

BY - LAWS

THE STUDENT COOPERATIVE ASSOCIATION, INC.

(Effective April 7, 2005)

ARTICLE I

Name

The name of this corporation is
"THE STUDENT COOPERATIVE ASSOCIATION, INC."

ARTICLE II

Definitions

The following words and phrases, when used in these Bylaws, shall for the purpose of these Bylaws, have the following meanings:

- a. *"Administrators"* shall mean all members of the bargaining unit described in PLRB case number PERA-R-11,447-C.
- b. *"Association"* shall mean the Student Cooperative Association, Inc.
- c. *"Board"* shall mean the Board of Directors of the Student Cooperative Association, Inc.
- d. *"Chairperson"* shall mean the Chairperson of the Board of Directors and Chief Executive Officer of the Student Cooperative Association, Inc.
- e. *"Faculty"* shall mean all members of the bargaining units described in PLRB cases numbers PERA-R-775-C and PERA-R-135-C.
- f. *"IUP"* shall mean Indiana University of Pennsylvania.
- g. *"IUP Community"* shall mean all students, faculty, administrators, managers and staff of IUP and all staff of the Association and IUP auxiliary services, as well as the immediate families of all faculty, students, administrators, managers, and staff of IUP and staff of the Association and IUP auxiliary services.
- h. *"Management"* shall mean all IUP and Association employees so classified for the purposes of the Pennsylvania Public Employees Relations Act. - Act 1970-195.

- i. *"Staff"* shall mean all non-student employees of the Association and non-student employees of IUP other than faculty and management.
- j. *"Student"* shall mean a person registered in undergraduate or graduate coursework. Employees do not qualify for student membership.

ARTICLE III

Membership

All students and employees of IUP and the Association are eligible to be regular members of the Association by paying an activity fee.

There shall be two (2) categories of membership in the Association, *regular* and *associate*. The Board shall determine the membership of the associate category.

All students who register for a succeeding term at IUP, either Fall or Spring, shall maintain uninterrupted membership through a term break to the succeeding fall or spring term.

ARTICLE IV

Location

The principal office of the Association shall be located in Indiana, Pennsylvania.

ARTICLE V

Organization

Section 1

The Association shall operate under the direction of the Board of Directors. The Board of Directors shall consist of seventeen (17) voting members and two (2) non-voting member as follows:

- a. The President of IUP or his/her designee (*non-voting "advisory"*).
- b. One (1) management person appointed by the President of IUP (*non-voting "advisory"*).

- c. One (1) management person elected by and from the managers who are regular members of the Association.
- d. One (1) staff person who is elected by and from those active staff members of the Association excluding a member of AFSCME Local No. 763B, due to a potential conflict of interest.
- e. Four (4) IUP faculty members as hereinafter provided.
- f. Nine (9) IUP undergraduate students as hereinafter provided.
- g. The Graduate Student Assembly President or his/her designee.
- h. One (1) voting student member of the IUP Council of Trustees, appointed by the Chairperson of the Council of Trustees.

Administrators, faculty, staff and management candidates for the Board may not supervise or advise a managed budget area, nor may they receive, directly or indirectly, such finding. Individuals aspiring to become directors must be regular members of the Association during the nomination and election or appointment process. All directors are required to maintain a regular academic year Association membership throughout their term of office.

The Board will address the composition of the directors every five (5) years after taking a census of the members in the Association.

Section 2

Management and staff directors shall be elected to two-year terms. For elections in 2005, the management representative shall be elected for a one (1) year term. Elections for the first two (2) year term for an elected managerial representative shall take place in 2006.

The faculty directors shall be elected to two-year staggered terms by and from the faculty who are regular members.

Vacancies in unexpired terms shall be filled by the next person(s) in order of votes from the most recent election. If a vacancy cannot be filled in this manner, the Chairperson shall recommend a candidate for the vacancy, subject to the approval of the Board.

Section 3

The nine (9) undergraduate student directors shall include the following:

- a. The President of the IUP Student Government Association or his/her designee.

- b. Eight (8) IUP undergraduate students elected in two (2) equal groups, for two-year staggered terms, by and from the student membership. Only students who can fulfill at least one-year of the term will be eligible.

The next four (4) persons in order of votes, after those elected to seats on the Board, shall be designated alternates, in the same order. They shall be invited to meetings, and shall fill vacancies for unexpired terms as they occur. New alternates shall be designated after each election. If a vacancy cannot be filled in this manner, the vacancy shall be filled by a committee consisting of the Student Government's student officers and three (3) other student directors of the Association appointed by the Chairperson.

Section 4

Newly elected directors shall assume their positions immediately after the close of the semester's finals week, in which they were elected.

Staggered terms will end at the close of the finals week, marking two years of service.

Section 5

- a. Appointed directors serve at the pleasure of the appointing authority.
- b. Elected directors may be removed for cause by a three-fourths vote of the Board at two successive meetings, held at least twenty-one days apart. Removal for cause may include, but is not limited to: Non-attendance at three or more successive meetings; failure to fulfill director responsibilities; and/or any illegal acts taken as a member of the Association.
- c. Appointed directors may be referred for cause, to the appropriate appointing authority for removal, by a three-fourths vote of the Board at two successive meetings, held at least twenty-one days apart. Referral for cause may include, but is not limited to: non-attendance at three or more successive meetings; failure to fulfill director responsibilities; and/or any illegal acts taken as a member of the Association.

Section 6

Members of the Board of Directors who are called to active duty with the Armed Forces of the United States will be replaced on an "acting" basis. If such persons return to IUP before the end of their term, and wish to resume their seat, the "acting" person will go back to the top of the alternate list. If such persons return to IUP after the end of the term to which they were elected, and desire to return to the Board of Directors, they will be placed at the top of the alternate list.

Section 7

The Association shall have as its officers a Chairperson, Vice-Chairperson, Secretary, and Treasurer. In addition, the Board may appoint such assistant officers as mandated by the needs of the association.

Section 8

All officers shall be elected by and from the incoming Board at a special meeting to be called before the end of the spring semester.

Officers must be voting directors of the Association.

The term of office for a newly elected officer shall begin at the close of finals in the spring semester and continue until the close of finals in the succeeding spring semester or until his/her successor is elected or qualified. The Chairperson must have served as a director for at least one year prior to election. The Presidents of Student Government Association and the Graduate Student Assembly may not serve as Chairperson.

If any office shall become vacant, the vacancy shall be filled for the unexpired term by and from the Board.

Section 9

The Executive Director shall be the chief administrative officer of the Corporation and shall manage the day-to-day operation of the Association, subject to the review of the Board. Under the administration of the Executive Director, the Association shall employ a staff, as is determined necessary, for the proper operation of the Association.

ARTICLE VI

Duties and Powers of the Board

Section 1

The property and business of the Association shall be managed by the Board of Directors. The Board shall be responsible for developing, maintaining, and implementing a long-range plan for the Association.

Section 2

In addition to the general powers and authority of the Board, which derive from their office, the terms of the Association's charter, the law, and as otherwise provided for in these Bylaws, the following specific powers are expressly conferred on the Board.

To approve, by a majority vote of the Board and without further reference in any manner whatsoever to the Association membership:

- a. Purchasing, selling, leasing, acquiring in any way, or disposing of in any way, any real property, personal property, or right or privilege to real or personal property.
- b. Borrowing money and giving a corporate evidence of indebtedness.
- c. Lending money and taking as evidence of a said loan, a note, bond or mortgage.
- d. Determining the consideration and terms, in every respect, for the purchase, lease, or sale of real or personal property and in connection with the borrowing or lending of money.
- e. The Human Resources policies, including but not limited to employment, supervision, evaluation and compensation.
- f. Who shall be authorized, on behalf of the Association, to sign checks, endorsements, orders for the payment of money, and any other papers or documents.
- g. The annual operating budget of the Association and submitting this budget for the approval of the President of IUP

Section 3

The Board shall recommend, to the President, a change in the Activity Fee having first consulted with the Student Government Association.

ARTICLE VII

Duties and Powers of the Officers

Section 1

The Chairperson shall:

- a. Preside over all meetings of the directors and members.
- b. See that all orders and resolutions of the Board are carried out.
- c. Have general direction of all other officers of the Association.
- d. Submit the Association's Annual Report for each year at the annual meeting of the Board.
- e. Be an ex-officio member of all standing committees.

Section 2

The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

Section 3

The Secretary shall:

- a. Attend all meetings of the directors and members and act as clerk thereof.
- b. Report all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. Provide such notices as required by these Bylaws.
- d. Be the custodian of the corporate seal.
- e. With the Chairperson, attest all bonds, mortgages, and contracts of the corporation and affix the corporate seal thereto, except as may be otherwise provided.
- f. Perform such other duties as may be prescribed by the Board or Chairperson.

Section 4

The Treasurer shall:

- a. Have charge of the Association's funds and cause the same to be withdrawn as directed by the Board or deposited in the Association's name in depositories designated by the Board.
- b. Make a complete and accurate report of the finances of the Association, as requested by the Chairperson.
- c. Furnish a complete and accurate financial report of the Association to the Chairperson, for use in making his/her annual report to the Board.

Section 5

The assistant officers shall, in the absence or disability of their respective officer, assume the duties of their respective officer.

ARTICLE VIII

Meetings

Section 1

The Board shall hold at least six (6) regular meetings each year between September and April inclusive, with the time to be designated by the Chairperson, with the assistance of the Executive Committee. The annual meeting will be in September.

Section 2

Special meetings of the Board shall be called by the Chairperson when he/she deems necessary or on the written request of a majority of the Board.

Section 3

Meetings of the Association membership shall be called by the Chairperson:

- a. When he/she deems necessary.
- b. On the written request of a majority of the Board.
- c. On a petition of at least 100 members.

A quorum for any meeting of the Association membership shall be 125 regular members of the Association.

Section 4

Each director shall receive at least five (5) days written notice of a regular meeting and reasonable notice of any special meeting.

Section 5

Proxy votes are not acceptable at meetings of the Board or Association membership.

Section 6

A quorum for any Board meeting shall be a simple majority of voting Board membership.

ARTICLE IX

Rights of Members

Section 1

Every regular member has the right to vote at a meeting of the Association membership and in any proposition put to a vote of the membership.

Section 2

Every member has the right to enjoy the Association's facilities, in accordance with the rules and regulations as determined by the Board.

An Association member may be deprived of his/her right to use Student Co-operative Association facilities for just cause. For student member(s), violations of the IUP Student Behavior Code shall be adjudicated through the IUP Judicial System, following university due process and procedures. For non-student members the "just cause" incident shall be investigated by the Executive Director and/or his designee and a decision regarding a non-student member's use of facilities rendered by the Executive Director. A non-student member may appeal the Executive Director's decision to deny his/her rights to the facilities to the Executive Committee of the Board.

Section 3

Every member shall be entitled to at least ten (10) days notice of any meeting of the Association membership. Such notices may be given by an advertisement in the IUP student newspaper, written notice through the United States Mail, Campus Mail, by University e-mail or hand delivered to the individual member, at the discretion of the Chairperson. The notice shall state the purpose of the meeting.

Section 4

Every member shall be entitled to a notice of any meeting of the board or Co-op committee, or task force. Such notice shall normally be posted in the Student Union main lobby, at least forty-eight hours prior to the meeting. The notice shall provide the time and location of the meeting.

Section 5

Every member shall be entitled to a notice of any proposition to be put to the vote of the Association membership. Such notice shall commence at least six (6) days prior to the proposition and consist of an advertisement, of thirty or more column inches, in no fewer than three issues of the IUP student newspaper. Included in the notice shall be:

- a. The date of the proposition;
- b. The location(s) and schedule of polling;
- c. The proposition text;
- d. This statement, *"All regular members of the Student Cooperative Association, Inc. are entitled to vote in this proposition."*
- e. The definition of a regular member.

ARTICLE X

Waiver of Notice

Persons entitled to notice by provision of the Bylaws may waive this right in writing, either before or after the cause for such notice.

ARTICLE XI

Committee Structure

Section 1

The Association shall have standing committees as described below. Other standing or special committees may be established, as the Board deems necessary for the proper operation of the Association.

Each committee, within its special concern, shall formulate policy proposals and perform those special duties delegated to it by these Bylaws or the Board. All committees shall operate in consultation with the appropriate Association Staff.

All policy proposals prepared in a special or standing committee must receive the approval of the Board prior to their implementation.

Section 2

With the exception of faculty appointments as defined in 3 (b) below, the term of membership on a standing committee shall be for one year beginning at the close of finals in the spring semester.

Faculty appointments to a standing committee, as defined in 3 (b) below, shall begin a two-year term of membership at the close of finals in the spring semester. The terms shall be staggered.

In the event of a student vacancy on a standing committee, the Chairperson of the Association, in consultation with the Student Government Association President, shall make an appointment for the remaining unexpired term, after soliciting applications through public notice.

In the event of a faculty vacancy on a standing committee, the Chairperson of the Association shall make an appointment for the remaining unexpired term, after soliciting applications through public notice.

Section 3

The Co-op Operations and Co-op Store Committees and other standing committees not otherwise provided for shall have the following composition:

- a. One (1) management, faculty or staff director and two (2) student directors appointed by the Chairperson.
- b. Two (2) additional faculty members, appointed by the Board after receiving nominations from the faculty.

- c. Two (2) additional students, appointed by the Board after receiving nominations from the IUP Student Government Association.
- d. The Executive Director or his/her designee as an advisory, non-voting member.

The committee chairperson shall be elected by the committee.

Section 4

The Executive Committee shall be composed of the officers of the corporation and the Chairperson of each standing committee. The Chairperson of the corporation shall chair the Executive Committee.

Section 5

The Human Resources Committee shall have the following composition:

- a. One (1) management, faculty or staff director and two (2) student directors appointed by the Chairperson.
- b. Two (2) other directors appointed by the Chairperson.
- c. The Chairperson or his/her designee shall also serve on the committee and shall chair the committee.

Section 6

The Finance Committee shall have the following composition:

- a. Five (5) student members and two (2) alternate student members appointed by the Board, after receiving nominations from the IUP Student Government Association.
- b. Three (3) faculty or staff members and two (2) alternate faculty or staff members appointed by the Chairperson of the Association. In lieu of a faculty director, the Chairperson may appoint one (1) management member (*non-voting "advisory"*).
- c. The President of the IUP Student Government Association or his/her designee.
- d. The President of Graduate Student Assembly (GSA) or his/her designee.
- e. The Executive Director as an advisory, non-voting member.

The Treasurer shall be a third alternate member, either student or faculty/management, depending on his/her own status, unless he/she is otherwise a member.

The term of office for all members, except the Student Government Association President, shall be for one (1) year beginning at the close of finals in the spring semester.

The Chairperson of the Association shall appoint the Chairperson of the committee.

Section 7

The following attendance policy shall be applicable to all standing committees, except for the Executive Committee:

- a. A committee member, who is unable to attend a committee meeting, must notify the Association office prior to the meeting to be excused.
- b. The committee chairperson is empowered to require of any member who is absent and unexcused from three committee meetings to state cause for his/her absences. Further, the committee chairperson, after making such inquiry, may determine whether or not the absences are justified. If it is determined that there has been no justifiable reason for the absences or that circumstances will prevent the member from fulfilling his/her duties, the committee chairperson may refer the member to the chairperson of the Association requesting his/her removal and replacement. The Chairperson of the Association is the sole individual empowered to remove a committee member.

Section 8

The Student Legal Services Committee shall have the following composition:

- a. Two (2) members of the IUP administration or faculty appointed by the Vice President for Student Affairs (*non-voting "advisory"*), subject to the approval of the Board of Directors of the Student Cooperative Association;
- b. Four (4) student members selected by Student Government Association, subject to approval of the Board of Directors of the Student Cooperative Association;
- c. The President of the IUP Student Government Association or his/her designee;
- d. Two (2) non-student directors appointed by the Chairperson
- e. A member of the committee shall be appointed committee chair by the Chairperson of the Association;

- f. In the event of a vacancy in Section 8(b) of the committee, the Student Government Association shall nominate a member to fill that vacancy, subject to the approval of the Board of Directors of the Student Cooperative Association.
- g. The committee shall have a minimum of one (1) meeting per semester during the regular academic year. Special meetings may be called upon five (5) working days notice to all committee members.

ARTICLE XII

Committee Functions

Section 1

The *Co-op Operations Committee* shall be concerned with policies relating to the operation of:

- a. Campus recreation programs, wherever they may be conducted.
- b. The S. Trevor Hadley Union Building.
- c. The Co-op Recreational Park.
- d. Co-op owned vehicles.
- e. Producing and distributing the university identification card (*the I-Card*) to the university community.
- f. The ticket sales and distribution system.

The committee shall review the budgets for the Hadley Union Building, the I-Card program, the HUB Front Desk, Co-op Recreational Park, Campus Recreation Services, and the Capital Development - Co-op Park as prepared by the Executive Director or his/her designee and make recommendations to the Finance Committee.

Section 2

The *Co-op Store Committee* shall be concerned with policies relating to the operation of the Co-op Store.

The committee shall review the annual budget of the Co-op Store as prepared by the Executive Director or his/her designee and make a recommendation to the Board.

Section 3

The *Executive Committee* shall assist the Chairperson in scheduling the six (6) regular meetings and in preparing the agenda for each meeting of the Board or Association membership.

The committee shall be empowered to delegate items for consideration to any standing or special committee, in accordance with the receiving committee's special concern.

Special duties may be assumed by the committee at the discretion of the board.

Section 4

The *Finance Committee* shall be concerned with policies relating to the accounting, allocation, and expenditure of Association funds as well as the procedures for acquisition, inventory control and disposal of equipment.

The committee may, at its discretion or on request of the Board, audit funded organizations to assure that allocated funds are being utilized in accordance with the goals, objectives, and policies of the Association.

The committee shall prepare the Annual Budget of the Association and present it to the Board for approval in the Spring term.

Section 5

The Human Resources Committee shall be concerned with all employment policies, including but not limited to employment, supervision, evaluation and compensation. The committee will not deal with any provisions of a collective bargaining agreement entered into by the Board. The committee shall also conduct the annual performance evaluation of the Executive Director consistent with evaluation policies established by the Board of Directors.

Section 6

The *Student Legal Services Committee* shall oversee the administration of the IUP Student Legal Services Program and refer recommended program changes to the Association Board of Directors

ARTICLE XIII

Corporate Seal

This corporation shall have a seal upon which shall be inscribed "*THE STUDENT COOPERATIVE ASSOCIATION, INC.--INDIANA, PENNSYLVANIA--PENNSYLVANIA CORPORATION.*"

ARTICLE XIV

Provision for Dissolution

Upon the dissolution of this corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as the exempt organization or organizations, under Section 501(c) (3) of the Organizations Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Court of Common Pleas of Indiana County, Pennsylvania, exclusively for such purposes or to such organization and organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Parliamentary Authority

The rules contained in the current edition of *ROBERTS' RULES OF ORDER--NEWLY REVISED* shall govern the Association in all cases that they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XVI

Limits of Director Liability

A director shall not be personally liable as a director for monetary damages, for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to Local, State or Federal Law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Bylaws, nor to any breach or performance of duty or any failure of performance of duty by a director prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XVII

Amendments

The Board of Directors of the Association shall have full and complete authority by two-thirds (2/3^{rds}) affirmative vote of the Board members present and no less than a majority of the Board membership to alter, amend, suspend, or annul these Bylaws at any regular meeting or any special meeting called for this purpose, provided that notice has been sent to the Board of Directors ten (10) days in advance of said meeting.

ARTICLE XVIII

The effective date of these By-Laws shall be April 7, 2005. The Board Chairperson shall be elected at the next regular meeting of the Board of Directors after the passage of these By-Laws.

It is hereby directed that the Association Counsel immediately proceed to amend the Association's ARTICLES OF INCORPORATION as necessitated by these By-Laws.