

**BYLAWS OF THE SOUTHERN CALIFORNIA
BOOKSELLERS ASSOCIATION, INC.**

ARTICLE I (NAME)

The name of this voluntary, non-profit organization shall be the Southern California Booksellers Association, Inc.

ARTICLE II (PURPOSE)

The objectives of this organization shall be as follows:

- (a) To foster community amongst its core members.
- (b) To provide opportunities for peer interaction and learning.
- (c) To stimulate the retail sale of books in Southern California.
- (d) To promote high standards of professional competence, conduct, and ethics within the book industry.
- (e) To foster communication and cooperation within the book industry.
- (f) To work toward the establishment, maintenance and improvement of fair trade conditions and to maintain a careful watch over legislation affecting the booksellers' interests.
- (g) To aid booksellers in the encouragement of reading.
- (h) To promote Southern California as a viable and important part of the national bookselling landscape.

ARTICLE III (OFFICES)

The principal office of this corporation shall be located in a county within Southern California as is determined from time to time by the Board of Directors.

ARTICLE IV (MEMBERSHIP)

1. Classifications. There shall be four classifications of members of this corporation; Regular Voting Members, Associate Voting Members, Associate Non-Voting Members, and Honorary Members.

- (a) *Regular Voting Members.* Any privately-held retail bookstore, headquartered in California with a storefront location, directly engaged in the retail selling of books shall be eligible for Regular Voting Membership and for the full

services and publications of this association. Membership resides with the retail entity, not with individual people or individual locations. Therefore, each “entity” is allowed only one membership and one vote, no matter how many physical locations or outlets. It is the entity’s responsibility to notify the SCBA which individual will actually cast votes

(b) *Associate Voting Members.* Any sales representative servicing privately-held retail bookstores, headquartered in California with a storefront location, directly engaged in the retail selling of books.

(c) *Associate Non-Voting Members.* Any person engaged in activities related to the bookselling trade, such as book reviewers, publicists, trade show coordinators, agents, author escorts, authors, librarians, internet booksellers, or those who do not meet the criteria for regular voting membership, may become Associate members. Such members shall not be entitled to vote in general membership meetings. Unlike Regular Voting Membership, Associate Non-Voting Membership resides with the individual and not the entity.

(d) *Honorary Members.* The Board of Directors may elect to honorary membership any person who has done singular service to the cause of the book industry. Such members shall be non-paying members and shall not be entitled to hold elective office or vote.

2. **Transferability.** Membership in the association, whether honorary, associate or regular, is non-transferable.

3. **Termination.** Members must pay dues to maintain active membership. Member may resign at any time.

4. **Dues.** Dues are payable annually on the first day of January each and every year following the year in which the person becomes a member. Unpaid dues, and any other indebtedness due to the corporation from a member, are delinquent ninety (90) days after they first come due. The amount of dues shall be determined by the Board of Directors.

ARTICLE V (MEETINGS)

1. **Regular Meetings.** Regular meetings of the general membership shall be held at least twice a year, at such time and place as the Board of Directors shall determine.

2. **Special Meetings.** Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors.

3. **Voting.** In regular meetings and special meetings, the affirmative vote of the majority of the members participating and voting shall be the act of the members.

ARTICLE VI (BOARD OF DIRECTORS)

1. Authority and Responsibility. Subject to the Articles of Incorporation and California law, the chief governing body of this Association shall be the Board of Directors. The scope of authority of the Board of Directors shall include but not be limited to:

(a) The authority to hire, terminate, fix compensation for, and assign duties to employees and/or contractors of the Association.

(b) The responsibility to conduct, manage and control the affairs and business of the Association, and to make rules and regulations deemed necessary.

(c) The overall financial management of the Association through annual budget preparation and the authority to borrow money and incur indebtedness.

2. Number and Qualification of Directors. The Board of Directors shall consist of nine (9) Directors. Five (5) of these Directors shall be regular Board members, elected as such by the general voting membership. An additional three (3) Directors shall be officers of the Association, elected as such to their respective offices by the general voting membership. The ninth (9) Director shall be immediate past President of the Association.

The Board of Directors shall contain no less than two (2) and no more than three (3) Associate Voting Members.

No more than one (1) representative of any voting member store or company/corporation may serve on the Board at one time.

3. Length of Term. The five (5) regular members of the Board of Directors shall be elected for terms of two (2) years.

The three (3) officers of the corporation shall be elected for terms of one (1) year. The immediate past President shall automatically (i.e. without election) be a board member for the duration of the new President's term (or terms).

4. Nominating Procedure. Any member may submit a nomination to the Board one (1) month before the Fall general membership meeting.

The Board must present nominees for any vacant positions among the Directors of the Board, and nominees for each of the three (3) specific officerships of the corporation. Nominees for President and Vice President must currently be serving on the Board of Directors and be Regular Voting Members.

5. Election Procedure. Within thirty (30) days following the Fall meeting of the corporation, ballots containing the names of the nominees and the representative

Directorships and Officerships for which they have been nominated shall be transmitted to all voting members of the corporation.

The ballot shall have blank spaces for the writing in of additional names for both officers and Directors by the membership at large.

6.Re-election. No person may serve as a Director of the Board for more than four (4) consecutive years, (two 2-year terms) but may become eligible for re-election after a lapse of one (1) year.

The President and Vice President shall not be eligible to serve for more than two (2) years (two 1-year terms). The Vice President may continue to serve as a Director or be elected to any other officership if so nominated.

The Secretary/Treasurer shall not be eligible for more than four (4) 1-year terms. The President, after an automatic term (or terms) as the immediate past President, shall not be eligible for reelection to the Board in any position, until at least one year has lapsed.

7. Vacancies, Removals. A vacancy in any elective office may be filled for the balance of that administrative term by the Board of Directors at any of its regular meetings.

The Board of Directors, at its discretion in session at a regular meeting, may remove any Board member or officer for cause, upon the vote of two-thirds (66.6%) of its members. The person sought to be removed must have been advised in writing in detail by registered mail at least thirty (30) days in advance of said regular meeting of the grounds for removal, and must then be given a reasonable opportunity to respond.

The Directorship or Officership of any Board member shall be declared vacant immediately if such member ceases to be directly and actively affiliated as an individual or with an organization in the book trade.

Any Director of the Board who shall have been absent from three (3) regular Board meetings in succession shall automatically forfeit membership on the Board of Directors. This provision may be waived by a two-thirds (66.6%) vote of those present at a regular meeting of the Board of Directors.

Place of Meeting. Regular meetings of the Board of Directors shall be held in any place that has been designated from time to time by the Board.

Regular Meetings. There shall be a minimum of four (4) regular meetings of the Board of Directors each year, one in each calendar quarter.

10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by any officer or any three (3) Directors. Written notice of the time and place of special meetings shall be mailed or telephoned to each Director by the Secretary not less than seventy two (72) hours before the meeting is held. The transactions of any

meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though they had occurred at a meeting held after regular call and notice provided, (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Action Without a Meeting. Any action by the Board of Directors may be taken without a meeting if all of the members of the Board individually or collectively consent-in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Procedure. Each member of the Board of Directors shall be entitled to one vote at all regular and special Board meetings. There shall be no absentee or delegation of voting rights. A majority vote of the Board members present shall be necessary for the adoption of resolutions of the Board, and six (6) voting members of the Board shall constitute a quorum. The meetings of the Board of Directors shall be regulated and controlled by parliamentary procedure according to Robert's Rules of Order - revised, except as may be otherwise provided in the bylaws.

In the event of a tie, the Immediate Past President shall cast the deciding vote.

Compensation. A Director shall receive no compensation for serving as a Director.

ARTICLE VII (OFFICERS AND THEIR DUTIES)

President. The President shall serve as chairman of meetings of the Board of Directors and of the corporation as a whole, and shall preside at all such meetings. The President shall implement the policies and programs of this corporation and shall carry out the will of the Board of Directors. He or she is responsible to the Board of Directors for the monies and other financial resources of the corporation and for its general well being. The President shall make those necessary decisions for the corporation, that are appropriate to that office, that cannot properly be postponed until the next regular meeting of the Board of Directors, and that are not of sufficient consequence to warrant a special Board meeting.

Vice President. The Vice President shall perform such duties as are assigned to him or her by the President and the Board of Directors. In the event of the President's absence or the inability to serve, the Vice President shall assume all duties and responsibilities of the Presidency during such period of absence or inability until such inability terminates or the next annual election of the corporation, whichever shall first occur. In the absence of the President, the Vice President, or if he or she shall be absent, a delegate selected at the meeting shall preside at all meetings and shall represent the corporation at all other ceremonial and official functions.

Secretary/Treasurer. The *Secretary* shall record and transcribe in full the proceedings of meetings of the Board of Directors and of the corporation as a whole, shall see that these records are preserved, shall make them available as requested, and shall turn them over intact to the succeeding Secretary. The Secretary shall have the final responsibility for the accuracy of all membership, and shall report on the condition and disposition of all items for which responsible to the Board of Directors when requested to do so. The Secretary shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business and shall make services of notices as may be necessary or proper. The Treasurer shall be responsible to the President and to the corporation as a whole for all funds, savings, and investments and for general supervision over the financial affairs of the corporation. The *Treasurer* shall receive and safely keep all funds of the corporation and shall deposit them in the bank or banks that may be designated by the Board of Directors. These funds shall be paid only on checks of the corporation signed by the President, Vice President, Treasurer, or Secretary, or by such officers / executive director as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall report on the financial conditions of the corporation at each regular meeting of the Board of Directors, and at any other time requested by the President or by three (3) or more Directors of the Board.

ARTICLE VIII (AMENDMENT OF BYLAWS)

Procedure. These bylaws may be amended and repealed, in whole or in part, by completion of all of the following in order:

- 1) Any proposed bylaw change must receive majority approval at a vote of the Board of Directors.
- 2) Any proposed bylaw change must be announced to the general membership at least thirty (30) days prior to a meeting of the general membership.
- 3) Any proposed bylaw change must receive a majority vote of the general voting membership present at the meeting.

THIS IS TO CERTIFY:

That I am the dully elected, qualified and acting Secretary of the Southern California Booksellers Association, Inc., and that the above and foregoing bylaws were adopted as the bylaws of said corporation on the _____ day of _____, in the year _____, by the duly elected Directors of said corporation at a meeting regularly scheduled.

IN WITNESS THEREOF, I have hereunto set my hand this _____ day of _____, the year _____.

_____, Secretary.