SECTION I: NAME, LOCATION AND PURPOSE:

A) Name: “NORTHEAST CAMPUS STORES ASSOCIATION, INC.” (“NCSA” or “Association”)

B) The principal office of the Association shall be as set forth in the Articles of Organization as they may be amended from time to time.

C) Purposes as stated in the Articles of Organization:

- To promote and carry out the general improvement of academic bookstores and advance the conditions of the academic bookstore industry.
- Provide education in business practices and business innovations to the members through meetings, educational conferences, the dissemination of information and other offerings.
- Provide assistance to the membership in dealing with their constituencies.
- Work with the membership to help understand and deal with issues facing the academic bookstore industry.
- To conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and any successor provision thereto.

D) The Fiscal Year shall run from January 1 through December 31.

SECTION II: MEMBERS

A) Membership in the Association has three classifications:

- Stores: A business whose purpose is to sell merchandise in support of educational institutions. Each physical location will be considered an individual dues-paying store member. If operated solely as an e-based enterprise, each individual domain will be an individual dues-paying store member.
- Vendors: A business who provides product to the “Store” or “Individual” member.
- Individuals: People still active in the industry that cannot join under the above classifications.
A store, vendor or individual meeting the membership eligibility described above may become a member of the Association by completing a membership application and returning it with the appropriate dues.

B) Dues:

- Dues are to be set by the Executive Committee and approved by vote of a majority of members at a regular or annual meeting of the Association at which a quorum is present and voting.
- The Executive Committee may set different dues amounts for different categories of members.
- Dues are payable to the Association by January 1st of each year.
- Each store member of the Association will share their gross sales volume within a range to determine the annual dues amount.

C) Membership:

- Membership is granted by payment of dues.
- Members must adhere to the Code of Ethics of the Association as determined by the Executive Committee and approved by the members and in effect from time to time.
- Membership can be revoked for non-payment of dues or violation of the Code of Ethics.
- Any member accused of a violation of the Code of Ethics can request a hearing before the Executive Committee for a review of the accusation and membership termination.

D) Representation and voting:

Each dues paying member is granted one vote, unless they are designated a friend or honorary member in which case they shall not have voting rights.

E) Proxy

Any member unable to attend a meeting may vote via proxy dated not more than two (2) months prior to the meeting as long as the written notification is presented to the Secretary in writing prior to the vote being taken. Unless otherwise provided, a proxy shall entitle the holder to vote at any adjournment of the meeting.

F) Meetings of the Membership:

There shall be one designated Annual Meeting of the Association held within one (1) year of the end of the Association’s fiscal year. Other regular or special meetings may be called as needed.
Special meetings of the members may be called at any time by the President with approval of the Executive Committee or by written application of members representing at least 10 percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

Notification of any meeting must be given to members by mail at least 14 days prior to the scheduled meeting date or by email at least 7 days prior to the scheduled meeting date, except when otherwise required by law, the Articles of Organization or these by-laws.

Whenever notice of a meeting is required, such notice need not be given to any member if a waiver of notice executed before or after the meeting is filed with the minutes of the meeting.

G) Action by Written Consent

Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

H) Quorum

For voting purposes a quorum shall be a majority of members either present at a business meeting or voting via proxy except as otherwise required by law, the Articles of Organization or these by-laws.

I) Resignation

A member may resign by delivering a written statement of resignation to the President, Treasurer or Clerk or to the Association at its principal office. No dues or prorated dues shall be refunded to a resigning member.

SECTION III: SPONSORS, BENEFACTORS AND CONTRIBUTORS

The Executive Committee can appoint friends of the Association or honorary members to the Association, and can set dues amounts for such members. Any friend or honorary member will be considered a member in full without voting privileges.

SECTION IV: EXECUTIVE COMMITTEE

A) The Executive Committee will comprised of: 1) four Directors, consisting of one store member, one vendor member and two at-large members who may be store, vendor or individual members, and 2) the following officers of the Association: President, Vice President, Past President, Secretary, and Treasurer.

B) The Executive Committee will be responsible for general supervision of the Association and control of the affairs of the Association.

C) All Director members of the Executive Committee members will serve two year terms. The Director members of the Executive Committee can be re-elected to the same position once consecutively.
D) The Director members of the Executive Committee shall be elected in accordance with the procedures in these by-laws. All terms shall commence upon the adjournment of the annual meeting.

E) Any vacancy of the four Directors positions will be filled for the balance of the unexpired term by Presidential appointment.

F) The Executive Committee will meet on a regular basis as determined by the Executive Committee. No notice shall be required for regular meetings (unless otherwise required by law, the Articles of Organization or these by-laws) provided that reasonable notice of the first meeting following the annual meeting is given to all members of the Executive Committee and any notice of subsequent meetings is given to absent members.

G) The quorum for the Executive Committee will be five committee members voting in person. A member of the Executive Committee will be considered attending in person if using communications equipment by which all members of the Executive Committee can hear each other at the same time.

H) When a quorum is present at any meeting, a majority of the Executive Committee present and voting shall decide any question unless otherwise required by law, the Articles of Organization or these by-laws.

I) Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all the members of the Executive Committee consent to the action in writing and the written consents are filed with the records of the meetings of the Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting.

J) Resignations, vacancies, suspensions or removal of Director members of the Executive Committee shall be governed by the same procedures outlined in these by-laws for the Officers of the Association.

K) The Directors, as members of the Executive Committee, shall have the following specific responsibilities in addition to those assigned by the President or the Executive Committee:

- Responsible for keeping their representative members apprised of business of the Association.
- Responsible for keeping in touch with their members to be aware of the members’ concerns and wishes.
- Responsible for all other duties as assigned by the President or the Executive Committee.
SECTION V: OFFICERS

A) Number:

The officers of the Association shall be a President, Vice President, Past President, Treasurer, and Clerk and such other officers as the Executive Committee may determine. The Executive Committee may appoint an Executive Director, who need not be a member, and who may, at the determination of the Executive Committee at the time of appointment, be an officer of the Association. The Executive Director, if appointed, shall not be a member of the Executive Committee. The Clerk shall be a resident of Massachusetts unless the Association appoints a resident agent for the purpose of service of process.

B) Tenure

The President, Vice President, Past President, Treasurer and Clerk shall each hold office for a term of one (1) year until their successor is selected as provided in these by-laws and thereafter until his/her successor is chosen and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified. The officers can be elected to the same position once consecutively.

C) Suspension or Removal

An officer may be suspended or removed with or without cause by vote of a majority of Executive Committee then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

D) Resignation.

An officer may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Association, to a meeting of the members of Executive Committee, or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

E) Vacancies.

If an officer resigns or is, for any reason, unable to continue the performance of his or her duties in a current year, the Executive Committee shall declare the office vacant and shall make the following appointments until the next annual elections;

- If it be the President, the Vice President shall be appointed to assume the title and duties of the President as outlined and an interim Vice President should be appointed by the Executive Committee to serve out the term;
- If it be any other officer, the Executive Committee shall appoint a replacement to serve the unexpired portion of the term.
F) The President:

- Responsible for overseeing the management of the Association.
- Presides over all meetings of the Association and Executive Committee.
- Appoints all committees and chairs with approval of the Executive Committee.
- Serves at ex-officio member on all committees.
- Maintains signatory responsibilities on all financial accounts.
- Fulfills such other duties as may be assigned by the Executive Committee.

G) The Vice President:

- Responsible for overseeing the President’s duties in his or her absence.
- Responsible for all other duties as assigned by the President or the Executive Committee.

H) The Past President:

- Retains the power to cast the deciding vote at meetings of the Executive Committee when voting is deadlocked.
- Chairs the Nominating Committee.
- Responsible for all other duties as assigned by the President or the Executive Committee.

I) The Clerk:

- Maintains all records of the Association, including copies of the Articles of Organization and by-laws, which records shall be kept within the Commonwealth of Massachusetts at the principal office of the Association.
- Responsible for taking and maintaining the minutes for all meetings of the membership and Executive Committee.
- Oversees the notice process for all meetings of the Association.
- Maintains an accurate register of all members of the Association.
- Responsible for all other duties as assigned by the President or the Executive Committee.

J) The Treasurer:

- Responsible for maintaining the financial accounts for the Association.
- Responsible for creating the yearly budget.
- Responsible for reporting the state of the Association’s finances at the Annual Meeting and at the Executive Committee meetings.
• Responsible for all required Federal and State filings.
• Maintains signatory responsibilities on all financial accounts.
• Responsible for all other duties as assigned by the President or the Executive Committee.

SECTION VI: ELECTIONS

• Elections will be held annually for Officers and for those Directors whose terms are expiring that year. The Executive Committee shall determine how to stagger the positions of the Directors and may at any time temporarily change the term of a Director position in order to maintain staggered terms on the Executive Committee.
• The Nominating Committee is responsible for seeking nominations up to 60 days prior to the annual meeting.
• The Nominating Committee shall strive to seek a slate of candidates that reflects the diversity of the Association’s membership whenever possible.
• Ballots are to be disseminated 30 days prior to the annual meeting.
• Ballots must be received by the Past President at least 14 days before the annual meeting to be counted. The manner for returning the ballots shall be specified on the ballots sent to the members.
• The results of the election will be announced at the annual meeting.

SECTION VII: COMMITTEES

• The Nominating committee shall be the only standing committee of Association. Members of the Nominating Committee shall be appointed by the President and approved by the Executive Committee. It shall be chaired by the Past President.
• All other committees will exist as ad hoc committees created by the President. All ad hoc committees shall be approved by the Executive Committee.

SECTION VIII: CHANGES AND AMENDMENTS TO THE BY-LAWS

All changes and amendments to the by-laws must be approved by the membership by a majority vote at a meeting at which a quorum is present unless otherwise required by law, the Articles of Organization or these by-laws. Notification of the change must be provided to the voting members at least 30 days in advance of the meeting at which the vote is to take place unless otherwise required by law, the Articles of Organization or these by-laws.

SECTION IX: INDEMNIFICATION

The Association, upon authorization by a disinterested majority of the Executive Committee, may indemnify each person now or hereafter elected or appointed a
Director, officer, employee or agent of the Association (including each person who
serves at its request as a director, officer, employee or agent of any other organization
in which the Association has any interest as a stockholder, creditor, or otherwise, or
who serves at its request in any capacity with respect to any employee benefit plan)
against all expense reasonably incurred or paid by him in connection with the defense or
disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal,
or other, including appeals) in which he may be involved as a party or otherwise by
reason of his having served in any such capacity, or by reason of any action or omission
or alleged action or omission (including those antedating the adoption of these By-laws)
by him while serving in any such capacity; except for expense incurred or paid by him
with respect to (i) any matter as to which he shall have been adjudicated in any
proceeding not to have acted in the reasonable belief that his action was in the best
interests of the Association, or (ii) any matter as to which he shall agree or be ordered
by any court of competent jurisdiction to make payment to the Association, or (iii) which
the Association shall be prohibited by law or by order of any court of competent
jurisdiction from indemnifying him. Such indemnification may include payment by the
Association of expenses incurred in defending a civil or criminal action or proceeding in
advance of the final disposition of such action or proceeding, upon receipt of an
undertaking by the person indemnified to repay such payment if he shall eventually be
adjudicated to be not entitled to indemnification under these By-Laws.

No matter disposed of by settlement, compromise, or the entry of a
consent decree, nor a judgment of conviction or the entry of any plea in a criminal
proceeding, shall of itself be deemed an adjudication of not having acted in the
reasonable belief that the action taken or omitted was in the best interests of the
Association. The term expense shall include, without limitation, settlements, attorneys'
fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification
herein provided for shall be severable, shall be in addition to any other right which any
such person may have or obtain, shall continue as to any such person who has ceased to
be such Director, officer, employee, or agent, and shall inure to the benefit of the heirs
and personal representatives of any such person.