

NSSEA BYLAWS

ARTICLE I - NAME

Section 1. The name of this organization shall be National School Supply and Equipment Association.

ARTICLE II - PURPOSES

Section 1. The purposes of the corporation as stated in its Articles of Incorporation as amended are as follows:

“The National School Supply and Equipment Association, a member-driven international trade organization, promotes an open market for quality educational products and services produced and delivered by professional manufacturers and dealers.”

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE III - FUNCTIONS

Section 1. The general objectives of the Association shall be to:

- (1) Membership Base: Represent and serve all dealers, manufacturers and representatives from every segment of the educational products and services market.
- (2) Professional Development: Enhance the professionalism, business competency, career development educational advancement, and profitability of members.
- (3) Information: Provide members with timely, in-depth information on key education industry, economic, and governmental issues affecting the market.
- (4) Association Relations: Promote relationships with other related organizations, both domestic and international, to enhance the strength of the educational community.
- (5) Organizational Effectiveness: Ensure that NSSEA uses available resources efficiently to address its members' needs.

Section 2. It is the policy of the Association to comply fully with federal and state antitrust laws and the Association shall not engage in, or become affiliated with, any activity which directly or indirectly restricts free and lawful competition.

ARTICLE IV - ADMINISTRATION

Section 1. For purposes of efficient government and administration, the Association shall divide itself into Regions. The number of Regions and the area of each shall be determined by the Executive Committee and shall be subject to change as may be required from time to time. Each Region should have approximately the same number of dealer members.

Section 2. Special sections may be organized to better serve their particular industry interests. The organization and its general activities must be approved by the Executive Committee of the Association. Each special section shall establish its own dues and/or assessments to cover all costs of additional services, supplies and promotions for its special section. In no case will such groups pursue a program contrary to the policies, program or Bylaws of the Association.

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ARTICLE V - MEMBERSHIP

Section 1. Membership shall be open to any firm, corporation or individual engaged in the business of manufacturing/publishing, servicing, distributing or selling school equipment, supplies or instructional materials. Schools and firms, corporations or individuals affiliated with schools are not considered to be engaged in the business of manufacturing, publishing, servicing, or distributing school equipment, supplies or instructional materials. In determining eligibility for membership, due consideration will be given to the nature and quantity of transactions in the business. Membership shall be composed of the following classes: Active, Associate, Honorary, and Lifetime.

Section 2. Active Membership:

- (1) Any manufacturer/publisher, consultant, Internet-based service provider, dealer or independent manufacturer representative, who meets the qualifications of membership, shall be eligible for active membership.
- (2) Each branch serving a different territory from the parent organization and maintaining a regularly established place of business shall be eligible to hold active membership on the same basis as any other active member.

Section 3. Associate Membership:

Associate members shall be those who are not Active members but who in the opinion of the Executive Committee qualify for membership because of a special or distinct type of educational service.

Section 4. Honorary Members:

Honorary Members shall be those individuals now no longer active in the industry, who during their connection with the Association, performed some noteworthy act or distinguished service to the Association, and who are elected by unanimous vote of the Executive Committee. Honorary Members shall have all the rights and privileges of active members except they may not vote or hold office. They shall have full free attendance privileges at all conventions and meetings, and shall pay no dues.

Section 5. Lifetime Members:

Chairmen of the Board, upon completion of their term, will be designated as Lifetime Members, and will receive full free attendance privileges at all conventions and meetings. Further, having served through the Chairs they will be ineligible for future Executive Committee service. They will retain all other rights and privileges of Active members.

Section 6. Applications for Membership:

All Applications for Membership other than Honorary shall be made in writing or electronically to the President/C.E.O. on forms provided by the Association. Each application for membership shall be accompanied by a check for one year's dues plus a reasonable application processing fee.

ARTICLE VI - DUES, FEES, & ASSESSMENTS

Section 1. The rate of annual dues shall be established by the Executive Committee.

Section 2. It shall be the obligation of the members of the Association to classify themselves for membership according to their volume of gross sales for educational use, but in case of failure to do so, it shall be the duty of the President/C.E.O. to classify such members according to the best information available. Products sold to parents, and/or contractors for inclusion in school buildings, shall be considered as for educational use.

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Section 3. Members shall be divided into the following categories, and the amount of dues shall be determined on the volume of school business included under each classification:

Volume of Business

For Dealers:

Over \$10,000,000
Under \$10,000,000

For Manufacturers/Service Providers:

Over \$25,000,000
\$1,000,000 to \$25,000,000
Under \$1,000,000

Section 4. The dues of all members shall be paid annually in advance, and shall be due and payable as of October 1 for the fiscal year beginning on that date, or 60 days prior to the Annual Meeting, whichever occurs first.

Section 5. An assessment not to exceed ten percent of the annual dues may be voted by the Executive Committee. Notice of intent to vote on an assessment shall be issued to all members of the association at least thirty days prior to the date established for the Executive Committee's action. Only one such assessment may be levied in any one year.

Section 6. Should a member fail to pay dues, fees or assessments within 30 days after due, they shall be considered delinquent and ineligible to attend meetings or exhibits of the Association. Members whose dues for the current year are not paid in full by January 1 shall be dropped from membership.

Section 7. Convention Registration Fees and Exhibitors' Space Charges shall be established by the Executive Committee.

ARTICLE VII - RESIGNATION, EXPULSION, REINSTATEMENT

Section 1. Any member of the Association, upon written notice to the President/C.E.O. of the member's intentions, may resign from membership. Acceptance of any resignation by the President/C.E.O. is contingent upon indebtedness to the Association having been paid. No part of dues, assessments or other charges are refundable.

Section 2. Any member dropped from the Association may re-apply for membership, to be processed in the same manner as any new applicant for membership.

Section 3. Any member whose resignation is accepted may within one year from date of the acceptance of the resignation, request reinstatement in writing by the President/C.E.O. upon payment of one year's dues in advance. Any processing fee shall be waived.

Section 4. Any member may, by unanimous vote of the Executive Committee, be dropped from membership for violation of the Bylaws or any rules or regulations properly adopted by authorized bodies of the Association, or for any conduct which the Executive Committee deems prejudicial to the best interests of the Association. Before action by the Executive Committee, a statement of charges shall have been sent by registered mail at least thirty days before final action is to be taken. This statement shall list

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the charges to be considered and the time and place of the meeting of the Executive Committee at which they will be considered, and extend to the member the opportunity to appear in person or by representative to present any defense to such charges before final action is taken. If the member disagrees with the finding of the Executive Committee, the member shall have the opportunity to appeal said finding before the next meeting of the Executive Committee by submitting a request in writing to the President/C.E.O.

ARTICLE VIII - OFFICERS & THEIR DUTIES

Section 1.

- (a) The officers of the Association shall be a Chairman of the Board, Chairman of the Board-Elect, First Vice Chairman of the Board, Second Vice Chairman of the Board, Secretary and Treasurer. The Chairman of the Board-Elect, First Vice Chairman of the Board, and Second Vice Chairman of the Board shall be elected annually by the voting membership for a period of one year until a successor is duly elected and qualified. The Chairman of the Board-Elect shall automatically assume the chairmanship at the conclusion of the Chairman of the Board's term.
- (b) The Secretary shall be elected from the Dealer membership at large bi-annually in even number years by the voting membership for a period of two years or until a successor is duly elected and qualified.
- (c) The Treasurer shall be elected from the Manufacturer membership at large bi-annually in odd number years by the voting membership for a period of two years or until a successor is duly elected and qualified. The Treasurer may serve up to three consecutive terms upon re-election by the voting membership.

Section 2. The Chairman of the Board shall be the chief corporate officer of the Association; shall be a member ex-officio of all standing and special committees; shall preside at all meetings of the Association as a whole, the Executive Committee and Board of Directors; and shall appoint all standing and special committees not otherwise provided for in the Bylaws.

Section 3. The Chairman of the Board-Elect shall succeed the Chairman of the Board and shall perform the duties of the Chairman of the Board in the event of the Chairman of the Board's absence or disability and shall have such other powers and duties as shall be assigned by the Bylaws or by the Board of Directors; and shall be a member of the Executive Committee.

Section 4. The First Vice Chairman of the Board shall perform the duties of the Chairman of the Board-Elect in the event of the Chairman of the Board-Elect's absence or disability and shall have such powers and duties as shall be assigned by the Bylaws or by the Board of Directors or by the Executive Committee; and shall be a member of the Executive Committee.

Section 5. The Second Vice Chairman of the Board shall perform the duties of the First Vice Chairman of the Board in event of the First Vice Chairman of the Board's absence or disability and shall have such other powers and duties as shall be assigned by the Bylaws or by the Board of Directors or by the Executive Committee; and shall be a member of the Executive Committee.

Section 6. The Secretary shall keep or cause to be kept minutes of meetings of the Association, the Executive Committee and the Board of Directors; shall send a copy of the minutes of these meetings to all members of the Board of Directors; and shall be a member of the Executive Committee.

Section 7. The Treasurer shall keep or cause to be kept a record of all financial transactions of the Association; and shall deposit or cause to be deposited all funds and securities of the Association in such banks, trust companies, or other depositories as the Executive Committee shall direct; shall make

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disbursements, transfers or alterations of funds of the Association as may be ordered by the Board of Directors or the Executive Committee. The Treasurer shall make or cause to be made disbursements for periodical expenses of the Association, and for expenses not specifically directed by the Board of Directors or the Executive Committee as certified to the Treasurer by the President/C.E.O. for payment, which are within the total of the approved annual budget. The Treasurer shall carefully account for all funds and make a full report quarterly or at such other times as may be designated by the Chairman of the Board to the Executive Committee; and shall present appropriate reports to the Board of Directors and to the membership at the Annual Meeting. The Treasurer shall be bonded in such amount as determined by the Executive Committee, the expense of such bond being paid by the Association; and shall be a member of the Executive Committee.

ARTICLE IX - DIRECTORS & THEIR DUTIES

Section 1. The Board of Directors shall oversee the programs and activities of all NSSEA committees and councils and make recommendations to the Executive Committee for future guidance to committee and council activities. They shall keep a close watch on new trends and developments which may affect our industry and make suitable recommendations to the Executive Committee for future action.

Section 2. The Board of Directors, all of whom shall be executives of member companies, shall consist of the following:

- (a) The Officers of the Association.
- (b) Six Dealers-at-Large (at least two retail oriented, two non-retail, and two at-large).
- (c) Six Manufacturers-at-Large (at least two equipment, two non-equipment, and two at-large).
- (d) One Independent Manufacturers Representative.

Section 3. The Board of Directors shall meet annually and upon the call of the Chairman of the Board. Written notice of any special meeting of the Board of Directors shall be given at least ten days previous thereto.

Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. At Large Board members will serve for a term of three years.

ARTICLE X - INDEMNITY OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. Any person made a party to or involved in any litigation (which term shall include any actual or threatened civil, criminal or administrative action, claim, suit, proceeding or appeals therefrom) solely by reason of the fact that he or she at any time was or is a director, officer or employee or member of a committee of the Association shall to the fullest extent permitted by law be indemnified by the Association against all liabilities and all expenses reasonably incurred by that person arising out of or in connection with such litigation, except in relation to matters as to which such person shall be adjudged in such litigation to be liable for willful misconduct in the performance of that person's duty to the Association and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. Except as provided in Paragraph 1 above, the termination of any litigation by judgement, settlement, conviction, or, upon a plea of nolo contendere or its equivalent, shall not create a presumption that a director, officer or employee of the Association did not meet the applicable indemnification standard set forth in Paragraph 1 above.

Section 3. To the extent that a person has been successful on the merits or otherwise in defense of any litigation, or in defense of any claim, issue or matter therein, that person shall be indemnified, otherwise any indemnification hereunder shall be made only after:

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(a) The Executive Committee (acting by a quorum consisting of Directors who are not involved in such litigation) determines that such person has met the applicable indemnification standard set forth in Paragraph 1 above,

or,

(b) In the event of the inability to obtain a quorum consisting of Directors who are not involved in such litigation, the Executive Committee determines, based upon the written opinion of independent legal counsel, that such person has met said indemnification standard.

Section 4. Advances may be made by the Association against costs, expenses and fees at the discretion of, and upon such terms as may be determined by, the Executive Committee.

Section 5. The right of indemnification provided hereupon shall not be deemed exclusive of any other right to which any person may be entitled or any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of death of a Director, Officer, member of a committee or employee of the Association, inure to the benefit of his or her heirs, executors or other lawful representatives.

ARTICLE XI - ELECTIONS

Section 1. Elections

(a) The election of the officers, directors and elective committees shall be held at the Annual Meeting and shall be by ballot. Voting by ballot may be suspended by unanimous vote of those present. Terms of office shall start at the conclusion of the Annual Convention.

(b) The Nominating Committee shall be composed of the two most recent eligible (an eligible person shall be defined as one who is actively engaged in management with a member company) Past Chairmen of the Board, the current Chairman of the Board, plus one member from the Retail Store Council (selected by the Retail Store Council), one retail member, not currently on the Retail Store Council (selected by the Retail Store Council), one member from the Distribution Council (selected by the Distribution Council), one distribution member, not currently on the Distribution Council (selected by the Distribution Council), one member from the Suppliers Council (selected by the Suppliers Council), one supplier member, not currently on the Suppliers Council (selected by the Suppliers Council), one member from the Equipment Manufacturers Council (selected by the Equipment Manufacturers Council), one equipment manufacturer member, not currently on the Equipment Manufacturers Council (selected by the Equipment Manufacturers Council), and one Independent Manufacturers Representative (selected by the Independent Manufacturers Committee), not currently officers, directors or Past Chairmen of the Board. Terms of Committee and Council representatives on the Nominating Committee shall be two years and staggered to retain continuity. The most senior Past Chairman of the Board in attendance will serve as Chairman. The Nominating Committee shall be constituted annually by the Executive Committee. Nine members shall constitute a quorum for the transaction of business.

(c) The number of manufacturer and dealer Directors-at-Large elected shall be two in each year.

(d) Nominations for officer positions from the membership at large shall close 30 days in advance of the Nominating Committee meeting to enable their qualifications to be reviewed.

(e) Nominating Committee members cannot be elected to any other leadership position while serving on the Nominating Committee.

(f) Nominations for positions other than an officer (Chairman of the Board, Chairman of the Board-Elect, First Vice Chairman of the Board, Second Vice Chairman of the Board, Secretary and Treasurer may be made from the floor.

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Section 2. Qualifications for the officers, directors and elective committees shall be as follows:

- (a) Second Vice Chairman shall be an individual who is an executive and/or officer of their company and who should have an equity stake in their company.
- (b) Treasurer shall be a manufacturer/ service provider individual who is an executive and/or officer of their company and who should have an equity stake in their company. Should have strong business administration skills including financial management and reports.
- (c) Secretary shall be a dealer individual who is an executive and/or officer of their company and who should have an equity stake in their company.
- (d) Directors-at-Large must be a manufacturer/service provider member. They should be an executive and/or officer of their company and who should have an equity stake in their company. They should be able to actively participate in strategic planning sessions with the ability to focus on macro issues.
- (e) Regional Directors must be a dealer member from the Region they will represent. They should be an executive and/or officer of their company and who should have an equity stake in their company. They should be able to actively participate in strategic planning sessions with the ability to focus on macro issues.
- (f) Show Planning Committee members must be a participant of that show. They should be an individual who is somewhat familiar with the logistics of tradeshow management and be able to act on what is in the best interest of the show and for participants.
- (g) Suppliers Council members must be a manufacturer/service provider member. They should be an individual who can provide input on member services geared towards supplier members. Three years experience in the Association is preferred.
- (h) Equipment Council member must be a member with equipment orientation. They should be an individual who can provide input on member services geared towards equipment oriented members. Three yeas experience in the Association is preferred.
- (i) Retail Store Council members must be a dealer member with retail orientation. They should be an individual who can provide input on member services geared towards retail oriented members. Three years experience in the Association is preferred.
- (j) Distributors Council members must be a dealer member and should have some warehouse orientation. They should be an individual who can provide input on member services geared towards the full-line distributor type of operation. Three years experience in the Association is preferred.
- (k) Business Technology Committee members must be a member with technological knowledge and/or hold an information technology position for their company. Should be an individual who can provide input on member services geared towards electronic information exchange and communications.

Section 3. Death, resignation, or disability:

- (a) In the case of death, resignation, or disability of any director, or committee member, the vacancy thus created shall be filled for the unexpired term by appointment of the Chairman of the Board, and approved by the Executive Committee.
- (b) In the case of death, resignation, disability, (or election into the Chairs) of the Secretary and/or Treasurer the vacancy thus created will be sent to the Nominating Committee for a recommendation to the Chairman of Board for appointment, and ultimate approval by the Executive Committee. In addition, for a Treasurer moving into the Chairs, they may continue to function as the Treasurer while providing input and training to the incoming Treasurer.
- (c) In the case of death, resignation, disability of the Chair positions, the vacancy of the Chairman of Chairman of the Board, Chairman of the Board-Elect, or First Vice Chairman of the Board would be filled by the Chairman of the Board-Elect, First Vice Chairman of the Board, and/or Second Vice Chairman of the Board assuming the next higher office.

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ARTICLE XII - MEETINGS OF MEMBERS

Section 1. An Annual Meeting of the members shall be held during the Annual Convention at a time to be designated by the Executive Committee for the purpose of the transaction of such business as may properly come before the meeting.

Section 2. Special meetings of the members may be called by the Chairman of the Board at the Chairman of the Board's own behest or at the request of the majority of the Executive Committee, or by written petition of not less than one-twentieth of the members having voting rights.

Section 3. Associate Members shall be entitled to attend and participate in all proceedings at annual or special meetings of the members but shall not be eligible to vote or hold office.

Section 4. The Executive Committee shall designate the place of meeting for the Annual Meeting or for any special meetings.

Section 5. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or electronic means, to each member entitled to vote at such meeting, not less than 5 nor more than 40 days before the date of such meeting, by or at the direction of the Chairman of the Board or the Secretary. In case of a special meeting, or when required by statute, or by these Bylaws, the purpose or purposes for which a meeting is called shall be stated in the notice.

Section 6. The members representing one-fifteenth of the votes entitled to be cast at any meeting shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 7. At any meeting of members each membership is entitled to one vote either in person, or by proxy executed in writing by the member.

Section 8. Any notices required by these Bylaws may be given in writing by mail or electronic means by depositing such notices in a post office or letter box in a postpaid, sealed wrapper, or by transmitting the notice, addressed to the person to whom notice is required to be given at such address or electronic location as last appears on the books of the Association, and such notice shall be deemed to have been given at the time when said notices shall have been thus mailed or transmitted.

Section 9. Any notice required to be given under these Bylaws may be waived in writing, signed by the person or persons entitled to said notice whether before or after the time stated herein.

Section 10. Any Committee/Council/Board of Directors member who misses two consecutive Committee/Council/Board meetings shall be subject to removal from the Committee/Council/Board of Directors. The Executive Committee will act upon recommendation of the subject leadership group.

Section 11. Any Committee/Council/Board of Directors member who has a known conflict of interest, that is prejudicial to the best interests of the Association, will be asked to resign their leadership position or be removed from the position upon a unanimous vote of the Executive Committee. If the member does not resign voluntarily, the Executive Committee will develop/send a statement of charge(s) by registered mail at least thirty days before final action is to be taken. This statement shall list the charges to be considered and the time and place of the meeting of the Executive Committee at which they will be considered, and extend to the member the opportunity to appear in person or by personal representative to present any defense to such charges before final action is taken. The Executive Committee finding will be final.

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ARTICLE XIII - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee composed of nine members, no more than five of which may at any time be either Dealers or Manufacturers/Service Providers, six of whom shall be Officers, and three Directors elected by the Board of Directors from its membership for a two year term. No Director shall be eligible for re-election to the Executive Committee to succeed himself or herself.

Section 2. Only one representative per company may serve on the Executive Committee at a time.

Section 3. The Executive Committee be the governing body of the Association and shall be charged with the responsibility of formulating and directing the over-all policies and programs of the Association. Such duties shall include the approval of the budget, the establishment of qualification for membership, and the employment of a President/C.E.O.

Section 4. The Executive Committee shall meet at least three times per year upon call from the Chairman of the Board and/or the President/C.E.O. Notice of such meeting shall be given not less than 15 days in advance of such meeting.

Section 5. Five members of the Executive Committee shall constitute a quorum for transaction of business. All actions of the committee shall be by majority vote.

ARTICLE XIV - PRESIDENT/C.E.O.

Section 1. The President/C.E.O. shall be a full time employee of the Association; shall be the chief executive officer of the Association; shall have the authority and the responsibility to develop a program to achieve the objectives of the Association, and to direct its affairs in accordance with its established policies. The President/C.E.O. shall be a member ex-officio of all committees and sections of the Association; shall select, employ, and supervise the office staff; shall along with staff be bonded at the expense of the Association, as required by the Executive Committee. The President/C.E.O. shall be authorized to commit for the benefit of the Association the funds of the Association within the limitation of the approved budget, as required by the execution of said responsibilities.

ARTICLE XV - FINANCE & AUDIT COMMITTEE

Section 1. This committee shall consist of the Treasurer, who shall be Chairman, the Chairman of the Board-Elect and the First Vice Chairman of the Board, and shall serve for a term of one year.

Section 2. The duties of this committee shall be to:

- (a) Review and approve an annual budget, prepared by the President/C.E.O., of the income and expenses of the Association required to carry out the programs of the Association.
- (b) Submit the budget to the Executive Committee for approval.
- (c) Recommend mid-year budget adjustments which may become necessary due to unusual or unforeseeable circumstances.
- (d) Audit the Treasurer's Annual Report and reconcile it with the budget.

Article XVI – PRESIDENT'S EVALUATION COMMITTEE

Section 1. This committee shall consist of the Treasurer, who shall be Chairman, the Chairman of the Board, Chairman of the Board-Elect, and First Vice Chairman of the Board, and shall serve for a term of one year.

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Section 2. The duties of this committee shall be to:

- (a) Act on behalf of the Executive Committee to conduct the President/C.E.O.'s annual evaluation.
- (b) Conduct employment contract negotiations with the President/C.E.O.

ARTICLE XVII - FUNDS

Section 1. The Association shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure to or be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Section 2. The financial records of the Association shall be audited and certified by a Certified Public Accountant upon the change of Treasurer, but not less frequently than every three years.

ARTICLE XVIII - CONTINGENCY FUNDS

Section 1. The Executive Committee may from time to time direct the Treasurer to credit any Association surplus funds to a Contingency Fund. No expenditures shall be made from this Fund except as may be authorized by a two-thirds vote of the Executive Committee at a regular or special meeting, provided, however, that in the call for such meeting which shall be made at least 30 days in advance of meeting date, notice shall be given of the intention to disburse a specific sum from the Contingency Fund and the purpose for which it is to be used.

ARTICLE XIX - AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the members present and voting, at any annual or special meeting of the members, provided that written notice of the proposed changes has been submitted to all of the members by mail, or electronic means, not less than 30 days preceding the time at which the vote is to be taken. Voting shall be limited to acceptance or rejection of changes proposed.

ARTICLE XX - RULES OF ORDER

Section 1. All meetings of the Association and its committees shall be conducted according to parliamentary law, as set forth in "Roberts' Rules of Order" (Revised), when not in conflict with these Bylaws.

Last updated after 2006 Annual Meeting
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