

BY-LAWS

SOUTHWEST COLLEGE BOOKSTORE ASSOCIATION

ARTICLE I

Name

- Section 1. The name of this voluntary trade Association shall be the Southwest College Bookstore Association, hereinafter referred to as the Association.
- Section 2. The principal office of the Association shall be located at the office of the Administrative Assistant, or if none, the Treasurer.

ARTICLE II

Purpose

- Section 1. The purpose of the Association will be:
- A. To promote a high standard of business methods and ethics among its members for the benefit of the campus, faculty, staff and students they serve.
 - B. To unite in one organization those persons or firms actually engaged in, and whose primary business is the sale, manufacturing, and/or distribution of products and services to the campus community. The SWCBA is not geographically bound.
 - C. To promote the common interests of individuals or companies who provide products and services to campus communities served by its members.
 - D. To assist all members in their efforts to more efficiently and effectively serve their respective campuses and to openly disseminate industry ideas and information among all members.
- Section 2. The Association is not organized for pecuniary profit and no dividends or distribution of property of the Association shall be made until all debts are fully paid, and then only upon its final dissolution. Should dissolution occur, no distribution, if any, shall be made except by vote of two-thirds of the members and any funds would be distributed to a non-profit organization as selected by the Board of Trustees.

ARTICLE III

Members

Section 1. The classes of membership shall be:

- A. **Store Member.** Store Members shall be composed of permanent, physical stores which are directly engaged in the business of the retail sale of products and services to the campus communities as defined in Article II, Section 1-B. The Store's representative shall be the titular head of the store or duly appointed representative. Store Members shall receive all member services, shall have a vote and may hold office in the Association.
- B. **Associate Member.** Associate Members shall be those individuals or firms who are in the business of the manufacturing, distribution, or sale of products or services provided to Store Members. Associate members shall identify a representative to vote in regard to Association business as specified in the By-Laws. The designated representative of the Associate member shall receive all member services, shall have a vote and may hold office in the Association.
- C. **Affiliate Member.** Affiliate Members shall be those individuals or organizations who are not eligible for Store or Associate membership. However, they are affiliated with the needs and purposes of the Association including, but not limited to, salespersons of Associate Members, institutional administrators, educators, and others as approved by the Board. Affiliate Members may not include organizations or businesses whose primary business model is to bypass the college store. Affiliate Members hold non-voting status and are exempt from holding any elected office of the Association.
- D. **Honorary Life Member.** Honorary Life Members shall be those individuals who have served as Trustee or other individuals who have given outstanding service to the Association and are specifically granted such membership by the Board of Trustees. Honorary Life Members are not eligible to vote or be elected as trustees and hold office.

Section 2. Admission. All applicants for membership must complete and submit the application form provided by the Association along with any required fee(s) to the principal office of the Association. Applicants for membership shall indicate on the form the individual who is the official voting representative to the Association. Admission to membership is by majority vote of the Board of Trustees.

Section 3. Dismissal. Any member may be expelled for adequate reasons by a two-thirds vote of the Board of Trustees.

ARTICLE IV

Officers and Trustees

- Section 1. The Board of Trustees will be made of up to eleven (11) voting members. Terms shall be staggered in such a manner that two (2) will retire and be replaced each year. Elected trustees may serve no more than two (2) consecutive terms. Those filling an appointed, unexpired vacancy may subsequently be elected to a full term. The Board of up to eleven (11) will be elected by electronic ballot. This election process will be conducted by the Nominating Committee with simple majority rules and will inform the Board the results of the nominating process.
- A. ~~Store Member (5 -Five)~~ will be elected to serve a three-year (3) term. In the event there is no store member nomination for trustee, an associate member name may be submitted to the Nomination Committee Chair to seek approval from the SWCBA Board of Trustees-
 - B. Associate Member Trustee. Two (2) trustees will be elected by the Associate Members. One shall be elected by the course materials industry and the other shall be elected by the non-publishing and/or non-book distributor industry. The term shall be three (3) years.
 - C. The Association President-Elect, President, Immediate Past-President and Treasurer will serve as voting Board Members.
 - D. The Treasurer will be appointed by incoming President from the current Store or Associate membership, and or retiree that held the position of Treasurer, subject to Board approval.
- Section 2. President-Elect shall have served a full term as a Trustee for the Association and will be officially elected by the majority vote cast of the eligible membership. A full term may consist of the completion of an appointed, unexpired vacancy and an elected term as trustee equaling three (3) years. The election shall be conducted by the Nominating Committee and presented to the President no later than 90 days prior to the annual meeting. The President-Elect will advance to the position of President and the President will advance to the position of Immediate Past-President at the annual meeting.
- Section 3. The offices of President-Elect, President and Immediate Past President will serve one-year terms, except as defined in Article 4 Section 5.
- Section 4. The President-Elect, President and Immediate Past President shall constitute the Executive Committee and shall have authority to handle all the Association matters requiring immediate action between meetings of the Board of Trustees, subject to final approval of all such action at the next Board meeting or conference call. Minutes of any executive committee shall be submitted to the Board within ten (10) working days.

- Section 5. A Board position shall be declared vacant immediately when the individual filling that position ceases to meet the requirements for membership, as defined in Article III, Section 1 (A) and (B). In the vacancy of the President-Elect, the Nominating Committee shall conduct an election within 60 days. In the vacancy of the President, the President-Elect will succeed as stated in Article IV, Section 2. In the vacancy of a Trustee or of Immediate Past President the board will appoint a successor within sixty (60) days.
- Section 6. Any board member or officer may be removed from office by two-thirds vote of the Board for conduct deemed inappropriate and unacceptable for an elected representative, as determined by the Board. Article III, Section 3, shall also apply to elected representatives to the Board.

ARTICLE V

Meetings

- Section 1. The annual meeting of the Association shall be held in the fall of each year with the date to be approved by the Board of Trustees. All Trustees and Officers shall be officially installed at the Annual Meeting and if unable to attend will be installed at the next conference call or board meeting.
- Section 2. The Board of Trustees shall conduct conference calls and meet face-to-face as outlined in the Board Procedure and Policy Handbook. With the exception of Executive Sessions. Board meetings are open to the general membership. Meetings will be held:
- A. Monthly
 - B. At the SWCBA Regional Meeting prior to the Association's general business meeting.
 - C. At the SWCBA Regional Meeting following installation of officers.
 - D. At the discretion of the President for the purpose of discussing goals and objectives for the Association.
 - E. Upon majority request of total voting members of the Association.
 - F. Via teleconference or videoconference when requested by the President or a majority of the Board.
- Section 3. A quorum of voting board members shall be required to conduct business. A quorum of voting board members may call a special session of the Board.

ARTICLE VI

Duties of the Board

- Section 1. Board of Trustees: It shall be the duty of the Board of Trustees to have general supervision over the affairs of the Association, in determining the policies and

assuring compliance thereof, and authorizing the expenses to operate the Association.

- Section 2. All elected officers and trustees are to fully comply with duties as set out in the Official Board Procedure and Policy Handbook.

ARTICLE VII

Dues

- Section 1. Annual dues shall be determined by the Board of Trustees, subject to simple majority approval of the voting membership, and shall be payable to the Association. Dues are payable on or before January 15th of each year. Any member whose dues are not paid by April 30th will be deemed inactive and shall be notified of their dismissal as an active member of the Association. Dues increases, as recommended by the Board, must be determined and approved no later than October 1st

ARTICLE VIII

Contracts

- Section 1. All contracts relating to the Association shall be approved and signed by the President and one of the following: Treasurer, Annual Meeting/Site Selection Committee Chair. In the event the President is incapacitated, or the President gives oral approval, the President-Elect may sign any legal document. The President will be notified and given copies of such a contract within 10 days of signing. The President shall have the authority to call a special board meeting to resolve any contractual issues.
- Section 2. All contracts shall be subject to Board approval.

ARTICLE IX

Rules

- Section 1. The rules of the parliamentary procedure as specified in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of the Association.
- Section 2. The Board of Trustees may establish rules that are consistent with these By-Laws for the policies, procedures, and programs of the Association.

ARTICLE X

Amendments

Section 1. Amendments to the By-Laws of the Association shall be presented either at the annual meeting or by electronic mail to the membership. Two-thirds majority of the eligible members voting are required for approval.