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 the criteria for individuals or organizations that qualify as college store industry Affiliates.

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 for NACS Members is by majority vote of the Board of Trustees. Admission for Affiliates is determined by NACS staff with Executive Committee oversight.

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 or affiliate 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 or no longer meeting criteria for membership 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 ninety (90) days from the date of such notice. Final written notice of the Board’s decision will be sent within thirty (30) days after Board action.

**Article V**

**DUES**

**Section 1.** Membership dues for all membership categories shall be determined by the Board of Trustees. Membership dues are paid on an annual basis and will not be refunded except for duplication of payment.

**Section 2.** Any member of the Association who is delinquent in dues for a period of ninety (90) days shall be notified of delinquency and have membership services suspended. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership.

**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, at least six and up to nine trustees elected by NACS Members, and up to three trustees appointed by the Board. The chief executive 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 approve 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 new Board term, NACS Members shall elect by any means permitted by law the President-Elect and trustees nominated for election. Member-Elected Trustees serve staggered terms of three years and must at all times remain a NACS Member’s primary contact and official voting representative to NACS.

b. Board Appointed. The Board may appoint trustees 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. Member Elected and Board Appointed 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 reasonably notified of Board meetings 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 executive 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.** 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 executive 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 (3/4) majority vote of all trustees.

Article VII OFFICERS

Section 1. The officers of this Association shall be the President/Treasurer/Chair of the Board (hereinafter President), the President-Elect/Secretary/Vice Chair 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 (1/4) 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 responsibility as treasurer to ensure that there is appropriate oversight of NACS’ funds, that an audit of NACS’ financial documentation is conducted annually by a third-party auditor, and that regular reports of NACS’ finances are provided to the Trustees. The President shall perform such other duties as are incident to the 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 executive 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 or staff designee(s) 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 executive 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 executive 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 executive officer appointed by and directly responsible to the Board of Trustees. The compensation of the chief executive officer shall be determined by the Board of Trustees. The chief executive officer shall employ and may terminate members of the staff as necessary to carry on the work of the Association. The chief executive 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 executive officer shall serve as 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 thirty (30) 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 twenty-five percent (25%) of the NACS Members of the Association. Notice of any special meeting shall be sent to each NACS Member at least thirty (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 meetings of the Association. That vote shall be rendered by the official representative to the Association. Proxy voting is not permitted.

Section 4. Five (5) 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 Executive Committee, 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 executive 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. 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, subject to approval of the Executive Committee, shall appoint a Nominating Committee, chaired by the Immediate Past President, consisting of not less than five (5) persons to nominate candidates for officer and for the Board of Trustees. 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 sixty (60) days before the start of a new Board term.

Section 4. The standing committees of this Association shall be:

a. Executive Committee
b. Nominating Committee
c. Finance and Budget Committee
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.

The Board of Trustees approved ballots for the election of President-Elect, and NACS Member-elected trustees shall be distributed to each NACS Member at least forty-five (45) days before the start of a new Board term. The ballots shall contain a provision for write-in candidates. NACS Members shall be given at least twenty (20) 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 or staff designee(s) who in turn shall report same to the membership.

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 Audit Committee.

Section 2. The books and records of the Association shall be audited annually. The findings of such audit shall be reported to the membership.

**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**

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds plus one (2/3 + 1) majority vote cast by the NACS Board of Trustees. The President shall inform the Membership of proposed changes at least thirty (30) days prior to such vote.