

BYLAWS OF THE
BOARD OF TRUSTEES OF
THE KENT COUNTY PUBLIC LIBRARY

The Trustees of the Kent County Public Library hereby declare that the Board of Trustees Bylaws are amended and restated as follows:

ARTICLE I. NAME

The name of this board shall be the Board of Trustees for the Kent County Public Library, hereinafter "the Board" and "KCPL," respectively.

ARTICLE II. PURPOSE AND AUTHORITY

The Board is the governing body of KCPL, having been established and supported by the Kent County Commissioners pursuant to Maryland Annotated Code ED, §23-401. The purpose of the Board is to maintain oversight of the operations of the Kent County public library system for the use and benefit of the people of Kent County, Maryland.

ARTICLE III. TRUSTEES

Section 1: Appointment

In accordance with the Education Article of the Annotated Code of Maryland (§23-403), the Board shall be composed of seven (7) Trustees, appointed by the Kent County Commissioners, from nominees submitted by the Board. The members of the Board shall be residents of Kent County, Maryland, and representative of the area and residents.

Trustees are subject to Financial Disclosure requirements under the **Kent County Public Ethics Law** (attachment).

Section 2: Terms and Vacancies

- a. An appointment to serve as a Trustee is a five-year term that begins on January 1st of Year one and ends on December 31st of Year five.
- b. Terms are staggered such that vacancies on the Board occur at the rate of one or two per year.
- c. A vacancy on the Board created by an unexpired term shall be filled first and then full-term vacancies shall be filled.
- d. Trustees may serve two consecutive five-year terms. A Trustee appointed to fill a vacancy, in addition to the serving out the unexpired term, may serve two additional five-year terms.

Section 3: Compensation

Trustees serve without compensation.

Section 4: Attendance

Any member of a board of library trustees who fails to attend at least half of the scheduled meetings of the board during any calendar year shall be considered to have resigned from the board.

Section 5: Removal

A Trustee may be removed from the Board for cause at any time by a majority vote of the other Trustees.

ARTICLE IV. OFFICERS

Section 1: Appointment

Officers shall be elected at the first regular meeting in each calendar year and shall remain in office until their successors are elected. The officers of the Board shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: Term

The term of office shall be for one year, except for the Secretary, who shall be appointed to a two-year term. Aside from the Secretary, no person shall remain in the same office for more than two successive years except under extraordinary circumstances and by a unanimous vote (that includes the officeholder).

Section 3: Duties

President: The President of the Board shall preside at all meetings, appoint all standing and special committees, and stand as an ex officio member of all committees, authorize and call for any special meeting, and perform all other such duties of a presiding officer or as may be assigned by the board. The President shall inform the County Commissioners in writing of any Trustee who fails to meet the attendance requirements by no later than the 15th of January of each calendar year. The President shall be the only spokesman for the Board of Library Trustees in all public relations, advisory, and Board communications directed to the Library Director.

Vice President: The Vice President, in the absence of the president, shall assume all duties of the president. The Vice President shall be a member of the Finance Committee to aid in succession planning.

Secretary: In the absence of the President and/or Vice President, the Secretary will perform those duties. The Secretary shall serve for two consecutive years to ensure continuity of the position. The Secretary shall organize and take all closed meeting minutes and file appropriate forms; manage and maintain

Trustee binders; check and monitor all incoming correspondence to the Board via mail and email; review board minutes for edits and changes prior to the Board meeting; oversee celebrations for staff from the Board; and serve as the KCPL compliance officer and monitor and respond to the Whistleblower Policy digital form. The Secretary must be digitally savvy and willing and able to manage a suite of digital tools, including cloud-based storage, documents, and forms. The Secretary may delegate any of these functions to the Director or other designated library employee.

Treasurer: The Treasurer shall have charge of all library funds and income and shall review invoices and sign checks in accordance with Budget and Procurement Policy and other financial policies of the Board. The Treasurer shall serve as Chair of the Finance Committee and shall report at each meeting on the current KCPL financial status. The Treasurer must be adequately bonded. The President may sign checks in lieu of the Treasurer.

The **Library Executive Director** shall be ex-officio, non-voting member of all Board committees, and as such, shall attend all Board meetings.

ARTICLE V: STANDING, SPECIAL, OR AD HOC COMMITTEES

Section 1: Standing Committees

a. The **Executive Committee** shall consist of the President, Vice President, and Secretary, and is empowered to meet as a body to plan agendas and make recommendations to the Board and shall exercise the powers of the Board of Trustees between meetings to address exigent circumstances, subject to the approval of the Board at the next meeting.

b. The **Finance Committee** shall be chaired by the Treasurer, and the Vice President shall serve as member of the committee. The Finance Committee shall:

(1) Oversee the preparation of the annual budgets and financial statements; oversee the administration, collection, and disbursement of the organization's financial resources, in addition to the related policies and procedures as approved by the Board.

(2) Advise the Board with respect to making significant financial decisions, such as correcting or restructuring the organization's books and accounting procedures when fiscal problems arise.

(3) Recommend to the Board on matters pertaining to the acquisition, use, or conveyance of property.

(4) Oversee issues related to the acceptance and owning or disposition of any gift, grant, or appropriation for library purposes.

Section 2: Special or ad hoc committees

There shall be such committees as the President may desire. They shall be appointed by the President for one year, and each committee shall consist of a chair and at least one other member. The President shall be an ex officio member of all committees. No committee shall have a quorum of Trustees.

ARTICLE VI: MEETINGS

Section 1: Regular meetings

The Board shall meet at least every three months. The meetings shall be open to the public and advance notice shall be given. The first regular meeting shall be held in January; action items shall include but are not limited to: election of officers; scheduling of Board meetings for the calendar year; orientation or reorientation of Trustees and review of past year's progress and creation of appropriate committees by the President.

Section 2: Special meetings

Special meetings may be held at any time at the call of the President or the Secretary; or by call of any two members of the Board, if notice thereof is posted on the KCPL website, on library bulletin board, as well as given to all Trustees and local news outlets at least 48 hours in advance of the special meeting.

Section 3: Quorum

A quorum for the transaction of business shall be four (4) Trustees of the Board.

Section 4: Rules

All meetings of the Board shall be conducted according to the latest revised edition of Robert's Rules of Order.

Section 5: Order of business

The order of business at all regular meetings of the Board may be as follows:

- Call to Order
- Disposition of Minutes of Previous Meeting
- Review of Agenda
- Public Comments
- Officer Reports
- Reports of Committees
- Librarian's Report
- Old Business
- New Business

ARTICLE 7: THE EXECUTIVE DIRECTOR OF THE LIBRARY

Section 1: Executive Director

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

Section 2: Duties

a. The Executive Director of the Kent County Public Library shall have sole charge of the day-to-day administration of the Library. Day-to-day administration of the Library includes but is not limited to: the care of the buildings and equipment; supervision of the staff; maintain a current personnel manual and staff development plans; oversight of fixed assets; delivery of efficient and courteous Library services to the public; custody of the Board's minutes, policies, bank statements, reconciliation reports, revenue and expenditure reports, audits, Library statistics, annual reports, staff personnel records, time and attendance reports, and other records or documents kept in the regular course of the Board's business; and, for the prudent operation of the Library under the financial conditions set forth in the annual budget.

b. The Executive Director or appointed staff member shall prepare and assemble an information packet that contains all the documents necessary to conduct the Board's regular meetings at least one week in advance of said meetings and distribute to all Board members.

c. The Executive Director shall prepare recurring reports for the Board's review and submit said reports in a timely manner to local, state, and federal offices which include but are not limited to: Fiscal Year Audit and Annual Report.

d. The Executive Director shall prepare the annual budget for approval by the Board and County Commissioners and control expenditures to adhere to the budget appropriations.

e. The Executive Director shall present written policies and procedures for the Board's approval topics of which shall be assigned by the Board or self-initiated by the Executive Director to improve the internal work process of the staff or to promote efficiencies in Library operations. The procedures shall only be given to the Board for review when scope extends outside of day-to-day operations and has legal, fiduciary, or public health impacts.

f. The Executive Director shall, through the President, inform the Board of any problems that do or could affect established policy with regard to the operation of the Library and keep the Board informed of significant operational issues including senior staff recruiting and hiring matters.

g. The Executive Director shall designate one appropriate, qualified member of the Library staff to act for the Executive Director during temporary periods of absence or incapacitation, and inform the President. This acting Executive Director may perform all duties of the Executive Director.

h. The Executive Director, or the Executive Director's staff designee, shall

perform the following duties as delegated by the Secretary of the Board of Trustees:

- i. Maintain a true and accurate account of all proceedings of the Board meetings; provide notice of all regular meetings and of all special meetings; supervise control and retention of the Board's minutes, revenue and expenditure reports, policies, and any and all other documents kept in the ordinary course of the Board's business; maintain meeting attendance records, and notify the Board President no later than the end of the calendar year of any Trustee who has failed to attend half of the regularly scheduled Board meetings.
- ii. Post the schedule of regular meetings of the Board for the ensuing calendar year, to include the date, time, and location of the meetings, on the KCPL website, and notify local news organizations.
- iii. Staff members designated to this role shall serve a term of one year, to coincide with the KCPL Fiscal Year, and shall not be appointed for consecutive years. Staff members shall receive a stipend for their duties to the Board when serving in this capacity.

ARTICLE 8: Statement of Ethics

The Board of Trustees of the Kent County Public Library subscribes and is committed to the Statement of Ethics endorsed by the American Library Association, as well as the Kent County, Maryland Public Ethics Law.

ARTICLE 9: Amendment

These bylaws may be amended at any meeting of the Board, by a vote of two-thirds of the membership of the Board, provided the amendment was presented to the Board at least 4 weeks prior to the Board meeting at which the vote on the amendment will be called.

The Board shall review and re-adopt the bylaws at least every five years.

Approved and re-adopted by the Board of Library Trustees. November 22, 2010.

Approved and re-adopted by the KCPL Board of Library Trustees. April 30, 2012.

Amended, restated, and adopted by the KCPL Board of Library Trustees. February 28, 2022.

Amended and re-adopted by the KCPL Board of Library Trustees. September 30, 2024