

EASTERN SHORE REGIONAL LIBRARY, INC,

BY-LAWS

OF THE

BOARD OF TRUSTEES

ARTICLE I. ORGANIZATION

SECTION 1. FORMATION

As specified in a "Letter of Intent to Form a Cooperative Library Corporation/¹ which was approved by the Boards of Trustees of eight Eastern Shore counties during the Fall of 1991, Eastern Shore Regional Library, Inc. was established as of July 1, 1992, 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.

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:

"The Eastern Shore Regional Library mission is to enhance the eight member libraries' abilities to serve their customers through cooperative, coordinated, and cost-effective funding efforts in technology, interlibrary loan, training, consulting and purchasing."

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.

Eastern Shore Regional Library, Inc. shall be governed by a Board of Trustees, composed of up to sixteen members, two members from each participating library, consisting of the administrator and a trustee, selected by the Board of Library Trustees of each of the participating libraries. Each county is entitled to cast one vote on all matters coming before the membership. The library director may send an alternate/designee and a trustee to the meeting(s).

SECTION 2. APPOINTMENT, TERM, AND VACANCIES.

Each county library board of trustees will appoint its representatives to the Eastern Shore Regional Library, Inc. Board of Trustees on an annual basis, and will make appointments for any vacancies, as they occur.

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 Department of Education's Division of Library Development and Services (MSDE/DLDS).

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 MSDE/DLDS.

5. To provide for an annual audit by an independent auditor and to place the report on file with MSDE 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.

There shall be at least four regular meetings a year, open to the public, at the following general periods: August/September, November/December, February/March, and May/June. Minutes of the Board meetings shall be available to the public, i.e., provided upon request. 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 first meeting of each fiscal year, i.e., the August/September meeting is the Annual Meeting. Notice of this meeting will be given at least 20 days prior to the meeting date in local newspapers of general circulation, via a paid ad.

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 members representing any six of the eight participating counties, acting in conjunction.

SECTION 4. QUORUM

A quorum at any meeting shall consist of at least five Board members, representing at least five counties. 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. A schedule follows:

1998 - *Caroline*
1999 - *Worcester*
2000- *Wicomico*
2001 - *Talbot*
2002 - *Somerset*
2003- *Queen Anne's*
2004- *Kent*
2005 -*Dorchester*
2006 - *Caroline*

The county library administrator/trustee scheduled to serve as Board President in the year following the sitting President serves as Vice-President of the Board with the current sitting President. New officers terms for the ESRL Board become effective July 1, fiscal year.

After 2006, the rotation starts over.

Each county contingent may appoint either the Library Administrator or its member Trustee to these offices, as their rotation arises. The incumbent counties must notify the Secretary of their choice as officer by the May/June meeting of each year. When there is a vacancy in the office of President or Vice-President, the Board of Trustees shall fill the vacancy according to the rotation.

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

All Officers of the Eastern Shore Regional Library, Inc. Board of Trustees shall be bonded and can serve as a second signature on checks or

other financial documents requiring a signature in addition to that of the corporation's Administrator or accountant/bookkeeper.

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.

ARTICLE V. COMMITTEES

SECTION 1. STANDING COMMITTEES.

Standing committees of the Board of Trustees shall include the Planning Committee, the Finance Committee, the Personnel Committee, and the Evaluation 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. Planning Committee. This committee is charged with the responsibility of preparing a one-year plan for Eastern Shore Regional Library, Inc., presenting it before the Board of Trustees for consideration and acceptance, and submitting it to MSDE/DLDS for final approval. In addition to members appointed by the President, MSDE/DLDS appoints a liaison to serve as an ex-officio member, and the Administrator serves as an ex-officio member. The Vice-President/President-Elect serves as the Chair of the Planning Committee.

2. 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 MSDE/DLDS consideration and approval. This includes negotiating with the host site for housing costs. The Administrator serves as an Ex-Officio member of the Finance Committee.

3. 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.

4. Evaluation Committee. The purpose of this committee is to prepare an annual evaluation report on the activities of the corporation as required by the State of Maryland in accordance with its

specifications. The ESRL Administrator participates in a portion of the meeting/ in an informative/ ex-officio role.

The purpose of this committee is to prepare an Annual Report on the activities of the corporation. as required by the State of Maryland.

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 by no less than six counties. 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.

Changes suggested by various county Boards of Trustees are indicated in **Bold**.

Revisions recommended by the **ESRL Ad Hoc By Laws Review Committee** were approved by the Eastern Shore Regional Library, Inc. Board of Trustees at the March 4, 2004 Board meeting.