

ROCKY MOUNTAIN ANTIQUARIAN BOOKSELLERS ASSOCIATION

CONSTITUTION AND BYLAWS

Revised 1995

1995 CABA

1996 RMABA

CONSTITUTION

Mission of the Association

The Rocky Mountain Antiquarian Booksellers Association, hereinafter referred to as RMABA, is hereby established to promote the Antiquarian Book Trade as a professional and ethical business.

Goals of RMABA

1. *To promote* friendly relations and a cooperative spirit among members, and;
2. *To promote* ethical business practices in the antiquarian book trade, and;
3. *To promote* advancement of general and technical knowledge of the antiquarian book trade among its members, and;
4. *To collect* funds to be used for the general purposes of the Association, and;
5. *To promote*, and develop book collecting, and;
6. *To promote* exhibitions of books and related materials, and to promote antiquarian book fairs.

RMABA Objectives

Section 1. The Association, hereinafter referred to as RMABA, shall accomplish its Goals by:

1. Adopting by vote the RMABA constitution and by-laws as its governing, and;
2. By adopting a set of Standard Operating Procedures for the business of RMABA, and; 3. By adopting a RMABA Code of Ethics, and;
4. By developing, according to these bylaws, a membership of Antiquarian Book Sellers, as defined herein, and;
5. By electing officers to operate the business of RMABA, and;
6. By establishing standing and temporary committees to perform the work and business of RMABA. These committees may include but shall not be limited to: By-Laws; Book Fairs; Budget; Ethics; Grievance; Membership; and Promotions, and;
7. By hiring professionals to perform business operations and to provide goods and services, as needed, within the approved budget.

RMABA BYLAWS

ARTICLE I

Section 1. The Bylaws are herewith defined for the governing precepts of RMABA.

Section 2. The Bylaws shall be approved by a two-thirds(2/3) affirmative vote of the members in attendance at the Annual meeting or a Special Bylaws meeting.

Section 3. Amendments of the Constitution and Bylaws may be made at the Annual Meeting or any Special Meeting called for that purpose.

Section 4 Amendment(s) to the Bylaws shall be made accordingly:

- A. Proposed amendments and or changes shall be introduced at a Regular or Special RMABA meeting by the Bylaws committee.
- B. Members shall discuss and debate the Amendment(s) at that meeting. This shall be considered the first reading of the amendment(s) .
- C. The Amendment(s) shall then be published in the minutes of the meeting by the RMABA secretary, and sent to all RMABA members at least fifteen(15) days prior to the next Regular or Special RMABA meeting that will have the proposed amendment(s) on the meeting agenda.
- D. After second reading, debate, and discussion, the Regular membership may vote on the proposed amendment(s) .
- E. Two-thirds(2/3) vote of the members present shall be required for approval Any approved amendment(s) shall become part of RMABA's Bylaws. If rejected the proposed amendment(s) may continue to be debated and discussed and approved at a subsequent meeting and RMABA members shall be informed in writing that the amendment(s) are on the agenda for that meeting.

ARTICLE II - Standard Operating Procedures

Section 1. The RMABA membership shall adopt a set of Standard Operating Procedures to define its basic methods of operation.

Section 2. The Standard Operating Procedures shall be approved by a two-thirds(2/3) affirmative vote of the members in attendance at a Regular or Special RMABA meeting.

Section 3. Any Amendment(s) to the Standard Operating Procedures shall be made accordingly: A. Proposed amendments may be submitted to the Executive Board by any Member.

B. The President shall direct the proposed amendment(s) to the appropriate committee.

C. The Committee shall submit the proposed amendment(s) to the membership, as a published agenda item at any Regular or Special meeting. The Membership shall discuss and debate the Amendment(s) . This shall be considered the first reading of the proposed amendment(s) .

D. The Amendment(s) shall then be published in the minutes of the meeting by the RMABA secretary, and sent to all RMABA members approximately two weeks prior to the next Regular or Special RMABA meeting that will. have the proposed amendment(s) on the meeting agenda.

E. After second reading, debate, and discussion, the Regular membership may vote on of the proposed amendment(s). Two-thirds(2/3) vote of the members present shall be required for approval. If approved, the amendment(s) shall become part of RMABA's Standard Operating Procedures. If rejected the proposed amendment(s) may continue to be debated and discussed and approved at a subsequent meeting and RMABA members shall be informed in writing that the amendment(s) are on the agenda for that meeting.

ARTICLE III -- Code of Ethics

Section 1. The membership shall adopt a Code of Ethics to promote ethical business practices among its members.

Section 2. The Code of Ethics shall be approved by a two-thirds(2/3) affirmative vote of the

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members in attendance at a Regular or Special RMABA meeting.

Section 3. Amendment(s) to the Code of Ethics shall be made accordingly:

- A. Proposed amendments may be submitted to the Ethics/Grievance committee by any Member.
- B. The Committee shall submit the proposed amendment(s) to the membership, as a published agenda item at any Regular or Special meeting. The Membership shall discuss, debate, and draft the Amendment(s). This shall be considered the first reading of the amendment(s).
- C. The Amendment(s) shall then be published in the minutes of the meeting by the RMABA secretary, and sent to all RMABA members approximately two weeks prior to the next Regular or Special RMABA meeting that will have the proposed amendment(s) on the meeting agenda.
- D. After second reading, debate, and discussion, the Regular membership shall vote on the proposed amendment(s). Two-thirds(2/3) vote of the members present shall be required for approval. When approved, the amendment(s) shall become part of RMABA's Code of Ethics.
- E. Any rejected amendment(s) may continue to be debated and discussed and approved at a subsequent meeting and RMABA members shall be informed in writing that the amendment(s) are on the agenda for that meeting.

ARTICLE IV - Membership

Section 1. Qualifications:

- A. To achieve its goals RMABA shall promote, develop, and accept, according to the by-laws defined herein, a membership of Antiquarian Book Sellers.
- B. Antiquarian Booksellers are those persons who are actively engaged in the business of buying and selling antiquarian and or used books, maps, autographs, ephemera, and other related materials, on a non-auction basis.
- C. RMABA shall have two classes of membership: Regular and Associate Members.

Section 2. Regular Members:

- A. Candidates eligible for Regular RMABA membership shall be any individual of good character, reputation, and credit standing who has been actively engaged as a controlling owner in an antiquarian and or used book business for at least one year.

Section 3. Associate Members:

- A. An Associate member is any person engaged in the book trade or book services other than those business activities specifically designated as Regular Members. These "book services" shall include but not be limited to: bookbinders, printers, librarians, new-booksellers who only incidentally carry used or out-of print books or offer a book search service, and others whose interest involve books.

Section 4. Application and Acceptance of Regular Members:

- A. Candidates for Regular membership shall apply in writing on the approved RMABA application form at least thirty(30) days prior to any scheduled RMABA meeting. The applicant shall show their qualifications in the application for membership.
- B. The acceptance of applicants to Regular Membership in the Association shall be by vote of the Regular Members. An affirmative vote of two-thirds (2/3) of the Regular members present shall be required for approval.

Section 5, Application and Acceptance of Associate Members:

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A. Application for Associate Membership shall be made in writing on RMABA's approved Associate Membership application form at least thirty(30) days prior to any scheduled business meeting of the RMABA membership.

B. The applicant shall show their qualifications in the application for Associate Membership.

C. Acceptance of applicants for Associate Members shall be by vote of the Regular Members. An affirmative vote of two-thirds(2/3) of the Regular Members shall be required for membership.

Section 5. Rights, Responsibilities and Privileges of Regular Members:

The primary responsibility of all RMABA members shall be to uphold the RMABA Bylaws, RMABA Code of Ethics and the RMABA Standard Operating Procedures.

Section 6. In addition, Regular members in good standing shall have these rights, privileges, and responsibilities:

A. To attend and participate in an RMABA Annual, Regular, Special, or other Meetings and RMABA functions..

B. To vote :in an RMABA elections and on an business matters brought before the RMABA membership. Regular members shall have one vote to cast :in all RMABA elections and on business matters: Regular members may designate a manager, employee, minor partner, or other appropriate party as their designee to act on their behalf at RMABA meetings and other RMABA functions. Said designee may exercise the member's rights, :including voting rights.

C. To display the RMABA logo, RMABA brochures, and other RMABA materials.

D. To identify oneself as a RMABA member :in all business applications, loan applications, resumes etc;

E. To promote the business ethics and professional standards promoted by RMABA;

F. To solicit and promote membership :in RMABA;

G. To hold office after one year of Regular Membership;

H. To chair any RMABA committee after one year of Regular Membership.

I. To serve as a committee member of any committee except the Executive Committee immediately upon acceptance as a Regular Member.

J. To participate :in all rights and responsibilities applicable to all the Regular Members.

K. To pay Regular Member's dues and assessments when due.

Section 7. Responsibilities, Rights and Privileges of the Associate Members:

The primary responsibility of all RMABA members shall be to uphold the RMABA Bylaws, RMABA Code of Ethics and the RMABA Standard Operating Procedures. Also, Associate members :in good standing shall have these rights, privileges, and responsibilities:

A. To attend and participate :in an RMABA Annual, Regular, Special, or other Meetings and RMABA functions, but no right to vote.

B. To display the RMABA logo, RMABA brochures, and other RMABA materials.

C. To participate :in but not to chair a committee.

D. To identify oneself as a RMABA Associate Member.

E. To promote the business ethics and professional standards promoted by RMABA;

F. To solicit and promote membership in RMABA;

G. To pay Associate Member's dues and assessments when due.

Section 8. Censure, Suspension or Termination of Regular or Associate Members:

A. Membership in RMABA may be terminated by resignation. Any member desiring to resign shall notify the Secretary in writing. Acceptance by the Executive Board terminates the membership.

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B. Member(s) may be censured, suspended or terminated for failure to uphold the RMABA Bylaws, Code of Ethics, or Standing Operating Procedures, by action of the Ethics/Grievance committee.

C. Procedures for Censure, Suspension, or Termination, shall be defined in RMABA's Standard Operating procedures. These procedures shall also identify how a RMABA member may file a Grievance complaint against another member.

ARTICLE V - Executive Board

Section 1. The Executive Board shall consist of officers elected every two years by the Regular members at the Annual Meeting in September of each year. The offices shall be: 1.) President; 2.) Vice-President; 3.) Secretary, and; 4.) Treasurer.

A. Office on the Executive Board may be held only by Regular Members or their designee, who have been RMABA members for at least one year.

Section 2. Executive Board meetings shall be called by the President when deemed appropriate. A majority of members of the Executive Board shall be present to conduct business. A report of each Executive Board meeting shall be made by the Secretary at the next Regular Meeting of the members.

ARTICLE VI - Election of Officers

Section 1. Election of officers shall occur every two years at RMABA's Annual Meeting in September.

A. At least thirty days prior to the Annual Meeting, the Secretary shall send a written slate of nominees for office with an official absentee ballot to all Regular Members.

B. Members who cannot attend the Annual Meeting shall have the right to mail their Official absentee ballot to the Secretary. The Secretary shall bring those ballots to the annual meeting, and after the Members in attendance have voted, shall open, count and announce the results of the absentee ballots. These absentee ballots shall be counted with the ballots of the Members in attendance.

Section 2. Officers shall be elected by a majority affirmative vote. In the event of a tie, a run-off election between the top two candidates shall decide the election. The Regular Members in attendance at the Annual Meeting, shall, at that meeting, cast votes for the top two candidates and the results of their vote combined with the absentee ballots, shall be final.

Section 3. Any vacancy occurring during the year shall be filled by appointment by the President for the balance of the term.

Section 4. Voting in all elections shall occur on secret written ballots.

ARTICLE VII - Duties of the Officers

In addition to the duties described herein the officers shall be responsible for those duties described and defined in the Standard Operating Procedures.

Section 1. The President shall preside at all meetings of the RMABA membership and Executive Board. The President shall vote on business matters only in the event of a tie.

Section 2. The Vice- President shall, in the absence of the President preside at all RMABA meetings and shall perform the duties of the President. The Vice-President shall officially be a member of all standing and temporary committees and shall vote on committee matters only in

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the event of a tie.

Section 3. The Secretary shall:

- A. Keep a record of the proceedings of RMABA meetings and of the Executive Board_ and;
- B. Shall notify new members of their selection or rejection for membership, and;
- C. Shall provide copies of the by-laws and standard operating procedures to all members, and;
- D. Shall report the minutes of the Executive Board meetings at the Regular membership meetings, and; shall issue all notices and conduct all correspondence of the RMABA, and;
- E. Shall send the meeting agenda to all Regular and Associate members at least ten (10) days prior to any meeting of the membership.

Section 4. The Treasurer:

- A. Shall collect all monies of the Association and disburse them, as directed for the benefit of the Association.
- B. Shall keep accounts and shall submit a written financial report at each RMABA meeting, and by any other directions of the Executive Board. This report shall contain:
 - 1. A list of all monies received and all monies spent since the previous report, with an up-to-date balance of funds.
 - 2. A report of the financial status of all other RMABA funds, including the Book Fair accounts.

ARTICLE VIII - Meetings of the Membership

Section 1. Roberts Rule of Order shall prevail

Section 2. The Annual Meeting shall be held in September of each year at such time and place as directed by the Executive Board. The Secretary shall notify the membership the Meeting. The Annual Meeting business shall include:

- A. Election of Officers;
- B. Acceptance of volunteers for Committees;
- C. Determination of the location, time and dates for the Regular meetings for the next year;
- D. Making amendments in the bylaws;
- E. Setting of dues for the following year and;
- F. Other business as defined by the Executive Board or the Membership.

Section 3. Regular Meetings shall be held at least Quarterly at such place and time as directed by the Executive Board.

Section 4. One Fifth(1/5) of the Regular Membership shall constitute a quorum necessary to transact business at a Regular or the Annual Meeting.

Section 5. Special meetings of the Membership may be called by the Executive Board. At least fifteen(15) days in advance of any special. meeting_ the Secretary shall , in writing, notify all members of the time, place, and purpose of this Meeting.

ARTICLE IX - Dues and Assessments

Section 1. Annual dues shall be set by a vote of the regular Members at the Annual Meeting for both Regular and Associate Members.

Section 2. Special assessments shall be set by a vote of the Regular Members at a Special Meeting called for that purpose. Any special assessment requires an affirmative vote of three

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quarters(3/4) of the Regular Members in attendance.

ARTICLE X - RMABA Proprietary Products

RMABA shall have the right to develop and produce logo(s), brochure(s), advertising and other media, all of which shall be considered RMABA PROPRIETARY PRODUCTS.

Section 1. RMABA proprietary products shall include but not be limited to:

A. Any and all logos, trademarks, brochures, or media, written, printed, electronic, or otherwise_ approved by a RMABA committee_ or a two-thirds(2/3) vote of the RMABA membership, shall be a RMABA proprietary product.

B. Individual members shall not produce nor display any non-approved RMABA logo or non-approved RMABA media/proprietary product.

Section 2. RMABA proprietary products they shall benefit from protection of Colorado and U.S. laws.

ARTICLE X -- USES OF RMABA PROPRIETARY PRODUCTS

Section 1. OnJy RMABA Members shall use and/or display RMABA proprietary products and then, only in the manner approved by RMABA and/or the committee that produced the products.

Section 2. Members shall not be permitted to alter, change, or amend any RMABA proprietary product.

Section 3. All RMABA members shall have the right to display the RMABA logo at their place of business, at trade fairs and other business functions. Members may also display the logo on their business media such as but not limited to business cards, brochures, and catalogues.

ARTICLE XI - Dissolution of the Association

Section 1. RMABA may be dissolved when:

A. The membership fails to support the Constitution and Bylaws, or, when;

B. The Members, by two-thirds majority vote of all the Regular Members, vote to dissolve RMABA, or when;

C. The Federal or State courts dissolve RMABA.

Section 2. To dissolve RMABA by vote of the Membership, a Special meeting shall be held.

A. At this Special meeting members may propose and may vote to maintain or dissolve RMABA Regular Members who cannot attend in person may submit in advance their vote by an official absentee ballot sent to the Secretary, who shall open, count and announce the result of the absentee ballots only after the regular members votes are tabulated and announced. Absentee ballots shall be added to the votes of the Regular Members in attendance to tally the total vote.

B. For approval, a vote of Dissolution of RMABA requires a two-thirds affirmative vote of the regular Members.

C. In the event of dissolution of the Association, all debts shall be fully paid and any surplus shall be distributed to the Members according to the Standard Operating procedures.

D. If there are not sufficient funds in the treasury to pay for all of RMABA's debts, the members shall levy a special assessment, equal to each member, to raise the necessary funds to pay off all RMABA debts before dissolution.

**This ends the Constitution and Bylaws of the Rocky Mountain Antiquarian
Booksellers Association as revised and amended in 1995.**

Note: The Named Changed from CABA to RMABA in 1995.