(1971 Amendments)

University of Oregon Co-Operative Store

I. The restated articles of incorporation of the University of Oregon Co-Operative Store shown on the form attached hereto and made a part hereof by this reference, hereby are adopted as an amendment of and in substitution for the existing articles of incorporation.

II. Article III, Sec. 1 of the by-laws of the University of Oregon Co-Operative Store shall be amended to provide that each faculty member of the board of directors shall be elected by the members of the cooperative to serve for two years. A faculty member shall be defined as a professor, associate professor, assistant professor, or a full time instructor employed in a teaching course, on the Eugene campus.

III. Article VII, Sec. 1 of the by-laws of the University of Oregon Co-Operative Store shall be amended to provide that a written petition filed with the manager submitting amendments to the by-laws shall be signed by at least 1 per cent, instead of 20 per cent, of the members.

IV. Article III, Sec. 11 of the by-laws of the University of Oregon Co-Operative Store shall be amended to provide for the installation of all members of the board of directors at the same time.

V. The by-laws of the University of Oregon Co-Operative Store shall be amended to read as shown by the form attached hereto and made a part hereof by this reference. The specific amendments included under this amendment are:

(1) Article I, Sec. 1: deleting surplus language.

(2) Article II, Sec. 7: requiring majority of votes cast for adoption of proposals submitted by mail ballot.

(3) Article III, Sec. 1: deleting the last paragraph affecting only 1970.

(4) Article III, Sec. 1: providing for notice of adjourned director's meeting.

(5) Article III, Sec. 9: deleting publication requirement and limiting delivery of agenda notice to Oregon Daily Emerald to first notice of posting day.

(6) Article III, Sec. 10: deleting the words "and not later than five (5) days", to eliminate ambiguity.

(7) Article IV, Sec. 6: deleting words "for publication."

(8) Article VIII, Sec. 1: rewording to clarify meaning.

(9) Article III, Sec. 11: providing for the installation of student and faculty members of the board of directors at the same time, if the members adopt the amendment providing for the election of the faculty members by the members of the Co-Operative.

RESTATED ARTICLES OF INCORPORATION OF UNIVERSITY OF OREGON CO-OPERATIVE STORE (NONPROFIT)

The restated articles of incorporation herein set forth are adopted pursuant to the provisions of the Oregon Cooperative Act.

ARTICLE I

The corporation shall be a cooperative and its name shall be the University of Oregon Co-Operative Store (Nonprofit). Its duration shall be perpetual.

ARTICLE II

This corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Solely in furtherance of such educational and charitable purposes the corporation shall maintain and operate a general book and supply store for the benefit of the students and faculty of the University of Oregon and particularly to provide the benefits of cooperative purchasing and merchandising.

ARTICLE III

The corporation shall be operated on a nonprofit basis. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private individuals or persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The corporation shall not have or issue shares of stock. Any regularly enrolled student of the University of Oregon and any faculty member or employee of the University of Oregon shall be entitled to membership upon the payment of an annual membership fee of fifty cents. Rules and regulations not inconsistent with the provisions of this article may be adopted by the board of directors of the corporation with reference to termination procedure or other membership problems.

ARTICLE V

The corporation shall have the power to make patronage discount refunds to its member purchasers out of its net operating earnings. Each discount refund shall be based upon the total purchases by the member during the preceding fiscal year of the corporation as a reduction in the purchase price originally paid. No discount refund shall be in excess of an amount which bears the same ratio to the member's purchase as the total net operating earnings for the fiscal year bears to all purchases by the members during that year. The amount distributable out of net operating earnings for patronage discount refunds shall be determined by the corporation's board of directors after making the deductions for operating capital and capital improvements which the board of directors considers necessary to accomplish the purpose of the corporation. The date, manner and conditions of payment and the determination of the rights of members to receive refunds shall be established by the corporation's board of directors.

ARTICLE VI

In the event of dissolution or liquidation of the corporation the net assets of the corporation shall be distributed exclusively to the State of Oregon acting by and through its Board of Higher Education for the use and benefit of the University of Oregon for its unrestricted educational purposes.

ARTICLE VII

The principal place of business of the corporation shall be the City of Eugene, Lane County, State of Oregon. The address of its registered office shall be 895 13th Avenue East, Eugene, Oregon, 97403, and the name of its registered agent at such address shall be Gerald L. Henson.

Statement

The foregoing restated articles shall supersede the heretofore existing articles of incorporation and amendments thereto.

BY-LAWS (1971)

ARTICLE I - MEMBERS

Section 1. Qualifications—The qualifications for membership are prescribed in Article IV of the articles of incorporation.

Section 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.

Section 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 I - Meetings of Members

Section 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.

Section 2. Annual Meeting—An annual meeting shall be held on the first Thursday of April 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.

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

Section 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.

Section 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 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 percent

a special meeting and specifying the business to be transacted therein; such petition to be signed by not less than twenty percent (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.

Section 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 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.

Section 7. Quorum—The members present shall constitute a quorum for the purpose of transacting business at any meeting of the members. A vote of the majority of the members present at a meeting where a quorum exists shall be sufficient to adopt any proposal, except that where voting is by mail a majority of the votes cast shall be required for adoption.

ARTICLE III - Board of Directors

Section 1. Membership and Qualifications—The board of directors shall consist of ten (10) members of the cooperative. Two (2) board members shall be from the faculty of the University of Oregon. Five (5) board members shall be from the undergraduate student body, one (1) board member shall be a student at-large and two (2) board members shall be members of the graduate student body of the University of Oregon. A student with a baccalaureate degree shall be considered a graduate student. Not more than two (2) student members shall be members or residents of the same living organization or unit. If this latter requirement is violated, the two (2) deemed to be qualified shall be determined by lot by the existing board of directors.

The five (5) undergraduate student members shall be elected from the different classes by the cooperative members and serve as follows: one (1) freshman shall be elected to serve for one (1) year and two (2) sophomores shall be elected to serve two (2) years. One (1) student at large shall be elected to serve for one (1) year. The two (2) graduate student members shall be elected to serve one (1) year. Each faculty director shall be elected by the cooperative members for two (2) years.

The undergraduate student members must have and maintain a cumulative grade point average of not less than 2.00 to be eligible for nomination, election and continuance in office as a member of the board. In order for a graduate student member to be nominated, elected and continued in office, he must be a fully accredited student in the graduate school and must have and maintain the minimum grades in all subjects or the minimum grade average required by his school for credit. A faculty member is defined as a professor, associate professor, or a full time instructor employed in a teaching course, on the Eugene campus.

Section 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.

Section 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.

Section 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 to reconvene at a place and time to be specified in a written notice to be mailed to each director.

Section 5. Powers and Duties—The directors shall have the general management and control of the business and affairs of the co-operative 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.

Section 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.

Section 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.

Section 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.

The manager is authorized to employ a director to work during emergency 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.

Section 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 the agenda shall be delivered to the Oregon Daily Emerald on the first notice day. 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.

Section 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. For this purpose, voting shall be by mail ballot.

Nominations may be made by any member at the annual meeting. A nomination may also be made by a petition signed by 25 members of the cooperative and filed with the manager before the end of the last business day of the cooperative prior to the annual meeting date. The signatures shall be authenticated by the manager of the cooperative.

Ballots shall be mailed as soon as reasonably possible following the annual meeting to each member of the cooperative as determined by its records. The ballot shall set forth the offices to be filled and the name of each nominee for each office with appropriate places indicated for voting. The ballots shall be prepared, mailed and returned in such a manner as to allow the balloting to be secret and at the same time authenticated as being a ballot received from a member of the cooperative.

The board of directors shall adopt such rules and procedures as it considers appropriate to govern the nominations and the election by mail ballot.

The rules and procedures adopted by the board of directors for nominations and elections shall be posted in two prominent places in the Co-operative Store for a period of at least thirty (30) days prior to the annual meeting.

Section 11. New Member Installation—Each 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, and to transact other necessary business.

ARTICLE V - Officers

Section 1. Required—The officers of the cooperative shall be a president, a vice president, a secreatry, 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. Each of said officers must be a director of the cooperative.

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

Section 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.

Section 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.

Section 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.

Section 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.

Section 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. 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.

Section 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

Section 1. Employment and Duties—The board shall employ a manager to serve as the business agent of the cooperation. 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 at 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

Section 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.

Section 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 law.

Section 3. Procedure—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

Section 1. Power to Make—The articles of incorporation and the bylaws of the University of Oregon Co-Operative Store may be amended only in accordance with the procedures set forth in this article.

Amendments to the articles or to the bylaws may be submitted to a vote by the cooperative members by a resolution of the board of directors adopted by a majority of its members. Amendments to the bylaws may be submitted directly by the members of the cooperative by a written petition filed with the manager and signed by at least one percent of the members as determined by the records of the cooperative. Adoption of an amendment shall require an affirmative vote of a majority of the votes cast. All voting on amendments shall be by mail ballot except that a member who has not cast a mail ballot shall be entitled to cast a secret ballot at any meeting at which the result of the voting is to be finally determined. The ballot itself shall set forth the proposed amendment and show places for a yes or no vote. The ballot shall be otherwise marked only to express the vote of the member and shall be placed inside a separate envelope provided for this purpose. The ballot envelope shall be sealed and returned to the cooperative within an addressed, stamped envelope provided by the cooperative. Each outside envelope must be authenticated by the member's signature thereon. The ballot envelope shall be sealed and returned to the cooperative within an addressed, stamped envelope provided by the cooperative. Each outside envelope must be authenticated by the member's signature thereon. The board of directors may prescribe additional rules and procedures including the time for the return and counting of the mail ballots and the date and place of any meeting to be held for the purpose of determining the result of the voting.

The board of directors may submit with the mail ballot a statement or other material which it considers advisable for the information of the members. On amendments submitted directly by a petition of the members of the cooperative, the petitioners also may include with the ballot a statement not to exceed fifty words explaining the reason for the proposed amendment. Upon the filing of the petition the board shall submit the proposal in accordance with the procedures set forth above and call a special meeting for the determination of the vote thereon after verifying the authenticity and number of required signatures. As a condition precedent to the submission of the amendment proposed by petition the cost of printing and mailing the ballots and the information statement by the petitioners and all required notices shall be paid in advance by the petitioners based upon the manager's estimate of said costs.

No amendments shall be submitted for a vote of the members during the period between the spring and fall terms of the University of Oregon.

Section 2—No amendment to the articles of incorporation or to the bylaws of the Cooperative shall be considered for final adoption at any meeting unless the full text of the proposed amendment is filed at the office of the manager at least twenty (20) days prior to the meeting at which the result of the vote is to be determined. 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 meeting.

ARTICLE VIII - Refunds

Section 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 distributions for charitable, religious or educational purposes on purchases made by their members who are members of the Cooperative. 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.

CO-OP ANNUAL MEETING · Thursday, April 8th · Erb Memorial Union · 4 pm