

BYLAWS OF THE HISTORIC ST. MARY'S CITY COMMISSION

ARTICLE I – GENERAL

Section 1. *Legal Status.* The Historic St. Mary's City Commission exists pursuant to Chapter 583 of the 1997 Laws of Maryland codified in the Education Article, Subsections 24-501 through 525, of the Annotated Code of Maryland

Section 2. *Provisions, Powers and Definitions.* The legislative intent, mission, name, powers, duties, membership, structure, and operations of the Historic St. Mary's City Commission are provided for, described, and defined in Section 24 of the Education Article as cited above.

Section 3. *Conflicting Provisions.* The provisions of the Education Article shall overrule any conflicting provisions found to be contained in these bylaws as adopted or amended.

ARTICLE II – OFFICE LOCATION

Section 1. *Principal Office.* The principal office of the Commission shall be located at Historic St. Mary's City, P.O. Box 39, 18559 Hogaboom Lane, St. Mary's City, Maryland 20686, or at such other location as may be designated by the Commission by resolution adopted by at least two-thirds of the Commissioners.

Section 2. *Other Offices.* The Commission may also establish offices at such other places as the Commission may by resolution designate from time to time.

ARTICLE III – COMMISSIONERS

Section 1. *Selection and Length of Terms.* As specified in Subsection 24-505 of the Education Article, the Historic St. Mary's City Commission consists of seventeen (17) members. The Governor of Maryland appoints thirteen (13) voting members chosen from the categories set forth in Subsection 24-505. Two (2) additional members have *ex-officio* voting status: the chairman of the St. Mary's College of Maryland board of trustees or the chairman's designee, and the president of the Historic St. Mary's City Foundation. Two (2) additional members have *ex-officio* non-voting status: the President of the Senate of Maryland or the President's designee, and the Speaker of the House of Delegates or the Speaker's designee.

The term of a member, excluding an *ex-officio* member, is four (4) years and until a successor is appointed and qualifies. Members serve staggered terms, expiring every four years as follows, and continuing thereafter in four-year intervals:

Four (4) members on July 1, 1997
Four (4) members on July 1, 1998
Four (4) members on July 1, 1999
Four (4) members on July 1, 2000

The maximum number of terms is two (2) full consecutive terms of four years each, plus any partial term created by filling a vacant unexpired term.

Section 2. *Resignation.*

- 2.1 *Voluntary.* Any member may resign his or her membership on the Commission prior to the expiration of a term by submitting a letter of resignation to the Chairman of the Commission.
- 2.2 *Involuntary.* Any member appointed by the Governor who fails to attend at least fifty percent (50%) of the full Commission meetings and Committee meetings on which a member serves, during any period of twelve (12) consecutive months, shall be deemed to have resigned. By January 30 of the following year, the Chairman shall forward to the Governor any member's name who has involuntarily so resigned with a statement of the reasons for the nonattendance. The Governor may waive a Commissioner's involuntary resignation if the reasons for nonattendance are deemed satisfactory by the Governor.

ARTICLE IV – OFFICES

Section 1. *Election of Officers.* The Commission shall annually elect a Chairman and a Vice-Chairman, and any other officer the Commission determines to be necessary to the conduct of its business. Each officer shall serve a one-year term, and may be re-elected without restriction while continuing to qualify for active service on the Commission

Section 2. *Method of Election.* Officers shall be elected by secret ballot conducted by the Executive Director at the call of the presiding officer of the meeting at which such election is held. Officers shall be elected at a full Commission meeting held between January 1 and June 30 each year.

Section 3. *Duties of Officers.*

3.1 *Chairman.* The Chairman shall preside at all meetings of the full Commission and the Executive Committee of the Commission; shall serve as the Commission's representative to the Joint Advisory Group for the affiliation of St. Mary's College of Maryland and Historic St. Mary's City; and shall appoint each Commissioner to serve on one or more of the Standing

Committees for the year coincident with the Chairman's term. The Chairman shall designate a Chair for each Committee from among the Commissioners serving on that Committee.

3.2 *Vice-Chairman*. The Vice-Chairman shall preside over any part or whole of a Commission meeting or Executive Committee meeting as may be requested by the Chairman; shall preside in the absence of the Chairman; and shall exercise any other powers or duties assigned by the Chairman.

ARTICLE V – COMMITTEES

Section 1. *Executive Committee*. There shall be an Executive Committee composed of the Chairman of the Commission; the Vice-Chairman of the Commission; any other officer duly elected by the Commission; and the Chairman of each Standing Committee.

1.1 *Scope of Authority*. The Executive Committee is authorized to take action in the name of the Historic St. Mary's City Commission between meetings of the full Commission, after discussion and recorded vote of the Committee, and shall have general oversight of the administration of the Commission including strategic planning and resource development activities. Executive Committee actions shall be reported to the full Commission at its next meeting.

Section 2. *Standing Committees*. There shall be four Standing Committees: Research and Site Development; Programming and Public Affairs; Finance and Administration; and Governmental Affairs.

2.1 *Research and Site Development Committee*. The Research and Site Development Committee shall advise the Commission on archaeological investigations; historical research; curation and collections management; capital development projects; and such other matters as the Chairman or the full Commission shall request.

2.2 *Programming and Public Affairs Committee*. The Programming and Public Affairs Committee shall advise the Commission on public and educational programs; special events; marketing, membership, and publicity; visitor services and visitor facilities; and such other matters as the Chairman or the full Commission shall request.

2.3 *Finance and Administration Committee*. The Finance and Administration Committee shall advise the Commission on personnel policy; procurement policy; accounting; budget preparation and oversight; capital projects; audit and investment policy; legal services; property management; annual performance review of the Executive Director; general administration; and such other matters as the Chairman or the full Commission shall request.

ARTICLE VI – MEETINGS

Section 1. *Frequency.* The Commission, the Executive Committee, and the Standing Committees shall meet on the schedule specified in Subsection 24-506 of the Education Article.

Section 2. *Location.* The full Commission shall meet at least twice in any given year at Historic St. Mary's City. If the full Commission meets more than twice in any given year, the meeting may be held at a location designated by the Chairman, provided that notice of such meeting is given to the Commissioners at least 10 days before such meeting is held, and public notice of such meeting complies with the provisions of the Open Meeting Law.

2.1 *Executive Committee.* The Executive Committee may meet at such location as the Chairman of the Commission determines is convenient for the members of the Committee, provided notice of the meeting and its location has been provide to each member at least 24 hours in advance. Executive Committee meetings at which actions will be taken requires the same notice as the full Commission meetings.

2.2 *Standing Committees.* The Standing Committee of the Commission may meet at such location as the Chair of the Committee determines is convenient for the members of the Committee, provided notice of the meeting and its location has been provided to each member at least 24 hours in advance.

Section 3. *Notice of Commission Meetings.* Written notice of all Commission meetings, stating the time and place, shall be mailed to each Commissioner not less than seven (&) days prior to the holding of such meeting, or such shorter time as may be agreed to by two-thirds of the Commissioners then serving. Public notice of full Commission meetings must be published not less than three (3) days prior to such meetings in at least two of the following publications: a newspaper with circulation within St. Mary's Count, a newspaper with statewide circulation and/or the Maryland Register.

Section 4. *Minutes.* Minutes shall be taken for each meeting of the full Commission and its Standing Committees. They shall contain a record of all items voted, the actions taken, and the number of recorded votes in favor and opposed; the members in attendance and absent; the name of the recording secretary; any special presentations by staff, general public or invitees of the Commission, and an identification of topics, projects or issues discussed, whether or not a vote was taken.

4.1 Minutes shall be the responsibility of a recording secretary under the supervision of the Executive Director.

- 4.2 Minutes of any prior meeting at which action was taken shall be approved no later than the next regularly scheduled meeting of the full Commission, and shall be preserved by the recording secretary of the Commission.

Section 5. *Conduct of Meetings.*

- 5.1 *Agenda.* Commission meetings will follow a pre-established printed agenda, except as the Chairman in his or her sole determination provides that there may be a change in the order of discussion or that additional items may be added to the agenda.
- 5.2 *Public Meetings.* Full Commission meetings, and any Executive committee meetings where actions will be taken, are conducted after public notice of the location and time of such meeting in accordance with the requirements of the Maryland Open Meetings Law. This law provides the public the opportunity to observe public meetings, but does not require participation by the public in the discussion or setting of the agenda. By consent of a majority of members of the Commission, time may be scheduled at public meetings for comment and questions from the public. Agenda items at full Commission meetings that address exemptions under the Open Meetings Law, such as sensitive personnel matters, may be treated in executive session without the presence of the public.

Section 6. *Quorum.* A quorum at any meeting for the conduct of the business of the Commission shall consist of a majority of the Commissioners then serving on the Commission. The number of Commissioners present in person shall be counted in determining the presence of a quorum for the full Commission, or for an Executive Committee meeting at which actions will be taken. A quorum for other meetings, including Standing Committee meeting and Executive committee meetings at which no action will be taken, shall consist of a majority of members present in person or through telephone conference call.

- 6.1 *Number of votes required for action.* The full Commission may act only by the affirmative vote of a majority of a quorum of its Commissioners.

Section 7. *Recording of Votes.*

- 7.1 *Standard recording.* If no member votes against a proposed action, the vote shall be recorded as unanimously in favor. If one or more commissioners vote "no," the minutes shall reflect the number voting "yes" and the number voting "no." Any member present but not voting shall be deemed to have abstained.
- 7.2 *On the record voting.* If the Chairman calls for a "record" vote, the minutes shall record the vote of each individual Commissioner and not simply the number of votes in favor or opposed.

ARTICLE VII – PERSONNEL

Section 1. *Executive Director.* The Commission shall appoint an Executive Director, who serves at the pleasure of the Commission and receives such compensation as the Commission shall determine, with the following duties and responsibilities.

- 1.1 *Delegation of Authority.* The Executive Director is the chief executive officer of the Commission with full authority and responsibility for directing and administering all activities of Historic St. Mary's City in accordance with the policies adopted by the Commission.
- 1.2 *Secretary to the Commission.* The Executive Director, or his/her designee, shall attend and set as the Secretary in the Commission for all its full Commission and committee meetings. If the Commission is considering actions regarding the employment status of the Executive Director, it may determine to conduct part of its meeting in executive session without the Executive Director being present.
- 1.3 *Appointment and Supervision of Personnel.* The Commission delegates to the Executive Director the power to appoint and remove, discipline or suspend all professional, administrative and clerical personnel, and the power to further delegate such decisions to the Chief Operating Officer. Personnel actions involving supervisory positions are reported to the Commission.
- 1.4 *Official Representative.* The Executive Director shall be the official representative of the Commission, including the following responsibilities: to preside at all public events sponsored by the Commission; to be the primary point of communication between the Commission and the Commission's employees; and to serve as the Commission's liaison to the Historic St. Mary's City Foundation and its spokesperson to the media and the general public. Together with the Commission Chairman, the Executive Director also serves as an official representative to the Joint Advisory Group for the affiliation between St. Mary's College of Maryland and Historic St. Mary's City.

ARTICLE VIII – MISCELLANEOUS

Section 1. *Compensation.* The Commission shall not compensate any member for services rendered to the Commission, except that members shall be reimbursed, in accordance with the Standard State of Maryland Travel Regulations, for expenses incurred in the performance of their duties to the Commission, including travel, lodging and meals incurred in the attendance of any meeting of the Commission.

Section 2. *Books and Records.* The Commission shall maintain correct and complete books and records of its accounts, including minutes of all meetings; a current list of the Commissioners and their business address, and all legal transactions.

Section 3. *Applicability of State Laws and the Code of Ethics.* The Commission and its officers and employees are subject to all applicable Laws of Maryland including Public Ethics, Public Information, Open Meetings. The Commission and its officers and employees are further bound by the Historic St. Mary's City Code of Ethics as adopted by the Commission on September 30, 2001.

ARTICLE IX – AMENDMENT OF BYLAWS

Section 1. Any proposed amendment to these bylaws shall be initiated by a member of the Commission or its Executive Director, and mailed to each Commissioner with the notice of the regular meeting at which the amendment will be considered.

Section 2. The bylaws may be amended by a majority affirmation vote of all Commissioners at a regular meeting of the Commission.

These bylaws supersede the previous bylaws adopted April 23, 1998, and were adopted by the Commission at its meeting on March 24, 2002. Certified by:

BENJAMIN C. BRADLEE, Chairman

SHEPARD McKENNEY, Vice-Chairman