

ROCKY MOUNTAIN ANTIQUARIAN BOOKSELLERS ASSOCIATION

CONSTITUTION AND AMENDED BYLAWS

2017

Revised 1995

1995 CABA

1996 RMABA

CONSTITUTION
Mission of the Association

The Rocky Mountain Antiquarian Booksellers Association (“RMABA” or “Association”), is hereby established to promote the Antiquarian Book Trade as a professional and ethical business. The name of the Association changed from CABA to RMABA in 1995.

Goals of RMABA

1. *To promote* friendly relations and a cooperative spirit among members;
2. *To promote* ethical business practices in the antiquarian book and paper trade;
3. *To promote* advancement of general and technical knowledge of the antiquarian book trade among its members;
4. *To collect* funds to be used for the general purposes of the Association;
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

The Association shall accomplish its Goals:

1. By adopting, by vote, the RMABA Constitution and Amended Bylaws as its governing document;
2. By adopting a set of Standard Operating Procedures for the business of RMABA;
3. By adopting a RMABA Code of Ethics;
4. By developing, according to these Bylaws, a membership of Antiquarian Book Sellers, as defined herein;
5. By electing Officers to operate the business of RMABA;
6. By establishing standing and temporary, or ad hoc, committees to perform the work and business of RMABA.; and
7. By hiring professionals to perform business operations and to provide goods and services, as needed, within the approved budget.

AMENDED BYLAWS

ARTICLE I – Bylaws, Amendments, Governance, and Powers

Section 1. These Bylaws define the governing precepts of RMABA. To the extent either the Standard Operating Procedures, the Code of Ethics, or other documents of RMABA conflict with the Bylaws, the Bylaws take precedence and will control.

Section 2. The Constitution and Amended Bylaws (“Bylaws”), and any amendments thereto, shall be approved by a two-thirds (2/3) affirmative vote of the Regular Members, either in attendance or who have voted in advance by written absentee vote, at the Annual Meeting or at a Regular or Special Meeting called specifically for the purpose of considering and approving Bylaws or amendments. If a Regular Member cannot be present at the meeting for either the First Reading or the Second Reading, they may mail or e-mail their absentee written vote to the Secretary, which absentee vote must be received by the Secretary at least three (3) days in advance of the meeting. Absentee votes shall then be counted at the meeting with the votes of the Regular Members present.

Section 3. Amendment(s) to the Bylaws shall be made as follows:

- A. Proposed amendments and or changes shall be introduced at an Annual, Regular or Special Meeting by the Bylaws Committee or the Executive Committee.
- B. Members shall consider, discuss, and debate the proposed Amendment(s) at that meeting. If there are proposed modifications to the proposed Amendment(s) they will be considered at Second Reading. The action to be taken at First Reading would be whether to move the Amendment(s) forward to Second Reading. 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, who will send the same to all RMABA Members at least fifteen (15) days prior to the next Annual, Regular, or Special Meeting that will have the proposed Amendment(s) on the meeting agenda.
- D. At Second Reading, Members shall further consider, discuss, and debate the proposed Amendment(s), and any proposed modifications. Thereafter, the Regular Members may vote on the proposed Amendment(s) and any proposed modifications. Proposed modifications to the proposed Amendment(s) may be considered and acted upon through the motion and approval process for the original proposed Amendment(s). For example, if the desire is to approve the proposed Amendment(s) as presented, the main motion would be to approve the proposed Amendment(s). If there are proposed modifications, they would be considered, and if approved, added through motion(s) to amend the main motion.
- E. An affirmative vote of two-thirds (2/3) of the Regular Members, pursuant to the process stated above in Section 2, shall be required for approval of the proposed Amendment(s). Any such approved Amendment(s) shall become part of RMABA's Bylaws effective immediately upon approval.

Section 4. Committees. RMABA may establish or abolish standing or temporary or *ad hoc* committees as necessary in order to more efficiently conduct the business of RMABA. Any committee established by RMABA will have the powers specifically delegated to it by RMABA. These committees may include, but shall not be limited to, the following: By-Laws, Book Fair, Budget, Professional Conduct, Membership, Technology, Scholarship and Communication and Development. The Standard Operating Procedures shall address in detail the responsibilities of the various committees.

Section 5. Governance. The authority and power of the corporate entity of RMABA is held by, and shall be exercised by or under the Regular Members, except where that authority is delegated. In most instances, that authority is exercised by a vote of a majority of the Regular Members present at an Annual, Regular, or Special Meeting, unless these Bylaws require a super majority vote, i.e., a two-thirds vote of the Regular Members. The Members are located across a number of states and within numerous cities and towns within those states, and therefore, the corporate entity of RMABA must have an efficient way in which to conduct its business, yet retain accountability and transparency. Therefore, pursuant to the terms of these Bylaws, the Regular Members have delegated certain authority to the Executive Committee to act on behalf of the RMABA Regular Members as a whole in order to run the day-to-day business of RMABA. The RMABA Regular Members hereby specifically delegate to the Executive Committee the oversight of all Committees.

This includes authority to approve, upon recommendation by a Committee, expenditures, contracts, and leases within the expenditure limitations set forth herein.

A. All Members shall have the right to see all documents of RMABA including, but not limited to, organizational documents, budgets, financial reports, accounting statements, meeting minutes, contracts, leases, litigation documents, and settlements. To the extent any settlement requires confidentiality, the RMABA Members as a whole will be responsible for respecting and maintaining such confidentiality requirements.

B. An annual operating budget (“Annual Budget”) shall be prepared by the Budget Committee in conjunction with the Executive Committee and presented to the RMABA Members for consideration and approval at the Annual Meeting. Approval shall be by a majority of Regular members present at the Annual Meeting. The Annual Budget will provide for the cost of carrying out the business and activities of RMABA for the next fiscal year as well as the anticipated revenues to cover those costs. The Annual Budget is the financial plan for RMABA for the next fiscal year. Approval of the Annual Budget shall be authority for the Executive committee to manage the finances of RMABA according to the plan without having to seek further approval of the RMABA Members unless particular expenditures exceed the approval limits delegated to the Executive Committee. The Annual Budget may be amended as necessary.

C. The Executive Committee is authorized to approve expenditures and enter into contracts or leases on behalf of RMABA without having to obtain specific authority from the Regular Members for amounts not exceeding \$1,000.00 as long as the expenditure is provided for in the Annual Budget. For all amounts in excess of \$1,000.00, approval of a majority of the Regular Members at an appropriate meeting shall be required.

D. The Book Fair Committee is responsible for the major annual event of RMABA; therefore, it needs flexibility to operate and obtain approvals without having to go to the Regular Members. Therefore, the Book Fair Committee shall be responsible for addressing its anticipated needs for the upcoming annual Book Fair in the Annual Budget. The Executive Committee, pursuant to its delegated authority by the RMABA Regular Members shall oversee the Book Fair Committee, and the Executive Committee shall have the authority to act on behalf of the RMABA Regular Members in providing approvals to the Book Fair Committee within the spending authorities allowed herein.

1. The Book Fair Committee shall provide input to the Budget Committee and the Executive Committee as to the financial requirements for the Book Fair Committee to accomplish its goals and duties for the next fiscal year for consideration and inclusion in the Annual Budget.

2. The Book Fair Committee shall negotiate the terms of contracts or leases for facilities and contractors, as needed, and present and recommend the same for appropriate approvals of either the Executive Committee or the Regular Members based on the amount of any such given contract or lease. For contracts or leases in amounts not exceeding \$1,000.00, and the expenditure is provided for in the annual Budget, the Executive Committee shall have the authority to approve. For contracts or leases in amounts in excess of \$1,000.00, approval of a majority of the Regular Members present at a Regular or Special Meeting will be required.

Section 6. Powers. RMABA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes of RMABA, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. These powers may include, but are not limited

to, accepting contributions from the public and private sectors, whether financial or in-kind contributions.

Section 7. Signatories. Authorized signatories for all accounts shall include the President, Treasurer, and any other Regular Member as may be designated by the Executive Committee. All checks over \$500.00 must contain two signatures.

Section 8. Employees and Contractors. RMABA is authorized to hire independent contractors or employ such persons as are deemed necessary to accomplish the purposes of RMABA. RMABA is authorized to contract for professional services, including but not limited to, legal, accounting, auditing, computing, and intellectual property.

ARTICLE II - Standard Operating Procedures

Section 1. The RMABA membership shall adopt a set of Standard Operating Procedures to further define the basic methods of day to day business operations of the Association.

Section 2. The Standard Operating Procedures shall be approved by an affirmative vote of two-thirds (2/3) of the Regular Members present at an Annual, Regular, or Special Meeting.

Section 3. Any Amendment(s) to the Standard Operating Procedures shall be made as follows:

- A. Proposed amendments may be submitted to the Executive Committee by any Member.
- B. The Executive Committee 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 Annual, Regular, or Special Meeting. The Membership shall consider, 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, who will send the same to all RMABA Members at least fifteen (15) days prior to the next Annual, Regular, or Special Meeting that will have the proposed Amendment(s) on the meeting agenda.
- E. At Second Reading, Members shall further consider, discuss, and debate the proposed Amendment(s), and thereafter, the Regular Members may vote on the proposed Amendment(s). An affirmative vote of two-thirds (2/3) of the Regular Members present shall be required for approval. Any such approved Amendment(s) shall become part of RMABA's Standard Operating Procedures effective immediately upon approval.

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 an affirmative vote of two-thirds (2/3) of the Regular Members present at an Annual, Regular, or Special Meeting.

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

- A. Proposed Amendment(s) 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 Annual, Regular, or Special Meeting. The Membership shall consider, discuss, and debate the proposed Amendment(s). This shall be considered the First Reading of the proposed Amendment(s).
- C. The proposed Amendment(s) shall then be published in the minutes of the meeting by the RMABA Secretary, who will send the same to all RMABA Members at least fifteen (15) days prior to the next Annual, Regular, or Special Meeting that will have the proposed Amendment(s) on the meeting agenda.
- D. At Second Reading, Members shall further consider, discuss, and debate the proposed Amendment(s), and thereafter, the Regular Members shall vote on the proposed Amendment(s). An affirmative vote of two-thirds (2/3) of the Regular Members present shall be required for approval. Any such approved Amendment(s) shall become part of RMABA's Code of Ethics effective immediately upon approval.

ARTICLE IV - Membership

Section 1. Qualifications:

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

Section 2. Regular Members:

Candidates eligible to be a Regular Member shall be any person of good character and reputation, who has been actively engaged as a controlling owner in an antiquarian and/or used book business for at least one (1) year.

Section 3. Associate Members:

Candidates eligible to be an Associate Member shall be any person engaged in the book trade or book services other than those business activities specifically designated as those conducted by Regular Members. These "book services" shall include, but shall not be limited to, bookbinders, printers, librarians, new book sellers who only incidentally carry used or out-of-print or antiquarian books or offer a book search service, and others whose interests involve books.

Section 4. Application and Acceptance of Regular Members:

- A. Candidates to become a Regular Member shall apply in writing on the approved RMABA Regular Member Application Form at least thirty (30) days prior to any scheduled Regular or Special Meeting.
- B. The Applicant shall present their qualifications in the Application Form.
- C. The Application to become a Regular Member shall be considered by the Membership Committee to determine whether the applicant meets membership requirements. If the applicant meets the qualifications, the Membership Committee may solicit more information from the applicant's sponsors and Executive Committee and may ask for input from other members who may know the prospective member. The Membership Committee then recommends consideration of the Applicant by the Regular Members at the appropriate Regular or Special Meeting. Membership shall become effective immediately upon approval.

Section 5, Application and Acceptance of Associate Members:

- A. Candidates to become an Associate Member shall apply in writing on the approved RMABA Associate Member Application Form at least thirty (30) days prior to any scheduled Regular or Special Meeting.
- B. The Membership Committee shall follow the same review and recommendation process it follows for applicants for Regular Membership.

Section 6. Rights, Responsibilities and Privileges of Regular Members:

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

Section 7. Specifically, Regular Members in good standing shall have the following rights, privileges, and responsibilities:

- A. To attend and participate in all Annual, Regular, and Special Meetings and RMABA functions.
- B. To vote in all RMABA elections and on business matters brought before the RMABA membership.
- 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 (1) year of serving as a Regular Member.
- H. To chair any RMABA Committee after one (1) year of serving as a Regular Member.
- 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 8. Responsibilities, Rights and Privileges of the Associate Members:

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

- A. To attend and participate in all RMABA Annual, Regular, and Special Meetings and RMABA functions; however, Associate Members shall have 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 9. Conflicts of Interest and Waiver.

- A. All Members shall declare any conflict of interest they may have before a vote is held on an issue, and shall avoid voting on issues that are either an appearance or actual conflict of interest.
- B. RMABA may have Members who are in a position to offer to RMABA, pursuant to a contractual-type arrangement, goods and/or services derived from their expertise or business, which would be a substantial benefit to RMABA. RMABA desires the opportunity and flexibility to be able to enter into those types of arrangements, but recognizes that such arrangements would create a conflict of interest for such Member(s). Therefore, if any contract, decision, or other action taken by or on behalf of RMABA would financially benefit any Member or a member of their family or an entity in which the Member has an ownership interest, then in advance of entering into that contractual-type arrangement or making the decision or taking the action, the Member with the conflict of interest shall disclose the material facts as to the Member's interest in the conflicting interest transaction. The Member with the conflict shall recuse themselves and abstain from voting on the conflicting interest transaction. The RMABA Members or the Executive Committee as may be applicable may in good faith authorize, approve, or ratify the conflicting interest transaction and thereby waive the conflict by the affirmative vote

of a majority of the disinterested Regular Members present—even though the disinterested Members are less than a quorum as a result of the recusal of the interested Member.

Section 10. Censure, Suspension or Termination of Regular Members 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.

B. Member(s) may be censured, suspended or terminated for failure to uphold or abide by the RMABA Constitution and Bylaws, Code of Ethics, or Standing Operating Procedures, by recommendation of the Ethics / Grievance Committee followed by approval by the Executive Committee.

C. Procedures for Censure, Suspension, or Termination, shall be defined more completely in RMABA's Standard Operating Procedures, which shall also identify how a RMABA Member may file a Grievance Complaint against another Member.

ARTICLE V - Executive Committee

Section 1. The Executive Committee (may also be referred to as the Executive Board) is hereby established. The Executive Committee shall consist of the Officers of RMABA elected every two years by the Regular Members at the Annual Meeting plus the Ex-President (the most recent outgoing President). The Officers of RMABA shall be: 1.) President, 2.) Vice-President, 3.) Secretary, and 4.) Treasurer.

Section 2. Office on the Executive Committee may be held only by Regular Members who have been RMABA Members for at least one (1) year. Executive Committee meetings shall be called by the President when deemed appropriate.

Section 3. A majority of members of the Executive Committee shall constitute a quorum and shall be present in order to conduct business. Minutes of all Executive Committee meetings shall be kept by the Secretary and sent to all Members. A report of each Executive Committee 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 (2) years at RMABA's Annual Meeting in September. Regular Members present (including by telecommunications methods) at the Annual Meeting shall nominate candidates for each office by putting names into consideration. When appropriate, a motion to cease nominations for that office shall be made, and if seconded and approved, a vote of the Regular Members present shall be cast of the nominees for that office. The Member with the highest number of votes of the Regular members present will be the winner of the election. In the case of a tie vote, additional votes for the tied nominees shall be taken; however, the sitting President shall abstain from voting, and in case of a subsequent tie vote, shall cast the deciding vote. This process shall be repeated for the other three offices. Nominations may also be done by nominating a slate of officers for consideration. Votes for certain or all officers may also be done by acclamation.

Section 2. Any vacancy occurring in an office during the year shall be filled by appointment by the President for the balance of the term. If the vacancy is in the office of the President, an election shall be held either at the next Regular Meeting or at a Special Meeting called for such purpose to fill that office following the procedures set forth above. Any vacancy in other offices resulting from said election shall be filled by appointment by the newly-elected President for the balance of the term.

Section 3. Voting in all elections shall be done in a manner that provides efficiency and transparency. Voting shall be by voice vote, roll call, or in writing.

ARTICLE VII - Duties of Officers

Section 1. In addition to the duties described herein, the Officers shall be responsible for those duties described and defined in the Standard Operating Procedures. If there is a conflict between the duties identified in the Bylaws and the duties identified in the Standard Operating Procedures, the duties identified in the Bylaws will control.

Section 2. The President shall preside at all meetings of the RMABA membership and Executive Committee. The President shall be able to vote on all matters.

Section 3. 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 can, at his or her discretion, officially be a member of all standing and temporary committees and may vote on committee matters.

Section 4. In the absence of both President and Vice-President at an Annual, Regular, or Special Meeting, Regular Members present shall vote to appoint another Regular Member present to serve as President Pro Tempore for that meeting.

Section 5. The Secretary:

- A. Shall keep a record of the proceedings of RMABA meetings and of the Executive Board.
- B. Shall notify new Members of their selection or rejection for membership.
- C. Shall ensure the availability of current copies of the Bylaws, Standard Operating Procedures, and Code of Ethics to all Members.
- D. Shall report the minutes of the Executive Committee meetings at the Regular M meetings.
- E. Shall issue all notices and conduct all correspondence of RMABA.
- F. Shall send the meeting agenda to all Regular and Associate Members at least ten (10) days prior to any meeting of the membership.
- G. Shall maintain an official copy of Bylaws and Standard Operating Procedures as they may be amended.

Section 6. The Treasurer:

A. Shall, in conjunction with the Budget Committee and Executive Committee, oversee preparation of the Annual Budget and prepare the same for consideration and approval of the Regular Members at the Annual Meeting.

B. Shall collect all monies of the Association and disburse them, pursuant to the Annual Budget and as directed by the Executive Committee for the benefit of the Association.

C. Shall keep accounts and shall submit a written financial report at each RMABA Regular Meeting. This report shall contain:

1. A list of all monies received and all monies spent since the previous report, with a current balance of funds.
2. A report of the financial status of all other RMABA funds, including the Book Fair accounts.

Section 7. Removal and Resignation. The Regular Members may remove an Officer at any time, with or without cause, by a two-thirds (2/3) vote of the Regular Members. Any Officer may resign at any time by giving written notice. Any resignation shall take effect at the date of the receipt of the notice or at a later time specified in the notice. Acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VIII - Meetings of the Membership

Section 1. To the extent procedures are not addressed by the Bylaws or the Standard Operating Procedures, then *Roberts Rules of Order Newly Revised* 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 of the Meeting. The Annual Meeting business shall include:

- A. Elect Officers;
- B. Accept volunteers or appoint Members to Committees;
- C. Determine the location, time and dates for the Regular Meetings for the next year;
- D. Consider and approve any necessary Amendments to the Bylaws, Standard Operating Procedures, or Code of Ethics that have passed First Reading;
- E. Approve Annual Budget;
- F. Set dues for the following year; and
- G. Address other business as defined by the Executive Committee or the Membership.

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

Section 4. Special Meetings of the Membership may be called by the Executive Committee. At least fifteen (15) days in advance of any Special Meeting, the Secretary shall notify, in writing, all Members of the time, place, and purpose of this Meeting. To the extent exigent

circumstances require emergency action by the Members, the fifteen (15) day notice requirement for such a Special Meeting may be waived.

Section 5. Presence and Voting.

A. The Members may participate in any meeting of RMABA or any committee meeting of RMABA through the use of any means of communication including in person, telephone, internet video, computer conversation, telephonic conference call, or other telecommunications equipment by which all persons participating in the meeting can simultaneously hear each other at the same time. Such participation shall constitute presence in person at the meeting. Any such meeting utilizing telecommunications shall conform to the notice requirements, as may be relevant, and the telecommunications participant(s) shall have access to the same information as those participating in person,

B. Ten (10) of the Regular Members present shall constitute a quorum of RMABA for the transaction of business unless a different number is set by vote of the Members at the Annual Meeting. Except for those matters requiring a super majority vote, the affirmative vote of a majority of the Regular Members present shall be sufficient to conduct the business of RMABA.

C. If less than a quorum is present at a meeting, the President or another Officer may determine that it is appropriate to consider information and take comments on items on the agenda, but the Members shall not take any actions requiring a vote. The President or another Officer may adjourn the meeting and continue it to a different time and place, and in such case, the Secretary shall notify absent Members of the time and place of such continued meeting.

D. The following governs the procedures when voting:

1. 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 (or Alternate) may exercise the Member's rights, including voting rights.

2. All voting shall be by voice vote or roll call or written ballot as determined by the President.

3. Votes in favor shall be "aye" and votes in opposition shall be "no."

4. No abstentions are allowed with the exception of a conflict of interest.

5. Voting shall be required to transact business.

6. An affirmative vote of a majority of Regular Members present is required for approval or denial of a given issue (for those matters not requiring a super majority vote).

7. In the event of a tie vote, the motion being voted on shall be deemed to have failed.

8. A motion that has already been voted on, including a failed motion, may be brought back for further consideration or reconsidered by a Motion to Reconsider made at the same meeting or at the next Regular Meeting. A motion to Reconsider

must be made by a Regular Member who voted with the prevailing side. Any Regular Member may second the Motion for Reconsideration. A Motion to Reconsider must be approved by an affirmative vote of a majority of Regular Members present at the meeting.

9. A Regular Member or their Alternate shall refrain from voting on any matter when he/she has not been present to hear and observe all the information presented.

10. It shall be improper for any Regular Member to state the vote or sentiments of any absent Member.

ARTICLE IX - Dues and Assessments

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

Section 2. Special Assessments may be necessary to meet unanticipated or emergency expenses of RMABA, or to meet expenses not otherwise capable of being covered in the approved Annual Budget. Special Assessments shall be approved by an affirmative vote of three-quarters (3/4) of the Regular Members present at either an Annual Meeting or at a Regular or Special Meeting called for that purpose

ARTICLE X - RMABA Proprietary Products

Section 1. RMABA shall have the right to develop and produce logo(s), brochure(s), advertising, and other media and intellectual property, all of which shall be considered, and referred to herein, as RMABA Proprietary Products.

Section 2. RMABA Proprietary Products shall include, but are not limited to the following:

- A. Any and all logos, trademarks, brochures, or media, written, printed, electronic, computer generated, or other intellectual property as may be approved by a RMABA Committee or designated as such by a majority of the Regular Members.
- B. Individual Members shall neither produce nor display any non-approved RMABA logo or non-approved RMABA media or RMABA Proprietary Product.

Section 3. RMABA Proprietary Products shall benefit from protection of applicable Colorado and federal laws and regulations.

ARTICLE X -- Uses of RMABA Proprietary Products

Section 1. Only 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. Notwithstanding the foregoing, consultants, contractors, or agents of RMABA may use and/or display RMABA Proprietary Products only upon written authorization and direction of the Executive Committee (after consultation with the Committee that produced the Proprietary Product); however, the ownership and control of RMABA Proprietary Products shall always remain in RMABA.

Section 2. Members shall not be permitted to alter, change, or amend any RMABA Proprietary Product once it has been approved.

Section 3. All RMABA Members shall have the right to display the RMABA logo at their place of business, at trade fairs, and at 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.
- B. The Regular Members, by two-thirds majority vote of all the Regular Members, vote to dissolve RMABA.
- C. A federal or Colorado court of competent jurisdiction orders RMABA to be dissolved.

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

- A. At this Special Meeting, Regular Members may propose and may vote either to maintain or dissolve the Association. 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. In the event of a tie vote, RMABA shall continue to remain in existence.
- 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, all of the remaining assets and property of the Association shall, after necessary expenses thereof, be distributed to another organization, or organizations, exempt under IRC 501(c)(3) or 501(c)(6), or corresponding provisions of any subsequent federal tax laws, which have an exempt purposes similar to that of the Association.
- D. If there are not sufficient funds in the treasury to pay for all of RMABA's debts, the Regular Members shall levy a Special Assessment, equal as to each Member, to raise the necessary funds to pay off all outstanding RMABA debts before dissolution.

ARTICLE XII. General Provisions

Severability. The invalidity of any provision of the Constitution and Amended Bylaws shall not affect the other provisions hereof, and in such event, this Constitution and Amended Bylaws shall be construed in all respects as if such invalid provision were omitted.

**This ends the Constitution and Amended Bylaws of the Rocky Mountain
Antiquarian Booksellers Association as revised and amended this ____ day of
_____, 2017.**