

NEW ATLANTIC INDEPENDENT BOOKSELLERS' ASSOCIATION

BYLAWS ARTICLE I - NAME

1.01 The name of this organization shall be the New Atlantic Independent Booksellers' Association (NAIBA), hereafter referred to as the Association or NAIBA. NAIBA's regional territory is New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia and the District of Columbia and is incorporated in Delaware.

ARTICLE II – PURPOSE

NAIBA's goal is to create a community among booksellers and to provide professional development in order to ensure a vibrant independent bookselling market in our region by:

2.01

- a) Representing the interests and concerns of our membership with American Booksellers Association (ABA), publishers and industry professionals;
- b) Encouraging the exchange of ideas and information;
- c) Educating booksellers in techniques essential to the effective conduct of their business;
- d) Holding trade shows and exhibitions;
- e) Promoting ethical and fair dealing in the trade;
- f) Protecting the First Amendment rights of free speech;
- g) Promoting the cause of literacy;
- h) Increasing public awareness of the value of the bookseller as a vital community resource;
- i) Seeking to promote excellence and professionalism in the retail book industry.

ARTICLE III – MEMBERS

3.01 Members.

NAIBA shall have four categories of members.

a.) Core Members. Any independent business in this region principally engaged in the sale of books, with a brick and mortar presence shall be eligible for voting membership and for the full services of the Association. An online-only presence is not eligible for core membership. Businesses with more than one retail outlet are entitled to one (1) vote. The owner may designate a proxy to vote in her/his place.

b.) Professional Bookseller. An individual who is employed at a brick-and-mortar bookstore but is not an owner in the NAIBA region is eligible for Professional (voting) membership; membership for the individual includes voting privileges and full services of the Association.

c.) Associate Members. All publishers, wholesales and their representatives having regular business dealings with independent retail booksellers are eligible for Associate (non-voting) membership. Any bookstore without a physical location, but with a roaming physical presence whose physical events can be documented is eligible for Associate (non-voting) membership. Upon payment of requisite dues, Associate members are entitled to attend the Annual meeting and any meeting of membership as well as functions of the Association. They are entitled to receive publications and services.

d.) Friends of NAIBA. Librarians and non-profit literary associations involved in the purchasing and/or selling of books for the purpose of promoting literacy are eligible for Friends (non-voting) membership.

3.02 Membership Committee.

Applications for membership in NAIBA shall be referred to the Executive Director who will vet the applicant for eligibility. If eligibility is without question the Executive Director will accept the application. If there are questions of eligibility the Executive Director will go to the membership committee for guidance.

The Executive Director will seek out new members and encourage the participation of current members in Association activities with the goal of ensuring the health of the Association.

3.03 Membership Period. Membership in the Association shall become effective, subject to the provisions in subparagraphs 3.01 (a) (b) (c) and (d), upon the payment of dues for one year beginning on date dues received and ending the day prior in the next calendar year or until the member resigns or until the membership is terminated for non-payment of dues.

3.04 Suspension and Expulsion. A member may be suspended for a period or expelled by a two-thirds vote of the Board of Directors, at any regular or special meeting, for cause, or for conduct which the Board of Directors deems inimical to the best interests of the Association. The member sought to be removed must be given written notice by registered or certified mail at least twenty-one (21) days in advance of the meeting at which the removal is to be considered, stating the time and place of the meeting and the grounds for removal. The member whose removal is sought may file a written response not later than ten (10) days before the meeting and, if a response has been filed timely, shall be given the opportunity to present evidence and argument in response to the charges at the meeting.

3.05 Non-transferability of Membership. Membership in the Association is non-transferable.

3.06 Dues. Dues shall be governed by the following provisions:

(a) Payment Date. Each member of the Association shall pay dues once a year, initially upon applying for membership and thereafter annually on the anniversary date. The initial dues shall cover the membership for the period ending the day prior to the anniversary date membership began.

(b) Amount. The Board of Directors shall determine the amount of dues payable for each year and shall send written notice of that amount thirty (30) days before the payment date. If a new amount is not determined by that time, the annual dues shall remain unchanged for the following year.

(c) Delinquency. Dues shall be considered delinquent if not paid within two months of the anniversary date of membership. The Executive Director or his/her staff shall mail written notice to members whose dues are delinquent and all membership privileges of these members shall cease unless the dues are paid within thirty (30) days of such notification.

3.07 Meetings of Members. Meetings of members shall be governed by the following provisions:

(a) Regular Meetings. Regular meetings of the general membership, which includes both voting and associate members, shall be held at least once a year at such place within the region and time as the Board of Directors shall determine. One such meeting shall be designated the Annual meeting.

(b) Special Meetings. Special meetings of the general membership may be called at any time by the President or by a majority of the directors. Written notice of the time and place of special meetings shall be given in the same manner as for regular meetings, but in an emergency, the maximum notice practical under the circumstances, as determined by the Board of the Executive Committee, shall be sufficient.

(c) Voting. At all meetings of the Association, each voting member shall have one (1) vote. Unless otherwise specifically provided by the Bylaws, a majority vote of members present and voting shall rule. All voting shall be by voice or hand unless the chair or majority of the voting members present requests a secret ballot.

(d) Quorum. A quorum must be present to conduct business at any regular or special meeting or the general membership. A quorum shall consist or a minimum of ten (10) voting members in good standing.

ARTICLE IV - BOARD OF DIRECTORS

4.01 Authority and Responsibility. The Board of Directors will be the policy and fiduciary decision-making body of the Association. The Board will supervise the Executive Director who is responsible for managing the business and affairs of the Association as directed by the Board. The Board is responsible for crafting policy, adoption of rules and regulations consistent with the Bylaws.

The Board will govern emphasizing group responsibility, diversity in viewpoints, clear distinction of Board and Executive Director roles, with a focus on the future health of the organization. The Board will enforce upon itself whatever discipline is necessary to govern with excellence and will embrace continual development, self-monitoring and professional input from the Executive Director. None of the acts of the Board shall conflict with action taken by the Association at a meeting of the General Membership.

4.02 Members of the Board. The Board of Directors shall consist of no fewer than seven (7) nor more than eleven (11) directors, including the immediate past president of the association. All elected Directors shall be representatives of voting or associate members in good standing.

4.03 Terms. Directors may serve no more than two (2) elected consecutive three (3) year terms. These terms shall be staggered so that approximately one-third of the directors shall end their terms each year. All terms shall begin at the close of the Annual Meeting. These terms may be in addition to terms as Executive Officers.

4.04 Representation. Every attempt shall be made to reflect diversity as to region, gender, ethnicity, and retail specialty.

4.05 Nominations and Elections. Nomination and election of Regular Directors and Officers shall be governed by the following procedures

(a) The Nominating Committee of the Board of Directors shall prepare a slate of nominees to fill vacant positions on the Board of Directors and among the four Officers (President, Vice President, Secretary and Treasurer) of the Association. There shall be at least one nominee for each vacant position. The exception to this rule is in the event that the Nominating Committee chooses to combine the offices of Secretary and Treasurer. This would require only one nominee for the combined office. The slate of nominees shall be mailed (email or letter) to all non-delinquent members no later than forty-five (45) days before the date of the Annual Meeting.

(b) Additional nominations for Directors shall be accepted from the membership by mailed petition, if made on behalf of any seven (7) voting members and received back at the offices of the Association no later than thirty (30) days prior to the Annual Meeting (or within five (5) days of the mailing of the notice of the meeting if such notice was mailed fewer than thirty-five (35) days before the Annual Meeting). No signatory of any petition may support the nomination of more than one (1) nominee by way of petition in any election. Only nominations for Regular Directors may be accepted in petition form.

(c) Ballots shall be emailed or mailed to voting members of the Association no later than twenty-one (21) days prior to the annual Meeting and must be received back at the offices of the Association no later than seven (7) days prior to the Annual Meeting. Nominees for each position who receive the largest number of votes shall win election for that position. Election of all Officers and regular members of the Board of Directors shall be announced at the Annual Meeting.

4.06 Vacancies and Removal. Vacancies in the Board shall be governed by the following provisions.

(a) Between annual elections, vacancies that arise among the directors and officers may be filled by the Board by a vote of the majority of the remaining Board, except for the office of the President, which shall be filled by the Vice President. Each person so appointed shall serve the balance of the unexpired term.

(b) The Board, at any regular or special meeting, may remove any director or officer for cause upon the vote of two-thirds of its members. The person sought to be removed must be given written notice by registered or certified mail at least twenty-one (21) days in advance of the meeting at which the removal is to be considered,

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stating the time and place of the meeting and the grounds for removal. The person whose removal is sought may file a written response not later than ten (10) days before the meeting and, if response has been filed timely, shall be given the opportunity to present evidence and argument in response to the charges at the meeting.

(c) Any director who shall have been absent from two (2) regular Board meetings in succession shall automatically forfeit membership on the Board, except that this provision may be waived by a two-thirds vote of those present at a regular or special meeting of the Board.

4.07 Regular Meetings. There shall be a minimum of four regular meetings of the Board of Directors each year. Regular Board meetings shall be called by the President, and the Executive Director shall give members of the Board written notice (email or letter) of the time and place at least fifteen (15) days in advance.

4.08 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President or by any three (3) Directors. Notice of special meetings shall be communicated to each Board member by the Secretary not less than 72 hours before the meeting is held.

4.09 Conference Telephone. One or more Directors may participate in a meeting of the Board, of a committee of the Board or of the members, using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

4.10 Action Without a Meeting. Any action by the Board may be taken without a meeting if all of the Directors individually or collectively consent to this action. Written confirmation of such consent shall be filed with the minutes of the proceedings of the Board.

4.11 Procedure. Each director shall be entitled to one (1) vote at all regular and special Board meetings. There shall be no absentee voting or delegation of voting rights. Five (5) directors shall constitute a quorum, which must be present to conduct business at any regular or special meeting of the Board. Unless otherwise specifically provided by the Bylaws, action by the Board shall require a majority vote of those directors present.

4.12 Compensation. No director or officer of the Association shall receive a salary for the duties of the office, nor shall they derive any monetary compensation of any kind from their position. However, nothing herein shall be construed as preventing a director from receiving compensation for duties other than those normally required of a director or from receiving reimbursements for authorized expenditures, including reasonable expenses incurred in attending meetings.

ARTICLE V - OFFICERS

5.01 Officers. The Association shall have four principal officers, a President, a Vice President, a Secretary and a Treasurer. The Nominating Committee may combine the positions of Secretary and Treasurer. Officers shall be elected to serve for two years. Officers are considered Board of Directors positions with voting rights. Their terms as Officers are not included in the two-term limits of Directors. No officer shall be eligible to serve more than two consecutive terms in the same office. Associate members shall be eligible to hold office, except for President and Vice President, and if elected shall have full voting privileges during their term of office.

5.02 President. The President shall be the chief executive officer of the Association and shall serve as chairperson of meetings of the Board of Directors and of the Association. The President shall implement the policies and programs of the Association; see that all orders and resolutions of the Board are carried into effect, subject to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, or any other officer or officers of the Association; and have the authority to incur obligations and make expenditures on behalf of the Association to the maximum limit as set forth by the Board. The President shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation and shall be the spokesperson for the Association.

5.03 Vice President. The Vice President shall perform such duties as are assigned by the President and the Board of Directors. In the event of the President's absence or inability to serve, the Vice President shall assume the duties and responsibilities of the presidency until such absence or inability terminates or until the next annual election of the Association, whichever shall first occur.

5.04 Secretary. The Secretary, along with the Executive Director, shall be responsible for giving notice of meetings of the Association and of the Board of Directors; record and transcribe the proceedings of meetings; see that these records are preserved and make them available as requested; and turn them over intact to the succeeding Secretary. The Secretary shall serve as the chair of the Membership Committee and oversee the accuracy of all membership records, and shall perform such other duties as may be prescribed by the Board of Directors or President.

5.05 Treasurer. The Treasurer shall serve as chair of the Finance Committee and shall be responsible for general supervision of and partnership with the Executive Director over the financial affairs of the Association. The Treasurer shall report on the financial condition; shall be responsible for all funds, savings and investments, and for general supervision over the financial affairs of the Association; shall deposit all moneys and securities due and payable to the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall report on the financial conditions of the Association at the general membership meetings and at all meetings of the Board of Directors. [The President and the Treasurer may sign checks of the Association. Checks are to be written by either the Executive Director or the Treasurer and signed by either the Treasurer or President. No one person may write and sign checks.]

ARTICLE VI - EXECUTIVE DIRECTOR

6.01 The Executive Director (ED) shall be recommended by the Executive Committee and hired by the majority of the members of the Board of Directors. The ED shall serve as an ex-officio member of the Board, and shall have no vote.

6.02 The Executive Director is the principal administrator of the Association and reports to and is governed by the Board of Directors. The ED is responsible for the Association's day-to-day operation and all of its employees, including hiring and firing based on a set of job requirements and other Board directed criteria that will include a means of grievance. The Finance Committee will work with the ED as to budget lines for support staff.

6.03 The (ED) is accountable for association performance as indicated in Board instructions and intention. To that end the ED is reviewed in writing and in meeting no fewer than 1 (one) time per annum by the President after his/her consultation with the Board on the ED's performance in implementing the goals and purposes of the Association

6.04 Duties. The duties of the (ED) shall include, but are not limited to the following:

- a.) Represent the interests of the Association as directed by the Board.
- b.) Implement specific goals and projects as directed by the Board and give an accounting of such at each Board Meeting.
- c.) Enter into contracts, incur obligations and make expenditures on behalf of the Association to the maximum limit as set forth by the Board.
- d.) Craft an annual budget, working with the Finance Committee. The budget will be presented to the Board at the October Board meeting where it will be discussed, modified if necessary, and approved. All efforts will be made on the part of the ED to adhere to this budget.
- e.) Be responsible for directing and supervising the performance of vendors, service providers and other parties engaged by the Association.
- f.) Serve as liaison between the Association and its members, the American Booksellers Association, other regional bookseller associations and other persons and organizations in the book industry and inform the Board of the nature and outcome of such meetings.
- g.) Be responsible for recruitment of new members and the work of retaining current members.
- h.) Be responsible for Association website, regular correspondence to members through newsletters, social media and more traditional means of communication.
- i.) Maintain and enhance the public image of NAIBA through continued excellence and high ethical standards.
- j.) Investigate and research new ideas and best practices and propose actions and projects to the Board.

- k.) Keep safe custody of the corporate seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

ARTICLE VII - COMMITTEES

7.01 The Board may establish committees to help carry out the functions of and to achieve the purposes of the Association as it deems necessary, and may make appointments and determine functions as will best serve the needs of the Association

7.02 Standing Committees. Standing committees shall be chaired by a member of the Board of Directors and comprised of at least two members in good standing. The functions of Standing Committees shall be ongoing, and the chairperson of each such committee shall make a full report of its activities to the Board. The Standing Committees shall be as follows:

(a) Executive Committee. The Board of Directors may designate the persons holding the office of President, Vice President, Secretary and Treasurer as an Executive Committee. The immediate past President shall serve as a voting ex-officio member of the Executive Committee and the Board of Directors for a period of one full two (2) year term following the end of his or her president's term.

The primary purpose of the Executive Committee shall be to give advice and counsel to the Board of Directors and the Association between meetings of the Board. Meetings may be called by any member of the committee. A quorum shall consist of any three (3) members, and any decisions must be approved by at least three (3) members of the committee. Minutes shall be taken and mailed to the full Board within thirty (30) days or before the next meeting of the Board. The Executive Committee shall not have any power or authority as to the following:

- (i) The submission to members of any action for which the approval of members is required by statute.
- (ii) The filing of vacancies on the Board of Directors.
- (iii) The adoption, amendment or repeal of the Bylaws.
- (iv) The amendment or repeal of any resolution of the Board.
- (v) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

(b) Finance Committee

The Finance Committee is chaired by the Treasurer. Two (2) Directors, one (1) non-board member in good standing, and the President shall comprise this committee.

This committee will monitor financial practices and make financial reports and recommendations to the Board at each meeting and /or when urgent. Financial reports will include but are not limited to:

- 1.) Quarterly reports with detailed cost/revenue
- 2.) Assessment of program costs for viability—tracking costs vs. revenue benefits either for the organization or for the member stores.

This committee is charged to work with the Executive Director on creating a yearly budget.

(c) Other Standing Committees. Other standing committees may be formed by the Board of Directors, with such duties as the Board may designate. Standing Committees include, but are not limited to, Membership, Finance, Nominating, Bylaws/Guidelines, Children's Bookselling and Program/Education.

ARTICLE VIII - MISCELLANEOUS

8.01 Bank Accounts. Bank accounts in the name of the Association shall be opened in such banks as the Board of Directors may from time to time designate.

8.02 Fiscal Year. The fiscal year of the Association shall end on such date as determined by the Board of Directors.

8.03 Not-for-Profit Status. This association is incorporated under the laws of the state of Delaware and shall be so conducted in accordance with the statutes and its Certificate of Incorporation. No dividends or distribution of property of the Association shall be made to any individual member. In the event of the dissolution of the Association all debts shall be fully paid and any surplus shall be disposed of in accordance with Article Seven of the Association Certificate of Incorporation.

8.04 Nondiscrimination. The Board of Directors shall adopt a nondiscrimination policy for Organization activities including, but not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. Such policy shall be clearly displayed on appropriate Organization materials and communications, both printed and electronic. Such policy shall be shared with each Director prior to their first meeting, and it shall be reviewed annually by the full Board, with opportunity for amendment and clarification.

8.05 Conflict of Interest. The Board of Directors shall adopt a Conflict of Interest policy; such policy shall be shared with each Director prior to their first meeting, and it shall be reviewed annually by the full Board, with opportunity for amendment and clarification.

ARTICLE IX - INSURANCE

9.01 The Board of Directors is authorized, but not required, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation or association, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify against such liability under the provisions of the Delaware Not-for -Profit Corporation Law.

ARTICLE X - AMENDMENT OF BYLAWS

10.01 These Bylaws may be amended or repealed, in whole or in part, by a two-thirds vote of the Board of Directors or of the voting members present at any regular meeting of the general membership. Written notice of the proposed changes must have been sent along with notice of the meeting to every member at least twenty-one (21) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative or upon petition addressed to the Board by at least fifteen (15%) percent of the voting members of the Association. All amendments so proposed shall be presented by the Board to the membership with or without recommendation at the next regular meeting of the general membership consistent with the twenty-one (21) day requirement stated in this Article (or within five (5) days of the mailing of the notice of the meeting if such notice is mailed fewer than twenty-six (26) days before the meeting).