PNBA By-Laws As Proposed for Revision by the Membership, October 2021

ARTICLE I Name

The name of this voluntary, non-profit trade organization shall be the Pacific Northwest Booksellers Association.

ARTICLE II Purpose

The purpose of the Pacific Northwest Booksellers Association is to promote the success of independent bookstores and support a vibrant, sustainable, innovative, and inclusive independent bookselling community in our region (Alaska, Idaho, Montana, Oregon, Washington, and British Columbia).

ARTICLE III Membership

Section 1 (Regular Member) Any business or individual directly engaged in retail selling, publishing, or distributing books through independent bookstore channels, and any public or school library or librarian shall be eligible to be considered for regular voting membership and the full services and publications of the Association. Each Regular Member is entitled to one (1) vote. Businesses with more than one (1) retail or wholesale outlet or libraries with more than one (1) location may purchase individual memberships for each location.

Section 2 (Associate Member) Any business or individual professionally engaged in related activities, such as prospective bookseller, author, book reviewer, publisher, manufacturer and/or distributor of other merchandise and services commonly used by regular members, shall be eligible to be considered for Associate Membership. Such members shall not be entitled to elective office or to vote.

Section 3 (Honorary Member) The members of the Association may elect any person to Honorary Membership who performs outstanding service to the Association. Such members shall not be entitled to hold elective office or to vote. Automatic Honorary Membership may be issued to any member reaching age sixty-five (65) who wishes to retire from Active Membership.

Section 4 (Termination) Membership shall be terminated upon closure or sale of the business, death, resignation, or non-payment of dues. A membership may be terminated by a two-thirds (2/3) vote of the membership, at any regular or special meeting, for cause, such as violation of any of the Bylaws or Governance Policies, or for conduct the Board of Directors deems inimical to the best interests of the Association. The member sought to be removed must be given written notice at least thirty (30) 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 and shall be given the opportunity to present evidence and argument in response to the termination at the meeting.

Section 5 (Benefits) Regular Members of the organization shall receive full benefits as outlined in organization governance policies and as determined by the Executive Director and the Board of Directors. Associate and Honorary Members shall be entitled to receive certain benefits and services of the Association, as determined by the Executive Director and the Board of Directors.

Section 6 (Eligibility) The Executive Director shall determine the eligibility of all categories of applicants according to these criteria on a day-to-day basis. The Board of Directors shall have final responsibility for determination of eligibility if membership is contested.

ARTICLE IV Dues

Annual dues are due on the first day of January of each calendar year and are not refundable. Dues categories: 1) Regular Members, 2) Associate Members. Honorary Members shall not be required to pay dues. The precise amount of dues for each category shall be determined by the Board of Directors.

ARTICLE V Meetings and Voting

Section 1 (Meetings) Regular meetings of the Association shall be held not less than once a year with that one (1) meeting to be held in conjunction with the Fall Trade Show. Special meetings may be called by the President when deemed necessary and may be held in person or via electronic means. At the request of five (5) members in good standing, the President shall call a special meeting. All regular and special meetings of the Association shall require written notice to all members not less than thirty (30) days prior to the meeting. Meeting notices for special meetings shall set forth the subject(s) to be discussed and acted upon and no other business shall be transacted without fifty-one (51) percent approval vote of the members present.

Section 2 (Quorum) At any regular or special meeting of the Association, a quorum shall consist of ten (10) percent of the members in good standing, or a minimum of twenty (20) members, whichever is less.

Section 3 (Procedure) The meetings and proceedings of the Association shall be regulated and controlled by parliamentary procedure according to Robert's Rules of Order Revised.

Section 4 (Voting) Each voting membership as defined in Article III Section 1 in good standing shall be entitled to one (1) vote at all regular and special meetings of the Association. All voting shall be by hand or electronic ballot unless the presiding officer or a majority of the regular voting members in attendance request a secret written ballot or use of a voting card.

ARTICLE VI Board of Directors

Section 1 The Board of Directors shall consist of a minimum of five (5) and not to exceed eleven (11): namely, the three (3) Officers of the Association and up to (8) regular board members.

Section 2 (Responsibility) The Board shall uphold the Mission and Ends of the Association through the Executive Director. The Executive Director shall have the authority to handle all matters requiring immediate action between meetings of the entire Board, reporting to the Board bi-monthly and at every regular Board meeting. The President of the Association will also serve as Chair of the Board of Directors.

Section 3 (Terms) Each new member of the Board shall be elected for a two (2) year term, and each will be eligible to serve no more than two (2) consecutive terms. A board member who has served two (2) consecutive terms (four (4) years total), may be eligible to serve again on the Board only after an absence of at least one (1) year. The Board will encourage regular turnover by seeking to elect and replace two (2) directors each year.

Section 4 (Meeting and Voting) Regular meetings of the Board of Directors shall be held as directed by the President and shall include an Annual Retreat and a meeting in conjunction with the Fall Trade Show. Special meetings of the Board (in person or via electronic means) may be called by the President when deemed necessary. At the request of three (3) or more members of the Board, the President shall call a special meeting. Regular and special meetings of the Board shall require written notice to all Board members of not less than three (3) days prior to the date of the meeting. Meeting notices for special meetings shall set forth the subject to be discussed and acted upon and no other business shall be transacted without a majority vote of the Board members present. Each member of the Board shall be entitled to one (1) vote at all meetings. A Board member in good standing may assign a written proxy to another Board member. Not more than two (2) proxy votes by any one (1) member may be assigned in any calendar year. Any member of the Board who has been absent from two (2) consecutive regular board meetings shall not be a Board member in good standing. This provision may be waived by a two-thirds (2/3) vote of the Board. Rules and regulations covering procedures of the Board of Directors shall be set forth by the Board. A quorum shall consist of five (5) Board members. The Board shall submit a written report of its action at each meeting to the Association.

Section 5 (Compensation) No Board Member shall receive a salary for the duties of the office. Board members may receive mileage and per diem for travel to regular and special Board meetings. Per diem shall be determined by the Board. Directors and committee members shall be reimbursed for expenses incurred on behalf of the Association at the discretion of the Executive Director.

Section 6 (Vacancies) Vacancies on the Board shall be filled for the remainder of the term by a majority vote of the Board.

Section 7 (Representation) The Board shall honor the richness of its membership by representing the full diversity of the Association including, but not limited to, geography, profession, size and type of business, gender, ethnicity, and other relevant factors.

ARTICLE VII Officers

Section 1 The officers shall consist of a President, Vice President, and Secretary/Treasurer.

Section 2 All officers shall be appointed by the current Board of Directors at the board meeting immediately following the annual election of Board Directors. Officers should, where possible, have already served one (1) year on the board.

Section 3 The officers shall perform such duties as are ordinarily and customarily incumbent upon their positions as well as such other duties as may from time to time be determined by the Board of Directors. Checks and drafts may be signed by the Executive Director or the Bookkeeper, or such other persons as the Board shall designate.

Section 4 (President) The President shall preside at all meetings of the Association and shall exercise the rights, privileges, and powers of said office. The President shall direct the appointment of all committee members with the approval of the Board of Directors. The President shall serve for a term of one (1) year and may be reelected, but in no event may serve for more than two (2) consecutive years. In the event the President resigns or is unable to perform the duties of the office, the Vice President shall succeed to the office and shall exercise all powers of said office for the remaining portion of the term.

Section 5 (Vice President) The Vice President shall assist the President in the performance of the duties and shall fill that office during the President's absence. The Vice President shall serve for a term of one (1) year and may be re-elected, but in no event may serve for more than two (2) consecutive years. In the event the Vice President resigns or is unable to perform the duties of the office a successor shall be appointed by the Board of Directors for the remaining portion of the term.

Section 6 (Secretary/Treasurer) The Secretary/Treasurer shall have oversight of the maintenance of minutes of all meetings. The Secretary/Treasurer shall have oversight of all Association funds. The Secretary/Treasurer shall render a complete financial report at all board meetings. The Secretary/Treasurer's records shall be reviewed at least bi-annually by an independent, licensed accountant. The Secretary/Treasurer shall serve for a term of one (1) year and may be re-elected, but may not serve for more than two (2) consecutive years. In the event the Secretary/Treasurer resigns or is unable to perform the duties of the office a successor shall be appointed by the Board of Directors for the remaining portion of the term.

Section 7 (Removal from Office) Any member of the Board of Directors or Officer of the Association may be removed from office for cause by a two-thirds (2/3) vote of the membership

at a meeting of the Association. Grounds for removal shall be any violation of the Bylaws or Governance Policies, or conduct the membership or Board deems inimical to the best interests of the Association. The person sought to be removed must be given written notice at least thirty (30) days in advance of the meeting at which removal is to be considered, stating time and place of the meeting and the grounds for removal and shall be given the opportunity to present evidence and argument in response to the charges at the meeting. Any Director or Officer who has been absent from three (3) of four (4) regular Board meetings shall be automatically removed from their position. This provision may be waived by a two-thirds (2/3) vote of the membership at a meeting of the Association.

ARTICLE VIII Elections

Section 1 (Nominations) Nominees to the Board of Directors shall be Regular Members of the Association in good standing who have demonstrated and expressed a willingness to serve. The Past President shall prepare a slate of nominees willing to serve and submit this slate to the Board at the Annual Retreat. The Board, at the meeting, may substitute or add names by a majority vote. Candidates may also be placed on the ballot by petition of at least five (5) members of the Association. Petitions must be submitted by email or regular mail and must be received by the PNBA Board at least two (2) weeks prior to the distribution of the ballot to the membership. The date that the ballot will be distributed for voting shall be determined at the Annual Retreat and announced to the membership thirty (30) days in advance.

Section 2 (Election) A ballot shall be transmitted on the scheduled day to all members in good standing, listing names of nominees. Members will be allowed to write in the names of additional candidates. Members shall be allowed fifteen (15) days to return their ballots. Election results may be challenged by any five (5) members of the Association and cause a recount of the ballots. The terms for Officers and Directors shall begin at the Spring Meeting, unless replaced as provided herein. Election of Directors shall be completed no less than fifteen (15) days before the Spring Meeting of each year.

ARTICLE IX Amendments

The Bylaws may be revised, amended or repealed by a two-thirds (2/3) vote of the members attending a regular or special meeting(s) of the Association or a two-thirds (2/3) ballot vote, providing such revision, amendment, or repeal was set forth in detail in the ballot, electronic ballot, or notice of the call of the meeting.

ARTICLE X Date of Effect

These Bylaws shall become effective as of the date of adoption. All members of the Board of Directors and Officers of the Association shall continue to hold office until the next regular election as set forth in this instrument.

ARTICLE XI Dissolution

In the event of the dissolution of the Association, the net assets shall be distributed to one (1) or more non-profit organizations that meet the provisions of the IRS Code Section 501C(3) or 501C(6) to be designated by the Board of Directors.

ARTICLE XII Past President

The immediate Past President shall sit as an honorary member of the Board of Directors and shall only vote in the event of a tie or as otherwise outlined in the organization's governing documents.

ARTICLE XIII Executive Director

An Executive Director shall be hired with the approval of the Board of Directors. Terms and conditions of his or her employment shall be determined by the Board, with an annual review. Duties of the Executive Director are as set out in the Association's Governance Policies (see addendum) and may be amended at the discretion of the Board. The Executive Director shall have the right to employ such other persons as deemed necessary in the conduct of the Association's business.

ARTICLE XIV Indemnification

The corporation shall indemnify to the extent allowed by the corporation statutes of this state (Washington) any person who was or is a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was an Executive Director, board member, employee or agent of the corporation or served any other enterprise at the request of the corporation. The person to be indemnified must have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful.