

**BYLAWS
OF
SCHOOL BOARD NOMINATING COMMISSION
FOR
ANNE ARUNDEL COUNTY, MARYLAND**

ARTICLE I: NAME

This Commission shall be known as the School Board Nominating Commission For Anne Arundel County, Maryland and hereinafter referred to as "Commission".

ARTICLE II: PURPOSES

The Commission shall have all the enumerated general and specific powers as set forth in Section 3-110 (b) of the Education Article of the Annotated Code of Maryland whether now in effect or hereinafter amended ("Code"). A copy of the Code is appended hereto and incorporated herein by reference.

Without limiting the generality of the foregoing, the Commission's purposes and goals are to timely, impartially and appropriately select qualified candidates to serve on the Anne Arundel County School Board and to submit their names, as provided for in the Code, to the Governor of the State of Maryland for appointment. In the performance of its duties the Commission shall act in accordance with the Code and:

1. Perform these tasks in a fair, impartial, and equitable manner;
2. Encourage and provide for reasonable and appropriate public participation;
3. Develop and provide an appropriate application process for candidates;
4. Develop and maintain a fair and appropriate process in which to encourage individuals to apply as candidates for membership on the Anne Arundel County School Board;
5. Continue to educate itself as to the needs of the Anne Arundel County Public School System so that Commission members can carry out their tasks and be able to evaluate and recommend individuals for membership on the School Board; and

6. Engage in such other and further activities and undertakings as may be necessary and required to carry out its statutory responsibilities, as well as meet its goals, purposes, and duties as provided for herein.

ARTICLE III: OFFICES

The Commission shall have such offices or conduct its business within Anne Arundel County, Maryland as may be approved and thereafter designated by the Commissioners.

ARTICLE IV: MEMBERSHIP

Membership in the Commission shall consist of eleven (11) individuals who are appointed by the Governor, the County Executive, and certain designated organizations as provided for in the Code. Upon appointment, these individuals shall be designated as "Commissioners". These appointments shall be as follows:

1. Five (5) individuals, one from each legislative district that lies in whole or in part in Anne Arundel County appointed by the Governor; and,
2. One (1) individual appointed from the County at large by the County Executive; and
3. The Teachers Association of Anne Arundel County, The Annapolis and Anne Arundel County Chambers of Commerce, The Anne Arundel County Council of Parent Teacher Associations, The Anne Arundel County Community College Board of Trustees, and the Association of Educational Leaders (collectively referred to as "Organizations") shall each appoint one (1) member. Said appointments shall be in accordance with the respective Organization's process and upon such terms and conditions that the Organization may elect.

Any subsequent Commission vacancy shall be filled by the individual or Organization that had previously made the appointment. Any individual so appointed shall serve for the balance of the predecessor's term of office or until his/her successor is appointed.

Section 1 Duties and Powers of the Commissioners

The Commissioners shall manage the affairs of the Commission. Without limiting the generality of the foregoing, it shall be the duty of the Commissioners to:

- a. Carry out the requirements of the Code as it relates to the selection of candidates for the school board;
- b. Conduct public meetings as required to meet its goals and purposes;
- c. Adopt appropriate procedures for carrying out the Commission's purpose and goals;

- d. Where required, but without delegating its duties, call for the appointment of special committees;
- e. Supervise all officers or agents to ensure that their duties are properly performed; and
- f. Meet when required or when necessary to fulfill its Code requirements, goals and purposes.

Section 2 Termination of Membership

The Commissioner's term of office shall be for a period of four (4) years which shall commence on his/her date of appointment by the appointing authority and terminate four (4) years thereafter.

A Commissioner's rights and responsibilities shall cease upon the end of his/her term and the appointment of his/her successor, death, written resignation or removal from the Commission either by his/her appointing authority or by law.

Section 3 Transfer of Membership

A Commissioner may not transfer his/her Commission membership or any right or privilege arising therefrom.

Section 4 Voting Rights

Each Commissioner shall have one vote upon each matter submitted to a vote by this Commission. The vote shall be exercised in person and not by proxy. All matters to be voted upon shall require a majority vote for passage except as otherwise provided for herein regarding the amendment of these Bylaws or except as otherwise adopted by the Commissioners with respect to the selection of candidates for recommendation as members of the School Board.

Section 5 Conflict of Interest

Each Commissioner shall disclose to the Commission any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter or applicant/candidate being considered by the Commission.

Any Commissioner having a duality of interest or conflict of interest on any matter shall abstain from voting on the matter, but shall still be counted for the purpose of determining a quorum so that the meeting can proceed. In addition, he or she shall not use his or her personal influence on the matter before the remaining Commissioners. The minutes of the meeting shall reflect that a disclosure was made and that the individual abstained from voting.

If a Commissioner is uncertain as to whether a duality or conflict of interest exists and therefore requires abstention, or if a voting Commissioner asserts that another Commissioner has such a duality or conflict of interest, the remaining voting Commissioners, excluding the Commissioner who asserted the potential duality or conflict and the Commissioner alleged to have the duality or conflict, by majority vote shall decide if abstention is required. If so, the Commissioner with the duality of interest or conflict of interest shall be deemed to have abstained.

ARTICLE V: COMMISSION OFFICERS

The Governor shall designate an individual to serve as a Commission Chairperson from one of the Governor's five appointees as set forth in the Code. This individual shall serve a term of four (4) years and may be reappointed for a second term. To the extent the Chairperson can no longer serve as provided for herein in Article IV, Section 2, the Governor shall select another individual to serve as a new chairperson to fill the unexpired term.

The Commission shall, as soon as practicable, elect from the remaining Commissioners individuals to serve as Vice Chairperson and Secretary. The individuals so elected shall serve a term of at least one (1) year or until their successors are duly elected and qualified. Should the Vice Chairperson, Secretary or any Assistant Officer as provided for herein dies, resigns or is no longer serving as a Commissioner, a special election shall be held as soon as practicable to elect a successor to serve in the office for the unexpired term.

The duties and responsibilities of the individuals serving in these offices are as follows:

Chairperson: The Chairperson shall be the principal executive officer of the Commission and, except as to appointment, be subject to the control of the Commissioners. The Chairperson shall, in general, supervise and control all the business and affairs of the Commission and shall, when present, preside at all meetings of the Commission. The Chairperson shall have authority, subject to the advice and consent of the Commissioners, to appoint members of committees as authorized by the Commissioners. The Chairperson will keep the Commissioners informed of all meetings of the Commission. In general, the Chairperson shall perform all duties incident to that office and such other duties as may be prescribed by the Commissioners from time to time. The Chairman shall be the official spokesperson for the Commission.

Vice Chairperson: In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Secretary: The Secretary shall: a) Keep the minutes of the Commission meetings; b) See that all notices are duly given in accordance with the provisions of these Bylaws required by the Commission, or as required by the Code; c) Be custodian of the

Commission's records; and d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Commissioners.

The Commissioners have the power to elect, by majority vote, from among themselves any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally. Any person so elected shall have the power to perform all the duties of the office to which such person is elected to be the assistant.

Commissioners and officers shall not receive compensation for serving on the Commission unless authorized by law.

ARTICLE VI: MEETINGS

The Commission shall have regularly scheduled meetings as required to conduct the affairs of the Commission. These meetings shall be in addition to and not in lieu of the public meetings as required by the Code. The time and place of these meetings shall be determined by the Commissioners and notice thereof shall be given at least ten (10) days prior thereto to the Commissioners and the Public by a means that will provide the greatest opportunity for the Public to attend and where appropriate, participate in the same.

All meetings shall be in accordance with the requirements of the "Maryland Open Meeting Act" as it now exists or as may be amended. The meetings shall provide for public participation; however, the Commissioners may establish reasonable rules and regulations regarding the length of public comments to be made by individuals and groups, so as to allow for the best use of the Commission's time and for the maximized amount of public participation.

Except as otherwise provided for herein, as required by the Code or as may be adopted by the Commissioners, all meetings shall be conducted in accordance with Roberts Rules of Order as then currently revised.

The attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting except where a Commissioner attends the meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

A majority of the number of Commissioners then in office shall constitute a quorum for the transaction of business at any meeting of the Commission, but if less than a majority is present at a meeting, a majority of the Commissioners present may adjourn the meeting without further notice.

Except as to any voting requirements adopted for the selection of candidates for the School Board or as otherwise provided for herein, the act of a majority of the voting Commissioners present at a meeting at which a quorum is present shall be the act of the Commission.

Action by written consent, except as it pertains to the selection of candidates for recommendation for appointment to the School Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all Commissioners entitled to vote with respect to the subject matter thereof and said vote shall thereafter be deemed unanimous.

ARTICLE VII: METHODS OF GIVING NOTICE

Any notice required to be given in writing under these Bylaws to the Commissioners may be communicated by facsimile, email, registered or certified mail, return receipt by the recipient required, or private carrier. All notices as provided for herein shall be deemed effective at the earliest of the following:

- a. When received.
- b. On the date shown on the return receipt, if sent by registered or certified mail, and the receipt is signed by the restricted recipient.

ARTICLE VIII: CONFIDENTIALITY

Except as may be required by law, all information received by the Commission, including, but not limited to, applications, communications, correspondence, and notes received in a written, oral, or electronic manner shall be held in the strictest of confidence and shall only be discussed or disseminated among Commissioners to be used in the performance of their tasks and undertakings as provided for in these Bylaws. Any requests for the disclosure of Commission information and materials shall be reported to the Chairperson as soon as practicable.

ARTICLE IX: INDEMNIFICATION

To the fullest extent permissible by Maryland law, the Commissioners shall be fully indemnified for all damages arising out of their action or actions, omission or omissions undertaken by them in the performance of their duties and responsibilities as provided for herein. This indemnity shall include, but not be limited to, all legal fees, costs and expenses incurred by any Commissioner in any legal proceeding to which said Commissioner is a party resulting from any act or omission undertaken by the Commissioner in the performance of his/her duties and responsibilities.

ARTICLE X: AMENDMENTS

These Bylaws may be amended by a vote of two-thirds of the Commissioners, provided that any proposed amendment shall be given to all Commissioners at least ten (10) days prior to the meeting; however, amendments may also be adopted without prior notice by a unanimous vote of the Commissioners present at a meeting.

Upon motion duly made and recorded, the foregoing Bylaws were Agreed and Ratified this 20 day of February, 2008.

By:

Chairman



2/20/08