

1. *Name: Florida Antiquarian Booksellers Association, Inc. (FABA).*

2. *Purpose:*

- A. The Association and its related events celebrate the written word and its important role in the human experience. The mission of the Association, as a nonprofit corporation, is to promote reading, the preservation of written and printed materials, and literacy throughout Florida.
- B. To promote the collecting and reading of antiquarian books within the state of Florida.
- C. To further friendly and cooperative relations among Florida booksellers.
- D. To uphold high professional standards among its members, all of whom agree to comply with the FABA written Code of Ethics at all times.

3. *Membership:*

- A. Members of the Association must hold a valid business license in the State of Florida or a current resale certificate issued by the State of Florida, and be actively engaged in the antiquarian book trade. Members must have been engaged in this endeavor for a period of one year or more, prior to application for membership. An antiquarian bookseller shall be defined as an individual*, an association, a firm, a corporation or an organization of good character and reputation actively engaged in buying and selling antiquarian and rare books, manuscripts and related materials.
- B. Associate members shall be those individuals elected to membership who are affiliated with antiquarian bookselling organizations, or libraries, or other activities related to the antiquarian and rare book environment, but who do not qualify for regular membership. Associate members have no voting privileges.
- C. Election of applicants to membership shall be by vote of the Board of Directors. An affirmative vote of two-thirds of the Board shall be required for election to membership. Each candidate for membership must apply in writing on such forms as may be designated from time to time by the Board of Directors.

All membership applications shall be processed by the Secretary of the Association, with the assistance of the Vice President or other Board members as needed. Recommendations or sponsors from two current members of FABA are required with each membership application. If applicant is a current member in good standing with an existing antiquarian association or society then only one FABA sponsor's recommendation is needed to accompany the application.

In the event that an applicant is denied admission in the Association, the applicant may re-apply for membership after a two-year interval from the date he/she first applied.

- D. Resignation of members or associate members shall be made by written notification, addressed to the Secretary. Acceptance of the resignation shall terminate the membership.
- E. A member may be expelled from the Association for an action or actions that endanger the good order, welfare, character or reputation of the Association.
 - 1. Complaints concerning any member should be submitted to the President of the Association, in writing. The President will consult with at least one other Officer to determine if further steps are necessary. Should they conclude that the allegation is frivolous or without adequate substantiation, they should so advise the alleging party, and report their actions at the next Board meeting.
 - 2. If the preliminary determination is that the complaint is serious, the President shall appoint a Special Committee of three members to inquire into it. The committee shall include at least one Director, who will submit the committee's report to the Board. Said committee shall consult all the alleging parties, and the member who has been charged.
 - 3. If the Special Committee determine the allegation(s) to be upheld by their investigation, the Board shall invite the member, or members, involved to attend its next regularly scheduled meeting. During that meeting, the Board shall hear the report of the committee, and rebuttal on the part of the charged member and any person speaking on that member's behalf. The Board shall then discuss the complaint and determine its nature and validity.
 - 4. If two-thirds of the members present at the meeting agree, the charged member may be admonished or expelled from membership.
 - 5. A once-expelled member may reapply for membership after five years.
 - 6. An expelled member shall immediately lose all rights and privileges in the Association, and forfeit any remaining portion of his/her annual dues.
- F. All members subscribe to and agree with our CODE OF ETHICS. Membership in the association will be determined on an annual basis, running from October 1 to September 30. Annual dues shall be charged for membership, with the amount set by the Board of Directors.

4. *Organization:*

- A. The governing body of the Association shall be the Board of Directors. The Board shall consist of eight elected members, including a President, Vice President, Secretary, and Treasurer and up to five Directors. No member of the Board will receive financial remuneration for serving as a member of the Board. The term of all officers shall be one year, beginning May 1st and continuing until April 30th.

- B. Board members shall be elected by vote of the general membership on, or before an annual meeting to be held each year, in conjunction with the Association's annual winter/spring book fair. Nominations for offices and Board positions shall be submitted to the membership, in writing, by the Board's nominating committee, no less than one month prior to the annual meeting. The membership shall always retain the right to make alternative nominations. Voting shall be by written ballot, in order to maximize the participation of the general membership.
- C. Should an elected Board member resign from the Board before the completion of his/her term, the President of the Association may appoint a suitable replacement to serve the unexpired portion of the term.
- D. The President shall be the principal executive officer of the Board of Directors, and shall preside at all meeting of the members. The President may sign, with another elected officer, agreements or papers, and in general, shall perform all duties incident to the office.
- E. The Vice President shall perform the functions of the President during the President's absence. The Vice President shall be the President-Elect, or next President if so elected by members. The Vice President shall also act as a Publicity Officer, overseeing the updates of member's directories, and performing such duties that all the general public to become better aware of the activities of the Association.
- F. The Secretary shall keep the minutes of the meetings of the Board of Directors, shall see that all notices are duly sent to the general membership, shall be custodian of the records of the Association, shall maintain electronic communication and records, and with the assistance of the Board, shall process and maintain membership applications and records.
- G. The Treasurer shall keep himself/herself informed of the condition of the Association's treasury, shall make an accounting of the treasury at each of the Board's meetings, and shall submit an annual accounting to the general membership. The Treasurer is also responsible filling of all state and federal required reports.
- H. The manager of the Association's annual book fair will be compensated for his/her efforts. A written Annual report of the book fair and its finances shall be submitted by the manager to the Board before May 1st. The manager will notify the Board prior to committing the FABA to activities beyond the annual book fair.

5. *Meeting and Events:*

- A. The General Membership of the Association shall meet at least once per year. Other events or meetings may be held as needed.
- B. The Board of Directors shall meet no fewer than two times per year, the meeting to be called by the Secretary, at the President's direction. Meetings may be held in a physical location or held virtually using various electronic applications or by audio conferencing. Board meeting requires the presence of simple majority of the Board. Between meetings, the Board shall serve as a committee to transact necessary business.

6. *Finances:*

All funds raised by the Association, including the book fair, either in the form of yearly dues or through the efforts of its members, shall be deposited into an account bearing the Association's name. All checks received must be payable to the Florida Antiquarian Booksellers Association, Inc. Disbursement of these funds shall be authorized by the Board of Directors. The general membership shall receive an annual accounting of all receipts and disbursements.

7. *Revisions:*

The By-Laws of the Florida Antiquarian Booksellers Association, Inc., may be revised as needed by a two-thirds votes of the Board of Directors and subsequent majority vote of the general membership.

- Over the years, the Board and the general membership have resolved that, although a member may use one or more fictitious names, or corporate identities, membership in the Association belongs to an individual. This interpretation has several ramifications, but is especially important with regard to ethics and the sale of a business. The Association, in essence, sees one individual as being responsible for the actions of all persons associated with a particular business. Further, we have resolved that an individual may not transfer membership to another person. For instance, membership in the organization does not transfer with the sale of the business or with the death of the member. The new owner must apply for membership in his/her own name.