

# **CONSTITUTION OF THE COLLEGE STORES ASSOCIATION OF NORTH CAROLINA**

**Revisions:** Revised and approved by membership January 28, 1993  
February 8, 2001 (Vendor Trade Show)  
November 6, 2001 (Fiscal Year)  
Revised and approved by membership June 2023

## **STATEMENT OF MISSION**

**“The purpose of the College Stores Association of North Carolina is to unite in one organization persons whose common goal is providing excellent service and support to the college industry.”**

(Adopted February 6, 2004)

# **ARTICLE 1**

Name

## **Section 1.**

The name of this voluntary trade association and nonprofit corporation shall be *The College Stores Association of North Carolina, Incorporated.*

## **Section 2.**

The principal office of the Association shall be located at the office of the Treasurer.

## **ARTICLE 2**

### **Section 1.**

The purpose of this Association shall be:

- (a) To unite in one organization those persons employed by enterprises actually engaged in, and whose major business is the retail sale of books, supplies and other merchandise to students and faculties of colleges in North Carolina.
- (b) To promote a high standard of business methods and ethics among its members.
- (c) To develop a more effective communication and working relationship among ourselves and with the publishers of books and the manufacturers and distributors of supplies and other merchandise to bring about a better understanding of mutual problems to the end that all parties may benefit thereby.
- (d) To assist new college store personnel in their efforts to more effectively serve their respective college.
- (e) To encourage a fraternal spirit among its members and a cooperative spirit in the business affairs of its members.
- (f) To engage in any Lawful Act or Activity for which Corporations may be organized under Chapter 55A of the General Statutes of North Carolina.

### **Section 2.**

This association is not organized for pecuniary profit and no dividends or distribution of the property of the Association shall be made until all debts are fully paid, and then only upon its final dissolution. No such distributions, if any, shall be made except by a vote of three-fourths of the members.

### **Section 3.**

No part of the Association's net earnings is to inure to the benefit of any of its officers, directors, trustees, members, or any other private individual.

### **Section 4.**

In the event of final dissolution, any remaining assets of the Association will be distributed to the membership in the same proportion as the current dues schedule.

# **ARTICLE 3**

## Members

### **Section 1. Active Members**

(a) Qualifications

Any enterprise whose methods of doing business are satisfactory to the Board of Trustees, and whose business in the selling of books, supplies, and other merchandise to students and faculties of colleges in North Carolina shall be eligible for active membership in the Association.

(b) Admission

Any organization meeting the above qualifications may apply for active membership in the Association and when approved by the majority of the Board of Trustees, and upon payment of the annual dues of this Association, may become an active member.

(c) Individual Members

Upon approval of a majority of the Board of Trustees, Individuals who do not have the opportunity to become active members through an enterprise or organization may be approved as individual members. Individual members have no vote on Association matters.

(d) Honorary Life Members

Upon approval of a majority of the Board of Trustees, individuals who have given outstanding service to the Association may be approved as Honorary Life Members. Honorary Life Members shall have no vote on Association matters.

(e) Emeritus Members

Upon approval of a majority of the Board of Trustees, retired individuals who have exhibited long time, active participation in the Association as active members through their organizations, may be approved as emeritus members. Emeritus members shall have no vote on Association matters.

(f) Dismissal

Any member may be dropped from this Association by a majority vote of the Board of Trustees for non-payment of dues.

# **ARTICLE 4**

## **Officers and Board of Trustees**

### **Section 1. Officers**

The officers of this Association shall be the:

- (a) President
- (b) Vice President
- (c) Secretary/Treasure
- (d) Immediate Past President

All of whom shall be current employees or agents of active members in good standing of this Association. Offices need not be Store Managers; however, approval of the Store Manager must be received in writing prior to election.

### **Section 2. Board of Trustees**

The members of the Board of Trustees are understood to be the Directors of the Corporation. The Board of Trustees shall consist of the President, Vice President, Secretary/Treasurer, four (4) members elected at large, the Immediate Past President, and the President of the CSA-NC Associates (Change to Vendor Representative (9 total).

### **Section 3. Representation**

The Nominating Committee shall attempt to see that all types of stores are fairly represented on the Board of Trustee.

# **ARTICLE 5**

## **Election of Officers**

### **Section 1.**

The President, Vice President, Secretary, Treasurer, and the open positions of the Board of Trustees shall be elected at the annual meeting. The Nominating Committee shall make nominations for positions and the floor and elections shall be by secret ballot. The Nomination Committee shall first present to the membership only the slate of officers consisting of recommendations for President, Vice President, Secretary/Treasurer. Upon election of these officers, the Nominating committee shall present the slate of recommendations for Board of Trustees-at-Large.

### **Section 1. (a)**

The terms of the President, Vice President, Treasurer, and Secretary (remove) shall be for one-year duration or until the next election.

### **Section 1. (b)**

The terms of the Secretary/ Treasurer shall be for a two-year duration and shall be appointed and approved by vote by the Board of Trustees-at-Large. This position can be reappointed at the end of each term served with additional approval and a vote by the Board of Trustees-at-Large. The Secretary/ Treasurer must have served as a previous Past President of the Association.

### **Section 1. (c)**

The terms of the members of the Board of Trustees-at-large shall be for two years with two members. Two new members will be elected and seated on alternating years.

### **Section 1. (d)**

Vendors and Service providers will be granted representation on and in the actions of the Board of Trustees to encourage and ensure support between the member stores of the Association and out industry partners. The role of Vendor Partner will hold One (1) seat on the Board of Trustees for a term of two years. The Vendor Partner can be appointed or elected by the Board of Trustees. The Vendor Partner will work as a liaison to engage and inform industry partners in order to promote the common goal of providing excellent service and support to the college industry.

### **Section 2.**

In the case of a vacancy of any office, the Board of Trustees by a majority

vote shall have power to fill the same until the next annual meeting, at which time the vacancy shall be filled by a vote of the membership in attendance, in accordance with these Bylaws.

**Section 3.**

Any of the above positions shall be declared vacant immediately when a person filling the same ceases to be affiliated with a member store.

**BYLAWS**

# **ARTICLE 1**

## Duties of the Officers

### **Section 1. President**

It shall be the duty of the President to preside at all meetings and enforce all rules and regulations relating to the administration of the Association. S/he shall appoint all standing and special committees and chairpersons of all such committees subject to approval by the Board of Trustees. S/he shall also authorize all expenditures and be authorized to sign checks in the absence or disability of the Secretary/Treasurer. The President may at any time in his/her discretion, call special meetings of the membership and/or special meetings of the Board of Trustees.

### **Section 2. Vice President**

The Vice President shall exercise all the powers and prerogatives of the President in the absence of the President in meetings of the Association. In case of the death, resignation, or removal from office of the President, the Vice President shall assume the office of the President until the vacancy is filled by the vote of the membership in attendance, in accordance with these Bylaws.

### **Section 3. Secretary/Treasurer**

The Treasurer shall collect annual dues from the members of the Association. S/he shall keep a complete and accurate record of all funds received and expended by the Association. S/he shall have custody of the funds of the Association. The Secretary/Treasurer shall hold and complete the following duties:

- Sign all checks and obtain authorization from the President to draw against said funds.
- Prepare a detailed financial report, including an Income Statement and Balance Sheet, and shall submit it and file it at each Board Meeting.
- Prepare a detailed annual financial report, certified by the Board of Trustees, and shall submit it and file it at the annual meeting. In addition, s/h shall be responsible for receiving all meeting materials for the meeting, as well as supervising registration at each meeting.
- Prepare the books for an outside audit and shall oversee the preparation of any tax returns.
- Act in the usual capacity as Treasurer of the Association and shall assume such other duties as may be assigned to him/her by the President or Board of Trustees through the President.



- Keep a true, complete, and accurate record of all the meetings of the Association and of the Board of Trustees.
- Conduct all correspondence relating to the general office of the Association and issue all notices of meetings of the general Association and of the Board of Trustees.
- Keep an accurate register of all the members of the Association, turning them over to his/her successor.
- Furnish any other information concerning the business of the Association that the President and the Board of Trustees may request from time to time.

#### **Section 4. Board of Trustees**

The Board of Trustees by a majority vote may authorize the Secretary/Treasurer of this Association to bind the Association in such contracts, as they may deem necessary to carry out the business of the Association.

The Board of Trustees, for the purposes of the Association, is the functional equivalent of the Board of Directors as provided in Chapter 55A of the North Carolina General Statutes. The only distinction between the two bodies is the actual name.

## **Standing Committees**

## **Section 5. Budget/ Internal Audit Committee**

The Budget Committee shall prepare such budgets as deemed necessary by the Board of Trustees. The chairperson of the Budget Committee shall be the Secretary/Treasurer. Members of this committee shall consist of current President, Vice President, Past President, and One (1) Board Member-at-Large. This committee shall also make a final audit of the Association's books of accounts during the annual meeting and report their findings at the annual meeting. This Committee will also be responsible for administration of the scholarship fund and for recommendation of scholarship recipients to the Board of Trustees. This committee will also be recognized as the Executive Committee.

## **Section 8. Meetings Committee**

The Meetings Committee shall assist the President in choosing the site for each annual meeting and in planning and conducting the annual meeting, summer session, and any additional gatherings of the Association. This Committee will work to create content and sessions for professional development. The chairperson of the Meetings Committee shall be the current President. Members of this committee shall consist of Vice President, Secretary/Treasurer, Vendor Partner, and One (1) Board Member-at-Large. This committee shall be assisted and supported by the whole of the Board of Trustees.

## **Section 9. Marketing And Media Committee**

The Marketing and Media Committee shall be responsible for ensuring communications and advertising of the Association is current and active. This committee will be responsible for the upkeep of the CSANC website, newsletter, social media, and all additional communication channels. Additionally, this committee will work to develop strategies to create outreach to both grow and strengthen the Association. The chairperson of the Meetings Committee shall be the Past President. Members of this committee shall consist of Vice President, Secretary/Treasurer, Two (2) first term Board Member-at-Large. This committee shall be assisted and supported by the whole of the Board of Trustees.

## **Section 10. Long Range Planning Committee**

The Long-Range Planning Committee shall work to ensure strategic planning and development for the Association. This committee shall identify and initiate recommendations for the nomination of the Board of Trustees including those who will continue to serve on the Executive Committee. This committee will oversee the election process for incoming Board of Trustees members. This committee will review and make recommendations to the Board of Trustees regarding modifications and updates to the CSANC Constitution and Bylaws. This committee shall monitor and report on state legislative and industry activity that may potentially impact the Association. This committee shall submit to the membership at least 30 days (about 4 and a half weeks) prior to the annual meeting any proposed amendments to the Articles of Incorporation

or the Constitution and Bylaws of this Association. The chairperson of the Meetings Committee shall be the Vice President. Members of this committee shall consist of Past President, President, Two (2) second term Board Member-at-Large. This committee shall be assisted and supported by the whole of the Board of Trustee.

## **ARTICLE 2**

### Meetings of the Association

#### **Section 1. Regular Meetings of the Membership**

Meetings of the Membership of this Association shall be held annually, for the purpose of transacting all business as shall come before it.

#### **Section 2. Special Meetings of the Membership**

Special meetings of the Membership of this Association may be called at any time by the President in accordance with the provisions of Article 1, Section 1, of these Bylaws.

#### **Section 3. Notice of Membership Meetings**

Written or printed notice stating the place, day and hour of the membership meeting and, in case of a special membership meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, to each member entitled to vote at such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

#### **Section 4. Quorum (Membership Meeting)**

Attendance by a majority (51%) of active members of this Association present (in accordance with the definition of "present" found in Article 3, Section 1 of these Bylaws) at a membership meeting shall constitute a quorum to transact any business duly presented at that meeting of the Association.

#### **Section 5. Regular Meetings of the Board of Trustees**

The Board of Trustees shall meet at least one (1) time per year for the purpose of transacting all business that shall come before it.

The Long-Range Planning Committee shall submit to the membership at least 30 days prior to the annual meeting any proposed amendments to the Articles of Incorporation or the Constitution and Bylaws of this Association, and be chaired by the Vice President

#### **Section 6. Special meetings of the Board of Trustees**

The President, in accordance with the provisions of Article 1, may call special meetings of the Board of Trustees at any time Section 1 of the Bylaws.

### **Section 7. Notice of Board of Trustees' Meetings**

Regular Meetings of the Board of Trustees may be held with or without notice. Special meetings of the Board of Trustees shall be held upon notice sent by any usual means of communication not less than five (5) days before the meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

### **Section 8. Quorum (Board of Trustees' Meeting)**

Attendance by at least 51% of the members of the Board of Trustees shall constitute a quorum for any meeting of the Board of Trustees. Five (5) Trustees shall constitute a quorum.

### **Section 9. Report**

A report of any committee meeting shall be forwarded to the President within 10 days of said meeting with a copy to the Secretary.

The Long Range Planning Committee shall submit to the membership at least 30 days prior to the annual meeting any proposed amendments to the Articles of Incorporation or the Constitution and Bylaws of this Association, and be chaired by the Vice President

## **ARTICLE 3**

### **Voting**

#### **Section 1. Meetings**

Each member store of the Association in good standing shall be entitled to one vote in all annual, regular and special membership meetings if a representative is present in person. There shall be no voting by proxy.

For the purposes of these Bylaws, a member is only present if such member store is currently a member in good standing; has paid all fees or charges inherent in attending a meeting; and is represented by a living person at the meeting.

The member's voting representative shall be the member's store manager. If the member's store manager is not present, then the highest-ranking person in member's store management (that is present) shall cast such member's vote.

In every instance the member must identify its voting person prior to the President calling the membership meeting to order. Failure to identify such individual as the voting member will negate such non-identified voting designee's votes until such non-identified voting designee informs the President of his/her voting authority.

#### **Section 2. Board of Trustees**

Each member of the Board of Trustees shall be entitled to one vote in all meetings of the Board of Trustees in person.

## **ARTICLE 4**

### Dues

#### **Section 1. Regulations**

Dues shall be determined by a resolution of the Board of Trustees. Such resolution must then be approved by the membership at a meeting of the membership (whether annual, regular, or special meeting). Once approved, such dues shall be paid to College Stores Association of North Carolina, Inc. on or before January 1<sup>st</sup>, each year.

## **ARTICLE 5**

### Fiscal Year

#### **Section 1. Duration**

The fiscal year of the Association shall be from January 1 through December 31.

## **ARTICLE 6**

### Meeting Procedure

#### **Section 1. Rules of Order**

The rules of the parliamentary procedure as laid down in Robert's Rules of Order shall govern all meetings of this Association. The president will appoint in parliamentarian for each annual meeting.

## **ARTICLE 7**

### Amendment

#### **Section 1. Procedure**

Any amendments to either the Articles of Incorporation or the Constitution and Bylaws of this Association may be proposed by any active member who shall forward his/her proposal in writing to the President of the Association with a copy to the Secretary/ Treasurer at least 90 days prior to the annual meeting. It shall be approved by the Long-Range Planning Committee and be submitted to the membership of the Association in writing at least 30 days before the annual meeting. It shall be brought before the membership in attendance at the annual meeting and if there is a motion and a second, a quorum, and three-fourths approval of the membership in attendance, the amendment will be accepted and passed.

## **ARTICLE 8**

### Meeting Attendance

#### **Section 1. Qualification**

- (a) Employees: All employees and wives or husbands of member organizations in good standing will be eligible to attend the annual meeting. (Ref. Article 3, Section 1, on “Voting”).
- (b) Other members: All other members of the Association, including Individual, Honorary Life, and Emeritus members in good standing will be eligible to attend the annual meeting.
- (c) Guests: All guests must be approved of by a majority of the Board of Trustees.
- (d) Associates: In order to accomplish the purpose of CSA-NC as outlined in Article 2 of the Constitution (Purpose), it is necessary that Associates present have full opportunity to attend and participate in association seminars, lectures, meals, and informal idea sessions. Associates are defined as members of the CSA-NC Associates.
- (e) Employees, other members, guests, and associates will be charged the regular fee for registration.

## **ARTICLE 9**

### Vendor Products and Displays

#### **Section 1. Products and Displays**

Product displays of distribution of promotional product materials shall be allowed as designated by the Board of Trustees. Any action on the part of an associate that distracts from the attendance or participation in any of the scheduled events is forbidden, i.e., private entertainment rooms, hospitality rooms. Etc.



# **ARTICLE 10**

## **Indemnification**

### **Section 1. Products and Displays**

The Corporation shall indemnify and hold harmless any Director or Officer of the College Stores Association of North Carolina (the unincorporated predecessor enterprise to the Corporation) Herein after the “Predecessor Association”) from and against any and all Liabilities, obligations, claims, fees, and expenses as well as reasonable litigation expenses including attorney’s fees incurred by such Director or officer in connection with any action, suit or proceeding in which such officer or Director in connection shall operate and be construed to protect any Officer or Director of the Corporation or the predecessor Association from Liability for any actions taken in the course of discharging duties as officer or Director to the full extent allowed by the Laws of the State of North Carolina.