

**BYLAWS
OF
EDUCATIONAL BOOK AND MEDIA ASSOCIATION**

**ARTICLE I
Purposes**

The purposes of the corporation as stated in its certificate of incorporation as a Trade Association are to provide and maintain for the mutual benefit of its members an advisory service to: (1) Promote members of the corporation as qualified, authoritative, and reputable suppliers of educational and library books and related media. (2) Build a demand among educators, librarians, and parents for literature. (3) Encourage and support funding for the purchase of literature so students will have an abundance of books and related media available to them in classrooms and libraries. (4) Promote the importance reading has in the success of today's and tomorrow's students. (5) Develop better techniques and procedures for the sales, marketing, and distribution of educational and library books, pre-bound books, and related media in the school and library markets. (6) Develop professional standards for the ethical conduct of the business of its members. (7) Conduct seminars for the continuing education of its members to promote the foregoing, including knowledge and compliance with State and Federal antitrust laws.

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 Florida.

**ARTICLE II
Offices**

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE III
Membership Information**

Section 1. CLASS OF MEMBERS. The corporation shall have two classes of members. The designation of such class and the qualifications of the members of such class shall be as follows:

WHOLESALE MEMBER Open to any wholesale distributors of educational books, pre-bound books, and related media, that have a direct impact on the sale of these products in the school and library markets, which has demonstrated a commitment to this effort, as specified by the criteria in the membership application, for more than one year and who is approved pursuant to Article III Section 2. This procedure does not apply to members who were confirmed as such prior to January 10, 1982.

PUBLISHER MEMBER Open to publishers of educational and library books and related media who have been in the business of publishing books and/or related media for a minimum of 5 years. New publisher members must be approved pursuant to Article III Section 2 and must publish and maintain an active list of books and/or related media of no less than 24 frontlist books and/or related media per year. Publishers must make their books and/or related media titles available to all wholesaler members as well as have an educational content focus of no less than 60%. The Board is solely responsible for determining that a publisher meets membership requirements, after reviewing supporting data from the publisher candidate and any additional data provided by Board Members. Companies applying for membership must meet those further qualifications established by the Board of Directors and outlined in the current membership application.

Section 2. ELECTION OF MEMBERS. Each prospective member shall file an application for membership with the Executive Secretary of the Board of Directors. Said application for membership must be approved by a three-fifths vote of the Board of Directors.

Section 3. VOTING RIGHTS. Each Wholesaler Member shall be entitled to one vote on each matter submitted to a vote of the Wholesaler membership. Publisher Members are not entitled to vote.

Section 4. PROVISIONS. Each member, or its designated agent, is encouraged to attend the annual meeting and/or participate in some way in the functions of the corporation.

Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of three-fifths of all the Members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these Bylaws. A suspended or expelled member may appeal in writing to the Executive Secretary and request to meet and address (in person) the Board of Directors at the next regularly scheduled board meeting.

Section 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 7. REINSTATEMENT. Upon written request signed by a former member and filed with the Executive Secretary, the Board of Directors may by the affirmative vote of three-fifths of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. Applicable reinstatement fees, if any, as determined by the Board of Directors, will apply.

Section 8. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE IV **Meeting of Members**

Section 1. ANNUAL MEETING. An annual meeting of all members shall be held as soon after the beginning of each calendar year as deemed feasible, at a date and time designated by the Board of Directors for the transaction of such business as may come before the meeting.

Section 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Directors, or not less than fifty (50) percent of the members having voting rights.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida provided however, that if all of the members shall meet at any time and place, either within or without the State of Florida, and consent to the holding of the meeting, such meeting shall be valid without call of notice, and at such meeting any corporate action may be taken.

Section 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail (via hardcopy delivery or electronic mail delivery), to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If notice is delivered via hardcopy, the notice of a meeting shall be deemed delivered when deposited in the United States mail or other delivery service (e.g. courier, overnight carrier) addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is transmitted.

Section 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may

be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. The members holding fifty (50) percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of up to a maximum of nine (9) but not less than seven (7) Wholesaler Members, up to a maximum of six (6) but not less than four (4) Publisher Members and up to three (3) Ex-officio Members who shall be the three (3) immediate Past Presidents of the corporation. The Wholesaler Members and Publisher Members shall have voting privileges; the Ex-officio Members shall not have voting privileges. In accordance with Section 3 below, each Director shall be elected for a term up to three (3) years and shall serve until his/her successor shall have been elected and qualified. Directors need not be residents of the State of Florida.

Section 3. Board of Directors will be elected by the membership. The President shall propose a recommended slate of nominees to fill vacancies as they arise each year. Notice of the slate shall be sent to all Wholesaler Members. Unless a majority of Wholesaler Members' petition for an alternative slate within 14 days of the slate being announced, the slate of nominees shall become directors of the organization.

Section 4. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. SPECIAL MEETING. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them. Special Meetings may be held in person or via remote communications (teleconference, webex, etc.) as determined by the President.

Section 6. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least thirty (30) days previously thereto by written notice delivered personally or sent by mail (via hardcopy delivery or electronic mail delivery) to each Director at his address (mailing address or electronic mail address) as shown by the records of the corporation. If notice is delivered via hardcopy, the notice of a meeting shall be deemed delivered when deposited in the United States mail or other delivery service (e.g. courier, overnight carrier) addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is transmitted.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law of these Bylaws.

Section 7. QUORUM. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the voting members of the Board of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. MANNER OF ACTING. The act of a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 9. VACANCIES. Any vacancies occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 10. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VI Officers

Section 1. OFFICERS. The officers of the corporation shall be President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article. The officers of the association for the upcoming term shall be nominated by a committee comprised of the sitting President and up to the three (3) Ex-officio Members of the Board of Directors, who are the three (3) immediate Past Presidents of the association. The officers of the corporation must be Wholesaler Members. The Board of Directors may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the association, with the exception of the President, shall be elected by the Board of Directors at the first regular meeting of the newly elected Board of Directors. Said officers (excluding the Treasurer) shall serve a term of two (2) years. The Treasurer shall serve a term of three (3) years. Effective June 2, 2004 current and future Presidents shall serve as Ex-officio Past President board advisors for three (3) years after their Presidential term expires. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient and the voting may be solicited either by mail or e-mail. Vacancies may be filled or new officers created and filled at any such meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

In odd-numbered years, the Board of Directors shall submit to the Wholesaler Members a slate of at least one (1) nominee for the office of President of the Association. For a period of no less than 28 days after the annual meeting in odd-numbered years, any Wholesaler Member or Publisher Member may nominate and submit to the Executive Secretary the name of any individual he/she wishes to add to the slate of nominees. Names so submitted may be included by the board of directors on the assumption that their willingness to serve if elected shall have been determined by the persons nominating them.

Ballots listing the name of the nominee or nominees shall be mailed or e-mailed to all Wholesaler Members in good standing after the spring board meeting. The ballot will have blank spaces for the writing in of additional names. Members shall be allowed fifteen (15) days to return their ballots either by mail or e-mail. The ballots shall be returned to the Executive Secretary's mail or e-mail address. The Executive Secretary will tally the votes and report the results to the President who will then announce the successful candidate to the membership upon ratification.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would

be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the association and shall in general supervise and control all the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Executive Secretary and any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officers or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when such action is taken, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. SECRETARY. The Secretary or a committee appointed by the Board of Directors shall be responsible for the up-dating of the Bylaws whenever necessary and he/she will also perform such duties as shall be assigned to him/her by the President or the Board of Directors.

Section 9. EXECUTIVE SECRETARY. As required by the Board of Directors, the Executive Secretary shall be a salaried, non-voting position. He/she shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Executive Secretary by such member; and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 10. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 11. BUSINESS AGENT. The Board of Directors may appoint an individual to serve as Business Agent for the corporation to perform such duties in this capacity as may be necessary to maintain the corporation's status as a Trade Association.

ARTICLE VII
Committees

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of all the Directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by laws.

Section 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/ her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One (1) member of each committee shall be appointed chairman.

Section 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of a committee.

Section 7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Certificate of Membership

Section 1. CERTIFICATE OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Executive Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII Dues

Section 1. ANNUAL DUES. The voting members of the Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of July in each year. Dues of a new member shall not be prorated regardless of the date of application approval by the Board of Directors.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of the Bylaws. Any member whose membership has been reinstated by the Board of Directors can then become an active and participating member in the corporation.

ARTICLE XIII Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida".

ARTICLE XIV
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Florida or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
Amendments to Bylaws

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least thirty (30) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.