

B Y L A W S
of the
PUBLISHERS ASSOCIATION OF THE WEST

ARTICLE I. NAME:

The name of the organization shall be the Publishers Association of the West.

ARTICLE II. LOCATION:

The Association is incorporated under the laws of the State of Colorado. The principal office of the Association shall be located in such place as the Board of Directors may designate.

ARTICLE III. PURPOSE:

The Association is a confederation of book publishers, banded together for mutual benefit to further the interests of book publishing.

ARTICLE IV. MEMBERSHIP:

The Association shall be a membership organization, with publishers comprising the primary base of members served and represented through the Association; however, other membership classifications and/or subclassifications are permissible as established by the Board of Directors. An organization or individual shall be considered a member in good standing for one-year after acceptance of their annual dues. The following terms and conditions shall apply to association membership:

Section 1. Property Rights: No member shall have any property right by virtue of membership, nor shall earnings or assets accrue to any member except as reasonable compensation for services rendered and reimbursement of expenses as determined or established by the Board of Directors.

Section 2. Membership Eligibility and Classifications of Membership: Membership eligibility is at the discretion of the Board of Directors. There shall be two classifications of membership: Active Membership and Associate Membership.

(A) Active membership shall be open to the following: 1) any bona fide book publisher who has published at least three books, one of which was published during the last two calendar years, or 2) any Associate Member granted Active Membership status by special permission of the Board of Directors.

(B) Associate Membership shall be open to the following: 1) any company or individual who endorses the purposes of the Association, or 2) any company or individual granted Associate Membership by special permission of the Board of Directors.

Section 3. Voting Rights: Only Active Members shall hold voting rights during the period of membership. Each Active Member company is entitled to one vote.

Section 4. Organizations Not Eligible for Membership: Other Book Trade and Publishing Associations are not eligible for membership.

ARTICLE V. PARLIAMENTARY AUTHORITY:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE VI. GOVERNANCE AUTHORITY OF THE MEMBERSHIP:

The membership of the Association shall have a voice and vote in governing the affairs of the Association as described herein.

Section 1. General Powers and Authority: The Active Members of the Association shall have the general powers and authority to:

(A) Elect the Board of Directors.

(B) Amend the Association's Articles of Incorporation and Bylaws.

(C) Discuss the activities, operations, and financial affairs of the Association and make recommendation on such issues to the Board of Directors.

(D) Vote to dissolve the Association upon recommendation by the Board of Directors.

(E) Recall elected officers and other Board members.

Section 2. Annual Membership Meeting: The Board of Directors shall determine the location and date of the Annual Membership Meeting, to be held in conjunction with the National Publishing Conference and Trade Show.

(A) The Annual Membership Meeting shall provide a forum for discussion and debate, shall provide an opportunity for floor nominations for the Board of Directors, and shall provide an opportunity for proposing specific membership ballots on any issues the membership has authority to govern.

(B) Amendments to these Bylaws may be made at the Annual Membership Meeting by a majority vote.

Section 3. Special Meetings: Special meetings of the membership may be called at the discretion of the Board of Directors. Written notice shall be sent by first-class mail, e-mail (with return receipt), or other electronic means at least thirty days preceding any meeting of the membership.

Section 4. Quorum: Those Active Members attending any duly called meeting of the membership shall constitute a quorum.

Section 5. Proxies: Voting by proxy under this Article VI is not allowed.

Section 6. Election of the Board of Directors: Members of the Board of Directors shall be elected at the Annual Membership Meeting. The Membership and Nominating Committee will nominate a slate of candidates. Candidates may also be nominated from the floor. In the case of multiple candidates, the candidate(s) with the greatest plurality shall prevail.

Section 7. Voting: Except as otherwise provided by law or in these Bylaws, all matters which shall properly come before the membership shall be decided by a majority of votes cast.

Section 8. Recall: Any elected official may be recalled by the membership. A recall motion shall include written notice containing specific complaints presented to the official one month prior to presentation of a recall motion at an Annual Membership Meeting. A two-thirds majority of the ballots cast shall sustain the recall.

ARTICLE VII. BOARD OF DIRECTORS:

The governing body of the Association shall be the Board of Directors. With the exception of the powers granted to the general membership, the Board of Directors shall have all the authority permitted by law, or as set forth in this document.

Section 1. General Powers and Accountability: The Board of Directors shall have the general powers and accountability for but may delegate responsibility to:

- (A) Transact all business of the Association, including the power to enter into binding contracts and other similar agreements on behalf of the Association.
- (B) Manage all assets, finances, securities, and properties of the Association in accordance with these and any separately existing provisions for specific assets or properties.
- (C) Approve the annual budget of the Association.
- (D) Establish the policies, fee structures, rules, and other regulations governing the Association or changes therein.
- (E) Propose amendments to the Articles of Incorporation and Bylaws of the Association.
- (F) Appoint or otherwise select all representatives intended to officially represent the Association before other groups and organizations.
- (G) Delegate management of the activities of the Association to any person(s) or committee(s) however composed, provided that all actions of the Association shall be managed and all corporate powers exercised under the authority of the Board of Directors.

Section 2. Composition: The Board of Directors shall consist of no more than sixteen and no fewer than nine members. The Board of Directors is composed of the following Director positions:

- (A) The immediate Past President, who shall serve as President Emeritus. In the event that the office of President Emeritus becomes vacant, the Membership and Nominating Committee may nominate and the Board of Directors may approve by majority vote a replacement President Emeritus to complete the term of such vacancy. No person shall be eligible for appointment as President Emeritus unless such person has previously served as President of the Association;

(B) An Associate Member liaison nominated by the Membership and Nominating Committee for a term of two years and approved by a majority vote of the Board of Directors. At the end of the Associate Member liaison's two-year term, the member may remain on the Board as a Director with the same privileges and subject to the same restrictions as other Associate Member Directors;

(C) Additional Associate Members may be nominated by the Membership and Nominating Committee for the same terms as At-Large Directors and approved by a majority vote of the Board of Directors. Associate Members may not comprise more than 25% of the Board of Directors;

(D) No more than twelve and no fewer than six At-Large Directors. At-Large Directors shall be elected at the Annual Membership Meeting. Each At-Large Director shall be elected for a term of three years. At-Large Directors may serve no more than two consecutive terms; and

(E) No more than two Directors nominated by the President for a one-year term and approved by majority vote of the Board of Directors.

Section 3: Election of Officers: Members of the Board of Directors shall be elected to fill the respective positions as follows: President, Vice President, Treasurer, and Secretary shall be elected by the Board of Directors from within its membership. Associate Members are not eligible for Officer positions. The term of each officer shall be one year, subject to automatic renewal for a second year, as further described in Article VIII, Section 1(E) below. Officers shall be elected by the Board of Directors at the first Board of Directors meeting held after the Annual Membership Meeting. At such meeting, if there is an outgoing President, he/she shall nominate a new President, who shall be elected by the Board. Following such election, the new President shall nominate other Board members for the remaining offices.

Section 4. Vacancies: The Board of Directors may temporarily fill any vacancies in elected Directors positions until a permanent replacement can be elected by membership ballot. Such vacancies shall be nominated by the Membership and Nominating Committee and approved by majority vote of the Board of Directors.

Section 5. Resignations: Any Director or Officer may resign at any time by giving written notification to the President or Secretary.

Section 6. Removal: At any time during a regular or special Board meeting, by two-thirds vote of a quorum of the Board of Directors, a Director or Officer may be removed for cause, found and declared in such resolution for removal. In such event, written notice of the intended action shall be included in the call to the meeting, and the Director in question shall be given opportunity for rebuttal. Cause for removal shall include, but shall not be limited to, failure by a Director to attend or participate in two of the regularly scheduled meetings of the Board of Directors during a one-year period.

Section 7. Meeting Dates and Locations: The Board of Directors shall conduct no fewer than three meetings per year, and shall be responsible for selecting the location(s) of these meetings. All Board members shall endeavor to attend in person at least one Board meeting and participate in any others by conference call. In the event of such telephonic meeting, all other meeting provisions set forth in this Article VII shall apply. Board members are strongly encouraged to attend in person the New Board meeting immediately following the Annual Membership Meeting at the annual Conference. The President may, at his/her discretion, grant exceptions to these attendance requirements.

Section 8. Meeting Notification: Notice of meetings of the Board of Directors shall be given to each Director by mail, telephone, e-mail (with return receipt), other electronic means, or hand at least fifteen days before the meeting. Presence of a Director at a meeting shall constitute waiver of notice of meeting.

Section 9. Voting: Each Director shall have one vote. Except as otherwise provided by law or in these Bylaws, all matters, which shall properly come before the Board of Directors, shall be decided by a majority of those votes cast. Directors may only vote by being present. ("Being present" is defined as attendance in person or attendance by conference call.) Pursuant to Colorado Revised Statutes, as amended, Directors may vote by proxy by appointing said proxy through a written and signed appointment form delivered by any means to the President prior to a meeting. Such proxy may be revoked by the attendance of the grantor of the proxy at such meeting, or by the written revocation of such proxy appointment delivered to the President prior to a meeting.

Section 10. Quorum: Fifty percent or more of the Board of Directors shall constitute a quorum when at least two of this number are members of the Executive Committee.

ARTICLE VIII. OFFICERS AND COMMITTEES OF THE BOARD OF DIRECTORS:

The Board of Directors shall function with the officers and committees described herein.

Section 1. Officers: There shall be the following Officers of the Association with such duties and authorities as described herein. The Board of Directors may assign duties and responsibilities in addition to those indicated to the appropriate Officer.

(A) President: The President shall be the Chief Elected Officer of the Association, and shall exercise general authority over the affairs of the association with the powers and duties as prescribed by law, these Bylaws, and the Board of Directors. The President shall preside at the Annual and all other Membership Meetings, and all meetings of the Board of Directors and Executive Committee.

(B) Vice President: The Vice President shall perform the duties of the President when the President is absent, and in the event of the death, resignation, or removal of the President, the Vice President shall assume the unexpired term of the President.

(C) Treasurer: The Treasurer shall control and manage the funds and securities of the Association under the provisions specified by law, these Bylaws, and the Board of Directors. The Treasurer shall render to the Board of Directors and to the Annual Membership meeting a report of the Association's significant financial transactions, the Association's general financial condition, and the Association's budget for the next fiscal year.

(D) Secretary: The Secretary shall record the minutes of Annual and other Membership Meetings, and meetings of the Board of Directors and Executive Committee.

(E) Terms; Term Limitations: Officer terms shall be for one year, subject to automatic renewal for a second year, unless a majority of members of the Board of Directors shall determine at the Board meeting following the Annual Membership Meeting to not renew such officer's term. No individual shall hold any single office, as described above, for more than three consecutive terms.

Section 2. Standing Committees: There shall be the following Standing Committees of the Board of Directors with such duties and responsibilities as described herein. Unless otherwise provided, Standing Committees shall serve in an advisory capacity to the Board of Directors, assisting in the development and implementation of policies and other directives.

Only members of the Board of Directors may serve on the Executive Committee. Only Active members of the Board may chair Standing Committees. With respect to all Standing Committees, with the exception of the Executive Committee, the committees shall be comprised of at least two members of the Board of Directors, as further described below, along with additional members, who may or may not be members of the Board of Directors, but must be affiliated with the membership of the Association. The Board of Directors may assign duties and authorities in addition to those indicated to the appropriate Standing Committee.

All Standing Committees shall meet as needed in conjunction with each meeting of the Board of Directors. Standing Committees shall also meet upon request of the President or of the respective Committee Chair.

(A) Executive Committee: The Executive Committee shall consist of the President Emeritus, President, Vice President, Treasurer, Secretary, and at least one and no more than two additional Active members of the Board of Directors who shall be nominated by the Membership and Nominating Committee and approved by a majority vote of the Board of Directors. Unless otherwise and expressly prohibited by law, these Bylaws, or resolution of the Board of Directors, the Executive Committee shall have all the powers and authority of the Board of Directors during such times as the Board of Directors is not in session. The Executive Committee shall be responsible for organizing the agenda and topics for the Annual Membership Meeting.

(B) Finance Committee: The Finance Committee shall include among its members the Treasurer, who shall chair the committee. The balance of committee members shall comprise from the membership subject to approval of the chair. The Finance Committee shall assist the Treasurer in the management and oversight of Association funds and securities, and prepare planning and reporting documents pertinent to the finances of the Association. At the discretion of the Board of Directors, the Board may retain an independent entity to review and audit the books of account of the Association.

(C) Membership and Nominating Committee: The Membership and Nominating Committee shall include the Vice President, who shall chair the committee. The balance of committee members shall comprise from the membership subject to approval of the chair. The Membership and Nominating Committee shall develop a slate of nominees for the Board of Directors and a slate of nominees for the election of Officers and shall complete other tasks and responsibilities as described in these Bylaws. This committee shall develop a plan and advise the Board of Directors regarding membership goals.

(D) Professional Development Committee: The Professional Development committee shall be chaired by a member of the Board of Directors and shall make every effort to ensure the Association is meeting its primary goal. The Chair and other members shall be nominated by the Membership and Nominating Committee and approved by a majority vote of the Board of Directors.

(E) Conference Committee: The Conference Committee shall include the President, who shall chair the committee. The balance of committee members shall comprise from the membership subject to approval of the chair. The Conference Committee shall be responsible for organizing the agenda and topics for the National Publishing Conference and Trade Show, and shall assist the Executive Director in identifying and recruiting presenters.

Section 3. Special Committees: The President, with the approval of the Board of Directors, may appoint such other special committees as may be deemed desirable in forwarding the purposes of the Association. Each Special Committee must have at least three members, of which at least one member must be a member of the Board of Directors. A member of the Board of Directors shall serve as Chair of each Special Committee. These committees shall exercise such powers and perform such duties as may be prescribed by the President within the scope of these Bylaws. Members of these special committees need not be members of the Board of Directors.

Section 4. Quorum: Fifty percent or more of the members of any committee shall constitute a quorum.

ARTICLE IX. REAL ESTATE and PROPERTIES:

Section 1. Ownership: The Association may acquire or lease, and operate various real estate properties in furtherance of its mission.

Section 2. Purpose: The use of such real estate shall be dedicated to fulfilling the same purposes as the Association itself, as outlined in Article III of these Bylaws.

Section 3. Management: Each real estate property shall be managed by the Board of Directors and these Bylaws, and shall be managed in a manner consistent with Article III of these Bylaws.

ARTICLE X. ADMINISTRATION:

Section 1. Professional Staff: The Board of Directors may employ and may terminate an Executive Director under such terms and conditions as it deems appropriate. The Executive Director shall serve without vote as an ex-officio member of the Board of Directors and of the Executive Committee. The Executive Director shall employ and may terminate employment of the staff necessary to do the work of the Association and fix their compensation within the approved budget. The Executive Director shall supervise the professional staff of the Association and shall manage the affairs of the Association under the policies and direction determined by the Board of Directors.

Section 2. Fiscal Year: The fiscal year of the Association shall commence on the first day of January and shall end on the last day of December the same calendar year.

ARTICLE XI. AMENDMENTS:

The Board of Directors may propose amendments to or a repeal of these Bylaws at its own initiative or upon petition by ten percent of the voting membership of the Association. Such a petition shall be presented to the Board of Directors at a regularly scheduled Board meeting no less than thirty calendar days prior to the Annual Membership Meeting. The Board of Directors shall present all such proposals to the membership twenty days prior to the Annual Membership Meeting for debate at the Annual Membership Meeting. Proposed Amendments to these Bylaws may also be referred to the eligible voting membership via mail ballot. In such special elections, Amendments may also be made by a majority of those Active members casting ballots by mail, provided such special election is held for such purpose and called by the Board of Directors. In such special elections, the Board of

Directors shall cause to be mailed to each Active Member a ballot and notice of such election at least fifteen days prior to the deadline for submitting ballots.

ARTICLE XII. DISSOLUTION:

The Association shall use its funds and other assets exclusively to effect those purposes and objectives stated in these Bylaws. Upon dissolution of the Association, any funds or other assets remaining shall be distributed to one or more nonprofit organizations established with purposes similar to those of the Association and selected by the Board of Directors to be the legal recipient(s) of such funds and other assets. The Association may be dissolved only upon recommendation of the Board of Directors and with approval of two-thirds of the membership of the Association.

ARTICLE XIII. DEFINITIONS:

The term “book” as used herein shall be construed to include books in any form. The term “publisher” shall be construed to include individuals, partnerships, corporations, or other entities engaged in the business of book publishing.

ARTICLE XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS:

The Association shall indemnify its Officers and Directors to the full extent permitted by Colorado law. The personal liability of an Officer and Director to the Association or its members for monetary damages for breach of fiduciary duty as a Director is limited to the full extent of Colorado law. The Officers and Directors, Executive Director, employees, and members of the Association shall not, as such, be liable on its obligations. Officers and Directors shall not be liable for actions taken or omissions made in the performance of the Association duties except for wanton and willful acts or omissions.