

**BYLAWS
OF THE ST. MARY'S COUNTY
BOARD OF TRUSTEES of the MUSEUM DIVISION,
DEPARTMENT OF RECREATION AND PARKS**

Article I

NAME

The name of this organization as established by the Board of County Commissioners for St. Mary's County (hereinafter "Board of County Commissioners") shall be the St. Mary's County Board of Trustees of the Museum Division, Department of Recreation and Parks (hereinafter "Board").

Article II

PURPOSE OF THE BOARD

The purpose of the Board is to provide the Board of County Commissioners for St. Mary's County with the advice and assistance concerning the promotion of the cultural history, natural history, and pre-history of St. Mary's County through the establishment and maintenance of museums (hereinafter "the Public Activity").

Article III

FUNCTIONS OF THE BOARD

To accomplish its purpose, the Board shall meet regularly, consider and advise on the following related to the Public Activity:

1. Any duty or responsibility assigned to the Board by statute, public local law or ordinance;
2. Program operations;
3. Policies, procedures and potential areas of improvement;
4. Identification of needed improvements, safety issues, and capital projects regarding any physical facilities;
5. Adherence to current Federal, State and Local regulations and standards;
6. Use and implementation of quality control measures;
7. Operating expenses and revenues;
8. Public education;
9. Identification of needs and the best interests of the citizens of St. Mary's County, and
10. Report annually to the Board of County Commissioners.

Article IV
MEMBERSHIP

Section 1. Members.

The Board shall consist of eleven (11) members.

Section 2. Appointment.

All Board members shall be appointed by the Board of County Commissioners unless otherwise provided by the legal authority governing the Board.

Section 3. Tenure and Term of Office.

Terms of office shall be for five (5) years. No person shall serve more than two (2) consecutive full terms on the Board. After serving two consecutive five (5) year terms, members must retire from membership for at least one (1) year. Terms of office shall begin on January 1 of the year of the appointment.

Section 4. Voting.

Each voting member shall be entitled to one vote on each matter submitted to a vote.

Section 5. Alternates.

The Board of County Commissioners may appoint one or more alternate members. If a member is absent, an alternate member may sit as a voting member and, once seated, shall be counted in determining a quorum.

Section 6. Attendance at meetings.

Members are expected to attend all meetings. If any appointed member fails to attend three (3) consecutive regular meetings, with or without reasonable cause, or is absent from 50% of the regularly scheduled meetings during any calendar year, the President shall notify the County Administrator of the absences, for appropriate action pursuant to paragraph 7 below.

Section 7. Removal of Board Members

A member may be removed with or without cause by the Board of County Commissioners.

Section 8. Resignation.

Any member desiring to resign shall submit a resignation in writing to the County Administrator, with a copy to the Board President.

Section 9. Vacancies.

A vacancy, because of death, resignation, removal, disqualification or otherwise, shall be filled at the pleasure of the Board of County Commissioners.

Section 10. Compensation.

Members of the Board shall serve without compensation.

Section 11. Ethics Ordinance.

All members must adhere to the provisions of the St. Mary's County Public Ethics Ordinance.

**Article V
OFFICERS**

Section 1. Officers.

The Officers of the Board shall be a President, Vice-President and Secretary.

Section 2. President of the Board.

Except as otherwise provided by law or direction of the Board of County Commissioners, the President shall (1) preside at all meetings; (2) set the agenda for the meetings; (3) appoint all committees and subcommittees authorized by the members; (4) sign any document or instrument which the members have authorized to be executed; and (5) in general shall perform all duties as may be prescribed by the members from time to time.

Section 3. Vice-President.

In the absence of the President, the Vice-President shall perform all of the duties of the President and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or, in the alternative, requested by a majority vote of the members.

Section 4. Secretary.

The Secretary shall cause to be made and maintained a record of proceedings, deposit copies of approved Board meeting minutes with the County Administrator and prepare correspondence and other materials as directed and authorized by the members.

Section 5. Election of Officers.

The members shall elect a President, Vice-President and Secretary from its membership every year, and it may also elect such other officers as may be necessary from its membership. Election of officers shall take place at an annual meeting to be held in the month of January.

Section 6. Term of Office.

The term of office shall be for a period of one year. Each officer shall hold office until his/her successor has been duly elected.

Section 7. Removal.

Any officer elected by the members may be removed from office by a vote of two-thirds of the members.

Section 8. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the members for the unexpired portion of the term.

Article VI

COMMITTEES

The members may, from time to time, establish subcommittees to study specific matters and report to the Board.

Article VII

MEETINGS

Section 1. Regular Meetings.

Regular meetings of the members shall be held six (6) times in calendar year. A schedule of regular meetings for each calendar year shall be adopted prior to the commencement of the calendar year.

Section 2. Special Meetings.

Special meetings may be scheduled by a majority vote of the members or called by the President, and shall be called by the President upon the written request of any five (5) members of the Board.

Section 3. Notice

Written or electronic notice of all meetings shall be provided to each member at least seven (7) calendar days prior to the date set for such meeting.

Section 4. Recessed Meetings.

Any regular or special meeting may be recessed upon a majority vote of the members and may be reconvened without additional notice provided that the date, time and place at which the meeting shall be reconvened is determined and announced in open session at the time of the recess.

Section 5. Open Meetings Act.

All meetings, including meetings of committees and subcommittees, shall be scheduled and conducted in accordance with the St. Mary's County Open Meetings Act. No executive session may take place except upon the advice of the Office of the County Attorney.

Section 6. Agenda.

The President shall ensure an agenda is prepared for each regular and special meeting and the agenda shall, in general, be as follows:

1. Call to Order
2. Roll call to determine the presence of a quorum
3. Presentation of minutes from the previous meeting
4. Presentation of Officers' and Committee Reports
5. Discussion of Old Business
6. Discussion of New Business
7. Adjournment

Section 7. Quorum and Voting.

A majority of the members shall constitute a quorum for the transaction of business at any meeting except as otherwise provided by law or direction of the Board of County Commissioners. All decisions shall be made by majority vote of the members, including the President, at any meeting where a quorum is present and able to participate in the decision.

Article VIII

PARLIAMENTARY AUTHORITY

Except as otherwise provided by law or direction of the Board of County Commissioners, the rules contained in the current edition of Robert's Rules of Order Newly Revised, including the provisions §49 entitled "Procedure in Small Boards," shall govern; provided, however, that all motions must be stated and shall require a second. The President shall rule on all parliamentary matters. No proceeding or action shall be deemed invalid on the sole basis that the proceeding occurred or the action was taken without compliance with rules of order.

Article IX

AMENDMENTS

These Bylaws may be amended by the Board of County Commissioners.

APPROVED by the St. Mary's County Board of Trustees of the Museum Division, Department of Recreation and Parks on the 14th day of September, 2010.

By: Shirley L. Leyland
Shirley L. Leyland, President

ADOPTED by the Board of County Commissioners for St. Mary's County this 14 day of December, 2010 to be effective on December 14, 2010.

ATTEST:

John Savich
John Savich
County Administrator

By: Francis Jack Russell
Francis Jack Russell
Commissioner President

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:

George R. Sparling
George R. Sparling, County Attorney