

**THE STUDENT COOPERATIVE ASSOCIATION, INC.**

**BY-LAWS AND COMMITTEE STRUCTURE**

*Revised and Approved  
Effective October 12, 2017*

# BY - LAWS

## THE STUDENT COOPERATIVE ASSOCIATION, INC.

(Effective, October 12, 2017)

### 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 By-Laws, shall for the purpose of these By-Laws, 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.

- 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. In the event that the Graduate Student Assembly President for any reason is unable to serve then the Vice President of the Graduate Student 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. One (1) non-voting "ex-officio" student member of the IUP Council of Trustees, or his/her designee, appointed by the Chairperson of the Council of Trustees.
- i. One retired IUP employee or former IUP student (may be faculty, staff, administration 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*.

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.

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 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, or his/her designee, and the Graduate Student Assembly, or his/her designee, 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 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.

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.

## 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.

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;



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 XVII**

### **Amendments**

The Board of Directors of the Association shall have full and complete authority by two-thirds (2/3<sup>rds</sup>) affirmative vote of the Board members present and no less than a majority of the Board membership to alter, amend, suspend, or annul these By-Laws 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 October 12, 2017.

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

*Student Cooperative Association, Inc.*

*Conflict of Interest Policy*

October 11, 2007

**Conflict of Interest Policy for Officers, Directors, and Staff Members**

No member of The Student Cooperative Association, Inc. Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in The Student Cooperative Association, Inc. Each individual shall disclose to The Student Cooperative Association, Inc. any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of The Student Cooperative Association, Inc.'s Board of Directors or Staff shall refrain from obtaining any list of The Student Cooperative Association, Inc. clients for personal or private solicitation purposes at any time during the term of their affiliation.

In addition to my service for The Student Cooperative Association, Inc., at this time I am a Board member or an employee of the following organizations:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_

This is to certify that I, except with regard to carrying out my duties as an officer, director, or staff member of The Student Cooperative Association, Inc. or as described below, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with the Student Cooperative Association, Inc. which has resulted or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with The Student Cooperative Association, Inc.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with The Student Cooperative Association, Inc.

Signature: \_\_\_\_\_ Date \_\_\_\_\_

Printed Name: \_\_\_\_\_

*Student Cooperative Association, Inc.*  
*Employee Protection (Whistleblower) Policy*

October 11, 2007

**Employee Protection (Whistleblower) Policy:**

If any employee reasonably believes that some policy, practice, or activity of The Student Cooperative Association, Inc. is in violation of a law, a written complaint must be filed by that employee with the Executive Director or the Chairperson of the Board of Directors.

It is the intent of The Student Cooperative Association, Inc. to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of The Student Cooperative Association, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

The Student Cooperative Association, Inc. will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of The Student Cooperative Association, Inc., or of another individual or entity with whom The Student Cooperative Association, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Student Cooperative Association, Inc. will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Student Cooperative Association, Inc. that the employee reasonably believes is in violation of a law, or rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Employee Signature: \_\_\_\_\_ Date \_\_\_\_\_

Printed Name: \_\_\_\_\_

