

Notice to All Co-op Members

Proposed New By-Laws of University of Oregon Cooperative Store

To Be Presented at ANNUAL MEETING April 21st — 7:00 p.m.

ARTICLE I. Membership

Sec. 1. Qualifications. The qualifications for membership are prescribed in Article V of the articles of incorporation. A qualified person shall be entitled to become a member and receive a membership certificate upon the payment of the membership fee prescribed by the articles of incorporation.

Sec. 2. Term. Membership shall be on an annual basis beginning October 1 and ending September 30 of the following year; provided, however, that the term of any membership purchased after May 30 in any year shall extend to October 1 of the following year.

Sec. 3. Termination. Membership in the cooperative shall automatically terminate upon the death or discontinuance of the enrollment, membership, or employment which qualified the membership. Membership may also be terminated by the unanimous vote of the board of directors by reason of violation of the bylaws or any regulation of the cooperative. Termination of membership shall not cause a forfeiture of previously accrued rights to share in patronage refunds for the fiscal year within which the termination occurs.

ARTICLE II. Meetings of Members

Sec. 1. Place. All meetings of members shall be held at the principal place of business of the cooperative or at any place on the University of Oregon campus selected by the board of directors.

Sec. 2. Annual Meeting. An annual meeting shall be held on the first Thursday of April of each year, or on such other date within fifteen (15) days thereafter as the board of directors may designate in the notice of annual meeting. The purposes of the meeting shall be to receive annual reports of officers of the cooperative, to make such recommendations or proposals to the board of directors as the members deem advisable and to conduct any other business properly to come before an annual meeting.

Sec. 3. Order of Business. The order of business shall be prescribed by the board of directors.

Sec. 4. Notice of Annual Meeting. Notice of the annual meeting shall be mailed to each member shown on the cooperative membership records as of the first day of the month in which the notice is sent. The notice shall be mailed not less than seven (7) nor more than thirty (30) days prior to the meeting. The notice shall state the date, hour and place of meeting.

Sec. 5. Special Meetings. Special meetings of the members may be called. Such meetings may be called at any time by the president, any two (2) directors, or a special meeting must be called by the directors upon receipt by the secretary of a petition requesting a special meeting and specifying the business to be transacted therein; such petition to be signed by not less than twenty per cent (20%) of the total membership as shown by the cooperative membership records as of the date of filing. As a condition precedent to the calling of a special meeting upon a petition of the members, all costs of mailing, printing and otherwise processing the required notices shall be paid by the petitioners, based upon the manager's estimate of said costs.

Sec. 6. Voting. Each member shall be entitled to one (1) vote on any matter and no voting by proxy shall be allowed. By an affirmative vote of five (5) directors the board may cause to be submitted by mail ballot any question specified in the notice of meeting to be voted on at any member meeting, including the election of directors. In the event of such a decision by the board, the secretary shall mail to each member along with the notice of the meeting the ballot on each such question and a voting envelope. The mail ballot may be cast only in a sealed envelope which is authenticated by the member's signature. A vote so cast shall be counted as if the member were present and voting in person. On any question on which a mail ballot is to be counted, any voting at a meeting at which additional voting may be done shall be by secret ballot.

The board of directors may prescribe additional rules and procedures relating to methods and procedures for voting, including the time and place.

Sec. 7. Quorum. The members present shall constitute a quorum for the purpose of transacting business at any meeting of the members. A majority of the votes entitled to be cast by the members present shall be necessary to adopt any proposal.

ARTICLE III. Board of Directors

Sec. 1. Membership and Qualifications. The board of directors shall consist of seven (7) members of the cooperative. Two (2) of these members shall be from the faculty of the University of Oregon and shall serve for two (2) years and five (5) of these members shall be members of the student body of the University of Oregon. The five (5) student members shall be elected from the different classes as follows: one (1) freshman shall be elected to serve for one (1) year and two (2) sophomores shall be elected to serve for two (2) years. The five student directors shall elect the faculty directors. A student member of the cooperative must have and maintain a cumulative grade point average of not less than 2.00 to be eligible for nomination and election and continue in office as a member of the board.

Sec. 2. Regular Meetings. The Board shall hold a regular meeting during each of the months of October through June of each school year at a time and place designated by the Board.

Sec. 3. Special Meetings. Special meetings of the Board may be called by the president or by any two (2) directors by giving notice to each director at least two (2) full class days prior to the meeting.

Sec. 4. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. An act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. In the event of a lack of quorum at any duly called meeting, the directors present may adjourn the meeting from time to time to reconvene at the same place and at the time specified in the order of adjournment and there may be transacted at such adjourned meeting, without further notice, the business which could have been transacted at the original meeting.

Sec. 5. Powers and Duties. The directors shall have the general management and control of the business and affairs of the cooperative and shall exercise all of the powers and perform all of the duties which may be exercised or are required to be performed by the cooperative under the articles of incorporation, the bylaws and the applicable law.

Sec. 6. Vacancies. Vacancies on the board of directors by reason of death, resignation, termination of membership, or any other cause, shall be filled for the unexpired term by the affirmative vote of a majority of the remaining directors though less than a quorum of the board.

Sec. 7. Officers. The officers of the cooperative shall serve as officers of the board with the president acting as chairman. The board may appoint an assistant secretary and an assistant treasurer neither of whom need to be a member of the cooperative. An assistant officer shall perform such duties of the officer being assisted as are prescribed by the board.

Sec. 8. Compensation. The directors shall serve without compensation for any services performed on behalf of the cooperative. No director shall hold any position in the cooperative on regular salary but the manager is authorized to employ a director to work during emergency or rush periods and receive regular employee compensation for such temporary work. The cooperative shall reimburse any director for expenses properly incurred by him in the performance of his duties as a director.

Sec. 9. Agenda Notice. The board shall post the agenda of every meeting and of every executive committee meeting at least two (2) full class days prior to each meeting, said posting to be placed prominently at the entrance of the cooperative store. For this purpose Saturday shall be considered a full class day. A copy of said agenda shall be delivered to the Oregon Daily Emerald for publication on the notice days if the Emerald is then being published. Action taken by the board or the executive committee in an emergency without being able to give the required agenda notice shall be deemed valid and shall not subject the individual board members to liability.

Sec. 10. Nominations and Elections. The board is authorized to adopt rules and regulations and establish procedures governing nominations and voting for members of the board of directors which the board from time to time may consider most advantageous for the purpose of obtaining the largest and best informed membership participation.

The rules and procedures governing nominations and elections for members of the board of directors shall be posted in two (2) prominent places in the cooperative store for a period of at least sixty (60) days prior to the annual meeting date and shall be published by an advertisement in the Oregon Daily Emerald on at least three (3) occasions not earlier than sixty (60) days and not later than thirty (30) days prior to the annual meeting date.

Sec. 11. New Member Installation. Each student director elected at the annual meeting shall be installed at the regular meeting of the board in the month following the election and take office upon the conclusion of said meeting. Thereupon the newly constituted board shall hold a meeting to elect the officers of the cooperative, to elect any required faculty member and to transact other necessary business. A newly elected faculty director shall not take office until the next regular or special meeting of the board and his predecessor in office shall continue to serve until that time.

ARTICLE IV. Officers

Sec. 1. Required. The officers of the cooperative shall be a president, a vice president, a secretary, and a treasurer. The officers shall be elected annually by the board and at such time and in such manner as the board decides unless otherwise prescribed by a bylaw.

The president and the vice president shall be elected from the student members of the board.

Sec. 2. Other Officers. The board shall elect such other officers as the board considers necessary or convenient in the conduct of the business of the cooperative. The board may designate any person as an assistant secretary or assistant treasurer and may delegate thereto any of the duties of the secretary or treasurer, respectively. The manager of the cooperative may hold the office of a second vice president if more than one vice president is provided for by the board or by a bylaw. The officers chosen under this section need not be members of the cooperative.

Sec. 3. Election and Term of Office. The officers shall be elected by the board at its first meeting following the installation of the newly elected student board members. The retiring president shall serve as chairman of the board meeting until the election of the new officers whereupon the newly elected officers shall assume the duties of their offices. The term of each officer shall commence upon election and end upon the election and installation of his successor in office.

Sec. 4. Duties of President. The president shall preside at all meetings of the directors and members and shall have general charge and control of the affairs of the cooperative subject to the board of directors.

Sec. 5. Duties of Vice President. The vice president shall perform such duties as may be assigned to him by the board of directors. In

case of death, disability, or absence of the president, he shall perform and be vested with all of the duties and powers of the president.

Sec. 6. Duties of Secretary. The secretary shall keep a record of the minutes of the proceedings of meetings of members and directors and shall give notice as required in these bylaws of all such meetings. A copy of the minutes of each meeting of members or directors will be given to the Oregon Daily Emerald for publication. The secretary shall have custody of all books, records and papers of the cooperative except such as shall be in charge of the treasurer or of some other person authorized to have custody and possession thereof by a resolution of the board of directors.

Sec. 7. Duties of Treasurer. The treasurer shall keep accounts of all moneys of the cooperative received or disbursed and shall deposit all moneys and valuables in the name of and to the credit of the cooperative in such banks and depositories as the board of directors shall designate.

ARTICLE V. Manager

Sec. 1. Employment and Duties. The board shall employ a manager to serve as the business agent of the cooperative. The manager shall not be a member of the board. The manager shall actively manage the business of the cooperative subject to the board's supervision and control. The board may prescribe specific duties for the manager and enter into an employment contract with the manager prescribing his duties, compensation, employment benefits and rights. The manager shall have the sole right to hire and fire employees and the right to enter into all contracts necessary to the operation of the business of the cooperative subject to all times to the board's supervision and control. The board may impose such restrictions upon provisions of business and employment agreements to be entered into by the manager as the board may consider appropriate.

ARTICLE VI. Executive Committee

Sec. 1. Members. The board of directors may elect an executive committee to consist of three (3) or more directors. The board may elect alternate members to serve in the place of members unable to serve by reason of disability or absence at the time of a particular meeting.

Sec. 2. Authority. The executive committee may exercise all of the authority of the board in the management of the cooperative subject to the conditions and limitations upon such authority prescribed by the board.

Sec. 3. Procedures. At the time of the election of the executive committee the board shall designate a chairman and an assistant chairman to preside at meetings of the executive committee. The board may prescribe rules and procedures for the conduct of the business of the executive committee.

ARTICLE VII. Amendments

Sec. 1. Power to Make. No amendments shall be made to the articles or bylaws except by a vote of the members at an annual or a special meeting in accordance with the procedures hereinafter prescribed, except where said power is specifically delegated to the board by a bylaw adopted by the members at such a meeting.

Sec. 2. Notice. No amendment to the articles of incorporation or to a bylaw of the cooperative shall be considered at the annual meeting of the members unless the full text of the proposed amendment is filed at the office of the manager at least twenty (20) days prior to the annual meeting. The board shall post any such notice in a conspicuous place in the cooperative store and publish the same at least twice by an advertisement in the Oregon Daily Emerald prior to the annual meeting.

ARTICLE VIII. Refunds

Sec. 1. Right to Receive. The board of directors shall establish the type of evidence which shall qualify a member to participate in any patronage refund declared by the board. Such evidence, whether cash receipts or otherwise, shall not be transferable. No member shall be entitled to a refund distribution except upon purchases made by or for him; provided, however, that fraternities, sororities, dormitory units, student cooperatives and other established campus living organizations and campus affiliated charitable, religious or educational groups may receive distribution for purchases made by their members who are members of the cooperative for charitable, religious or educational purposes. The manager may require an affidavit or other evidence of compliance with this bylaw and may withhold payment of all or any portion of any distribution until proof of the right to receive the distribution has been presented to the board. The board shall make such rules and regulations as it deems necessary to obtain compliance with this bylaw and otherwise regulate refund procedures.

PROPOSED NEW ARTICLE. Article IV

This cooperative shall not have capital stock. A membership fee of fifty cents (50c) per year shall be charged which membership shall not be transferable.