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

The term college store industry includes campus retail stores, the suppliers of educational materials and other products and services to those retail stores, and those executives, administrators, and employees responsible for those retail stores’ operations.

Article III
PURPOSES

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 college store 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 college store 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. NACS Members are educational institutions with campus retail stores owned or operated by the institution, its faculty, or its students. Members shall receive all member services and shall have a vote and may hold office in the Association. The manager, director, chief executive, or other designated representative shall be the official representative to the Association, and may vote on matters affecting the Association.

Section 2. The following individuals, companies, or other organizations shall be specially designated but have no vote on Association matters.

a. The Board of Trustees shall determine in its sole discretion those entities or individuals that are appropriate for Affiliate designation. Affiliates are those entities or individuals interested in the college store industry and information and resources relating to the college store industry.

b. 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.

Section 3. All applicants for membership must complete and submit the application form provided by the Association along with any required fees. NACS Member applicants shall designate one individual who is to be the primary contact and 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 90 days from the date of such notice. Final written notice of the Board's decision will be sent within 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 NACS Member dues schedule cannot exceed 10% in any given year without 60% approval of those NACS 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 90 days shall be notified of delinquency and may have membership services suspended. If dues are not paid within the succeeding 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 NACS Members, and up to five trustees elected by the Board. 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 adopt 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. The Board shall consist of the following individuals:

a. NACS Member Elected. Prior to each Annual Meeting of the Association, NACS Members shall elect the President, President-Elect, and three Trustees. Trustees serve staggered terms of three years and must at all times remain a NACS Member’s director, manager, executive, or employee with responsibility for the NACS Member’s store operations.

b. Board Elected. The Board may elect up to five trustees, each to serve staggered terms determined by the Board but no longer than three years, for the purpose of addressing underrepresented segments of the membership or needs within the college store industry.

c. Elected trustees may serve no more than two consecutive 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 NACS Member-elected officer or trustee shall be declared unfilled immediately when said officer or trustee ceases to be affiliated with a NACS Member.

Section 5. The Board may meet by any means permitted by law, at least three times each fiscal year 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 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 three-fourths 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. The President-Elect shall be elected annually by a vote of the NACS Members (see Article VI, Section 3.a.) and shall serve for one year before serving a year as President and then a year as Immediate Past President.

Section 3. 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 NACS 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 4. 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 5. 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 by any means permitted by law, on dates established by the Board of Trustees, for transacting such business as shall legally come before it. Notice of
such meeting will be sent to each NACS Member at least 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 25% of the NACS Members of the Association. Notice of any special meeting shall be sent to each NACS Member at least 30 days in advance, with a statement of time and place and information as to the subject(s) to be considered.

Section 3. NACS Members 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 percent or more of NACS 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 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 10 persons to nominate candidates for officer and for the Board of Trustees. This committee shall include at least three Past Presidents. The committee chair shall submit in writing the names of the candidates the committee proposes to the Board of Trustees for review and approval at least 90 days before the date of the Annual Meeting.

Section 4. The standing committees of this Association shall be:
   a. Executive Committee
   b. Nominating Committee
   c. Finance and Budget
   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

Voting on any matter, including the election of officers and trustees, may be conducted by any means permitted by law. Bylaws amendments shall require a two-thirds majority vote cast by NACS Members.

The Board of Trustees approved ballots for the election of President, President-Elect, and NACS Member-elected trustees shall be distributed to each NACS Member at least 60 days before the Annual Meeting. The ballots shall contain a provision for write-in candidates. NACS Members shall be given at least 30 days in which to vote. They must be informed of the last date on which their vote must be received. Trustee elections shall be determined by a simple majority of the votes cast by NACS Members.

All votes submitted by NACS Members shall be tabulated by an independent outside auditor, approved by the Board of Trustees. 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 10 days.

Article XII
FISCAL YEAR

The fiscal year of the Association will be determined by the NACS Board of Trustees.
Article XIII
INDEMNIFICATION
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
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 90 days after the end of the fiscal year. The findings of such audit shall be reported to the membership within the following 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
Upon proposal by the Board of Trustees, these Bylaws may be amended, repealed, or altered in whole or in part, by approval of the NACS Members through a vote in accordance with the provisions of Article XI.