

# BYLAWS

## NACS BYLAWS Revised March 2015

### Article I

#### NAME AND PRINCIPAL OFFICE

**Section 1.** The name of this voluntary trade association shall be the National Association of College Stores, Inc., hereinafter also referred to as NACS and/or the Association.

**Section 2.** The principal office of the Association shall be located in Oberlin, Ohio, or such other places as may, from time to time, be selected by a vote of the Board of Trustees.

### Article II

#### DEFINITION

**Section 1.** The term college store industry or industry includes retail stores and their employees whose primary business is serving the education community, the suppliers of educational materials and other products and services to those retail stores, and those corporate executives and institutional administrators responsible for store operations.

### Article III

#### PURPOSES

**Section 1.** The purpose of this Association shall be:

- a. To unite in one organization those individuals, institutions and companies in the college store industry.
- b. To enhance the college store industry through service, education and research.
- c. To promote a high standard of business practices and ethics within the industry.
- d. To cooperate with others in the education community in order to foster a better understanding of the college store industry.
- e. To encourage a collegial and cooperative spirit within the industry and thereby create an inclusive community through trust, integrity and diversity.
- f. To be the leading resource and advocate for the education retail market.

### Article IV

#### MEMBERSHIP

**Section 1.** Store Members shall be campus retail stores primarily engaged in the business of retail sales through a campus retail location to an education community. Store Members shall receive all member services and shall have a vote and may hold office in the Association. The manager/director or chief executive or other designated representative shall be the official representative to the Association, may vote on matters affecting

the Association, and may serve as a trustee and hold office.

**Section 2.** The following membership categories shall be termed nonvoting members and shall have no vote on Association matters.

- a. Business Partner Members shall be those companies which are in the business of publishing, manufacturing and/or distributing products and/or services purchased by Store Members. Designated representatives of Business Partner Members may be elected to serve on the Board of Trustees as Business Partner Trustee with full voting privileges, but are not eligible to hold office.
- b. Institutional Members shall be educational institutions that have an interest in the operation of college stores and the higher education community. Institutional Members are not eligible to be elected as a trustee and hold office. Educational institutions that own or self-operate a Store Member will automatically become Institutional Members.
- c. Affiliate Members shall be those associations or organizations which are not eligible for Store or Business Partner Membership, but are interested in the needs and purposes of the college store industry, and advocate the college store business of retail sales of educational materials and/or other products and services to the education community. Affiliate Members may not include organizations or businesses whose primary method of operation is to sell directly to students, bypassing the college store. Affiliate Members are not eligible to be elected as a trustee and hold office.
- d. Individual Members shall be any individual interested in the college store industry and information and resources relating to the college store industry. Individual Members are not eligible to be elected as a trustee and hold office.
- e. 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 be elected as a trustee and hold office.

**Section 3.** 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 Store Membership shall indicate on the form the individual who is to be the official voting representative to the Association.

**Section 4.** Admission to membership is by majority vote of the Board of Trustees.

**Section 5.** Any member may resign by filing a written

resignation with the Board of Trustees; however, resignation does not relieve a member of liability for dues accrued and unpaid as of the date of resignation.

**Section 6.** Any member may be expelled for adequate reasons by a two-thirds vote of the Board of Trustees. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the membership or deliberation by the Board. Any member proposed for expulsion for any reason other than nonpayment of dues shall be given advance written notice, including the reason(s) for the proposed expulsion, and the opportunity to contest the proposed expulsion in writing or in person to the Board of Trustees if done within ninety (90) days from the date of such notice. Final written notice of the Board's decision will be sent within thirty (30) days after Board action.

## **Article V DUES**

**Section 1.** Membership dues for all membership categories shall be determined by the Board of Trustees. Any increase to an existing dues schedule cannot exceed 10% in any given year without 60% approval of those Store Members voting. Membership dues are paid on an annual basis.

**Section 2.** Any member of the Association who is delinquent in dues for a period of ninety (90) days shall be notified of delinquency and have membership services suspended. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership.

**Section 3.** Membership dues will not be refunded except for duplication of payment.

## **Article VI BOARD OF TRUSTEES**

**Section 1.** The governing body of the Association is the Board of Trustees which shall consist of the President, the President-Elect, the Immediate Past President, nine trustees elected by the Store Membership, two trustees elected by the Business Partner Membership, and up to three trustees elected by the Board and the chairs of each subsidiary organization. The chief staff officer is an ex-officio member without vote.

**Section 2.** The Board of Trustees has the authority and the responsibility for the general supervision, control, and direction of the affairs of the Association; shall determine Association policies or changes therein within the limits of the Bylaws; shall actively pursue Association purposes; shall direct the financial affairs of the Association; shall approve the report of the Nominating Committee; shall approve all elections to the governing boards of all subsidiary organizations; and shall have the authority and responsibility to resolve any conflict which might arise between the Board of Trustees and the governing board of any subsidiary organization, or between the governing boards of subsidiary organizations.

**Section 3.** Members of the Board shall be as follows:

a. Store Elected. At least sixty (60) days prior to the Annual Meeting of the Association, Store Members shall be mailed a ballot submitted by the Nominating Committee with which to cast a vote for the election of the President, President-

Elect, and three eligible members to the Board of Trustees. Trustees serve staggered terms of three years. At least one trustee elected each year shall be from a geographic region as established by the Board of Trustees and two shall be at-large.

b. Business Partner Elected. At least 60 days prior to the Annual Meeting of the Association, Business Partner Members shall be mailed a ballot submitted by the Business Partner Nominating Committee with which to cast a vote for the election of one of the two Business Partner trustees. Business Partner trustees shall serve staggered terms of two years.

c. Board Elected. The Board may elect up to three trustees, each to serve staggered terms no longer than three years, for the purpose of addressing underrepresented segments of the membership or needs within the industry.

d. Subsidiary Organizations. The chairs of the governing boards of each subsidiary organization shall serve as trustees with full voting rights.

e. No elected trustee may serve succeeding terms.

**Section 4.** If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board of Trustees, except as otherwise specified by the Bylaws. The position of any officer or trustee shall be declared unfilled immediately when said officer or trustee ceases to be affiliated with a Store Member, if representing Store Members, or with a Business Partner Member if representing Business Partner Members.

**Section 5.** The Board shall have a regular meeting at the time and place of the Annual Meeting. In addition, the Board shall meet at least two other times annually upon call of the President, at such time and at such place as the President may designate, and shall be called to meet upon demand of a majority of Board members. The Board of Trustees shall be notified of Board meetings at least ten (10) days in advance of such meetings.

**Section 6.** The presence of a majority of the voting members of the Board shall constitute a quorum.

**Section 7.** A majority of the Board members present at a meeting where a quorum exists is necessary to make a decision, except where a greater number is required by these Bylaws. Proxy voting is not permitted. Voting by any method permitted by law is allowed if approved by a unanimous vote of the Executive Committee.

**Section 8.** Any member of the Board of Trustees unable to attend a meeting shall notify the President or chief staff officer of the reasons for his or her absence. If a trustee is absent from two consecutive meetings for reasons the Board has failed to declare to be sufficient, that trustee's resignation from the Board of Trustees shall be deemed to have been tendered and accepted.

**Section 9.** Elected officers and trustees shall not receive any compensation for their services as officers or trustees. The Board may authorize reimbursement of expenses incurred by officers and trustees in the performance of their duties.

**Section 10.** Any trustee may resign at any time by giving written notice to the President, the chief staff officer, or the full Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President. Any trustee may be

removed for adequate reason by a 3/4 majority vote of all trustees.

## **Article VII OFFICERS**

**Section 1.** The officers of this Association shall be the President/Treasurer/Chairman of the Board (hereinafter President), the President-Elect/Secretary/Vice Chairman of the Board (hereinafter President-Elect) and the Immediate Past President.

**Section 2.** Officers have previously been elected by the membership, and served a term on the Board of Trustees.

**Section 3.** The President and the President-Elect shall be elected annually by a vote of the Store Members (see Article VI, Section 3. a.) and shall serve for one year.

**Section 4.** Duties of the Officers

- a. President. It shall be the duty of the President to preside at all meetings and to enforce all rules and regulations relating to the administration of the Association. The President shall call special meetings of the Association upon written petition of one-fourth of the Store Members of this Association, or special meeting of the Board of Trustees upon request of a majority of the Board. The President shall have custody of all monies and securities of the Association, shall keep regular books of account, and shall deposit all monies and securities in the name of and to the credit of the Association in such depositories as may be approved by the Board of Trustees. The President shall render to the Trustees at their regular meetings, or at any other time when requested, appropriate statements of the financial condition of the Association, and shall perform such other duties as are incident to said office or may be required by the Board of Trustees. The President may, with the approval of the Board of Trustees, delegate a part of the duties as Treasurer to the chief staff officer.
- b. President-Elect. The President-Elect shall have all the powers and prerogatives of the President in the absence of the President in meetings of the Association or the Board of Trustees. Upon the death, resignation, or removal from office of the President, the President-Elect shall assume the office of President. The President-Elect shall assume such duties as the President of the Association may assign from time to time. The President-Elect shall be responsible for the official minutes of all general meetings of the members of the Association and such other meetings as may be requested by the Board of Trustees. Said minutes shall be transmitted, along with other records of the proceedings of such meetings, to the President or to the chief staff officer of the Association within a reasonable time after the meetings adjourn. The President-Elect may, with the approval of the majority of the Board of Trustees, delegate a part of the duties as Secretary to the chief staff officer or to counsel.
- c. Immediate Past President. The Immediate Past President shall serve on the Executive Committee, chair the Nominating Committee and fulfill other duties assigned by the President.

**Section 5.** The administration and management of the Association shall be vested in a chief staff officer appointed by and directly responsible to the Board of Trustees. The compensation of the chief staff officer shall be determined by the Board of Trustees within the limit set by the annual budget

of the Association. The title of the chief staff officer shall be designated by the Board of Trustees. The chief staff officer shall employ and may terminate members of the staff as necessary to carry on the work of the Association. The chief staff officer shall manage and direct all functions and activities of the Association and perform such other duties as may be specified and directed by the Board of Trustees through the President. The chief staff officer shall serve as an ex-officio, nonvoting member of the Board of Trustees and its Executive Committee.

**Section 6.** At the direction of the Board of Trustees, any officer or employee of the Association shall be furnished, at the expense of the Association, a fidelity bond in such sum as the Board shall prescribe.

## **Article VIII MEETINGS OF THE MEMBERSHIP**

**Section 1.** There shall be an Annual Meeting of the Association on dates established by the Board of Trustees, for the installation of officers and trustees, and for transacting such other business as shall legally come before it. Notice of such meeting will be sent to each Store Member at least sixty (60) days before the time appointed for the meeting.

**Section 2.** Special meetings of the Association may be called by the President or the Board of Trustees or shall be called by the President upon the written request of at least twenty-five percent (25%) of the Store Members of the Association. Notice of any special meeting shall be sent to each store member at least thirty (30) days in advance, with a statement of time and place and information as to the subject(s) to be considered.

**Section 3.** Store Members of the Association in good standing shall be entitled to one vote in all annual and special meetings of the Association. That vote shall be rendered by the official representative to the Association. Proxy voting is not permitted.

**Section 4.** Five (5) percent or more of Store Members in good standing shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

## **Article IX COMMITTEES**

**Section 1.** The President, subject to the approval of the Board of Trustees, shall appoint committees and/or task forces as may be needed to further the goals of the Association.

**Section 2.** The Executive Committee consists of the President, the President-Elect, the Immediate Past President, and the chief staff officer, as ex-officio member. In interim periods between Board Meetings, the Executive Committee is empowered to issue directives and establish procedures not otherwise specifically covered by the Bylaws or by official Association policy. Any such action shall be reported to the full Board within ten (10) business days. The President and one other voting member shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two members of the committee.

**Section 3.** The President shall recommend for Board of Trustees approval a Nominating Committee, chaired by the Immediate Past President, consisting of not less than ten (10) persons to nominate candidates for officer and for the Board

of Trustees. This committee shall include at least three (3) Past Presidents, and shall include at least one (1) member from each of the geographic regions. The committee chair shall submit in writing the names of the candidates it proposes to the Board of Trustees for acceptance at least ninety (90) days before the date of the Annual Meeting. Following this action, the President shall distribute a report of the Nominating Committee, along with a ballot containing a provision for write-in candidates, to each Store Member at least sixty (60) days before the Annual Meeting. The ballots shall be returned for tabulation at least thirty (30) days before the Annual Meeting to an independent outside auditor appointed by the Board of Trustees.

a. Each year the President shall recommend for Board of Trustees approval a Business Partner Nominating Committee, to nominate a Business Partner Trustee as appropriate. The President-Elect shall serve as a voting member of the Committee. Following this action, Business Partner Members shall elect a Business Partner Trustee as provided for in Article VI, Section 3. b.

**Section 4.** The standing committees of this Association shall be:

- a. Executive Committee
- b. Nominating Committee
- c. Finance and Budget Committee
- d. Education Committee
- e. Audit Committee

## **Article X SPECIAL ORGANIZED GROUPS**

**Section 1.** To achieve the objectives of NACS, the Board of Trustees may, at its discretion, establish organizational units of members such as associations, councils, divisions, groups, or sections to serve special interests within the college store industry or education community.

**Section 2.** Members of special organized units may have a vote in the affairs of that unit. The Board of Trustees shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualification for membership, unless these are otherwise stated in these Bylaws.

## **Article XI VOTING**

**Section 1.** Voting on any matter, including the election of officers and trustees, may be conducted by any means permitted by law. All such matters shall be determined by a simple majority of the votes cast by Store Members, except consideration of an amendment to the Bylaws, which shall require a two-thirds (2/3) majority of the votes cast. Such votes shall be returned to an independent outside auditor, approved by the Board of Trustees, for tabulation. The results of the vote shall be reported by the outside auditor to the President, who in turn shall report same to the membership, in writing, within ten (10) days. Members shall be given at least thirty (30) days in which to return a ballot and must be informed of the last date on which their vote must be received to be counted.

## **Article XII FISCAL YEAR**

**Section 1.** The fiscal year of the Association will be determined by the NACS Board of Trustees.

## **Article XIII INDEMNIFICATION**

**Section 1.** To the fullest extent permitted by the laws of the State of Ohio, the Association shall provide for the indemnification of all officers, directors and employees for any act performed by them within their scope of their authority, except for acts of fraud, gross negligence, misrepresentation, breach of fiduciary duty or willful misconduct.

## **Article XIV DISSOLUTION**

**Section 1.** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Trustees.

## **Article XV AUDIT AND AUDITORS**

**Section 1.** Auditors shall be appointed annually by the Board of Trustees.

**Section 2.** The books and records of the Association shall be audited annually within ninety (90) days after the end of the fiscal year. The findings of such audit shall be reported to the membership within the following ninety (90) days.

## **Article XVI RULES**

**Section 1.** The Board of Trustees may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association.

**Section 2.** The rules of parliamentary procedure as set down in Robert's Rules of Order-Revised shall govern all meetings of this Association.

## **Article XVII AMENDMENTS**

**Section 1.** Upon proposal by the Board of Trustees, these Bylaws may be amended, repealed, or altered in whole or in part, by approval of the Store Members through a vote in accordance with the provisions of Article XI.