

NORTHWEST COLLEGE BOOKSTORE ASSOCIATION CONSTITUTION & BY-LAWS

INTRODUCTION

The Northwest College Bookstore Association (NCBA) is a trade association composed of college bookstores and associate (vendor) members who sell or provide educationally-oriented merchandise and services to Northwest college communities primarily through the bookstores serving those colleges.

The principal office of the Association shall be at the location of the Treasurer. The Association is governed by its Constitution & By-Laws, available from the Treasurer's office or the NCBA website at <http://www.nwcba.org>

NCBA was incorporated in the state of Washington on March 28, 1984 and is a nonprofit organization under the Internal Revenue code of Section 501 (c) (6).

PURPOSE

To promote a high standard of business methods and ethics among its members and the campus community they serve. To unite in one organization those persons engaging in the retail sale of books, course materials, supplies, and other merchandise to students, faculty and staff of educational institutions. To promote cooperation and better understanding of mutual interest with publishers, manufacturers and distributors.

DUES AND VOTING PRIVILEGES

Annual dues are as established by the NCBA Board, payable at the time of application and no later than January 31, each year thereafter. Membership voting power is limited to one (1) vote per bookstore member in all official business. Associate members do not have voting privileges in official business.

BENEFITS

The primary benefit of membership is the opportunity to take part in educational programs, attend vendor shows for reviewing new lines and/or place orders, and interact with peers in the college store industry. The Association also offers scholarship funding to assist in fostering professional development. Additional benefits include the availability of experienced peers, upon request, to help with special needs of the individual members, the opportunity to attend nationally sponsored educational sessions that are offered locally, through cosponsoring by NCBA, a newsletter, and the opportunity to network-about the college store environment and retail industry.

CONSTITUTION

ARTICLE I

NAME

Section 1 The name of this organization shall be the Northwest College Bookstore Association, Inc.

Section 2 The principal office of the Association shall be the location of the Treasurer.

ARTICLE II

PURPOSE The purpose of this Association shall be:

Section 1 To promote a high standard of business methods and ethics among its members and the campus community they serve.

Section 2 To unite in one association those persons employed by and actually engaged in the retail sale of course books and materials, supplies and other merchandise to students and faculties of educational institutions from a permanent brick and mortar facility on or adjacent to the educational institution served, with sufficient inventory on site to adequately supply the needs of the students served.

Section 3 To cooperate with the publishers, manufacturers, and distributors of books and merchandise to promote a better understanding of our mutual interests.

ARTICLE III

MEMBERSHIP

Section 1 Any organization within the states of Washington, Oregon, Idaho, Montana, California, Alaska, Nevada, Utah, Arizona, Hawaii, and the Canadian provinces of British Columbia and Alberta, whose major business is selling course books and supplies to students and faculty of educational institutions from a permanent bricks and mortar facility on or adjacent to the educational institution served, with sufficient inventory on site to adequately supply the needs of the students they serve, may be eligible for membership. Voting power shall be limited to one (1) vote per retail bookstore member in all official business.

Section 2 Associate membership may be offered to vendors who sell or provide educationally-oriented merchandise and services to Northwest college communities primarily through the bookstores serving those colleges. Two of the three Associate members on the NCBA Board shall have voting privileges in official business.

Section 3 Affiliate Membership may be offered to organizations within the United States and Canada, whose major business is selling course books and supplies to students and faculty of educational institutions from a permanent bricks and mortar facility on or adjacent to the educational institution served and with sufficient inventory on site to adequately supply the needs of the students they serve. Affiliate members are eligible to participate in NCBA programs and services but shall not have voting privileges in official business and are not eligible to serve on any committees or on the NCBA Board.

Section 4 Individual membership may be offered to individual persons who do not qualify for membership as defined in Sections 1 or 2 but have a professional or personal interest in the needs and purpose of NCBA. Individual members shall not have voting privileges in official business and are not eligible to serve on any committees or on the NCBA Board. Individual membership benefits may not be used for any commercial activity including but not limited to selling, purchasing, trading, or promoting any goods, services, or information. Dues for individual members are set at one third of full membership dues.

Section 5 Retiree membership shall be offered to current NCBA members who are retired from the college store industry. Retiree members shall not have voting privileges in official business but are eligible to serve on the NCBA Board. Retiree members who serve on the NCBA Board would have voting privileges in official business. Retiree membership benefits may not be used for any commercial activity including but not limited to selling, purchasing, trading, or promoting any goods, services, or information. No dues shall be assessed for retiree memberships.

Section 6 Membership admission is by application to the Treasurer. Upon submission of application and membership dues, eligible applicants are automatically granted probationary membership for a period lasting from the date of their initial dues payment to the next renewal due date. Probationary membership encompasses the same privileges, benefits, and responsibilities as an active membership.

Section 7 Any probationary member may be refused active membership or have its probationary membership terminated if they are no longer considered to meet the criteria for membership or if they operate counter to the purpose of this Association as defined in Article II. A formal written complaint shall be submitted to the President to start the review process by the NCBA Board. The NCBA Board shall make the final decision and the President shall communicate the decision to the probationary member.

Section 8 Any active member may be dropped from this Association for non-payment of dues or for other reasons contrary to the purpose and interests of this association as defined in Article II. A formal written complaint shall be submitted to the President to start the review process by the NCBA Board. If the NCBA Board confirms the validity of the complaint, the issue shall be put before the membership and decided by a simple majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

Section 9 Annual dues shall be assessed to each store member, associate member, affiliate member, and individual professional member, payable to the Treasurer

ARTICLE IV

OFFICERS

Section 1 The officers of the Association shall be elected by the membership. They shall be: President, President-Elect, Immediate Past President, and Treasurer. Also known as the Executive Committee of the NCBA Board.

Section 2 Officers must be current employees, owners of an active member store, Associate member or a Retiree member of this Association. If their status ceases to meet this requirement, their term of office shall also cease at the same time.

Section 3 The term of office for the President, President-Elect, and Immediate Past President shall be one year. The term of office for the Treasurer shall be two years.

Section 4 The new President and President-Elect will be seated at the completion of the Fall General Meeting and the Treasurer will be seated on January 1st.

ARTICLE V

NCBA BOARD

Section 1 The members of the NCBA Board shall be:

- a. President
- b. President-Elect
- c. Immediate Past President
- d. Treasurer
- e. Standing Committee Chairs
- f. Three Associate Representative with two being eligible to vote

Section 2 Board members must be current employees, owners of an active member organization, associate member organization or retiree member of this Association. If their status ceases to meet this requirement, their NCBA Board membership shall also cease at the same time.

ARTICLE VI

ELECTION OF OFFICERS

Section 1 The Nominating Committee will be chaired by the Immediate Past President.

Section 2 The Nominating Committee shall submit at least one (1) name for each position and shall further solicit nominations from the general membership.

Section 3 Elections shall be held prior to the Fall General Meeting with the method of balloting determined by the board in accordance with legally accepted practices.

Section 4 Elections shall be by plurality vote, and election results shall be announced to the membership within two weeks of the last day of balloting.

Section 5 With the exception of the Presidency, all interim vacancies will be filled by appointment by the NCBA Board. In the case of vacancy of the President, the President-Elect will succeed.

Section 6 Recall of any officer shall be initiated by an electronic or hard-copy petition signed by at least 25% of the voting membership with the recall vote to follow within 30 days. Approval of the recall petition shall require a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

ARTICLE VII

AMENDMENTS

Section 1 Proposed amendments shall be presented in writing to the Treasurer of the Association no less than 30 days before a general business meeting. An electronic or hard-copy petition signed by at least 10% of the member stores must accompany each proposed amendment.

Section 2 Amendments must be placed on the business meeting agenda.

Section 3 Amendments must be passed with a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

ARTICLE VIII

RATIFICATION

Section 1 Ratification of the Constitution must be with a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

ARTICLE IX

ASSOCIATION MERGER

Section 1 Merging the association with another association must be with a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

Section 2 Distribution of assets must follow IRS and State laws.

ARTICLE X

DISSOLUTION OF ASSOCIATION

Section 1 Dissolution of the association must be with a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

Section 2 Dissolution of the association must follow all laws according to the IRS and the state where the association was incorporated (Washington).

Section 3 Distribution of assets must follow IRS and State laws.

Section 4 Dissolution of the association must notify the IRS.

BY-LAWS

BY-LAW I

DUTIES OF THE OFFICERS, BOARD, AND COMMITTEES

PRESIDENT

Section 1 Shall perform the following duties:

- a. Represent NCBA for all official purposes.
- b. Appoint committee chairs as needed.
- c. Appoint Administrative Recorder to take minutes at Board and business meetings
- d. Chair all business and executive meetings.
- e. Call special meetings of the Association and the NCBA Board and the Executive Committee of the NCBA Board.
- f. Authorize emergency expenditures.
- g. Solicit an annual independent audit.
- h. Take the lead in on-going strategic planning for the Association.
- i. Review financial statement quarterly.

PRESIDENT-ELECT

Section 2 Shall perform the following duties:

- a. Be responsible to the President.
- b. Exercise all the powers and prerogatives of the President in the absence of the President.
- c. Develop the proposed budget for the next fiscal year and present first draft to the NCBA Board by the Summer Board Meeting and final draft by the Fall Board Meeting. Distribute the approved and adopted budget to the membership at the Fall Business Meeting or the approved method of communication by the Board
- d. Serve on the Education and General Meetings Committees
- e. Participate in on-going strategic planning for the Association
- f. Review financial statement quarterly.

TREASURER

Section 3 Shall perform the following duties:

- a. Maintain accurate online financial records using current approved software and present the Treasurer's Report to the general membership and NCBA Board at all business meetings.
- b. Oversee all voting, count the ballots, and report the results of elections and votes to the Board and membership.
- c. Have records available for periodic review if necessary; provide copies of the NCBA check registers, expenditure summary, and bank statements to the Executive Committee for review on a quarterly basis or as requested by the President.
- d. Be responsible for the collections and disbursements of the Association.
- e. Prepare and submit necessary reports and documents.

- f. Maintain appropriate liability, property insurance and bond coverage to adequately protect the Association from loss.
- g. Archive copies of all financial records, meeting minutes and the NCBA Newsletter, and maintain a list of the physical property of the Association.
- h. Participate in strategic planning for the Association.

IMMEDIATE PAST-PRESIDENT

Section 4 Shall perform the following duties:

- a. Serve in an advisory capacity to the President
- b. Preside as chair of the Nominating Committee
- c. Serve on the Products and Services Committee
- d. Participate in strategic planning for the Association
- e. Review financial statement quarterly.

STANDING COMMITTEES

Section 5 The Education Committee shall develop and provide educational programs for the membership.

Section 6 The Products and Membership Services Committee shall promote collaboration and partnership between Associate and Store Members, issue periodic newsletters, monitor vendor showcase, expand membership of and participation in the Association.

Section 7 The Web Administration Committee shall develop, maintain, and promote a membership database and directory, website, and listserv.

Section 8 The General Meetings Committee shall identify and select locations and facilities, organize and coordinate all general meetings of the Association.

STANDING COMMITTEE CHAIRS

Section 9 Shall perform the following duties:

- a. Recommend committee size and committee members.
- b. Submit to the President-Elect the goals and budget of the committee.
- c. Attend NCBA Board meetings and provide a report on the progress of the committee.
- d. Call committee meetings as needed.
- e. Participate in strategic planning for the Association.

AD-HOC COMMITTEES

Section 10 Ad-Hoc committee chairs, without voting rights, shall be appointed by the President as needed.

Section 11 Goals and budgets shall be approved by the NCBA Board.

Section 12 Ad-hoc committee chairs shall recommend committee size and committee members.

ASSOCIATE REPRESENTATIVES

Section 13 Shall perform the following duties:

- a. Coordinate the trade show.
- b. Participate in strategic planning for the Association.
- c. Attend NCBA Board meetings and provide reports on the associate membership and trade show.
- d. Submit to the President-Elect the goals and budget of the Associate Representatives.

NCBA BOARD

Section 14 Shall perform the following duties:

- a. Uphold and promote the purpose of the Association.
- b. Meet for one spring, one summer, and one fall meeting.
- c. Discuss and revise the President-Elect's proposed budget at the summer meeting and adopt it at the fall meeting.
- d. Approve other expenses.
- e. Approve goals for each committee.
- f. Establish a yearly standard for remuneration of expenses for Committees and NCBA Board meetings.
- g. Other related duties.

Section 15 The NCBA Board shall appoint Associate Representatives to serve, with two of the three Representatives having voting rights, on the NCBA Board.

BY-LAW II

GENERAL MEETINGS OF THE ASSOCIATION

Section 1 The organization shall hold at least one (1) general meeting per year.

Section 2 The meeting locations will be varied to serve as many members as possible.

Section 3 Special meetings may be called at any time by the President.

BY-LAW III

VOTING

Section 1 Each member store shall be entitled to one vote per paid membership.

Section 2 The Treasurer shall oversee all voting. The method of balloting will be determined by the board in accordance with legally accepted practices.

BY-LAW IV

DUES

Section 1 The Association dues will be determined by the NCBA Board and approved by the membership with a simple majority vote of the valid returned ballots with at least 50% of the member stores voting.

Section 2 The fiscal year and membership year starts on January 1 and ends on December 31. Dues invoices will be issued in December and are payable by January 31.

Section 3 Membership dues will not be pro-rated.

BY-LAW V

Section 1 By-Law revisions and amendments must be submitted to the President for placement on the agenda prior to the next business meeting.

Section 2 By-Law revisions and amendments must be passed with a two-thirds majority vote of the valid returned ballots with a minimum of fifty percent of member stores voting.

BY-LAW VI

PARLIAMENTARY PROCEDURES

Section 1 The Association shall be governed at all business meetings by Robert's Rules of Order.