

# STUDENT COOPERATIVE ASSOCIATION, INC.

(A non-profit Pennsylvania Corporation formed under 15 Pa.C.S.A §5301, et seq.)

## AMENDED ARTICLES OF INCORPORATION CHARTER NO. 4115

(As approved by Indiana County Court, September 7, 1925, And  
Amended January 25, 1960, January 29, 1973, October 1, 1979, December 8, 2005, March 5, 2015 and October 12, 2017).

1. The name of the Corporation shall be "THE STUDENT COOPERATIVE ASSOCIATION, INC."
2. The address of the Corporations current registered Office in this Commonwealth is 319 Pratt Drive, Indiana, Indiana County, Pennsylvania, which address in located on the campus of Indiana University of Pennsylvania.
3. The Corporation was formed under the Non-profit Corporation Laws of this Commonwealth, 15 Pa.C.S.A §5301, et seq.
4. The Corporation was first approved by the Courts of Indiana County, Pennsylvania on September 27, 1925, Articles of Incorporation were first filed with the State on December 22, 1959.
5. The Amendment shall be effective upon filing of these Articles of Amendment with the Department of State.
6. The Amendment to the Articles of Incorporation was adopted by the Board of Directors pursuant to 15 Pa.C.S.A §5914 (b).
7. The purposes for which the Corporation is formed are the maintenance of a perpetual association for the educational, literary, social, recreational and cultural benefits of the students and faculty of Indiana University of Pennsylvania, Indiana, Pennsylvania, or its successors by whatever name known to conduct and operate a book store and other facilities for said persons, to receive activities fees and other payments in the conduct of said activities and for these purposes to have the right to acquire, hold, own and lease such real and personal property and to borrow money and give such evidences of its indebtedness as may be necessary to carry out the corporate purposes. This Corporation does not contemplate pecuniary profit, incidental or otherwise, to its members.
8. The place where the business of the Corporation is to be transacted is at Indiana, Indiana County, Pennsylvania.
9. The Corporation is to exist perpetually.
10. The Corporation has no capital stock.
11. The Association shall operate under the direction of the Board of Directors. The Board of Directors shall be elected each March. The Board of Directors shall consist of seventeen (17) voting members and three (3) non-voting "ex-officio" members, unless one of the voting members has been named to the PASSHE Board of Governors. In such event, there shall be four (4) non-voting "ex-officio" members.

12. The Board of Directors shall consist of seventeen (17) voting members and three (3) *non-voting “ex-officio”* members, unless one of the voting members has been named to the PASSHE Board of Governors. In such event, there shall be four (4) *non-voting “ex-officio”* members. In the event that a voting member is named to the PASSHE Board of Governors, that person shall serve as a *non-voting “ex-officio”* member.
13. The members of the Board shall be made up of the following groupings:
  - a. The President of IUP or his Designee (*non-voting “ex-officio”*)
  - b. One (1) Management Person appointed by the President of IUP (*non-voting “ex-officio”*)
  - 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. Faculty (4): Four members of IUP Faculty who are regular members of the Association
  - f. Students (9): Nine members of the IUP student body
  - g. The Graduate Student Assembly President. In the event that the Graduate Student Assembly President for any reason is unable to serve then the Vice President of the Graduate Students Assembly shall serve as the voting member. If the Vice President of the Graduate Student Assembly, is unable to serve as a member of the Board of Directors, the person holding the next position in the established hierarchy of the Graduate Student Assembly shall serve in such capacity.
  - h. Trustee (1): One member of the Council of Trustees - Student-*(non-voting “ex-officio”)*
  - i. Retiree/Alumni (1): One retired IUP employee or former IUP Student (may be faculty, staff, administrator or alumni).
  - j. In the event that a voting member is named to the PASSHE Board of Governors, that person shall serve as a *non-voting “ex-officio”* member.
14. The Corporation shall have as its officers a Chairperson, a Vice-Chairperson, Secretary, and Treasurer. In addition, the Board may appoint such assistant officers as mandated by the needs of the Association. The officers chosen by the Board of Directors shall hold their office for such terms as shall be prescribed by the By-Laws in the Corporation.
15. Admission to membership and the requirements thereof shall be as prescribed by the By-Laws, subject to the provisions of the Constitution and laws of the United States and of the Commonwealth of Pennsylvania.
16. The restated Articles of Incorporation supersede the Original Articles and all Amendments thereto.