



SOUTHWEST COLLEGE BOOKSTORE ASSOCIATION

**Official Board
Procedure & Policy
Handbook**

April 2010

Southwest College Bookstore Association

Policy & Procedures Handbook

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1. **OFFICERS/BOARD OF TRUSTEES**

A. SUMMARY OF TRUSTEE RESPONSIBILITIES

Trustees should recognize their individual authority as being limited to:

- a. Providing vision and mission for the association in a manner deemed beneficial to the Association as a whole.
- b. Effecting duties as provided by the Bylaws and/or by general or specific laws.
- c. Providing fiscal responsibility to prudently manage the assets and resources of the Association.
- d. Establishing policy to insure ongoing effectiveness and efficiency for the Association.
- e. Employing an administrative assistant to be responsible for the day-to-day operation of the Association under the direction of the Board.
- f. Reporting and representing needs of constituency represented.

Trustees recognize that, except when the Board is in formal meeting, their individual rights and authority are the same as the rights and authority of any individual member of the Association. No individual trustee may take action on behalf of the Association unless explicitly delegated that authority by the Bylaws of the Association or by action of the Board.

Trustees recognize the need to avoid any conflict of interest or impropriety suggesting personal gain or profit by virtue of their office.

While an individual trustee may disagree with a policy or action adopted by a majority of the Board, said trustee should support said policy or action being the considered judgment of the Board. Within reason, any trustee who disagrees with a Board policy or action shall have the right and duty to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices, and the Board shall have the duty of appropriately reconsidering its action.

Trustees shall publicly support and defend the Association and its employees when discussing matters with members of the Association and its various publics. Trustees shall limit any criticism of the Association and its employees to Board meetings or to private conversations with other officers and trustees.

Trustees shall recognize that at all times they serve as a representative of the Association and shall conduct themselves in a professional manner which fosters confidence and reflects positively on the Association and its members.

Trustees are strongly encouraged to attend the annual leadership conference at NACS the summer before they come on board with expenses paid by the Association. If they cannot attend the first year, the trustee should then set their future schedule to attend the following year.

OFFICERS/BOARD OF TRUSTEES Continued

SUMMARY OF TRUSTEE RESPONSIBILITIES Continued

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), of the By-Laws for a period not to exceed 60 days. In the case of a vacancy, the Board of Trustees shall have the power to fill same by appointment until the membership group represented by the trustee elects a replacement at the position's elected expiration.

B. INSTRUCTIONS FOR TRUSTEES

The following instructions should be given to trustees prior to their installation.

1. Use of Trustee in Correspondence or in Public Statements.

Trustee must exercise due care and judgment in their correspondence and public statements in order that there shall be a clear separation and understanding of their personal or business views from their position as a Trustee of the Association.

2. Complaints and Correspondence to the Board or Trustee

Complaints made to an individual trustee or to the Board of Trustees, are to be deferred to the SWCBA President for resolution. General correspondence and inquires for information may be answered by the individual trustee or deferred to the SWCBA President for an official answer.

3. Expenses

Expenses of trustees are paid to the spring meeting and other special meetings. No expenses are allowed for sessions at the Annual Meeting except those that are in addition to regular attendance expenses.

4. Elections of Trustees

For purposes of election of trustees, the election process works through the Nomination Committee as stated in the Policy and Procedures Handbook, Section II, G and Article IV, Section I of the Bylaws.

5. Ethical Standards

The SWCBA will not participate in any agreement with any other association or association member to duly influence and/or boycott any individual or organization who attempts to sell in competition with college stores.

INSTRUCTIONS FOR TRUSTEES Continued

6. Legal Counsel

The SWCBA Board may designate a legal counsel. Counsel may be retained so as to offer legal advice in the areas of contracts, board decisions, and any matters that may require legal review.

7. External Auditor

The SWCBA Board may retain the services of an outside auditing firm so as to review our financial records on a yearly basis. The financial review and statement of net worth shall be published on the website once the Board has had time to review and accept such report.

8. Agenda

Any member of the Board or SWCBA member wishing to have an item placed on the agenda must submit their request in writing to the SWCBA Administrative Assistant no later than 5 days before the date of the meeting. A tentative agenda will be mailed/emailed to the Board before the date of the meeting.

9. Board Meeting Minutes

The minutes will be kept to reflect a true, complete, and accurate record of all regular, special, and Executive Committee meetings, and shall be transmitted to each Board member within 30 days after the date of adjournment.

- a. Within 30 days after they have been received and reviewed by board members for accuracy, any corrections should be made and sent to the Administrative Assistant. When the minutes have been corrected and given the final approval by the Board, it will then be submitted to the webmaster for publication on the SWCBA website.
- b. Each board member will have the minutes and/or correspondence from each board, committee, and/or task force meetings from the previous year made available to him/her before coming on to the board.

10. Office Correspondence

Officers and Trustees shall receive copies of all "critical" correspondence and communications as determined by the SWCBA President.

C. Duties of the Officers

1. President

The President of the Southwest College Bookstore Association (SWCBA) serves a one year appointment, after having served one year as President-Elect, and will serve a one year appointment as Past President.

The President's primary function is to provide leadership and vision to the Association during his or her year in office. The President must make an effort to know the members of the organization and solicit opinions and concerns. He/She must look at where the Association is, identify advantages and opportunities that can empower the Association to reach its goals, and promote activities that will make it more effective in meeting the needs of the membership.

The President is responsible for developing a list of recommended committee appointments, and taking that list to the Executive Committee for recommendation and suggestions on each appointment. The President is then responsible for notifying committee members of their assignments, either directly or through the committee chairs.

Committee appointments are made by soliciting interest from the membership prior to the annual meeting. If insufficient interest is available, recruitment is sometimes necessary. The President looks for individuals who are eager to participate, have basic knowledge of the industry and the Association, and are willing to devote time to making the committee successful. All appointments will be made in compliance with committee guidelines. The President will be an ex-officio member of all committees.

It is the duty of the President to preside at all Board meetings. Face to Face Board meetings are held three (3) times a year. The first meeting is held following installation of officers (following the last day of the annual meeting). The second meeting is usually held in the spring. At this meeting recommendations from the Nominating, Education, and Long Range Planning, & Host Committees are on the agenda and any other business that may be brought before the Board. The time and place is determined by consensus of the board. The third is held at the annual meeting prior to the Association's general meeting. Any other meeting may be called as specified in the Bylaws. Agenda items should be solicited and an agenda given to the board members at least five (5) days prior to all meetings.

Duties of the Officers Continued

1. President

The President represents the SWCBA when necessary at member state meetings and/or in interactions with other regional and national associations. The President may attend one other non-SWCBA meeting on behalf of the SWCBA at the Association's expense.

The President invites the NACS President and/or NACS President-Elect to the annual meeting. One complimentary registration will be provided. A complimentary room will also be provided if available, both pay their own travel.

The President, with help from the SWCBA Administrative Assistant, will prepare invitations to all retired members from the SWCBA to attend the annual meeting.

The President presides over the first-timers session, greets first-time attendees, introduces trustees and officers, presides over the general business meeting, acts as master of ceremonies at the annual awards function, recognizing committee service to the Association; coordinates any special awards, and presides over installation of new officers and trustees, works with the executive committee to coordinate all annual meeting activities.

The President writes a presidential letter for the website quarterly.

The President, as authorized by the Bylaws, signs checks in the absence of the Secretary-Treasurer.

The President, as authorized by the Bylaws, signs contracts on behalf of the Association.

The President will, at his/her first meeting, instruct the Treasurer and Administrative Assistant to prepare his/her books for the agreed upon procedures for audit purposes. This will be an agenda item so that the minutes will reflect that action was taken by the President to conduct the agreed upon report.

In the event the position of President becomes vacant, the President-Elect will immediately assume the position with all the powers and prerogatives.

2. President-Elect

The duties of the President Elect are to exercise all the powers and prerogatives of the President in the absence of the President. Upon the death, resignation, or removal from office of the President, the President-Elect will assume the office of President for the remainder of the term, after which, he/she will serve the full term as the elected President.

This position is the first part of a three (3) year commitment to the Association, the 1st year as President-Elect, 2nd year as President, and finally 3rd year as Past President.

The President-Elect serves as a member of the Executive Committee, assists the President and Past President on committee appointments in order to encourage continuity on the committees, smooth transition between committee chairs from year to year, and opportunities for new people to serve the Association.

The President-Elect serves as board liaison on the Membership Committee. The Membership Committee or State Trustee will submit the names of prospective members to the SWCBA Administrative Assistant for inclusion in the next regular association board meeting. The President-Elect along with the Membership Chairperson and/or State Trustee of the new member will contact these new members and welcome them into the Association.

The President-Elect chairs the Strategic Planning Committee,

The President-Elect is responsible for the annual review and update of the Official Board Procedure and Policy Handbook.

The President-Elect represents the Association at member state meetings and will visit each state when possible. While at these meetings, in addition to meeting the membership, the President-Elect should be looking for prospective committee members. This travel is at the expense of the association.

The President-Elect should have compiled a list of prospective chairpersons to serve during his/her upcoming administration. This list should be compiled and he/she should confirm their willingness to serve no later than 60 days before the annual meeting.

3. Past President

The duties and responsibilities of the Past President are to serve on the Executive Board, Chair the Nominating Committee, serve as the Associations' Parliamentarian and legislative liaison with the National Association of College Stores and a member of the Finance Committee for conducting the yearly budget and audit reports. Past President provides insight and guidance as needed to the President and President-Elect. This is the last year of the three (3) year commitment.

4. Secretary-Treasurer

This position will be appointed by the incoming President from the current Store or Associate membership, subject to Board approval. As authorized in the Bylaws, the Secretary-Treasurer shall have custody of all monies of the Association and shall keep regular books of account with a complete and accurate record of all funds received and expended, shall deposit all monies in the name of and to the credit of the Southwest College Bookstore Association. In the absence of the SWCBA Administrative Assistant, Secretary/Treasurer shall keep a true and accurate record of all meetings and shall transmit records of the proceedings to the President and Board within a reasonable time, not to exceed 30 days after the meeting adjourns. Shall be the immediate supervisor of the administrative office assistant and handle monthly payroll duties for this position.

5. Administrative Assistant

This position performs a wide range of managerial and budgetary duties vital to the Southwest College Bookstore Association (SWCBA). Under the general supervision of the Board of Trustees, the Administrative Assistant provides and maintains an office for the Association. The office serves as the Association location for day-to-day operations such as: mail, communications, supporting SWCBA Secretary/Treasurer with accounting and financial activities, and maintaining current and historical records. Administrative Assistant is an authorized signer for the SWCBA checking account.

Responsibilities include administrative support to the Board of Trustees, Officers, and Committees of the Association. This position requires a high degree of interpersonal, organizational, oral, written, computer and customer service skills and initiative in performing SWCBA support activities.

II. COMMITTEES

Committee Guidelines

- a. The committee chair must be a current member in good standing of the Southwest College Bookstore Association.
- b. Each committee should include a minimum of one (1) Associate member and one (1) Store member from each state unless specified otherwise in committee's structure.
- c. Each committee will include a minimum of one (1) board member or officer acting as a liaison.
- d. The appointment to a committee of a staff member, other than the manager, should be with prior written approval of the store manager.
- e. Chairpersons will be appointed by the President, subject to Board approval, and in compliance with Association Bylaws. Chairpersons will appoint committee members in consultation with the President.
- f. Chairpersons are accountable to the Southwest College Bookstore Association Board. All official meetings, activities, and communications are to be documented and copied to the President.
- g. Chairpersons are responsible for planning, organizing, and coordinating the committee's activities; submitting annual budget requests to the President; and leading and motivating committee members.
- h. Except as authorized by the Board, committee communications are to be conducted by telecommunications, e-mail and/or by mail.
- i. Chairpersons are responsible for the coordination and communications of activities and information between the committee and the various states within the Association as well as between the committee members and the Board.
- j. The President of the Association is an ex-officio member of all committees.
- k. To promote continuity when possible, the chairpersons shall remain on the committee and all committee participants, including chairs, should be rotated on a regular basis.

A. Annual Meeting/Site Selection

Purpose:

To actively seek out and determine annual meeting sites three years in advance. The suggested Annual meeting rotation:

- a. Held in Texas every other year.
- b. Every other year the Annual meeting will be held out of the state of Texas in one of the other member states out of the (5) five state region.

Goals & Responsibilities:

Screen proposals for selecting sites for future hosting of the Association Annual meeting.

Recommended Committee Profile:

The committee should consist of the SWCBA Executive board, SWCBA Administrative Assistant and one (1) member from a recent NACS “Leadership Conference”.

Recommended Calendar:

The committee chairperson will present all acceptable proposals to the Board at its Fall Board meeting. The Board will announce the final site selected

B. Budget & Finance

Purpose:

To ensure the SWCBA records, maintained by the Treasurer and Administrative Assistant are reviewed annually by Budget & Finance Committee. Will assist in preparing the annual budget.

Goals and Responsibilities:

Chair will act as liaison between the board and the Treasurer. Works in conjunction with the SWCBA Officers and Treasurer in preparing the Annual budget. The committee is responsible for conducting the annual audit in conjunction with the Association Past President.

Recommended Committee Profile:

The committee shall consist of a Chairperson, previous chairperson, SWCBA Administrative Assistant and the SWCBA Past President.

B. Budget & Finance Continued

Recommended Calendar:

After the Annual Meeting the committee will conduct an audit on the agreed upon procedures. The report will be forwarded to the President and Board Members no later than March 1st. The report will be presented by the Budget & Finance Chairperson, to the Board at the annual spring meeting.

C. Technology/Marketing Committee

Purpose:

To implement/maintain a usable SWCBA Website.

Goals & Responsibilities:

To provide an effective and efficient manner of communication and marketing for the SWCBA.

Recommended Committee Profile:

The committee should consist of the SWCBA Administrative Assistant, SWCBA Webmaster and a SWCBA Board Member designated by the SWCBA President.

Recommended Calendar:

On-going communication between the SWCBA Administrative Assistant, SWCBA Webmaster and the designated SWCBA Board Member.

D. Education

Purpose:

To implement and produce educational programs the Board deems necessary, and to provide input to the Board concerning additional programs, scholarships, and educational topics requested by the membership.

Goals & Responsibilities:

Produce the educational programs for the Annual Meeting by developing programs and activities to enhance the on-going professional growth of all Association members.

D. Education Continued

Recommended Committee Profile:

The committee should consist of a chairperson, previous chairperson, SWCBA Administrative Assistant and one (1) member from each state, and one (1) associate member.

Recommended Calendar:

Conference calls will be held as needed with the board. At least (1) month prior to the spring board meeting a tentative agenda with subject matter will be presented to the board via a conference call. Presentation of the agenda is presented to the Board by the Chairperson or Board Liaison at the spring meeting.

E. Strategic Planning

Purpose:

Annually review the vision and mission of the Association. Will also review the Bylaws of the Association.

Goals & Responsibilities:

Make recommendations to the Board for programs to achieve stated goals and objectives of the Association.

Recommended Committee Profile:

The Standing committee should consist of a chairperson, who is to be the President-Elect of the Association, the SWCBA Administrative Assistant and five (5) additional non-board members, with one (1) being an Associate.

Recommended Calendar:

Conference calls when needed.

F. Membership Growth & Development

Purpose:

To seek new bookstore and associate members by an ongoing program. To contact non-member stores and vendors to encourage their active participation in the SWCBA.

F. Membership Growth & Development Continued

Goals & Responsibilities:

1. Compile and maintain membership information working with the Administrative Assistant. Reports to the Association President actions and progress on a quarterly basis.
2. Aggressive membership development.
3. Particular focus on encouraging and enrolling the contract managed sector of store membership.
4. Create flyers, brochures, etc. to encourage membership.

Recommended Committee Profile:

The committee should consist of a chairperson, the SWCBA Administrative Assistant and (1) member from the five states, and one (1) associate member.

Recommended Calendar:

When requested the Administrative Assistant will release a list of all current members and those who had not reinstated their membership. An ongoing membership drive will be conducted.

G. Nominating

Purpose:

To provide a slate of officers and trustees to serve the Southwest College Bookstore Association.

Goals and Responsibilities:

1. Present nominations for officers and trustees as outlined in the Bylaws.
2. Requests for nominations for Trustee-at-Large will be announced on the website.
3. Associate member trustee nominations and elections will be conducted with assistance of the current Associate Trustee.

G. Nominating Continued

Recommended Committee Profile:

The committee will consist of a chairperson, who is to be the Immediate Past President of the SWCBA, the SWCBA Administrative Assistant and one (1) members from each state represented and one (1) from each the Associate membership.

Recommended Calendar:

Committee Chairperson will present a slate of nominees for officers and trustees at the spring board meeting.

III. Contracts:

All contracts relating to the Association shall be approved and signed by the President and one of the following: President-Elect or the Secretary/Treasurer. 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.

All contracts shall be subject to Board approval.

IV. Miscellaneous

Lifetime Service Award

Nominations for the Southwest College Bookstore Association's highest award, the Lifetime Service Award recognizes service to the bookstore industry and SWCBA. The nomination(s) may only be submitted by current SWCBA Board members and past SWCBA presidents, prior to the Spring Board meeting.

The President will send a letter to the current board members and past presidents soliciting nominations.

Those nominations can either be presented to the SWCBA President prior to the Spring Board meeting, or they can be made at the Spring Board meeting.

Recipient(s) of this award must receive 75% affirmative votes to receive this award. If there are no nominees, or if none of the nominees receives 75% of the board votes, the award will not be presented in that year.

Nomination Forms are available on the SWCBA Website.
Award presentation will be made at the Annual SWCBA meeting.

Lifetime Service Award Continued

Qualifications:

Must have been active in the SWCBA serving on a committee or held a trustee position.

Must be a proven participant in SWCBA by his/her actions.

Action Items:

SWCBA President sends letter out no later than December 15th

Will be added as an item on the Spring Board Agenda.

Directions for Electing Associate Trustee

The Associate Trustee for the Southwest College Bookstore Association shall be elected as follows:

Associate Member will be elected to a three (3) year term of office on the Board. Associate Member representing a) Book Publishing and/or Book Distributorship industry or b) the Non-Book Publishing and/or Non-Book Distributorship industry will be elected.

The Nominating Committee will conduct the selection process and report to the President and the Board at their annual Spring Board meeting.

SWCBA Scholarships

Each year the SWCBA Board may award registration scholarship(s) to attend the SWCBA Annual Meeting. These scholarships are for the registration fee only.

To be considered for the SWCBA Registration Scholarship the following criteria must be met.

1. Must be a new store member of the SWCBA or a member who has not attended a previous Annual Meeting.
2. Recipient must agree to serve on a committee for the following year.
3. Recipient must write a news article for the SWCBA Website regarding their Annual Meeting experience.

Applications will be made available on the SWCBA website ninety (90) days prior to the Annual Meeting. Interested applicants must submit their application of interest to the SWCBA Administrative Assistant sixty (60) days prior to the Annual Meeting.

SWCBA Scholarships Continued

Applications will be reviewed by the Executive Board and presented to the SWCBA Board with recommendations for approval.

Scholarship applicants should be notified forty-five (45) days prior to the Annual Meeting.

Non-Associate (Vendor) Member Annual Meeting Participation

Vendors that are not current members of the SWCBA may exhibit at the Annual SWCBA Trade Show. To be considered to exhibit at the trade show the following criteria must be met.

1. Non-Member Vendors will be charged the established annual meeting vendor exhibit fee and a \$325.00 non-member exhibit fee. Fees must be paid in full once participation approval has been granted by the board.
2. Associate Non-Member Vendors wishing to exhibit must complete the Annual Meeting Registration requesting to exhibit as a Non-Associate Member and must list the merchandise/service planned to exhibit.

Registrations will be made available on the SWCBA website ninety (90) days prior to the Annual Meeting. Interested exhibitors must submit their registration to the SWCBA Administrative Assistant sixty (60) days prior to the Annual Meeting. Registrations will be reviewed by the Executive Board and presented to the SWCBA Board with recommendations for approval.

Non-Associate Member Exhibitors will be notified forty-five (45) days prior to the Annual Meeting.



Southwest College Bookstore Association

Mission

The Southwest College Bookstore Association's mission is to promote a high standard of business methods and ethics among its members, unite those persons and firms engaged in the sale, manufacturing and/or distribution of products and services to the campus communities of its member states, promote the common interest of individuals and companies who provide those products and services, assist members in their efforts to serve their respective campuses and disseminate industry ideas and information among its members.



Southwest College Bookstore Association

Goals

Advocacy:

Proactively recognize and address industry issues in a timely and efficient manner.

Education:

Provide quality education programs to increase professional and personal development of members.

Marketing:

Promote a continual and consistent recruitment marketing campaign to encourage new store and vendor association membership.

Service and Revenue:

Ensure viability and relevance to the membership.



Southwest College Bookstore Association

Strategies

. Advocacy:

Proactively recognize and address industry issues in a timely and efficient manner.

- **Continual communication with membership for discussion and evaluation and dissemination of industry issues**
- **Provide membership with methods for discussion**
- **Provide membership with an united front for policy influence and issues of the industry**

Education:

Provide quality education programs to increase professional and personal development of members.

- **Develop and Deliver member driven educational and professional development opportunities via alternative delivery methods**
- **Provide education and professional development on the industry issues through annual conferences and state mini-nar's**



Southwest College Bookstore Association

Strategies

Marketing:

Promote a continual recruitment marketing campaign to encourage new store and vendor association membership.

- **Provide a website that defines and describes the association's mission, goals and strategies**
- **Create and maintain marketing programs and materials to assist association members with the recruitment of new members**
- **Maintain an effective organization structure to accommodate changes in service and membership**

Service and Revenue:

Ensure viability and relevance to the membership.

- **Review for update the association's Bylaws and Handbook**
- **Provide yearly budget, financial statements and audit reports to membership**
- **Identify additional revenue generating methods**
- **Successfully conduct the Annual Meeting and Expo**