, and members of the public.

Section 5 New Members

The Chair shall invite all new members of the Board to attend as many meetings as possible before they officially assume office. The MSL staff will provide an orientation to new members prior to their first Board meeting, if possible, which seated members may attend as well. New members will receive the agendas and materials for all Board meetings to review prior to being formally seated if the Governor's appointments of new MSLB members are made prior to expiration of a seated member's term.

ARTICLE IV

BOARD OFFICERS AND THEIR SELECTION

Section 1 Officers and their Terms

- A. The Officers of the Board shall be the Chair and Vice Chair.
- B. Chairperson – Each year, the Governor shall appoint a member of the State Library Board as its Chairperson. The State Librarian will be responsible for making the Board's recommendation for Chair to the Governor.

- C. Vice Chair – The Vice Chair shall be elected annually by voice vote at a regularly scheduled Board meeting. A vacancy in the office of Vice Chair shall be filled by election at any regularly scheduled Board meeting. An officer so elected shall serve for the remainder of the predecessor's term or until a successor is selected.
- D. Officers shall hold office for a term of one (1) year or until their successors are elected and duly qualified.

Section 2. Selection of Officers

- A. At the spring quarterly Board meeting, the current Chairperson will be responsible for assessing interest in the position of Chair and Vice Chair, including his or her own interest, and establishing a nominating committee. The nominating committee will then compile and make recommendations at the summer quarterly meeting. This does not preclude a Board member from making a nomination the day of the election.
- B. A slate of officers will be presented by the nominating committee at the summer quarterly meeting. The Board will then vote on the Chair and Vice Chair.
- C. The recommendation for Chair will be forwarded to the Governor by the State Librarian for his or her approval. The newly elected individuals will take office in July.

ARTICLE V

DUTIES AND RESPONSIBILITIES OF BOARD OFFICERS

Section 1. Chair

The Chair shall represent the Board before all public bodies or designate some other person to perform that function; shall preside at all meetings of the Board; shall be authorized to sign, on behalf of the Board, all papers to be executed in the name of the Board or by the Board as required by law; shall sign the records of the proceedings of all meetings of the Board; shall direct the work of the Board and the Board's standing and ad hoc committees in order to assure that the Board's statutory responsibilities are discharged; and shall perform such other duties as are prescribed in these Bylaws or assigned by the Board.

If the Chair of the Board resigns, the Vice Chair becomes the Chair until such time the Governor makes a new appointment. The election for Chair will take place at the next Board meeting.

Section 2 Vice Chair

The Vice Chair shall, at the request of or in the absence of the Chair, perform all the duties of the Chair and, while so doing, have and exercise all the authority and powers of the Chair; and shall perform such other duties as may from time to time be assigned by the Board.

The term of office will be 1 year, but duties will be extended until such time a new Vice Chair is elected. In the event the Chair resigns or otherwise leaves the Board during his or her term of office, the Vice Chair will assume the duties of the Chair until such time the Governor makes a new appointment. If the Vice Chair resigns, the Chair will appoint a temporary Vice Chair. The election for Vice Chair will take place at the next Board meeting.

Section 3. Secretary

The State Librarian shall serve as secretary to the State Library Board and will record the proceedings of the State Library Board and provide necessary staff services. The Secretary shall:

- A. Keep the Minutes of the Board meetings.
- B. Keep a register of addresses furnished by each member.
- C. Give, or cause to be give, notice of all meetings of the Board and all other notices required by law of these By-Laws.
- D. In general, perform all duties incident to the Office of Secretary assigned to him/her by the Chair or by the Board.

ARTICLE VI

THE STATE LIBRARIAN

Section 1 Selection

- A. The State Librarian is appointed by the Board with the advice and consent of the Senate.
- B. The State Librarian shall serve at the pleasure of the Board. A vacancy in the position of State Librarian is filled by appointment by the State Library Board, with the advice and consent of the Senate. Until such vacancy is filled, the Board shall designate a person to serve as Acting State Librarian, and such person shall have and exercise all the authority and powers of the State Librarian until such time as the vacancy in the position of State Librarian is confirmed.

Section 2 Authority and Powers

- A. The State Librarian shall have and exercise all authority and powers conferred by Title 23 of the Education Article, Annotated Code of Maryland.
- B. In addition to the authority and powers conferred by law, the State Librarian is the chief operating officer of the Maryland State Library Agency. Subject to the authority and applicable regulations and policies of the Board, the State Librarian shall have the authority to appoint, promote, set salaries, assign duties, and terminate personnel who work for the Board.
- C. The State Librarian shall be responsible for the preparation and preservation of written minutes of all meetings of the Board and its committees.

ARTICLE VII

BOARD MEETINGS

Section 1 Regular Meetings

- A. The Board shall hold no less than four regular meetings during each calendar year. Regular meetings are generally held quarterly.
- B. The Chair shall annually present a schedule of the time and place for regular meetings for the ensuing year for approval by the Board and published for the public.

Section 2 Special Meetings

A special meeting may be called at any time by the Chair or upon request of any six voting members of the Board. The convening of a special meeting shall be given in writing to each Board member as soon as practicable.

Section 3 Location of Meetings; Notice of Meetings

- A. The Chair, in consultation with the State Librarian, shall determine the location of each regular or special Board meeting.
- B. Notice of time and place for each Board meeting shall be given in writing to each Board member as soon as practicable. A schedule of regular meetings shall also be published for the public.
- C. The notice shall include a meeting agenda. The agenda shall be prepared by the State Librarian in consultation with the Chair. Business transacted at all special meetings shall be confined to the purpose or purposes in the notice of the meeting.

Section 4 Citizen Participation at Regular Meetings

Citizen participation shall be a regular agenda item for regular meetings. Speakers will be asked to register just prior to the beginning of each meeting on a sheet that will request name, address, phone number, topic to be addressed, and organization (if any) which the speaker represents. The Chair will call on citizens in the order in which they registered and will be provided three (3) minutes per speaker. Information presented by citizens shall be included in the Board minutes.

Section 5 Attendance

- A. Any member who fails to attend at least fifty (50) percent of the Board meetings during any period of twelve consecutive months shall be considered to have resigned, and the Chair shall forward that member's name to the Governor for appropriate action.
- B. Board members are expected and strongly encouraged to be physically present at all regular Board meetings, however, members may request to participate remotely, if absolutely necessary. Electronic/remote participation is at the Chair's discretion and requests to participate remotely should be submitted to the Chair and/or Secretary as soon as possible.

Section 6 Conduct of Meetings

- A. All official action of the Board will take place at a public meeting in accordance with the Open Meetings Act. The minutes of such meetings will likewise be public.
- B. Meetings of the Board shall be presided over by the Chair or, if the Chair is not present, by the Vice Chair or, if none of said officers are present, by a chairman to be elected at the meetings. The Secretary of the Board shall act as Secretary of such meeting; in the absence of the Secretary, the presiding Officer may appoint a person to act as Secretary at the meeting.
- C. A majority of the members then serving on the Board shall constitute a quorum for the conduct of business at any Board meeting. A quorum can be present either in person or remotely. Email communications among a quorum, as opposed to between individual members, could constitute a meeting if the emails are so close in time as to show that a quorum was discussing an issue that should be addressed in public session. No formal action may be taken by the Board without the approval of a majority of the members of the Board then serving on the Board. In the absence of a quorum, the Chair (or

presiding officer) may make a decision to cancel the meeting. If known in advance, the Chair should give notice as soon as possible.

- D. All Board meetings shall be conducted in accordance with the Maryland Open Meetings Act (Title 10, Subtitle 5 of the State Government Article, Annotated Code of Maryland). As provided in that law, the Board may meet in Closed Session pursuant to Section 3-305(b) of the General Provisions Article in certain enumerated circumstances, but only if a motion to meet in closed session is supported by majority of the members present and voting.
- E. Voting on all matters before the Board shall be by voice vote unless otherwise directed by the Chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, with the exception of a unanimous vote, which may be recorded as such.
- F. Individuals desiring to address the Board at a regular or special meeting may request that opportunity by requesting to speak at the meeting, subject to limitations on the scope of time. No individual or group shall be entitled to address the Board unless the subject of the presentation is deemed appropriate by the Chair and the duration of the presentation does not exceed limits imposed by the Chair. The restrictions in this paragraph do not prevent the Chair, at his or her discretion, from recognizing persons for comment during a Board meeting.

Section 7 Agenda

- A. An agenda will be prepared for each meeting. Any Board member may submit items for inclusion on the agenda. Agendas for regular meetings will be made available on the MSL website preceding the regular meeting date.
- B. Agendas and related materials will be distributed to each Board member before prior to the regular meeting. Agendas for special meetings will be made known at the time the special meeting is called.

Section 8 Records of the Proceedings of the Board

- A. Minutes of each Board meeting shall be distributed to each Board member before or at the next regular Board meeting. Minutes may be amended by vote of the Board at the next regular Board meeting.

- B. Minutes shall be maintained in a form accessible to the public in the principal offices of the Board, on the Maryland State Library website, or at such other location as the Board may from time to time determine.
- C. Minutes of an executive session may be reviewed and amended in executive session and are available for public inspection only as provided in the Maryland Open Meetings Act.

ARTICLE VIII

BOARD COMMITTEES

Section 1 Committees

In addition to the committees set out in these Bylaws, the Board may establish both standing and ad hoc committees. The Chair shall be an ex officio member of all committees. Only voting members of the Board shall be entitled to serve as voting members of standing or ad hoc committees.

Section 2 Standing Committees

Standing committees may be created by resolution of the Board. The members of a standing committee shall be appointed by the Chair of the Board, who shall also designate the chair and vice chair. In making such appointments, the Chair of the Board shall determine the number of members on each standing committee, with no committee consisting of fewer than three members. A member or officer of a committee shall serve until a successor is selected. In case of a vacancy on a standing committee, the Chair of the Board shall appoint a new member for the unexpired term. Each committee officer and member shall serve at the pleasure of the Chair of the Board. Members of the Board may serve as officers or members of standing committees for consecutive terms without limitation.

Section 3 Ad Hoc Committees

Ad hoc committees may be created by resolution of the Board. The members of an ad hoc committee shall be appointed by the Chair of the Board, who shall also designate the chair of the ad hoc committee. Ad hoc committees shall normally have a life not to exceed one year, unless renewed for a specific additional period by the Board or the Chair of the Board.

Section 4 Location of Committee Meetings; Notice of Committee Meetings

- A. A meeting shall be called by the committee chair, who shall, to the maximum extent possible under the circumstances, consult with the Chair of the Board and the State Librarian regarding the date, time, and location of the meeting.
- B. Notice of the time and place for each committee meeting shall be given in writing as soon as practicable.
- C. The notice shall include a meeting agenda. The agenda shall be prepared by the State Librarian in consultation with the chair of the committee. Discussion and actions by the committee shall not be limited to the items in the agenda but may include any business consistent with these Bylaws and the statutory duties and powers of the Board.

Section 5 Conduct of Committee Meetings

- A. A majority of the voting members of a committee shall constitute a quorum for the conduct of committee business. The chair of a committee may invite other Board members to the meetings of a committee and, in the absence of a quorum of a committee such Board members may be empowered by the chair of a committee to vote on a particular matter before a committee and otherwise constitute a quorum for the conduct of committee business.
- B. All committee meetings shall be conducted in accordance with the Maryland Open Meetings Act (Title 10, Subtitle 5 of the State Government Article, Annotated Code of Maryland). As provided in that law, a committee may meet in executive session in certain enumerated circumstances, provided that the chair of the committee consults (to the maximum extent practicable under the circumstances) with the Chair of the Board prior to the convening of the executive session.
- C. Voting on all matters before the committee shall be by voice vote unless otherwise directed by the chair of the committee. In all cases where a vote is taken, the yeas, nays, and abstentions shall be separately recorded, with the exception of a unanimous vote which may be recorded as such.
- D. The transactions of every public committee meeting shall be memorialized, in summary form, and the minutes thereof shall be included in the record of the next regular meeting of the Board.

Section 6 Records of the Proceedings of Committees

Minutes of each committee meeting shall be approved and signed by the chair of the committee and distributed to each committee member before or at the committee's next

meeting. Minutes may be amended by vote of the committee at its next meeting. Minutes shall be maintained in a form accessible to the public in the principal offices of the Board or at such other location as the Board may from time to time determine. Minutes of an executive session may be reviewed and amended in executive session and are available for public inspection only as provided in the Maryland Open Meetings Act.

ARTICLE IX

ETHICS POLICY AND FINANCIAL DISCLOSURE

Section 1 Financial Disclosure

State law requires each Board member to complete an annual financial disclosure form with the State Ethics Commission. Board members must be vigilant about identifying potential conflicts of interest or the appearance of impropriety as they engage in business and discussions. Board members are advised to reach out to assigned Board counsel or call the Ethics Commission whenever you think there is a possibility of conflict or impropriety.

Section 2 Compensation

Each member of the Board serves without compensation but is entitled to reimbursement for expenses in accordance with the regulations outlined in the Public Ethics Law and the State of Maryland Travel Management Unit Standard State Travel Regulations.

ARTICLE X

AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority of the voting members of the Board at any regular meeting of the Board; provided, however, that no proposed amendment shall be acted upon unless the written text of the amendment is sent to each member of the Board and the State Librarian at least fourteen days prior to the vote.

ARTICLE XI

BOARD MEMBER IMMUNITY

Members of the Board are considered "state personnel" for purposes of the Maryland Tort Claims Act, which provides immunity from personal liability in tort for actions that Board members may or may not take within the scope of their duties as a Board member, as long as the actions are taken without malice or gross negligence.

ARTICLE XII

LEGAL COUNSEL

The services of a representative of the Attorney General's office shall be available to provide advice on legal matters related to deliberations of the Board.