

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 Secretary/Treasurer. The Association is governed by its Constitution, which is available from the Secretary/Treasurer's office.

NCBA was incorporated in the state of Washington on March 28, 1984 and is a non-profit 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 specifically designed for employees in the college store industry. Additionally, there is scholarship funding available to assist in fostering professional development, a newsletter, a membership directory of store members, and vendor members, access to an annual vendor show for reviewing new lines and/or placing orders, and the opportunity to participate in the NCBA Buying Group. Additional benefits are the availability of experienced peers, upon request, to help with special needs of the individual members; the opportunity to attend nationally sponsored educational sessions locally, through cosponsoring by NCBA; and the opportunity for networking with peers regarding the college store environment.

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 Secretary/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 organization 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, shall 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 shall be offered to vendors who sell or provide educationally-oriented merchandise and services to Northwest college communities primarily through the bookstores serving those colleges. Associate members shall not have voting privileges in official business.
- Section 3 Membership admission is by application to the Secretary/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 4 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 5 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 6 Annual dues shall be assessed to each member and associate member, payable to the Secretary/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 Secretary/Treasurer.
- Section 2 Officers must be current employees or owners of an active member store 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 Secretary/Treasurer shall be two years.

Section 4 The new officers will be seated at the completion of the Fall General Meeting.

ARTICLE V

NCBA BOARD

Section 1 The members of the NCBA Board shall be:

- a. President
- b. President-Elect
- c. Immediate Past President
- d. Secretary/Treasurer
- e. Standing Committee Chairs
- f. Associate Representative, books
- g. Associate Representative, non-book

Section 2 Board members must be current employees or owners of an active member organization or associate member organization 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 practice.

Section 4 Election will be by plurality and announced at the Fall General Meeting.

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 by petition by 25% of the voting membership with the vote to follow within 30 days. Approval of the recall petition shall require a simple majority with at least two-thirds (2/3) of the total member stores voting.

ARTICLE VII

AMENDMENTS

Section 1 Proposed amendments shall be presented in writing to the Secretary/Treasurer of the Association no less than 60 days before a general business meeting. A petition signed by at least 10% of the member stores must accompany each proposed amendment.

Section 2 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.

BY-LAWS

BY-LAW I

DUTIES OF THE OFFICERS AND COMMITTEES

PRESIDENT

- Section 1 Shall perform the following duties:
- a. Represent NCBA for all official purposes.
 - b. Appoint committee chairs to the NCBA Board prior to the Summer Board Meeting.
 - c. Chair all business and executive meetings.
 - d. Call special meetings of the Association and the NCBA Board and the Executive Committee of the NCBA Board.
 - e. Authorize emergency expenditures.
 - f. Solicit an annual independent audit.
 - g. Provide for on-going strategic planning for the Association.

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 it to the NCBA Board by the Summer Board Meeting. Distribute the approved and adopted budget to the membership at the Fall General Meeting.
 - d. Serve on the Education and General Meetings Committees.
 - e. Participate in on-going strategic planning for the Association.

SECRETARY/TREASURER

- Section 3 Shall perform the following duties:
- a. Coordinate the flow of correspondence to committees.
 - b. Maintain accurate financial records and present the Treasurer's Report to the general membership and NCBA Board at all business meetings.
 - c. Receive and count ballots for the election of officers and other issues. Report the results of elections to the board.
 - d. Have records available for periodic review if necessary; provide copies of the NCBA check registers, expenditure summary, and bank statements to the president for review on a quarterly basis or as requested by the President.
 - e. Be responsible for the collections and disbursements of the Association.
 - f. Prepare and submit necessary reports and documents.
 - g. Maintain appropriate liability, property insurance and bond coverage to adequately protect the Association from loss.
 - h. Archive copies of all financial records, meeting minutes and the NCBA Newsletter, and maintain a list of the physical property of the Association.
 - i. 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 Buying Committee
 - d. Participate in strategic planning for the Association

STANDING COMMITTEES

- Section 5 The Education Committee shall develop and provide educational programs for the general membership.
- Section 6 The Buying Committee shall develop and provide access to the membership for group buying.
- Section 7 The Marketing Committee shall develop and provide increased participation in the Association and shall also be comprised of the Recording Secretary, the Newsletter Editor, and the Web Master.

Section 9 The General Meetings committee shall develop and provide locations and facilities for all Association meetings for the general membership.

STANDING COMMITTEE CHAIRS

Section 11 Shall perform the following duties:

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

AD-HOC COMMITTEES

Section 12 Ad-Hoc committees, without voting rights, shall be appointed by the President as needed.

Section 13 Goals and budget shall be approved by the NCBA Board.

NCBA BOARD

Section 14 Shall perform the following duties:

- a. Uphold and promote the purpose of the Association.
- b. Meet for one spring and summer meeting and prior to Fall and as needed.
- c. Discuss, revise, and adopt the President-Elect's proposed budget at the Summer 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 Representative(s) to serve, with voting rights, to 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 Secretary/Treasurer shall conduct all voting. The method of balloting will be determined by the board in accordance with legally accepted practice.

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-Laws may be adopted by 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.

Last Revised 6/26/2007