CONSTITUTION AND BY-LAWS

of the

CALIFORNIA ASSOCIATION OF COLLEGE STORES, INC.

THE CONSTITUTION

ARTICLE I: Name

Section 1. The name of this voluntary trade association shall be the California Association of College Stores, Incorporated.

Section 2. The principal office of the Association shall be at the location of the CACS Staff or the Address of the President.

Section 3. The name of this Association shall not be used in a manner which implies product or service endorsement without written prior approval by the Board of Directors of the California Association of College Stores, Inc.

ARTICLE II Purpose

Section 1. This Corporation is a nonprofit mutual benefit corporation organized under Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 2. The purpose of this Association shall be:

2A) To help campus stores improve performance and employee retention rates through professional development and education.

2B) To advocate for the interests of college stores and their institutions to state and federal governmental/regulatory bodies and keep the membership informed of important legislative and regulatory matters that may affect them.

Section 3. 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 formal approval of the full board and public notification to the membership.

ARTICLE III Membership

Section 1. School Members

1A) Eligibility: Any organization whose method of doing business is satisfactory to the Board of Directors, and whose major business is the selling of books/course materials, supplies and/or other merchandise to students and faculties of schools in California and neighboring states, shall be eligible for active membership in the Association.

1B) Admission: Any organization meeting the above qualifications may apply for active membership in the Association, with application being made to the Board of Directors. Upon

payment of the annual dues of this association, the organization shall officially be accepted as an active member by the Board of Directors.

1C) Expulsion: Any active member may be expelled from this Association by a majority vote of the Board of Directors for nonpayment of dues or by a majority vote of the membership for any reason.

Section 2. Honorary Life Members

2A) Eligibility: An honorary life member (HLM) in CACS is a special honor bestowed upon individuals in recognition of long and commendable service to the Association, and is the highest form of recognition by the Association. An Honorary Life Member may be any individual who has fulfilled the duties of a Board Member, and/or has been an active member in good standing for 5 years or more.

2B) Admission: The Board of Directors may award Honorary Lifetime Membership.

Section 3. Individual Members

3A) Eligibility: Any individual formerly associated with a member store regardless of former capacity who is committed to the purpose of the California Association of College Stores, Inc. may be eligible for membership.

3B) Admission: The applicant requesting individual membership shall submit their application to the Board of Directors for consideration. Upon approval and payment of annual dues by the individual, they shall officially be accepted as a member of the association.

3C) Expulsion: Individual members may be expelled by the Board of Directors for cause. For any cause, other than nonpayment of dues, expulsion shall take place only after the member complained against has been advised of the complaint and has been given reasonable opportunity for defense. The Board of Directors may expel any member who is ninety days in arrears in payment of dues. The Board of Directors' action shall be final.

Section 4. Vendor Members

4A) Eligibility: Firms who engage in providing goods and services to college stores may be Vendor members.

4B) Admission: Application shall be made to the Board of Directors. The Board of Directors shall base final approval for acceptance into membership on the following:

1) service to college stores, and

2) applicability and availability of products sold to college stores.

4C) Expulsion: Vendor members may be expelled by the Board of Directors for cause. For any cause, other than nonpayment of dues, expulsion shall take place only after the member complained against has been advised of the complaint and has been given reasonable opportunity for defense. The Board of Directors may expel any member who is ninety days in arrears in payment of dues. The Board of Directors' action shall be final.

ARTICLE IV Officers and Board of Directors

Section 1. The Officers of this Association shall be the:

President/Chair of the Board

Vice-President / Secretary / Treasurer

Section 2. The Board of Directors shall consist of the President, Vice President, Past-President, and up to three additional directors. (both store and vendors are eligible)

THE BYLAWS

Bylaw I. Duties of the Officers and Board

Section 1. President.

The President shall preside at all meetings and enforce all rules and regulations relating to the administration of the Association. The President may call special meetings of the Association as needed and may appoint ad hoc committees/work groups beyond the board membership as needed The President (or designee) serves as a representative to other associations such as NACS, ICBA and other regional industry associations, as needed.

Section 2. Vice-President / Secretary – Treasurer

The Vice-President shall exercise all the powers and prerogatives of the President in the absence of the President in meetings of the Association or the Board of Directors. Upon the death, resignation, or removal from office of the President, the Vice-President assume the office of the President. This officer shall assume such other duties as the President of this Association may assign from time to time.

Section 3: Board Directors

Board Directors act as liaisons with store members performing such other duties as may be assigned by the President.

Section 4. It shall be the duty of the Board of Directors to have general supervision over the affairs of the Association and determine the policies thereof.

4A. The Board of Directors by majority, shall approve contracts and shall authorize the Executive Director to bind the Association in all contracts to carry out the business of this Association.

4B. All checks drawn on the association's accounts must be signed by two authorized members of the board.

4C. The Board of Directors shall submit the proposed annual budget to the Association at the Annual Business Meeting for final approval.

4D. Financial reserves shall be maintained by the Board of Directors, and reviewed annually.

4E. The Board of the Directors may hire and supervise such office staff as may be required to operate the Association.

Bylaw 2 Selection/Appointment of Officers and Board of Directors

Section 1. One-Director shall be appointed at each Annual business Meeting.

Section 2. One Vendor Director shall be elected by the vendor members at the Annual Meeting, or by an online vote if no physical annual meeting is held. Associate members will elect a representative who will serve as a regular member of the Board of Directors with full power to act and vote on all matters.

Section 3. The terms of office shall be as follows:

3a. Store Representatives and Vendor Representatives will have the option to serve a 2-year nonpresidential track or 4-year presidential track.

Section 4. Qualifications

4A. All Officers and Store Representatives with the exception of the Vendor Representatives must be full time employees or managers of member stores in good standing with CACS or by qualified individual members with no conflict of interest. Vendor Representatives must meet vendor member qualifications.

4B. Selection for the Store Directors shall follow this procedure. The board will begin recruiting potential candidates no later than 120 days prior to the annual meeting. 60 days prior to the annual meeting final nominees will submit bios to the CACS office for board review and posting on the website. 30 days before the Annual Meeting the board will announce their choice for new director, or if unable to decide between qualified applicants, open the decision to membership voting.

4D. Nominated candidates for Vendor Representatives should reflect the diversity of associate members serving CACS so that one course materials and general merchandise are represented.

Section 5. Vacancies

5A. In the case of a vacancy in any office the Board of Directors may appoint a qualified member to fill the Representative space as everyone currently serving will move up immediately to the next position.

Bylaw 3 Recall Procedures

Section 1. All members of the Board of Directors shall be subject to recall by the membership for cause. Recall can be instituted by a petition to recall for cause signed by not less than 10% of the active membership.

Section 2. Upon receipt of such a petition by the Board of Directors, the Board of Directors shall post a ballot of recall to the CACS website and notify membership by email of the referendum within 15 days of receipt of the petition at the Office of the Association.

Section 3. To be a valid election at least 50% of the active membership must vote. Voting will remain open online for 30 days from the posting of the ballot.

Section 4. A 2/3 affirmative vote of the ballots submitted shall be considered a valid recall. The active membership must be notified of the results of such an election.

Bylaw 4 Meetings of the Association

Section1 – Regular meetings

1A. Meetings of this Association shall be held annually for the purpose of transacting all business as shall come before it. The Annual Meeting date and place shall be determined by the Board of Directors and will be announced at the Annual Business Meeting each year. Such meetings may be held in conjunction with other associations, or via digital communication as determined appropriate by the board.

1B. Any non-member college store attending shall be required to pay a participation fee. The amount shall be determined by vote of the Board of Directors.

1C. Business sessions of the Association may be attended by all defined members of the Association and others as invited by the President.

Section 2 - Special Meetings

Special meetings of the Association may be called at any time by the President in accordance with the provisions of By-Law I, Section I.

Section 3 - Board Meetings

The Board of Directors shall hold a minimum of one meeting per calendar quarters between the Annual Meetings of the Association, at time(s) and place(s) best suited to take care of the business, or by phone/email/technology as appropriate. Additional meetings may be called by the President as needed.

Section 4 - Voting

4A. Each membership shall be entitled to one vote in all annual and special meetings.

4B. Each membership shall have one designated voter. Voting is conducted on the CACS website, and the designated voter must have all votes submitted prior to the start of the annual business meeting. Any vote cast during or after the meeting will be void.

Bylaw 5 Contracts

All contracts shall be voted upon and approved by the Board of Directors and signed by the Executive Director of the Association.

Bylaw 6 Guidelines

Policies, Procedures and Guidelines are established by the Board of Directors for the Board, and employees of the association. These guidelines shall be reviewed annually by the Board of Directors, and updated as needed.

Bylaw 7 Amendments

Proposed amendments to the Constitution and bylaws shall be made by the Board of Directors and presented to the active membership by being placed on the CACS web page 30 days in advance of the Annual Business Meeting. Designated voters may vote online prior to the meeting. In order to be counted, an early ballot must be received by the CACS office seven (7) days before the Annual CACS Business Meeting. To pass, a proposed amendment shall receive a majority of the votes cast.

Bylaw 8 Fiscal Year

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

Bylaw 9 Dues

10A. The annual dues for store members shall be $200 and no charge to vendor members implemented by the Board of Directors and disseminated to the membership in a timely fashion.

10B. An application fee shall be charged to proposed new members and vendors at the time of application. The Board of Directors shall determine the amount. If not accepted for membership, the application fee shall be refunded.

Revised November 24, 2023

Effective January 2024