

Citizens for Maryland Libraries Bylaws

ARTICLE I: GENERAL

1. **Name:** The name of the corporation is CITIZENS FOR MARYLAND LIBRARIES, INC., hereinafter referred to as the CORPORATION.
2. **Location:** The CORPORATION maintains an office and/or mailing address within the state of Maryland.
3. **Purpose:** The CORPORATION concerns itself with these objectives.
 - a. To promote greater public awareness of services of libraries and to promote greater support of libraries of all kinds.
 - b. To encourage the formation of volunteer support groups for individual libraries and/or library systems in Maryland.
 - c. To support and encourage public and private funding for libraries and promote appropriate legislation.
 - d. To work cooperatively with the state library association and other library support groups

ARTICLE II: MEMBERSHIP

1. **Categories:** There are three classes of members of the CORPORATION.
 - a. **Individual member:** An individual who supports the purposes of the corporation
 - b. **Corporation and organization member:** an entity organized under the corporate laws of the state of Maryland or a group of individuals recognized as an organized entity, both of which support the purposes of the corporation
 - c. **Sustaining member:** An individual, corporate entity or organization so designated by the board of directors of the corporation
2. **Dues:** The Board of Directors determines the annual dues.
3. **Rights:** Members in good standing -those members who have paid the current year's dues are members in good standing and are, therefore, eligible to:
 - a. Attend membership and Board meetings.

b. Vote at the annual meeting.

c. Be elected as a director or officer, after being a member for at least one year. The Board may authorize the appointment and/or eligibility for election of a member with less than one year's membership.

d. Serve on committees immediately upon becoming a member.

4. **Resignation:** members who resign forfeit all dues paid.

ARTICLE III: MEMBERSHIP MEETINGS AND VOTING

1. **Membership meetings:** meetings of the membership are held at times and places determined by the board of directors.

2. **Annual meeting:** The annual meeting is held at a time to be determined by the Board to elect officers and directors, and for the transaction of such other corporate business as may come before the meeting.

3. **Special meetings:** Special meetings of the CORPORATION'S members may be called by the President with at least thirty (30) days written notice. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

4. **Notice:** Written notice of the annual meeting shall be sent to all members at least thirty (30) days in advance.

5. **Voting:** A majority of the members present at the meeting constitutes a quorum.

ARTICLE IV: BOARD OF DIRECTORS

1. **Directors:** The Board of Directors has authority and responsibility for the governance of the CORPORATION. The Board authorizes the Executive Committee to engage an Executive Director who is responsible for the day-to-day management of the corporation. The Board establishes policy and monitors implementation of policy by the Executive Director.

2. **Composition of the Board:** There are seventeen (17) voting directors; including the Executive Director of the Maryland Library Association (MLA) and a representative of the Maryland Association of Public Library Administrators (MAPLA). Current and past Maryland State Librarians are ex-officio members of the Board without voting privileges.

3. **Terms:** Directors are elected for a three (3) year term and may serve two consecutive terms. If a Director serves a partial term, a Director may thereafter serve two consecutive terms. After taking a year off, a former Director may once again be elected to the Board and serve two consecutive terms.

4. **Nominations:** Nominations for the Board of Directors will be accepted by the Nominating Committee no later than forty-five (45) days before the annual meeting.

5. **Vacancies:** Any interim vacancy on the Board is filled by a majority vote of the Board.

6. **Meetings and Voting:** The Board of Directors meets at least four (4) times a year to carry on the routine business of the CORPORATION. A majority of the members of the Board in attendance constitutes a quorum. Other meetings may be called by the President or a majority of the Board with ten (10) days written notice. Electronic votes may be taken between Board meetings. A simple majority of the Board is required to approve an appointment or pass an issue.

7. **Removal:** Two unexcused absences in one year may result in removal from the Board. A member of the board may be removed by a two-thirds vote of the Board, with the Director proposed to be removed not voting. That Director is provided the reason for the proposed removal. An opportunity to contest the proposed removal in writing or in person at a meeting of the board is granted. Final written notice of the board's decision is given to the director proposed for removal. In addition, Directors may be removed from the Board for malfeasance or any such activities contrary to the purpose of the Board, by a two-thirds vote of the other Directors.

8. **Compensation:** Directors do not receive compensation for their services, but may be reimbursed for expenses as decided in advance by the Board.

ARTICLE V: OFFICERS

1. **President:** The President (a) exercises general supervision over the affairs of the corporation; (b) serves as an ex-officio member of all committees, except the Nominating Committee or as otherwise provided in these bylaws; (c) appoints committee chairpersons and either appoints the members thereof or delegates such authority as the President may determine, subject to the approval of the Board; (d) acts as the CORPORATION'S official spokesperson; (e) evaluates the Executive Director; and (f) keeps the Board of Directors informed of all activities of the CORPORATION, including presentation of an annual report at the Annual Meeting.

2. **Vice President:** The Vice President has the duties from time to time delegated by the President, or assigned by the Board. In the absence or disability of the President, the Vice President performs the duties and possesses and exercises the powers of the President.

3. **Secretary:** The Secretary keeps the minutes of all meetings of the CORPORATION and performs all other duties customarily incident to the office of Secretary, or prescribed by these Bylaws or the Board, including distributing copies of the minutes to the Board.

4. **Treasurer:** The treasurer: (a) has custody of all funds of the CORPORATION; (b) collects all funds and pays all bills on behalf of the CORPORATION; (c) keeps full and accurate records and accounts of all financial transactions of the CORPORATION and presents a written financial

report at every meeting; and (d) performs all other duties customarily incident to the office of the Treasurer or prescribed by these Bylaws or the Board, including facilitating the conduct of an independent audit or review as prescribed by the Board.

5. Immediate Past President: The Immediate Past President shall perform the duties prescribed by these bylaws or the Board.

6. Terms: The President and Vice President serve a one-year term and may serve no more than two (2) consecutive terms. The Secretary and Treasurer serve a two-year term and may serve no more than three (3) consecutive terms. Election to the position of Secretary and Treasurer will take place on alternate years.

7. Nominations: Nominations for Officers of the Board of Directors are sent to the Nominating Committee no later than forty-five (45) days before the Annual Business Meeting.

8. Vacancies: Vacancies among the Officers are filled consistent with these Bylaws and by action of the Board.

9. Removal: The Board of Directors may from time to time remove any Officer or Agent of the CORPORATION. An Officer or Agent may be removed by a two-thirds vote of the Board, with the Officer or Agent proposed to be removed not voting. That Officer or Agent is provided the reason for the proposed removal. An opportunity to contest the proposed removal in writing or in person at a meeting of the Board is granted. Final written notice of the Board's decision is given to the Officer or Agent.

10. Compensation: Officers do not receive compensation for their services, but may be reimbursed for expenses as decided in advance by the Board.

ARTICLE VI: COMMITTEES

1. Executive Committee: An Executive Committee consists of the Officers of the CORPORATION; which includes the Immediate Past President. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board.

2. Nominating Committee and Election: At least sixty (60) days before the annual meeting, the President appoints a Nominating Committee of five (5) members. At least two of the appointees are members not currently serving on the Board. No one may serve on the Nominating Committee for more than two consecutive years. Nominations are received by the nominating committee at least forty (45) days before the annual meeting.

The Committee prepares a slate of candidates for Officers and Directors, obtains their consent and brief resumes and mails the slate and resumes to the membership thirty (30) days before the Annual Meeting.

The Nominating Committee presents a slate at the Annual Meeting. Election is by majority vote of the members present. There are no nominations for Officers or Directors from the floor.

3. Bylaws Committee: The Bylaws Committee periodically reviews the by-laws. The committee consists of the President, Immediate Past President, one member of the Board and one member from the general membership.

The Bylaws Committee, from time to time, reviews the Bylaws, receives proposed amendments to the Bylaws for discussion by the Board. Final action on the proposed amendments is taken by the Membership at the Annual Meeting.

4. Audit Committee: The Audit Committee reviews the financial records of the Board on an annual basis.

5. Finance Committee: The Finance Committee establishes the annual budget.

6. Other Committees: The Board of Directors may by resolution, from time to time, provide for such standing or special committees as it deems desirable and may discontinue the same at its pleasure. Each such committee has such powers and performs such duties, not inconsistent with the Bylaws or law, as may be assigned to any one of such committees by the Board of Directors.

ARTICLE VII: CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VIII: MISCELLANEOUS

1. Fiscal Year: The fiscal year is the calendar year.

2. Parliamentary Authority: The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall be the parliamentary authority of the CORPORATION, when applicable and not inconsistent with these Bylaws.

3. Indemnification: Directors, Officers and employees are indemnified by the corporation to the full extent permitted by law. The Corporation carries Directors and Officers insurance.

4. Amendments to Bylaws: These Bylaws may be amended at the Annual Meeting of members provided notice of the proposed change is included in the Meeting notice. A Bylaw change requires a two-thirds vote of the members present.

5. Dissolution of CORPORATION: Upon a two-thirds vote of the board, the CORPORATION may be dissolved and assets distributed consistent with State and Federal laws.

Adopted October 27, 1990

Revised November 1, 1997, September 11, 1999, November 4, 2000, November 9, 2002,

November 1, 2003, November 6, 2004, November 7, 2009, October 29, 2011, October 14, 2017.