

Proposed changes to the University of Oregon Bookstore, Inc. Articles of Incorporation and Bylaws

Following are the proposed amendments to the University of Oregon's Articles of Incorporation and Bylaws. Words enclosed in [] are as previously written and will be deleted. The proposed amendments are in italics and will be added.

RESTATED ARTICLES OF INCORPORATION UNIVERSITY OF OREGON BOOKSTORE, INC.

ARTICLE I

The name of this corporation is University of Oregon [Book Store] Bookstore, Inc. 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 purposes the corporation shall maintain and operate a general book and supply store for the benefit of the students, faculty, [classified staff] *classified and management service personnel* of the University of Oregon and particularly to provide the benefits of nonprofit purchasing and merchandising.

ARTICLE IV

The corporation shall not have or issue shares of stock. Every registered student, every faculty member, every [classified staff] *classified and management service member* of the University of Oregon shall be a member of the corporation. Rules and regulations not inconsistent with the provision of the article may be adopted by the Board of Directors of the corporation with reference to qualification and termination of membership.

ARTICLE V

As of June 30 of each year, the Board of Directors shall set aside from net operating earnings for the preceding fiscal year any amount found to constitute surplus working capital. Such surplus shall be the amount found by the Board to be in excess of amounts reasonably required for operation of the [Book Store] Bookstore, for reserves for expansion and debt retirement, and to accomplish the purposes of the corporation. Such surplus shall, prior to the following November 15, be distributed to the University of Oregon for its educational purposes or at the discretion of the Board, to an independent affiliated organization exempt from federal income tax under the Internal Revenue Code created and existing to assist the University of Oregon in its educational purposes. The manner and conditions of payment shall be established by the corporation's Board of Directors.

ARTICLE VIII

(a) The Board of Directors shall consist of eleven (11) members of the corporation as follows:
All candidates shall, at the time they stand for election, be undergraduate students, graduate students, members of the faculty, or members of the [classified staff] *classified or management service personnel*, respectively. Five (5) members shall be undergraduate students; one (1) member shall be a student-at-large, either graduate or undergraduate; two (2) members shall be graduate students; [two members shall be from the faculty:] *one (1) member shall be from the faculty-at-large, either in an officer of instruction position or an officer of administration position at the University,* one (1) member must be from an officer of instruction position; and one (1) member shall be from *either the classified or management service personnel*.

(b) Except as provided in paragraph (c) below, all members shall be elected to serve a term of two (2) years, and the membership shall elect one (1) freshman each odd numbered year, two (2) sophomores each year, one (1) student-at-large (either undergraduate or graduate) each even numbered year, and one (1) member of the [classified staff] *classified or management service personnel* every [other] even year.

(c) Upon the years indicated below, Board members shall be elected for terms as follows:
Freshman: One member each odd year for a two-year term.
Sophomores: Two members each year for two-year terms.
Student-at-large: One member each even year for a two-year term.
Graduate Students: One member each year for a two-year term.
Faculty-at-large: *One member each even year for a two-year term.*
Faculty: *One member with the rank of officer of instruction each odd year for a two-year term.*
[Classified Staff:] *Classified Or Management Service Personnel:* One member each even year for a two-year term.

ARTICLE IX

These Articles of Incorporation are a restatement of the Articles of Incorporation restated November 28, 1980, and supersede the *restated* Articles of Incorporation and the amendment thereto. As an additional amendment the Articles of Incorporation are restated throughout in sex neutral language without substantive change.

1983 AMENDED BYLAWS UNIVERSITY OF OREGON BOOKSTORE, INC.

ARTICLE I - MEMBERS

Section 1. **Qualifications:** The qualifications for membership are prescribed in Article IV of the Articles of Incorporation. For purpose of the articles and these bylaws a registered student is defined as a student admitted to and registered at the University of Oregon at the Eugene campus. A faculty member is defined as an instructor, senior instructor, research assistant, research associate, lecturer, senior lecturer, assistant professor, associate professor, professor or officer of administration employed on the Eugene campus. A *classified and a management service member* is defined as a person on the Eugene campus holding a full-time University position within the category of classified service as defined by Oregon Revised Statutes 240.210 or management service as defined by Oregon Revised Statutes 240.212, as now existing and hereafter amended.

ARTICLES II - MEETING OF MEMBERS

Section 2. **Annual Meeting:** [An annual meeting shall be held on the third 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 annual meeting shall be held between the fourth week of March and the fourth week of April each year on a weekday designated by the Board of Directors in the notice of the annual meeting. The Board of Directors shall designate the specific date of the annual meeting no later than the regular board meeting in February.* The purpose of the meeting shall be to receive annual reports of officers of the corporation, make such recommendations or proposals to the Board of Directors as the members may deem advisable, receive nominations for membership on the Board of Directors, and to conduct any other business properly to come before an annual meeting.

Section 4. **Notice of Annual Meeting:** Notice of the annual meeting, stating the place, day and hour thereof shall: (1) be published in the Oregon Daily Emerald at least three times, the last publication to be not more than three (3) days before the meeting; (2) be posted prominently near the entrance at the principal place of business of the corporation, and (3) (a) be delivered not less than seven (7) or more than fifty (50) days before the date of the meeting, either personally or by mail, to each member of the corporation, notice to be deemed delivered when deposited in the United States mail, with postage thereon fully prepaid, addressed to the member at the most recent address as it appears

on the records on the University of Oregon or the corporation, or (b) [be inserted, by way of written or printed notice, in the registration packets of all students enrolling in the University of Oregon for the school term personally delivered to each student member entitled to vote at the annual meeting and, with respect to all law students, faculty and classified staff members and any other University of Oregon students not enrolling by means involving the use of registration packets or registering at some time other than the quarterly term registration, be mailed by the following procedures prescribed in subsection (a) of this section.] *by any other method that complies with all legal requirements for giving notice of the annual meeting of members.*

Section 6. **Notice of Special Meeting:** Written or printed notice stating the place, day, hour and purpose or purposes of the special meeting shall: (1) be delivered not less than seven (7) or more than thirty (30) days before the date of the meeting, either personally or by mail, to each member of the corporation, notice to be deemed delivered when deposited in the United States mail, with postage thereon fully prepaid, addressed to the member at the most recent address as it appears on the records of the University of Oregon or of the corporation, or (2) [be inserted, by way of written or printed notice, in the registration packets of all students enrolling in the University of Oregon in the school term immediately prior to the date of the special meeting, thereby being personally delivered to each student member entitled to vote at the special meeting and, with respect to all law students, faculty members, classified staff and other University of Oregon students not enrolling by means involving the use of registration packets or at some time other than the quarterly term registration, be mailed by the following procedures prescribed in subsection (1) of this section] *by any other method that complies with all legal requirements for giving notice of a special meeting of members.*

ARTICLE III - BOARD OF DIRECTORS

1.3 **Faculty Member:** For the purpose of membership on the Board of Directors, a faculty member is defined as a full-time professor, associate professor, assistant professor, or instructor employed as an officer of instruction or an officer of administration on the Eugene campus.

1.4 **[Classified Staff] Classified and Management Service Personnel:** A classified and a management service member is defined as a person on the Eugene campus holding a full-time University position within the category of classified service as defined by Oregon Revised Statutes 240.210 or management service as defined by Oregon Revised Statutes 240.212, as now existing and hereafter amended.

Section 2. **Powers and Duties:** The Directors shall have the general management and control of the business and affairs of the corporation and shall exercise all the powers and perform all of the duties which may be exercised or are required to be performed by the corporation under the articles of incorporation, the bylaws and the applicable law. The Directors are authorized to request or receive the assistance of the University of Oregon, its facilities, services, administration staff, [classified staff] *classified or management service personnel*, or faculty in any manner the Board deems necessary to further the purpose of the corporation.

3.3 **The Election Committee** shall have the discretion to refuse to certify the eligibility of a candidate, including a write-in candidate who receives the highest number of votes for a position, in which case the position shall be declared vacant, if the committee finds that the candidate has [intentionally] violated any of the election rules and regulations adopted by the Board.

Section 4. **New Member Installation:** Each Director elected or appointed following the annual meeting shall be installed at [the] a May [regular] meeting [of the Board] *designated by the Board for that purpose.* Thereupon, the newly constituted Board shall forthwith [elect the officers, or temporary officers, of the corporation and] [to] transact other necessary business. *If temporary officers are elected at this time, they may serve until the June regular meeting, when the permanent officers shall be elected.*

Section 9. **Officers:** The officers of the corporation shall serve as officers of the Board with the President acting as [Chairman] *Chair.* The Board shall [may] appoint an assistant Secretary and an assistant Treasurer, neither of whom need to be a member of the corporation. As assistant officer shall perform such duties of the officer being assisted as are prescribed by the Board.

Section 10. **Vacancies:** *The Board is authorized to adopt rules and regulations and establish procedures governing vacancies on the Board of Directors which the Board considers most advantageous for the purpose of obtaining the largest and best informed membership participation.* 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 11. **Compensation:** The Directors shall serve without compensation for any services performed on behalf of the corporation. No Director shall hold any position in the corporation on regular salary.]

Section 11. **Compensation:** *Commencing with the Directors installed in May 1984 each undergraduate and graduate member of the Board shall receive a stipend of \$20.00 for attendance at each of the regular meetings of the Board. Except for the stipend stated, Directors shall serve without compensation for any services performed on behalf of the corporation. No Director shall hold any position in the corporation on regular salary.*

The manager is authorized to employ a Director to work during emergency rush periods and receive regular employee compensation for such work. The corporation shall reimburse any Director for expenses properly incurred in the performance of duties as a Director.

As an additional amendment to subsection of Article III have been rearranged to provide a more logical sequence without substantive change.

ARTICLE IV - OFFICERS

Section 2. **Other Officers:** The Board shall elect [such other officers as the Board considers] *an assistant Treasurer and assistant Secretary and any other officers the Board deems necessary or convenient in the conduct of the business of the corporation. The assistant Treasurer and the assistant Secretary will be selected from the management staff of the Bookstore. The Board may delegate any of the duties of the Secretary or Treasurer, respectively to these assistants. [The manager of the corporation 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] Any officers chosen under this section need not be members of the corporation.*

Section 3. **Election and Term of Office:** The officers shall be elected by the Board following the installation of the newly elected or appointed Board members. The retiring President shall serve as the [Chairman] *Chair* of the Board until the election of new officers, or temporary officers in the event that the retiring President is no longer a member of the corporation, whereupon the newly elected officers shall assume the duties of their offices. [The term of each officer shall commence upon election and end upon election and installation of the successor in office]

ARTICLE VI - EXECUTIVE COMMITTEE

Section 3. **Procedure:** At the time of the election of the Executive Committee the Board shall designate a [Chairman] *Chair* and assistant [Chairman] *Chair* 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. Two members of the Executive Committee shall constitute a quorum for the transaction of business.

As an additional amendment the Bylaws are restated throughout in sex neutral language without substantive change.

**Discussion to take place at the Annual Meeting, April 21, 1983,
3:30 p.m., Room 231 Gilbert Hall, University of Oregon Campus.**