

# **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, hereafter 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 Secretary-Treasurer.

### **ARTICLE II**

#### **Purpose**

- Section 1. The purpose of the Association shall 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 communities in the five-state area of: Arkansas, Louisiana, New Mexico, Oklahoma, and Texas. A store or state seeking to join the Association from outside the five-state area shall submit such request in writing to the Board of Trustees for approval.
  - 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 in the five- state area 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. Each associate member 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 fees to the principal office of the Association. Applicants for membership shall indicate on the form the individual who is to be 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 up of eleven (11) voting members; one (1) non-voting Secretary/Treasurer; and one (1) non-voting NACS Southwest Region Trustee. Terms shall be staggered in such a manner that two (2) will retire and be replaced each year. Elected trustees may not serve consecutive terms. Those filling an appointed, unexpired vacancy may subsequently be elected to a full term. The Board of eleven (11) will be elected by postal or electronic ballot. This election process will be conducted by the Nominating Committee with a simple majority rules and will inform the Board the results of the nominating process.
- A. *Store Member Trustee.* One will be elected by the Store Members in each state represented in the Association to serve a three-year (3) term.
  - B. *At-Large Store Member Trustee.* One will be elected by all Store Members to serve a three-year (3) term. \_
  - C. *Associate Member Trustee.* Two (2) trustees will be elected by the Associate Members. One shall be elected by the book publishing and/or book distributor industry and the other shall be elected by the non-publishing and/or non-book distributor industry. The term shall be for three (3) years.
  - D. The Association President-Elect, President and Immediate Past President will serve as voting Board Members.
  - E. The NACS Southwest Region Trustee will serve as a non-voting Board Liaison between the Association and the National Association of College Stores (NACS)
  - F. The Secretary-Treasurer will be appointed by the incoming President from the current Store or Associate membership, subject to Board approval, and will serve as a non-voting Board Member.
- 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. 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 the 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. Minutes of any executive committee meeting shall be submitted to the Board within 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 Immediate Past President the board will appoint a successor within 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.
- Section 7. Any State that has joined the Association from outside the five-state area as stated in Article II, Section 1,B; shall have the opportunity to have a *Store Member Trustee* elected by the Store Members in that state to serve a three-year (3) term on the Board of Trustees. The store members from that state shall submit such request in writing to the Board of Trustees for approval.

## **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.
- Section 2. The Board of Trustees shall meet a minimum of three (3) times per year. With the exception of Executive Sessions, Board meetings are open to the general membership. Meetings will be held:
- A. In early spring, for the overall purpose of conducting Association business.
  - 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 seven (7) voting board members shall be required to conduct business. A quorum of seven (7) voting board members may call a special session of the Board.

## **ARTICLE VI**

### **Duties of the Officers**

- Section 1. ***President:*** It shall be the duty of the President to preside at all meetings, direct all activities of the Association under the authority and guidance of the Board of Trustees, and appoint all standing and Ad Hoc Committee chairpersons in compliance with committee guidelines. The President shall see that the provisions of the By-Laws are fulfilled and all the Association activities are in compliance with written policy and established guidelines. The President is also responsible to the Association for maintaining the highest standards of all fiscal matters, including an annual ***Agreed-Upon Procedure Report*** of the Association's financial records. The President shall be authorized to sign checks in the absence of or disability of the Secretary-Treasurer. The President shall be an ex-officio member of all committees. The President may not serve consecutive terms.
- Section 2. ***President-Elect:*** It shall be the duty of the President-Elect to exercise all the powers and prerogatives of the President in the absence of the President. The President-Elect shall chair the Strategic Planning Committee and be responsible for the annual review of the ***Official Board Procedure and Policy Handbook***. Upon the death, resignation, or removal from office of the President, the President-Elect shall assume the office of President for the remainder of the term.
- Section 3. ***Immediate Past President:*** It shall be the duty of the Immediate Past President to chair the Nominating Committee and serve as Parliamentarian to the Association.
- Section 4. ***Secretary-Treasurer:*** It shall be the duty of the Secretary-Treasurer, or Board designee, to keep a true and accurate record of all meetings of the Association and transmit said records of the proceedings to the President of the Association and Board within a reasonable time, not to exceed 30 days, after the meetings adjourn. The Secretary-Treasurer shall have custody of all monies of the Association and keep regular books of account with a complete and accurate record of all funds received and expended. The Secretary-Treasurer shall deposit all such monies in the name of and to the credit of the Association. The Secretary-Treasurer shall sign all checks, and submit a detailed annual financial report to the membership at the annual meeting, after it has been certified by the Budget and Finance Committee. The Secretary-Treasurer shall be the immediate supervisor of the Administrative Office Assistant and handle monthly payroll duties for this position. The Secretary-Treasurer shall perform such duties as are incidental to the office or may be required by the President.

- Section 5. *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 6. All elected officers and trustees are to fully comply with duties as set out in the *Official Board Procedure and Policy Handbook*.

## ARTICLE VII

### Committees

- Section 1. The Association shall have constituted the following Committees:
- A. Budget and Finance
  - B. Annual Meeting/Site Selection
  - C. Education
  - D. Membership Growth and Development
  - E. Nominating
  - F. Strategic Planning
  - G. Technology/Marketing
- Section 2. Additional Ad Hoc Committees and Task Forces may be appointed by the President and approved by the Board.

## ARTICLE VIII

### 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 delinquent over 120 days shall be notified of their dismissal as an active member of the Association. Dues increases, as recommended by the Board, must be submitted via postal or electronic mail ballot and completed no later than October 1<sup>st</sup>.

## **ARTICLE IX**

### **Contracts**

Section 1. All contracts relating to the Association shall be approved and signed by the President and one of the following: Secretary/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 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 X**

### **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 XI**

### **Amendments**

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

## **BYLAWS REVISED**

**September 2008**