



The **A B A A**  
**N E W S L E T T E R**  
VOLUME ~~THREE~~, NUMBER 3 · SUMMER, 1991



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## Special By-Laws Issue

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This special By-Laws Issue of the *Newsletter* is being used as a vehicle to convey to the membership for a vote of approval an entirely new set of By-Laws for our Association. These By-Laws were unanimously accepted by the ABAA Board of Governors at their meeting of July 29, 1991, and are here sent to the membership with the Board's endorsement. A ballot is enclosed for your vote, and votes will be tallied on October 1, 1991. Please vote as promptly as possible, and please be sure to exercise your right as a regular member to vote.

We have included at the end of the proposed By-Laws the text of the ABAA Code of Ethics, as there is language in the By-Laws that makes reference to the Code. Please note, however, that your vote is on the By-Laws only, *not* the Code which is already in effect. Anyone who needs a copy of the existing By-Laws may obtain one from ABAA Headquarters in New York.

For these proposed By-Laws to become effective, the membership must approve them "by two-thirds (2/3) vote of all regular members actually voting" (old by-laws Article IX, section 1).

The proposed By-Laws which follow represent nearly a year's worth of work by the Board of Governors. The Board spent countless hours discussing various issues with the By-Laws Committee, and ABAA's legal counsel, Larry Fox. Members who are familiar with the old By-Laws

will see that those which follow represent both a qualitative and quantitative improvement on virtually every front.

The duties of the National Officers and the Governors are more explicitly spelled out, and the duties of the various committees are outlined in full. Both these improvements will make the functioning of the Board smoother and more efficient. Our goal always, of course, has been to provide for the needs of the membership, and it is the hope of the Board that these new By-Laws will ultimately improve the Association for all.

Based on the overwhelming votes of the membership, auction houses continue to be excluded. Qualifications for and responsibility of ABAA membership are strengthened, and the processes for gaining admission to the ABAA are clearly spelled out. Similarly, we have added language that gives the Board power to enforce the Code of Ethics, and if necessary, to fine, censure or expel members for violations thereof.

These By-Laws are the crux of our organization and the Board hopes everyone will take the time necessary to read through them carefully. Together with the Code of Ethics, we believe we have a sound system of government under which we can operate for a long time to come.

Please don't forget to vote!

**BY-LAWS OF THE ANTIQUARIAN  
BOOKSELLERS' ASSOCIATION OF AMERICA**

**ARTICLE I: Name & Objects of the Association**

Section A. *Name.*

- 1) This association shall be called The Antiquarian Booksellers' Association of America, Incorporated.

Section B. *Objects.*

- 1) The Association was incorporated in 1949 to encourage and promote interest in and appreciation of fine and antiquarian books and other printed materials, and manuscripts;
- 2) to establish, maintain and promote professional and ethical standards in the trade;
- 3) to foster friendly relations among both the membership, and the bookselling community at large;
- 4) to encourage the advancement of the technical and general knowledge specific to the trade;
- 5) to sponsor bookfairs and otherwise promote book selling and book collecting for the benefit of the trade;
- 6) to collect funds to be used for the general purpose of the Association;
- 7) to act as an association in matters where individual action would be less likely to succeed;
- 8) to cooperate with similar organizations for the above purposes, in this country and abroad.

**ARTICLE II: Government**

Section A. *Management of the Association.*

- 1) The management of this Association, and the administration of its business, shall be the responsibility of the National Officers and the Governors, who, acting jointly as the Board of Governors, shall have the power to lawfully exercise the authority vested in them by these By-Laws, subject to the provisions of the Certificate of Incorporation, dated May 24, 1949.

Section B. *National Officers.*

- 1) **Number.** The National Officers of the Association shall consist of a President; Vice President; Treasurer; and Secretary; who shall also be, *ex officio*, members of the Board of Governors.
- 2) **Election and Term.** National Officers shall be elected at the time of the annual meeting in the year in which a term of office expires, by secret mail ballot. The terms of office of the President and Vice President shall be two (2) years or until their successors are elected and qualify. The terms of office of the Secretary and the Treasurer shall be four (4) years, or until their successors are elected and qualify. Neither the President nor the Vice President shall be eligible for reelection to their respective offices in the year their terms expire.
- 3) **Duties of the President.** The President shall preside at all meetings of the Association and of the Board of Governors, and shall be, *ex officio*, a member of all committees.
- 4) **Duties of the Vice-President.** The Vice President shall, at the request of the President, or in the President's absence or disability, perform the duties of the President. In the absence of the Treasurer, or in the event the office is vacant, the Vice President shall perform the duties of the Treasurer. The Vice President shall perform such other duties and have such other authority as may be assigned by the Board of Governors.
- 5) **Duties of the Secretary.** The Secretary shall keep a record of the proceedings of the Association, and of the Board of Governors; shall notify new members of their election; shall issue notices and conduct correspondence on behalf of the Association and the Board of Governors as required by these By-Laws and the Board of Governors. In the absence of the Secretary, or if the office is vacant, the Executive Director shall perform the duties of the Secretary.
- 6) **Duties of the Treasurer.** The Treasurer shall collect and keep all moneys of the Association and disburse them under the direction of the Board of Governors or the Executive Committee. The Treasurer shall keep the accounts of the Association; present a written financial report at each annual meeting; and send all notices and conduct all correspondence relating to the financial matters of the Association. At the end of each fiscal year the Treasurer shall provide the Board of Governors with a full financial report, and provide an annual budget for the year forthcoming. The Treasurer shall also provide interim reports as may from time to time be requested by the Board of Governors. In the absence of the Treasurer, or if the office is vacant, the Vice President shall perform the duties of the Treasurer.

Section C. *Immediate Past President.*

- 1) **Duties.** The Immediate Past President shall serve as the Chairperson of the Nominating Committee. In the event the Immediate Past President is unable to serve in this capacity, the Board of Governors, by two-thirds affirmative vote, shall appoint a suitable replacement.
- 2) **Voting Rights.** The Immediate Past President shall not vote on matters coming before the Board of Governors, except in the event of a tie vote, in which case the Immediate Past President shall cast the deciding vote. The Immediate Past President may vote on all matters coming before the Nominating Committee.

Section D. *Board of Governors.*

- 1) **Number.** The Board of Governors shall consist of the National Officers, one Governor from each of the Regional Chapters, and four Governors elected from the membership at large.
- 2) **Election and Term.** Governors shall be elected at the time of the Annual Meeting in the year in which a term of office expires, by secret mail ballot. The term of a Governor shall be four years, or until their successors are elected and qualify. Governors shall not be eligible for reelection to their respective offices in the year their full terms expire.
- 3) **Duties.** The Board of Governors shall meet in person or by phone at least four times annually to enact and enforce such rules and regulations as it deems necessary for the proper management of the Association.
- 4) **Removal of Officers and Governors.** Any elected officer of the Association may be removed from office, for cause, by the affirmative vote of three fourths (3/4) of the members present at any regular or special meeting of the Board of Governors. No officer shall be removed without first having been notified, in writing, of the proposed removal; and no officer shall be removed without first being given the opportunity to address the Board, either in person, through counsel, or in writing, at the meeting on which the question of the removal is to be voted.
- 5) **Vacancies.** In the event a Governor who represents a specific Regional Chapter vacates the Board, or is in any way unable to fulfill his or her obligations to the Board, that vacancy shall be filled, for the remainder of the vacating governor's term, by a two-thirds affirmative vote of the Board of Governors, by a nominee from of the Regional Chapter which the vacating Governor represents. In the event a Governor elected from the membership at large vacates the Board, or is in any way unable to fulfill his or her obligations to the Board, that vacancy shall be filled, for the remainder of the vacating governor's term, by a two-thirds (2/3) affirmative vote of the Board of Governors, by any member of the Association.
- 6) **Authority to Establish Dues and Initiation Fees.** The Board of Governors may establish from time to time annual dues and initiation fees for the various classes of membership in the Association, which dues and fees shall not take effect until at least six months subsequent to the action of the Board of Governors, prompt written notice of which action shall be sent to the membership of the Association.
- 7) **Limitation on Authority to Incur Debt.** The Board of Governors shall have no authority or power, except by special vote of the Association, to make it liable for any debt beyond the amount of money which may at that time be in the Treasury, and not needed for the discharge of existing debts or liabilities.
- 8) **Quorum.** At least fifty percent (50%) of the Board of Governors must be present to vote at all meetings.

Section E. *Auditor.*

- 1) The Board of Governors may appoint an accredited auditor, who shall not be a member of the Board of Governors, whose duty it shall be to audit the Treasurer's accounts, and make reports thereon to the Board of Governors, as required.

Section F: *Executive Director.*

1) The Board of Governors may appoint an Executive Director, who shall not be a member of the Board of Governors, who shall perform such duties of the Secretary, and such other duties as from time to time may be assigned by the Board of Governors. The Executive Director may be removed for cause or reason by a three-quarters (3/4) vote of the Board of Governors.

Section G: *Meetings of the Board of Governors.*

1) **Annual Meeting.** The Annual Meeting of the Board of Governors shall be held as soon as is feasible after the annual meeting of the Association, for the purpose of organization and the transaction of other business.

2) **Regular Meetings.** Regular meetings of the Board of Governors, of which its Annual Meeting shall be one, shall be held at least four times a year at such time and place as may be determined by the Board of Governors.

3) **Special Meetings.** Special meetings of the Board of Governors may be called at any time by the President or at the request of five (5) members of the Board submitted in writing to the President.

4) **Notice of Meetings.** Notice of the Annual Meeting of the Board of Governors shall be mailed to each member of the Board not less than forty (40) days or more than fifty (50) days prior to the day of the meeting. Notice of Regular or Special Meetings shall be mailed with agendas no less than ten (10) days prior to the day of the meeting. A Board members's address for mailing shall be as it appears in the records of the Association.

### ARTICLE III: Committees of the Board of Governors

Section A. *Antiquarian Booksellers' Benevolent Fund.*

1) **Number and Term.** The Benevolent Fund shall be in the care of three Trustees, who collectively shall have the power to lawfully exercise the authority vested in them by the Benevolent Fund's Articles of Incorporation of May 1952. The Trustees shall consist of the two immediate past presidents of the Association, and the current president of the Association, each Trustee serving for three consecutive two-year terms. The immediate past president shall be the Chairperson of the Benevolent Fund. In the event a Trustee is in any way unable to fulfill his or her obligations to the Benevolent Fund, that vacancy may be filled by the remaining Trustees, for the remainder of the existing term, at their discretion, which appointment shall not be subject to approval by the Board.

2) **Duties.** The Benevolent Fund Trustees shall be responsible for maintaining and managing a fund separate from that of all other Association funds for the sole purpose of assisting such persons who are or who have been Antiquarian Booksellers, as defined below in Article V, Section C, paragraph 1, and who make application for financial assistance, which assistance may be granted, at the discretion of the Trustees, for the personal needs of those applicants.

3) **Limitations of Disbursements.** Disbursements from the Benevolent Fund may be made to any Antiquarian Bookseller, and are not restricted to members of the Association.

4) **Confidentiality of Applications and Disbursements.** All applications to and disbursements from the Benevolent Fund shall be held in confidence by the Trustees.

Section B. *Bookfair Committee.*

1) **Number and Term.** The Bookfair Committee shall consist only of members of the Board of Governors who from time to time shall be appointed by the President.

2) **Duties.** The Bookfair Committee, with the prior approval of the Board of Governors, shall monitor and maintain Bookfair Rules, and make recommendations to the Board of Governors for the modification thereof; shall act as liaison between local bookfair committees and the Board of Governors; and, shall see to the proper and expedient handling of bookfair business. The Bookfair Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section C. *By-Laws Committee.*

1) **Number and Term.** The By-Laws Committee shall consist only of members of the Board of Governors who from time to time shall be appointed by the President.

2) **Duties.** The By-Laws Committee shall be familiar with the intent and content of existing by-laws; shall be responsible for monitoring the needs of the Government of the Association; and, shall make appropriate recommendations to the Board of Governors for the revision thereof. The By-Laws Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section D. *Ethics and Standards Committee.*

1) **Number and Term.** The Ethics & Standards Committee shall consist only of members of the Board of Governors who from time to time shall be appointed by the President.

2) **Duties.** The Ethics and Standards Committee shall accept and consider all written complaints from any individual or organization against any member of the Association, and may on its own initiative investigate alleged violations of the Association's Code of Ethics. The Ethics and Standards Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section E. *Executive Committee.*

1) **Number and Term.** The Executive Committee shall consist of the President, Vice President, Treasurer, and two Governors serving in their last term of office who shall be appointed by the President. The Chairperson of the Executive Committee shall be the President of the Association.

2) **Duties.** The Executive Committee is empowered to act, in a manner fitting and proper, upon all matters of immediate importance coming before the Board of Governors, which require action prior to the next scheduled meeting of the Board.

Section F. *Finance Committee.*

1) **Number and Term.** The Finance Committee shall consist only of members of the Board of Governors, who from time to time shall be appointed by the President, and the Treasurer, who shall be the Committee Chairperson.

2) **Duties.** The Finance Committee shall be responsible for assisting the Treasurer in the fulfillment of his or her duties. The Finance Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section G. *House Committee.*

1) **Number and Term.** The House Committee shall consist only of members of the Board of Governors, who from time to time shall be appointed by the President; and the Executive Director.

2) **Duties.** The House Committee shall be responsible for establishing and maintaining the physical office or offices the Association may from time to time occupy, and shall be responsible for making recommendations to the Board of Governors regarding the condition and upkeep, and the expenditures thereon. The House Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section H. *Membership Committee.*

1) **Number and Term.** The Membership Committee shall consist only of members of the Board of Governors who from time to time shall be appointed by the President.

2) **Duties.** The Membership Committee shall monitor and maintain membership requirements, and make recommendations for their modification, as needed, to the Board of Governors. The Committee shall make available, accept, and consider written applications for all classes of membership in the Association. The Committee shall circulate to the Board copies of completed applications, together with supporting documents, and make recommendations to the Board on each. The Membership Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section I. *Nominating Committee.*

1) **Number and Term.** The Nominating Committee shall consist of the immediate past president, who shall serve as Chairperson of the Nominating Committee, two governors serving in their last year of office, to be appointed by the President, and a representative from each of the regional chapters, to be elected or appointed at the chapter's annual meeting in the year in which the term of office expires, or until their successors are elected and qualify, by whatever method commends itself to the regional chapters. The term of each member of the Nominating Committee shall be one year.

2) **Duties.** The Nominating Committee shall consult as many times as is necessary to create a ballot of candidates, with sufficient place for write-in candidates, for seats being vacated by Governors and/or National Officers. Nominees must be approved by a two-thirds (2/3) affirming vote of the Nominating Committee. This ballot must be submitted to the Board of Governors, together with a written report of the activities of the Nominating Committee, sufficiently in advance of the Association's annual meeting so that it may be included with the Notice of the Annual Meeting, which shall be mailed to each member not less than forty (40) days or more than fifty (50) days prior to the day of the meeting.

3) **Solicitation of Candidates.** On or about November 1 of each year the names of those on the Nominating Committee will be distributed to the membership by the Nominating Committee, together with the Committee's solicitation for potential candidates for offices being vacated the following year.

4) **Additional Candidates.** In addition to the candidates put forth by the Nominating Committee, a member will be considered a candidate for a specified office if, sixty days prior to the Annual Meeting at least fifteen members, individually or collectively, propose that member's name in writing to the Secretary. The Secretary will be required to obtain the written permission of the potential candidate before his or her name can be placed on the ballot. Candidates will then be listed on the ballot in alphabetical order and there shall be spaces provided for write-in candidates.

5) **Collection and Counting of Ballots.** Ballots shall be collected by the Board of Governors, which shall make appropriate provisions for the receipt, safekeeping, and counting of the ballots in time for the Annual Meeting. Candidates receiving the highest number of votes for each seat being vacated shall be seated on the Board of Governors. In the event of a tie the flip of a coin shall determine the outcome.

Section J. *Publications Committee.*

1) **Number and Term.** The Publications Committee shall consist of three or more members of the Board of Governors, one of whom shall be the Committee Chairperson, who from time to time shall be appointed by the President, and a fluctuating, non-voting number from the membership at large as is needed to complete or carry on the Publication Committee's duties.

2) **Duties.** The Publications Committee shall be responsible for the writing, editing, and publishing of the Association's public statements and announcements, its Membership Directory, its Newsletter, and any other publication under the Association's imprint which may from time to time be requested by the Board. The Publications Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.



Section K. *Publicity Committee.*

1) **Number and Term.** The Publicity Committee shall consist of two or more members of the Board of Governors, one of whom shall be the Committee Chairperson, who from time to time shall be appointed by the President, and a fluctuating, non-voting number from the membership at large as is needed to complete or carry on the Publicity Committee's duties.

2) **Duties.** The Publicity Committee shall be responsible for promoting the Objectives of the Association beyond the confines of the Association itself; for creating positive publicity for the Association, book selling and book collecting; and, for establishing and maintaining the Association's public image. The Publicity Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section L. *Security Committee.*

1) **Number and Term.** The Security Committee shall consist of two or more members of the Board of Governors, one of whom shall be the Committee Chairperson, who from time to time shall be appointed by the President, and a fluctuating, non-voting number from the membership at large as is needed to complete or carry on the Security Committee's duties.

2) **Duties.** The Security Committee shall be responsible for establishing and maintaining contact with both the Association membership and the bookselling and library communities at large on matters pertaining to the theft of books and other printed materials, and manuscripts, and the trafficking thereof; shall promote security measures which may assist in the prevention of book theft; shall cooperate with law enforcement authorities in the effort to recover and return stolen materials to their rightful owners; and, shall assist, when practical, in the apprehension of those responsible for the theft. The Security Committee chairperson shall also submit to the Board of Governors in writing an annual report of the Committee's work, sufficiently in advance of the annual meeting of the Association so that it may be circulated with the Notice of the Annual Meeting of the Association, as in Article V, Section K, paragraph 3.

Section M. *Other Committees.*

1) The Board of Governors may create, maintain, and/or dissolve any other committee, *pro tempore* or *ad hoc*, as needed.

2) All other committees shall be chaired by a member of the Board of Governors. All other committees shall consist of at least two members of the Board of Governors (including chairperson), and may otherwise be open to Full Members of the Association at the discretion of the Committee Chairperson.

## ARTICLE IV: Regional Chapters

Section A. *Establishment & Dissolution of Regional Chapters.*

1) The Board of Governors, by majority vote at any of its Regular or Special meetings, may from time to time establish or dissolve such regional chapters as it may deem proper and in keeping with the objects of the Association.

2) **Boundaries of Regional Chapters.** The Board of Governors shall fix the boundaries of any regional chapter so established. The Board may alter the boundaries of a regional chapter, may merge or consolidate two (2) or more regional chapters, or may abolish a regional chapter upon a consent of a majority of the Full Members of the regional chapter so affected.

*Section B. Government and Officers of Regional Chapters.*

1) **Chapter By-Laws.** Each regional chapter shall adopt, by a two-thirds affirmative vote, its own by-laws which shall be consistent with the Objects and By-Laws of the Association, including amendments, general policies, and the Code of Ethics. Chapter by-laws and all amendments thereto shall be submitted in a timely fashion to the Board of Governors for approval. A two-thirds (2/3) affirmative vote of the Board is required for approval.

2) **Chapter Officers.** The Chapter Officers shall consist of a Chairperson and a Treasurer, each with such regional powers and duties as that chapter shall designate. A chapter may also elect other officers and appoint regional committees, as needed.

3) **Election and Term of Chapter Officers.** The term of Chapter Officers shall be two years, or until their successors are elected and qualify. Chapter Officers shall be elected at the time of the chapter's annual meeting in the year in which a term of office expires, by secret mail ballot. Such ballots shall be sent to all Full Members of the chapter in good standing at the time notice of the chapter's annual meeting is mailed to the chapter membership.

4) **Authority to Establish Chapter Dues.** The Regional Chapters shall establish annual dues for membership in the Chapter, which dues shall not take effect until at least six months subsequent to the action of the Chapter, and written notice of the action shall be given to the chapter membership as well as to the Treasurer of the Association. These dues shall be payable together with, and at the same time as the annual Association dues. Chapter dues will then be distributed by the Treasurer of the Association to the regional treasuries.

5) **Limitation on Actions of Regional Chapters.** No regional chapter or Chapter Officer shall in any way or manner, directly or indirectly, in writing or otherwise, take any public position on any matter whatsoever which might be construed or interpreted to be the position of the Association on such matter without obtaining the prior written approval of the Board of Governors.

*Section C. Membership in Regional Chapters*

1) All Full Members of the Association residing in and/or having a place of business within a given chapter's boundaries are required to become members of that chapter.

2) **Privileges of Chapter Membership.** Full Members of a chapter shall be entitled to notice of all its meetings, and one vote in matters of chapter business. Associate and Emeritus Members do not have the right to vote in chapter matters.

3) **Limitations of Chapter Membership.** In no event shall any individual member belong to more than one (1) regional chapter. In the event that Full and Associate Members of the same firm qualify for membership in more than one (1) chapter by reason of residence or location of branch(es) of business, those Full and Associate Members shall designate the chapter to which he or she will apply, and so notify both the Chairperson of that chapter and the Executive Director.

4) **Excuse from Chapter Membership.** On written request, a chapter may excuse a member from the obligations of membership in such chapter for good and sufficient reason, in which event such member shall not be entitled to notice of that chapter's meetings, shall have no vote in the transaction of chapter business, or have any voice or part in the conduct of that chapter. Unless so excused, each member shall be subject to all the obligations of chapter membership.

5) **Annual Meetings of Regional Chapters.** Each chapter shall hold at least one meeting annually at a time fixed by each chapter. Notice of such meeting shall be mailed with an agenda no less than twenty (20) days prior to the day of the meeting. A chapter member's address for mailing shall be as it appears in the records of the Association.

## ARTICLE V. Membership.

### Section A. *Classes of Membership.*

1) There shall be three classes of members: Full Members, Associate Members, and Emeritus Members.

### Section B. *Voting Rights.*

- 1) **Full Members.** Full Members shall be entitled to one vote each on all matters coming before any meeting of the members of the Association.
- 2) **Associate Members.** Associate Members shall not have the right to vote on matters coming before the Association as a whole, but may vote with the Board of Governors if elected to the Board or National Office.
- 3) **Emeritus Members.** Emeritus Members shall have neither the right to vote nor the right to hold office in the Association.

### Section C. *Requirements for Membership.*

- 1) **Definition of an Antiquarian Bookseller.** An Antiquarian Bookseller is any individual actively and continuously engaged in buying, pricing, and selling fine and antiquarian books and other printed materials, and manuscripts.
- 2) **Qualifications for Full Membership.** An individual of good character, reputation, and credit rating who has been an Antiquarian Bookseller for four (4) continuous years and whose principle place of business is in the United States is eligible to apply for Full Membership.
- 3) **Qualifications for Associate Membership.** An individual of good character and reputation, who has worked for or with a Full Member for two continuous years is eligible for Associate Membership.
- 4) **Qualifications for Emeritus Membership.** Any member of the Association who has retired from active bookselling, and who has been a Full Member for no less than ten (10) years, is eligible for Emeritus membership. Associate Members do not qualify for Emeritus Membership. Emeritus members do not pay annual dues.
- 5) **Limitations of Membership.** Each business entity may be represented by no more than three Full Members. Each member must be a part owner, whether or not the controlling owner, of the business. The number of Associate Members from any one business is not restricted.

Section D. *Election to Membership.*

- 1) The election of an applicant to any class of membership shall be by vote of the Board of Governors. An affirmative vote of two-thirds (2/3) of the Board of Governors present shall be required for election.
- 2) **Election to Full Membership.** Candidates for Full Membership must complete and submit the Association's prescribed membership application form to the Membership Committee, as well as providing other information as may be required by the Board of Governors. This application must be accompanied by letters of recommendation from no less than four (4) Full Members in good standing of the Association for at least three years.
- 3) **Election to Associate Membership.** An individual may apply for Associate Membership when sponsored by the Full Member whom employs the applicant. The application must be accompanied by one (1) other letter of recommendation from any member in good standing of the Association.
- 4) **Election to Emeritus Membership.** A Full Member seeking Emeritus Membership must apply in writing to the Membership Committee, requesting the Board of Governors to transfer their membership to Emeritus Membership.
- 5) **Election of Associate Members to Full Memberships.** An individual who has been an Associate Member of the Association for two (2) years or more is eligible to apply for Full Membership two (2) years after he or she first becomes a principal (whether or not the controlling owner) in any antiquarian bookselling business. An individual who has been an Associate Member of the Association for four (4) years or more is eligible to apply for Full Membership one (1) year after he or she first becomes a principal (whether or not the controlling owner) in any antiquarian bookselling business.
- 6) **Limitations of Sponsors.** Members of the Board of Governors shall not be one of the four sponsors of applicants for Full Membership. Full Members may sponsor no more than two applicants in any one calendar year. Associate Members may not sponsor applicants to the Association.

Section E. *Individuality of Membership.*

- 1) Memberships in the Association are vested in the individual and cannot be assigned, devised, passed, sold, or in any other manner transferred, directly or indirectly, to another individual or any business entity. However, upon the death or disability of a Full Member, the membership of that member shall continue in force for a period of six months, during which time an application for a successor to the Full Membership may be considered by the Board of Governors.
- 2) **Limitations on the Use of the Association's Name and Logo.** Any member seeking to use the name and logo of the Association for any business other than the one under which the membership was originally applied for must seek approval from the Board of Governors. No member may use the logo of the Association for business practices other than those prescribed by the Association.

Section F. *Notice of Election.*

1) Each applicant elected to the Association shall be so notified in writing by the Secretary. An invoice for the entrance fee, if any, and prorated annual dues, if any, shall be enclosed. No newly elected member is entitled to any of the privileges of membership in the Association until such fees have been paid in full. If the amount due is not paid within sixty (60) days from the date of invoice, the election may be declared null and void and cancelled by the Board of Governors.

Section G. *Notice of Rejection from Membership.*

1) Each candidate whose application for membership is rejected shall be so notified in writing. On a written request from the rejected applicant, the Board shall furnish the applicant with a statement of the reasons for such rejection. The applicant will also be permitted to submit to the Membership Committee additional information bearing on the rejected application, which shall be considered, along with the original application, at the next regularly scheduled meeting of the Board of Governors. Candidates rejected by the Board of Governors and not providing additional materials, shall not be eligible to apply again for membership for one (1) year.

Section H. *Resignations.*

1) Any member wishing to resign from the Association may do so by notifying the Secretary in writing; and the acceptance of the resignation by the Board of Governors shall terminate the membership. Resignations shall not exempt any member from the payment of any debt which may be due the Association at the time.

Section I. *Forfeiture of Membership.*

1) A Full or Associate Member may be expelled from the Association, without notice or hearing, for his or her failure to pay annual dues and assessments, where such dues and assessments are owing for a period of at least sixty days from the date the member is notified by the Association that such dues and assessments are past due.

2) In accordance with the procedures outlined in this section, any member of the Association may be fined; censured; suspended for a period of time not exceeding one (1) year; or, expelled for the violation or neglect of the Association's Code of Ethics, or for having provided the Association with any material misstatements in his or her application for membership. Complaints against members must be made in writing to the Association. Upon receipt of a complaint to the Association against a member, or upon the initiative of the Ethics and Standards Committee, the Ethics and Standards Committee shall determine whether the allegations merit further review. The member shall be notified of the Committee's investigation and may be called upon to provide or may volunteer information to the Committee. If, by a two-thirds (2/3) vote of the Committee members, the Committee finds that reasonable cause exists to believe that a violation may have occurred, the matter shall be referred to the Board of Governors with a recommendation for action. The Secretary of the Association shall notify the member of the nature and basis of the complaint, and the time and date of a hearing before the Board of Governors. When a matter is referred to the Board for a hearing, the Committee shall present its conclusions to the Board, and the member shall have the opportunity to present his or her position to the Board in person, may be accompanied by counsel, or may present his or her position in writing. After such a hearing the Board may, by two-thirds (2/3) vote of the Board members present, vote to fine; censure; suspend for a period of time not exceeding one (1) year; or, expel the member. Such Board action shall be effective from the time the member is sent written notice of the Board's action.

Section J. *Termination of Rights in Property.*

1) Resignation, death, suspension, or expulsion shall terminate a member's right in property of the Association, including the refund of any dues, and shall terminate, as well, the right to display the Association's name and logo in any way except as provided for in ARTICLE V, Section E above.

Section K. *Meetings of the Association.*

1) **Annual Meeting.** The annual meeting of the members of Association shall be held at such time, place and date as may be designated by the Board of Governors.

2) **Special Meetings.** Special Meetings of the members may be called by the Board of Governors, by the President, or upon the written request of twenty percent (20%) or more of the Full Members.

3) **Notice of Meetings.** Notice of the Annual Meeting of the members of the Association shall be mailed to each Full Member not less than forty (40) days or more than fifty (50) days prior to the day of the meeting. Notice of Special Meetings shall be mailed to each Full Member no less than ten (10) days prior to the day of the meeting. A members's address for mailing shall be as it appears in the records of the Association.

4) **Quorum.** Twenty percent (20%) of the Full Members of the Association or fifty (50) such members, whichever is less, shall constitute a Quorum for the transaction of business at any meeting of the Association, and a majority vote of a quorum shall be necessary for the adoption of all matters voted upon, except as otherwise provided herein.

## ARTICLE VI: Indemnification

Section A: *Indemnification of Officers.*

1) The Association shall indemnify each National Officer, Governor, Chairperson of a committee, and Chapter Officers (each, an "Indemnitee" and together the "Indemnitees") if and whenever such Indemnitee is or was a party, or is threatened to be made a party, to any proceeding, including, without limitation, any such proceeding brought by or in the right of the Association by reason of the fact that he or she is or was an Agent or by reason of anything done or not done by him or her in such capacity, against Expenses and Liabilities actually and reasonably incurred by Indemnitee or on his or her behalf in connection with the investigation, defense, settlement or appeal of such Proceeding; provided, however, that no indemnification may be made to or on behalf of an Indemnitee if such indemnification is prohibited by law. The right to indemnification conferred hereby shall be presumed to have been relied upon by Indemnitee in serving or continuing to serve the Association and shall be enforceable as a contract right. In addition to, and not as a limitation of, the foregoing, the rights of indemnification of Indemnitee provided hereunder shall include those rights set forth in paragraphs 2 and 3 below.

2) **Advancement of Expenses and Costs.** All reasonable expenses incurred by or on behalf of Indemnitee shall be advanced by the Association to Indemnitee within twenty days after the receipt by the Association of a written request for an advance or advances of Expenses from time to time, whether prior to or after final disposition of a Proceeding (unless there has been a final determination that Indemnitee is not entitled to be indemnified for such Expenses), including without limitation any Proceeding brought by or in the right of the Association. Indemnitee's entitlement to advancement of expenses shall include those incurred in connection with any Proceeding by Indemnitee seeking an adjudication of his or her rights arising under this Article

VI. The requests shall reasonably evidence the Expenses incurred by Indemnitee in connection therewith.

3) **Presumptions and Effect of Certain Proceedings.** Indemnitee shall be entitled to indemnification in accordance with the provisions of this Article VI, absent (a) misrepresentation by Indemnitee of a material fact in the request for indemnification or (b) a specific finding by a court of competent jurisdiction that all or any part of such indemnification is expressly prohibited by law. The termination of any Proceeding by judgement, order, settlement, arbitration award or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself (i) adversely affect the rights of Indemnitee to indemnification except as may be provided herein, (ii) create a presumption that Indemnitee did not act in good faith and for a purpose which he or she reasonably believed to be in or not opposed to the best interests of the Association, or (iii) with respect to any criminal action or proceeding, create a presumption that Indemnitee had reasonable cause to believe that his or her conduct was unlawful.

4) **Other rights to Indemnification.** Indemnitee's rights of indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other rights to which Indemnitee may now or in the future be entitled under applicable law, the Certificate of Incorporation, agreement, vote of members, resolution of directors, or otherwise.

5) **Limitations on Indemnity.** The Association shall not be liable hereunder to make any payment to Indemnitee to the extent that Indemnitee has already been reimbursed pursuant to such director and officer liability insurance as the Association may maintain for Indemnitee's benefit. The Association may, but shall not be required to obtain and maintain director and officer liability insurance. Notwithstanding the availability of such insurance, Indemnitee may also claim indemnification from the Association pursuant to this Article VI by assigning to the Association any claims under such insurance to the extent Indemnitee is paid by the Association.

6) **Notice by Indemnitee and Defense of Claims.** Indemnitee agrees to notify promptly the Association in writing upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any matter which may be subject to indemnification hereunder, whether civil, criminal, administrative, or investigative; but the omission so to notify the Association will not relieve it from any liability which it may have to Indemnitee if such omission does not prejudice the Association's rights, and if such omission does prejudice the Association's rights, it will relieve the Association from liability only to the extent of such prejudice; nor will such omission relieve the Association from any liability which it may have to Indemnitee otherwise than under this Article VI. With respect to any Proceeding as to which Indemnitee notifies the Association of the commencement thereof:

(a) The Association will be entitled to participate therein at its own expense; and,

(b) Except as otherwise provided below, to the extent that it may wish, the Association jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel reasonably satisfactory to Indemnitee. After notice from the Association to Indemnitee of its election so to assume the defense thereof, the Association will not be liable to Indemnitee hereunder for any Expenses subsequently incurred by Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. Indemnitee shall have the right to employ his or her own counsel in such Proceeding but the fees and expenses of such counsel incurred after notice from the Association of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (i) the employment of counsel by Indemnitee has been authorized by the Association, (ii) Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Association and Indemnitee in the conduct of defense of such action or that counsel may not be adequately representing Indemnitee, or (iii) the Association shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel shall be at the expense of the Association. The Association shall

not be entitled to assume the defense of any Proceeding as to which Indemnatee shall have made the conclusion provided for in (ii) above.

(c) The Association shall not be liable to indemnify Indemnatee under this Article VI for any amounts paid in settlement of any action or claim effected without its written consent. The Association shall not settle any action or claim in any manner which would impose any penalty or limitation on Indemnatee without Indemnatee's written consent. Neither the Association nor Indemnatee will unreasonably withhold their consent to any proposed settlement.

**7) Definitions.** For purposes of this Article VI:

(a) "Agent" shall mean (i) a governor, director, officer, employee, fiduciary or agent of the Association or any of its Regional Chapters; or (ii) a director, officer, employee, agent or fiduciary of another entity who is or was serving in such capacity at the request of, for the convenience of, or to represent the interests of the Association.

(b) "Expenses" shall include all direct and indirect costs (including, without limitation, attorney's fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses and reasonable compensation for time spent by Indemnatee for which he or she is otherwise not compensated by the Association or any third party) actually and reasonably incurred in connection with either the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification hereunder, applicable law or otherwise; provided, however, that "Expenses" shall not include any judgments, fines, or ERISA excise taxes or penalties.

(c) "Liabilities" shall mean liabilities of any type whatsoever, including, but not limited to, judgments, fines, ERISA excise taxes and penalties, and amounts paid in settlement.

(d) "Proceeding" shall mean any threatened, pending or completed action, claim, suit, arbitration, alternate dispute resolution mechanism, investigation, administrative hearing or any other proceeding whether civil, criminal, administrative or investigative.

## ARTICLE VII: Amendment of By-Laws

### Section A: *Notice of Amendments.*

1) Amendments to the By-Laws of the Association may be made at any regular or special meeting of the members called for the purpose, or by secret mail ballot, by two-thirds (2/3) affirmative vote of all regular members actually voting.

2) No amendments may be made to the By-Laws of the Association at any regular or special meeting of the Association unless the notice for such regular or special meeting shall set forth a summary of the proposed amendments to be considered and acted upon, and shall include appropriate instructions with respect to voting thereon in person or by mail.



## CODE OF ETHICS

The Antiquarian Booksellers' Association of America was founded in 1949 to encourage and promote interest in and appreciation of antiquarian books and other printed materials, prints, and manuscripts; to establish and maintain professional and ethical standards; and to foster friendly relations among both among the membership, and the bookselling community at large.

The Association recognizes that members are obligated to operate their businesses in accordance with local, state, and federal laws. Association members are expected to exercise common sense and courtesy in dealing with each other and with the general public. Members must share in the responsibility of furthering mutual trust and respect between the trade and the public by conducting their businesses with fairness and integrity.

The privilege of membership in the Association and the display of its logo carries with it the responsibility of maintaining and furthering the objectives of the Association. Towards this end the following ethical guidelines are provided:

- 1) An Association member shall be responsible for the understanding and use of the specific terminology of the trade.
  
- 2) An Association member shall be responsible for the accurate description of all material offered for sale. All significant defects, restorations, and sophistications should be clearly noted and made known to those to whom the material is offered or sold. Unless both parties agree otherwise, a full cash refund shall be made available to the purchaser of any misrepresented material.
  
- 3) An Association member shall be responsible for passing to the buyer clear title to all material sold, and shall not knowingly purchase, hold, or attempt to resell stolen materials. An Association member shall make all reasonable efforts to ascertain that materials offered to him or her are the property of the seller. An Association member shall make every effort to prevent the theft and distribution of stolen antiquarian books and related materials. An Association member shall cooperate with law enforcement authorities and the Association's Board of Governors in the effort to recover and return stolen materials, and apprehend and prosecute those responsible for the theft, including, but not limited to, providing the names of persons involved.
  
- 4) An Association member shall vouch for the authenticity of all materials offered for sale, and shall make every reasonable effort to establish their true nature. Should it be determined that material offered as authentic is not authentic or is questionable, that material shall be returnable for a full cash refund, or other mutually agreeable arrangement. Material proven to be not authentic, or of disputed or undetermined nature, shall not again be offered for sale unless all facts concerning it are disclosed in writing.
  
- 5) Terms and conditions of sale should be clearly and explicitly stated in all catalogues and in offers, and it should be made clear at the time of offer whether or not material is offered subject to prior sale. An Association member should pay in full for all material purchased within 30 days from date of invoice unless other arrangements are made. Terms of sale should be clearly defined between seller and buyer at the time of sale and payment should be made in accordance with these terms. However, these terms are not immutable and may be renegotiated by mutual consent.

6) Responsibility for damage in transit shall rest with the sender. Association members should see to the careful and appropriate handling, packing and shipping of material in order to insure that it arrives in the same condition as when purchased. The cost of returning material incorrectly described shall be the responsibility of the seller.

7) An Association member should permit any other Association member in good standing to buy from his or her inventory any material offered for sale [i.e. priced], and to extend to that Association member a reciprocal trade discount.

8) An Association member should have all material offered for sale clearly marked with the selling price. Material not for sale, or in the process of being catalogued should be appropriately segregated.

9) An Association member offering appraisal services shall be responsible for knowing current appraisal regulations as stipulated by the Internal Revenue Service. An Association member shall conduct such appraisals in strict compliance with these regulations.

10) An Association member should neither approach nor solicit customers in any other bookseller's shop, book fair booth, or place of business without the introduction or consent of the proprietor.

It is essential for the reputation of the Association that complaints or disputes involving Association members be resolved in a manner befitting the objectives of the Association. Claims against Association members, or disputes among members, should be made in writing to the Chairperson of the Ethics Committee. Association members should abide by the decisions of the Board of Governors. Violation of any Association guideline may be grounds for censure, suspension or expulsion from the Association.

## OTHER NEWS BRIEFLY NOTED

### AARON PAUL CSANK

Sadly, we have received the following from Elizabeth Phillips (Twentieth Century Illustrated Books, New York City):

"It is with great sadness that I write of the loss of Aaron Csank on July 17, 1991 [in an accidental fall from a bridge spanning the Cuyahoga River]. He was only twenty years old (he was to turn twenty-one on August 10, 1991).

Aaron was actively involved in the running of Peter Keisogloff Rare Books in Cleveland, where he worked closely with his father, Paul Csank, during the past four years. While he attended Cleveland State University he came to the bookstore before and after classes. As a student at New York University last summer he was equally active, visiting local dealers on business, and to chat. He clearly enjoyed the trade: finding good books, selling them, and making deals. He was a natural in the rare book business, all the more impressive for someone so young.

Although Aaron was not yet a member of the ABAA, he was well-known and well-liked by many members. He was a frequent visitor to ABAA bookfairs and to dealers around the country. Aaron was bright and precocious and added a real sparkle to our profession. He will be greatly missed."

### ABAA BOOKFAIR RULE CHANGE

Bookfair Committee chairperson Priscilla Juvelis wishes to inform the membership of two important changes in the ABAA Book Fair Rules that became effective by a vote of the Board of Governors at the May 25, 1991 meeting in Chicago.

Article 1.a, which previously read: "Local book fair committees may set aside an area of the bookfair, ...for

booths to be rented to appropriate non-book-selling exhibitors..." is to be stricken. It was voted by the Board not to permit space rental at ABAA Fairs to non-ABAA members. In place of the deleted text, the following should be substituted: "Local book fair committees will set aside a prominent space for the ABAA booth.

The second important change is in Article 4, beginning "All booths will be assigned..." In the last sentence, "In the case where the fair is over-subscribed by the application deadline, an impartial lottery will determine which applicants will be assigned a full booth." is to be changed as follows:

"In the case where a fair is oversubscribed by the application deadline, the local fair committee shall determine how best to accommodate the over-subscription in the fairest manner to all.

### GRAPHICS FILES FOR ABAA/ILAB INSIGNIAS

Patterson Smith has developed graphics files for the ABAA and ILAB insignias. Various vector and bit-mapped formats are available for importing the graphics into a word-processing or desktop publishing program running on an IBM-compatible. If you would like to try a copy on disk, advise what disk and file formats you require, and enclosed \$5.00 to defray disk and postage costs, to Patterson Smith, 23 Prospect Terrace, Montclair, NJ 07042.

### DEADLINE FOR THE NEXT ISSUE OF THE NEWSLETTER

The fall issue of the Newsletter will be mailed October 14. All submissions must be received no later than Friday, September 27.

### THIS NEWSLETTER

is published three times annually by the ABAA Publications Committee which at present consists of Jennifer Larson and Rob Rulon-Miller. It is generated out of WP50 on an IBM-compatible PC, using a Hewlett Packard Laser Jet II. What with the advent of desktop publishing and any number of graphics programs now on the market, we feel sadly out of date and somewhat apologetic for the unprofessional appearance of our *Newsletter*.

*Anyone who is interested in assisting us in the production of the Newsletter should be in touch with either Jennifer Larson or myself at the Newsletter office, which continues to be 400 Summit Avenue, Saint Paul, MN 55102.*

### INTRODUCING NEW ABAA MEMBERS

The following membership applications and transfers have been voted upon and approved by the Board of Governors. This list represents all new members since November 1, 1990. On behalf of the Board and the entire organization, the *Newsletter* welcomes to the membership, the following:

*As full members:*

**Vaughn (Pete) Baughman**, Antiquarian Book House, Toledo, OH; **Stuart C. Bennett**, Columbia, SC; **Donald Conner**, Sacramento, CA; **Stephen Daiter**, Chicago, IL; **Ursula C. Davidson**, San Rafael, CA; **Frederick M. Gilhousen**, Glenn Books, Kansas City, MO; **Nancy Sheiry Glaister**, London, England; **Chandler Walker Gordon**, The Captain's Bookshelf, Asheville, NC; **Donald A. Heald**, New York, NY; **J.D. Holmes**,

Edmonds, WA; **Bradley A. Jonas**, Powell's Bookstore, Chicago, IL; **Steve Maurer**, Bookmine, Old Sacramento, CA; **Nancy L. McGlashan**, Kew Gardens, NY; **Dennis R. Melhouse**, First Folio, Buchanan, TN; **BiBi T. Mohamed**, Imperial Fine Books, New York, NY; **Douglas D. O'Dell**, Chapel Hill Rare Books, Carrboro, NC; **Lynne B. Owens**, Thorn Books, Moorpark, CA; **Gilman Dudley Parsons**, Sonoma, CA; **Paul Roberts Stoney**, Williamsburg, VA; **Gregory F. Talbot**, The Lawbook Exchange, New York, NY; **John W. Wronoski**, Lame Duck Books, Jamaica Plain, MA.

*As Associate Members:*  
**Denise Carlson**, D. & D. Galleries, Somerville, NJ; **Pierre Jean**

**Favreau**, VLE, Inc., New York, NY; **Kenneth M. Garst**, Garcia-Garst Booksellers, Turlock, CA; **Audrey Lowenthal**, Reade Moore Books, Petaluma, CA; **Jude Lubrano, J. & J. Lubrano**, Great Barrington, MA; **Lawrence B. Malam**, F.A. Bennett, Inc., Larchmont, NY; **Marc S. Selvaggio**, Schoyer's Books, Pittsburgh, PA; **Paul I. Wakeman**, Oak Knoll Books, New Castle, DE; **Harvey J. Wolf**, Wolf's Head Books, St. Augustine, FL.

*From Full to Associate Membership:*  
**Mary A. Benjamin**, Walter R. Benjamin Autographs, Inc., Hunter, NY; **William MacDonnell**, Reade Moore Books, Petaluma, CA.

*From Associate to Full Membership:*

**Christopher C. Jaeckel**, Walter R. Benjamin Autographs, Inc., Hunter, NY; **Ruth Walker**, Reade Moore Books, Petaluma, CA.

*As Emeritus Members:*  
**Rebecca Desmarais**, Las Vegas, NV; **Ardis Glenn**, Kansas City, MO; **Elisabeth and John Griffin**, Arnolds of Michigan, Traverse City, MI; **Francis M. O'Brien**, Portland, ME; **McDuffie Owen**, McDuffie's Books, Portland, OR; **Barbara Ratner-gantshar**, Artistic Endeavors, Bel Air, MD; **Geoffrey Steele** (ABAA president 1956-58), Hightstown, NJ; **Lawrence Witten** (ABAA president 1978-80), Southport, CT.

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## PLEASE VOTE!

ABAA NEWSLETTER  
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