

# **BYLAWS OF THE BOARD OF DIRECTORS OF THE MARYLAND ENVIRONMENTAL SERVICE**

(Adopted July 1, 2023; Last updated July 1, 2024)

## **ARTICLE I**

### **NAME AND PURPOSE**

**Section 1.01.** The Board of Directors (“Board”) is the body established by statute to provide overall management of the Maryland Environmental Service (“Service”).

**Section 1.02.** The Service is an instrumentality of the State and a public corporation by that name, style, and title, and the exercise by the Service of the powers conferred by this subtitle is the performance of an essential governmental function of the State of Maryland.

## **ARTICLE II**

### **POWERS**

**Section 2.01.** The Board shall perform the duties and exercise the powers specified in the Maryland Environmental Service Act, Title 3, subtitle 1 of the Natural Resources Article, Annotated Code of Maryland (“MES Act”), and other pertinent provisions of law.

## **ARTICLE III**

### **MEMBERS**

**Section 3.01.** The Board shall consist of the following members:

- A. The Executive Director of the Service, who shall be a nonvoting member.
- B. The State Treasurer of Maryland, or the State Treasurer’s designee.
- C. Three members from the public sector in the State in positions responsible for environmental, water, wastewater, or solid waste management.
- D. One member from the private sector in the State with technical, financial, development, or legal experience related to environmental, water, wastewater, or solid waste management.

- E. One member from the private sector in the State with financial experience related to environmental, water, wastewater, solid waste management.
- F. One member from the private sector in the State with experience or expertise in matters related to business ethics, preferably involving board of director ethics and conflicts of interest.
- G. Except for the Executive Director, an employee of the Service may not serve on the Board.

**Section 3.02.** The term of a Board member other than the State Treasurer and the Executive Director shall be four years, unless a different term is established by law.

**Section 3.03.** At the end of a term, a Board member continues to serve until a successor is appointed and qualifies.

**Section 3.04.** In accordance with Section 8-501 of the State Government Article, Annotated Code of Maryland, a Board member who fails to participate in at least 50% of the meetings of the Board during any consecutive 12-month period shall be considered to have resigned.

## **ARTICLE IV**

### **OFFICERS AND STAFF OF THE BOARD**

**Section 4.01. Elected Officers.** At the Organizational Meeting (as defined in Section 5.01), and at other times, when necessary, the Board shall select from among its members three Elected Officers of the Service: a Chair of the Board (“Chair”), a Secretary (“Secretary”), and a Treasurer (“Treasurer”). Neither the State Treasurer nor the Executive Director may serve as an Elected Officer.

- A. The Elected Officers shall serve until the next Organizational Meeting, or until a successor is elected by the Board.
- B. An Elected Officer may be removed from their position by the affirmative vote of at least five members.
- C. The Board shall fill any vacancy in an office by the affirmative vote of at least five members.

**Section 4.02. Chair.**

- A. The Chair is authorized to represent the Board before all public bodies, to preside at the meetings of the Board, to sign on behalf of the Board papers authorized by the Board or as required by law, to appoint work groups of the

Board to study specific matters of interest, and to perform such other duties as the MES Act, these Bylaws, or the Board may assign.

- B. If the Chair notifies the Board that they will not be present for a scheduled or special meeting of the Board, or the Chair is unexpectedly absent or under a disability, the Secretary shall preside at the meeting, and shall have the powers and authority of the Chair for each meeting at which the Secretary presides.

#### **Section 4.03. Secretary.**

- A. The Secretary shall keep a record of the proceedings of the Board and be custodian of all books, documents, and papers filed with the Service and of the minute book or journal of the Service and its official seal and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.
- B. With the approval of the Board, the Secretary may authorize an employee of the Service to serve as Deputy Secretary and to perform the functions of the Secretary, subject to any restrictions and conditions that the Secretary establishes.
- C. The Secretary shall be the official records custodian of the Service, as that term is defined in the Maryland Public Information Act.

#### **Section 4.04. Treasurer**

- A. The Treasurer shall maintain a detailed and accurate accounting system for all financial transactions of the Service and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.
- B. With the approval of the Board, the Treasurer may authorize an employee of the Service to serve as Deputy Treasurer and to disburse money for the purposes of the Service as provided by law, and subject to restrictions and other conditions that the Treasurer establishes.
- C. The Treasurer and Deputy Treasurer shall be covered by a surety bond in accordance with the provisions of law concerning the State Employees Surety Bond Committee.

#### **Section 4.05. Board Clerk**

- A. The Board Clerk shall perform their duties under the general supervision of the Secretary. The Clerk shall prepare and circulate, in a timely manner, the schedule of meetings, meeting agendas, draft minutes, resolutions,

correspondence, and other records and documents of the Board and any committees of the Board. The Clerk shall coordinate with the staff of the Service to make publicly available on the Service's website, in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and other materials that the Board will vote on. The Clerk shall also coordinate with the staff of the Service the posting on the Service's website of approved meeting minutes and shall assist the Board in implementing its other obligations under the Open Meetings Act. Unless otherwise directed by the Board, the Clerk shall attend all meetings of the Board and its committees. The Clerk shall prepare the annual attendance report for submittal to the Governor.

- B. The Executive Director shall submit to the Board, for its approval, the name and qualifications of an employee of the Service to serve as Clerk of the Board. The Clerk shall serve until the next Organizational Meeting, or until a successor is approved by the Board.
- C. If the Clerk notifies the Executive Director that they will not be present for a scheduled meeting of the Board or one of its committees, or the Clerk is unexpectedly absent or under a disability, the Executive Director shall designate another employee of the Service to temporarily fulfill the duties of the Clerk.

**Section 4.06. Counsel.** The Attorney General of Maryland is the legal advisor for the Service and the Board. The individual designated by the Attorney General to be counsel to the Service shall provide the legal aid, advice and counsel required by the Board.

**Section 4.07. Other Staff.** The Executive Director shall assign to the Board such other staff of the Service as the Board may require in carrying out its duties and responsibilities.

## **ARTICLE V**

### **MEETINGS**

**Section 5.01. Regular Meetings.** The Board shall hold regular monthly meetings. The first regular meeting of the fiscal year shall be designated as the Organizational Meeting, at which time the Elected Officers of the Board shall be elected, the members of the Standing Committees shall be confirmed, the schedule of regular meetings shall be approved, the Board Clerk shall be confirmed, and the Board shall take any other actions required by these Bylaws. Except in an

emergency, as determined by the Chair, the date of the Organizational Meeting and any regular meeting may be changed only by an affirmative vote of the Board. For any meeting that must be rescheduled due to an emergency, as determined by the Chair, the Chair shall designate a new date for the meeting.

**Section 5.02. Special Meetings.** The Board may hold special meetings upon the call of the Chair. The Chair may call a special meeting at the Chair's initiative, or in response to a written request of 4 members of the Board. The written request shall be submitted to the Clerk, with a copy to the Chair and to the Executive Director. Five business days' notice of any special meeting shall be given to all Board members, except when the Chair determines that special circumstances warrant shorter notice.

**Section 5.03. Conduct of Board Meetings.**

- A. Five members present at a meeting constitute a quorum for the transaction of business of the Board. The Executive Director is included as a member for purposes of making a quorum. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one is considered present for quorum purposes.
- B. Meetings of the Board, including meetings of any Board committees, shall be held at the headquarters of the Service, or at any other location approved by the Chair of the Board, or the Chair of the Committee, as the case may be. A member may participate in any meeting of the Board or Committee by utilizing electronic technology, such as tele-conferencing or video-conferencing. A Board member must utilize technology that is compatible with the technology of the Service and that allows the member to effectively participate in the meeting.
- C. The affirmative vote of at least five members is necessary for any action taken by the Board. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the Chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.
- D. Proxy voting shall not be permitted. A Board member must be present at a meeting to cast a vote.

- E. Board meetings, including meetings of any Board Committees, shall be conducted in accordance with the Maryland Open Meetings Act, these Bylaws, and the latest revised version of *Robert's Rules of Order*.
- F. The portion of any Board meeting or committee meeting that is open to the public shall be livestreamed through the Service's website.
- G. At least 4 business days prior to a Board or committee meeting the Clerk shall circulate the proposed meeting agenda, draft meeting minutes, draft resolutions, proposed bylaw amendments, correspondence, and other records and documents which may be presented to the Board or committee for its consideration. The Clerk shall also coordinate with the staff of the Service to make publicly available on the Service's website, at least 48 hours in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and any other materials that the Board or Committee may vote on at the meeting. In the event the Clerk, due to an emergency, a natural disaster, or some other unanticipated situation, is not able to circulate the materials to the Board or post the material on the Service's website by the deadlines specified herein, then the Clerk shall fulfill these duties as soon as practicable.

**Section 5.04. Public Comment.** Each open meeting of the Board shall allow reasonable time for public comment. The Board will establish a protocol for advance sign up by persons who wish to comment at an open meeting, limits on time for an individual's comments, and overall limits on the time for all public comments. The Chair may, in the Chair's sole discretion, deny an individual an opportunity to address the Board if the Chair determines the individual intends to address the Board on a matter that is unrelated to the Service's mission or activities. The Chair may also, in the Chair's sole discretion, recognize an individual for comment at any time during a Board meeting.

**Section 5.05. Meeting Minutes.** The Clerk shall prepare the minutes of each Board and committee meeting. The Clerk shall distribute the draft minutes in advance of the next meeting of the Board or committee, unless the next meeting is an unscheduled emergency meeting, and it is impracticable for the Clerk to distribute the draft minutes prior to such meeting. The Board shall affirmatively approve the minutes of each meeting with such changes as may be requested by the Board. Approved minutes shall be signed by the Chair and the Secretary for Board meetings, and by the committee chair for committee meetings. The

Clerk, under the direction of the Secretary, shall retain the approved signed minutes as required by law.

## **ARTICLE VI**

### **COMMITTEES**

**Section 6.01. Standing Committees of the Board.** The Standing Committees of the Board are the Committee on Audits and the Committee on Human Resources.

- A. At the annual Organizational Meeting the Chair shall present to the Board a proposed list of Board members to serve on the Standing Committees, and a proposed Committee Chair for each Standing Committee. The Board, by affirmative vote, may approve the proposed list as submitted, or may modify the proposed list by adding or deleting members, or designating other members to serve as Standing Committee chairs.
- B. Each Standing Committee shall have no less than 3 voting members. The Board Chair shall be an ex officio voting member of each Standing Committee but may not serve as chair of any Standing Committee.
- C. A member of a Standing Committee shall serve until the next Organizational Meeting, or until a successor is selected by the Board.
- D. The Board may, by affirmative vote, remove a member from any Standing Committee at any time.
- E. In case of vacancy on a Standing Committee, the Board Chair shall appoint another Board member to serve the remainder of the term.
- F. The Executive Director may serve as a non-voting member of any Standing Committee.
- G. The Executive Director shall direct appropriate staff of the Service to assist the Standing Committees in fulfilling their duties.

**Section 6.02. Committee on Audit.** The Committee on Audit shall render advice and assistance to the Board in fulfilling its fiduciary responsibilities for overseeing the adequacy of and compliance with the internal controls of the Service.

- A. The Committee shall assist the Service in reviewing proposals from the independent external auditor. Once the Service has selected an external auditor the Committee shall review the scope of each examination to be conducted and the services to be provided. The Committee shall review the

findings and reports prepared by the independent external auditor and provide the Board with appropriate reports.

- B. The Committee shall review legislative audits of the Service and the Service's response thereto and provide the Board with appropriate reports.
- C. The Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the charter of the Service's Internal Auditor, their annual plan of work, reports and administrative actions taken regarding their recommendations, and their annual report, if any, of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.
- D. The Committee shall undertake other duties as directed by the Board.

**Section 6.03. Committee on Human Resources.**

- A. The Committee on Human Resources shall periodically review the Service's human resources regulations and policies, the Service's employee compensation structure, the benefits available to the Service's employees. The Committee may also review the Service's recruitment and retention activities as it deems necessary.
- B. The Committee shall manage the process of the Executive Director's annual evaluation, which shall include discussing the evaluation process with the Executive Director, seeking input on the Executive Director's performance from Board members and others, leading a confidential discussion of the Executive Director's performance with all other Board members, and transmitting the results of the performance evaluation to the Executive Director.
- C. In accordance with the Board's Conflicts of Interest Policy, the Committee shall review the annual financial disclosure statements filed by Board members.
- D. The Committee shall undertake other duties as directed by the Board.

**Section 6.04. Other Committees.** The Board may create ad hoc committees. The members of an ad hoc committee shall be appointed by the Chair, who shall also designate the chair of the ad hoc committee. The Chair may not serve as the chair of an ad hoc committee. An ad hoc committee shall not continue beyond a period of one year past its creation unless the Board acts to extend the ad hoc committee's existence.



**Section 6.05. Committee Meetings.** Committee meetings shall be scheduled by the chair of each committee. Each Standing Committee shall meet at least two times per year but may meet more frequently as determined by each Committee Chair.

- A. Notice of each committee meeting shall be given in accordance with the Open Meetings Act and these Bylaws. Agendas and other materials to be considered by a committee shall be provided in advance as required by the Open Meetings Act and these Bylaws.
- B. Committee meetings shall be conducted in accordance with the Open Meetings Act and these Bylaws. Committee members may participate in a committee meeting in the same manner is permitted for Board members under Section 5.03.B of these Bylaws.
- C. A majority of the members of each committee shall constitute a quorum for the conduct of committee business. The affirmative vote of a majority of members of a committee is necessary for any action taken by the committee. If the State Treasurer and the State Treasurer's designee both attend a committee meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the committee chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.
- D. The Clerk shall prepare minutes of each committee meeting in accordance with Section 5.05 of these Bylaws.

## **ARTICLE VII**

### **COMPENSATION OF DIRECTORS**

**Section 7.01.** Those Board members not already holding a public office of profit shall receive from the Service per diem compensation as established by the Board. If the Board modifies the per diem compensation the new per diem compensation shall be paid only to those Board members whose term of office begins after the effective date of the change. The per diem compensation in effect as of the date these Bylaws are adopted shall continue until modified by the Board.

**Section 7.02.** Board members may be reimbursed for expenses incurred in the performance of their duties to MES as permitted by the Service's Expense Reimbursement Policy and pursuant to the Standard State Travel Regulations. A

Board member seeking reimbursement of expenses shall, within thirty days after incurring the expense, submit to an employee designated by the Deputy Treasurer, itemized receipts and appropriate mileage logs documenting the expenses.

## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS**

**Section 8.01.** These Bylaws may be amended by an affirmative vote of the Board at any regular monthly meeting of the Board. The Board may not act on any proposed amendment unless the written text of the amendment is sent to each Board member, the Board Clerk, and the Counsel at least 21 days prior to the date on which the Board is to consider the amendment. Proposed amendments may be distributed by the Board Clerk or by the Board member proposing the amendment. The Clerk shall make the proposed amendment publicly available as provided in Section 5.03 of these Bylaws.

Adopted by the Board of Directors of the Maryland Environmental Service on May 25, 2023, to be effective July 1, 2023.

Revised: Revised June 27, 2024, to be effective July 1, 2024.