

NCBA PROPOSED BYLAWS AND CONSTITUTION CHANGES

Current language

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, access to an annual vendor show for reviewing new lines and/or placing orders. 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.

Proposed change

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. **Another benefit includes the** availability of experienced peers, upon request, to help with special needs of the individual members. **Members also have 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 are still more benefits of membership,**

Current Language

ARTICLE II

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.

Proposed change

ARTICLE II

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.

Current Language

ARTICLE III

MEMBERSHIP

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 shall have voting privileges in official business.

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 and are not eligible to serve on the NCBA Board. 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 9 Annual dues shall be assessed to each store member, associate member, affiliate member, and individual professional member, payable to the Secretary/Treasurer

Proposed Change

ARTICLE III

MEMBERSHIP

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

Current language
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.

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.

Proposed changes
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.

Current language
ARTICLE V

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.

Proposed changes
ARTICLE V

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.

**No current language new Article added
ARTICLE IX**

ASSOCIATION MERGER

**Proposed changes new Article added
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.

**No current language new Article added
ARTICLE X**

DISSOLUTION OF ASSOCIATION

**Proposed changes new Article added
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. The Treasurer or a member of the Executive Board shall notify the IRS.

Current language

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.

Proposed changes

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.

Current language
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.
- d. Serve on the Education and General Meetings Committees
- e. Participate in on-going strategic planning for the Association

Proposed changes
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.**

Current language
TREASURER

Section 3 Shall perform the following duties:

- a. Maintain accurate financial records 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 president 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

Proposed changes

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.

Current language

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

Proposed changes

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.**

Current language

STANDING COMMITTEES

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

Proposed changes

STANDING COMMITTEES

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

Current language

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 and report to the NCBA Board on the progress of the committee.
- d. Call committee meetings as needed.
- e. Participate in strategic planning for the Association.

Proposed changes

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.

Current language none new duties added

ASSOCIATE REPRESENTATIVES

Proposed changes new language

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.

Current language

NCBA BOARD

Section 13 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 14 The NCBA Board shall appoint Associate Representatives to serve, with two of the three Representatives having voting rights, on the NCBA Board.

Proposed changes

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.

