

Cascade Booksellers Association By-Laws

ARTICLE I. Name

The name of this voluntary, non-profit organization shall be Cascade Booksellers Association (“CBA”, “the Association”).

ARTICLE II. Members

CBA members shall consist of independent retail book dealers in used, fine, and rare books, and related materials, and other professionals and craftspeople connected with the book trade in Oregon and Washington.

Although each member may operate their business with diverse policies, each CBA member is required to deal fairly and honestly with both the general public and fellow members.

ARTICLE III. Membership Classifications and Dues

Section 1. Classifications. Various membership criteria, classifications and membership benefits shall be determined by a vote of the membership.

Section 2. Annual Dues. Annual membership dues shall be payable by the first day of January of each calendar year. The amount of dues for each membership classification shall be determined by a vote of the membership. Members joining after November 1 do not need to pay dues for the current year.

ARTICLE IV. Meetings and Voting

Section 1. Meetings. Meetings of the Association shall be held on a regular basis or as called by the President or any two Management Committee members. The membership will receive notice of date and place of all general meetings at least fifteen (15) days prior to the meeting date.

Section 2. Annual Membership Meeting. The annual membership meeting [Annual Meeting] of the Association shall be held in January of each year, at which time all officers and two at-large Management Committee members shall be elected; an annual work plan and budget shall be adopted; any changes to the By-Laws shall be voted on; and any other business shall be conducted as necessary. Any other action items may be put to a membership vote at any general membership meeting throughout the year. The membership shall receive copies by electronic transmission of any action(s) requiring a vote at least fifteen (15) days prior to the meeting date.

Section 3. Quorum. A quorum for any vote involving the membership consists of a simple majority of the total number of voting-eligible members in the Association. If the requirements of a quorum are met, a vote may be decided by a majority of the quorum.

Section 4. Voting. Each voting-eligible member shall be entitled to one (1) vote at all meetings of the Association. Members unable to attend the annual, general, or a specially called meeting where an item is up for vote by the general membership may submit their vote in writing or via email, text message, or other electronic communication to any officer. A member's electronic or written vote shall count in the number of members needed for a quorum as well as a legitimately cast vote.

ARTICLE V. Officers

Section 1. The officers shall consist of a President, Secretary and Treasurer.

Section 2. All officers shall be elected annually at the Annual Meeting by the membership. Each officer shall hold office for a term of one year and may be eligible for re-election two times for a maximum time served of three consecutive years. After a one year period following the expiration of an officer's third term, the member is again eligible to run for office. Any voting eligible member of the Association in good standing is eligible to run for office.

Section 3. The officers shall perform such duties as are ordinarily and customarily incumbent upon their positions.

Section 4. President. The President shall preside at all meetings of the Association and the Management Committee (see Article VI, Section 2) and shall exercise the rights, privileges and powers of said office, including calling meetings and appointing ad hoc committees, and has the authority to sign any contracts, instruments or documents on behalf of the Association which the Management Committee or the Association membership as a whole has authorized to be executed. In the absence of the President at any meeting, a member selected by a majority vote of the members present at that meeting shall preside.

Section 5. Secretary. The Secretary shall have oversight of the creation, distribution, and maintenance of minutes of all meetings, including those of the Annual Meeting, general meetings, and meetings of the Management Committee; be custodian of the Association's records and legal documents; send required notices to Association members of any meetings or activities; send any action items to be voted on by Association members to Association members at least 15 days in advance of the meeting at which the vote will be taken; and perform all such other duties as from time to time may be assigned by the President or Management Committee.

Section 6. Treasurer. The Treasurer shall have care and custody of all Association funds and shall deposit all funds of the Association in such depositories as may be designated by the Management Committee; maintain a suitable accounting system for the Association; render complete financial reports as requested by the Management Committee and/or membership; track members' annual dues; serve on any ad hoc committee responsible for preparing an annual

budget; and perform such duties as from time to time may be assigned by the President or Management Committee.

Section 7. Vacancies. A vacancy in any office because of death, resignation, or any other reason, may be filled by the Management Committee until the next Annual Meeting, at which time the vacancy will be filled by a vote of the membership.

ARTICLE VI. Committees

Section 1. The three standing committees of the Association shall be the Management Committee, the Membership Committee, and the Marketing Committee. Committees shall be made up of members in good standing. The Chairs of the Membership and Marketing committees shall be selected by the Management Committee.

Section 2. Management Committee. The Management Committee shall be made up of the President, Secretary and Treasurer; the immediate Past-President; the chairs of the Membership and Marketing Committees; and two members-at-large elected at the Annual Meeting by the general membership. The Book Fair Organizer shall be present as a non-voting attendee. Any officer or member-at-large may also be a committee chair.

The Management Committee has the responsibility and authority to take action on issues that must be addressed outside of a regularly scheduled membership meeting; set the agenda for membership meetings; prepare an annual work plan and proposed budget which will be presented at the Annual Meeting for approval by the Association's membership; develop and propose policies and procedures for carrying out the business of the Association; arrange for educational programs throughout the year; coordinate the annual book fair; and respond to the general needs of the Association as they may arise. The Management Committee has the power to delegate aspects of their responsibilities to various members in good standing with the Association.

Action by the Management Committee requires a quorum of the committee and must be approved by a majority of those present. A quorum shall be a majority of the committee, of which two (2) present must be officers. If an officer is also a committee chair, they still only get one (1) vote and the Committee count for quorum is adjusted accordingly.

Section 3. Membership Committee. The Membership Committee shall consist of at least three members selected by the President and approved by the Management Committee. The chair shall be selected by the Management Committee. The chair shall serve on the Management Committee and is responsible for reporting the Membership Committee's recommendations and actions to the Management Committee on an ongoing basis.

The Membership Committee has the responsibility to recommend membership criteria and classifications; recruit new members; receive and screen applications for membership; introduce new members to the Association; maintain up-to-date membership information and regularly provide updated member contact information to the Association's Secretary; and recommend and

oversee a Members' Code of Ethics. The Membership Committee, from time to time, may also undertake responsibility for any other duties assigned to them by the Management Committee.

Section 4. Marketing Committee. The Marketing Committee shall consist of at least three members selected by the President and approved by the Management Committee. The chair shall be selected by the Management Committee. The chair shall serve on the Management Committee and is responsible for reporting the Marketing Committee's recommendations and actions to the Management Committee on an ongoing basis.

The Marketing Committee has the responsibility and authority to develop and implement plans for marketing and advertising the Association and its members within the Marketing line item on the annual budget approved by the membership.

Section 5. The President or the Management Committee may establish other regular and/or ad hoc committees to assist in the operations of the Associations as considered appropriate.

ARTICLE VII. Financial Provisions

Section 1. The Association's fiscal year shall run from January 1 through December 31.

Section 2. The President, Treasurer and Secretary of the Association shall serve as the three authorized signatories for all bank accounts (except as in Section 4), checks and transfers of funds.

Section 3. All checks (except as in Section 4) shall bear two signatures; one of the Treasurer and the other of one of the other two named signatories. In the absence of the Treasurer, the other two signatories may sign checks.

Section 4. The book fair shall have its own checking account. In addition to the President, Treasurer and Secretary of the Association, the Book Fair Organizer shall serve as an authorized signatory. The book fair account shall maintain a minimum balance of \$500, or as required by the bank. All expenses must be within the parameters of the approved book fair budget. After all expenses have been paid and all incomes have been received, the Treasurer shall transfer all but the minimum balance to the Association's checking account, or at any time as directed by the Management Committee. The book fair checking account shall only require one signature.

Section 5. An annual budget detailing anticipated revenues and projected expenditures shall be prepared by the Management Committee, or their designated ad hoc budget committee, and presented to the membership at the Annual Meeting for approval. If a book fair is planned for the following year, the book fair budget needs to be submitted by the Book Fair Organizer to the President no later than December 31. The Treasurer and the Management Committee as a whole are charged with monitoring the approved budget throughout the fiscal year. If unanticipated expenses occur at any time throughout the fiscal year that jeopardize the approved budget, the

President may call for a special general membership meeting so the membership ~~might~~ can vote on additional expenditures.

ARTICLE VIII. Amendments

The By-Laws may be revised, amended or repealed by a majority vote of a quorum of the voting-eligible members of the Association as defined in ARTICLE IV providing all revisions or amendments are sent to the Association's membership at least fifteen (15) days prior to the date of any meeting at which a vote is to be held.

ARTICLE IX. Date of Effect

These By-Laws shall become effective as of the date of adoption by the members of the Association.

ARTICLE X. Dissolution

In the event of the dissolution of the Association, the net assets shall be distributed to one (1) or more non-profit literary organizations that meet the provisions of the IRS Code Section 501C(3) or 501C(6) to be designated by the Membership.

ARTICLE XI. Parliamentary Authority

The parliamentary authority shall be Robert's Rules of Order, Newly Revised.

[Approved by CBA membership January 9, 2018]