The OSCA Bylaws

CODE OF REGULATIONS OF THE OBERLIN STUDENT COOPERATIVE ASSOCIATION

As ratified by the Membership, April 21, 2011.

ARTICLE ONE: NAME

The name of this organization shall be the Oberlin Student Cooperative Association, Inc. hereinafter referred to as OSCA.

ARTICLE TWO: THE COOPERATIVE PRINCIPLES AS FOLLOWED BY OSCA

SECTION 1: Voluntary and Open Membership — Voluntary membership without artificial restriction. This includes restrictions against any race, sexual orientation, religious, or political belief, gender, or social position.

SECTION 2: Democratic Member Control — Cooperatives are democratic organizations controlled by their members, who actively participate in setting policies and making decisions. The elected representatives are accountable to the membership. Members have equal voting rights (one member one vote).

SECTION 3: Members’ Economic Participation — Members contribute equitably to, and democratically control the capital of their cooperative. Members allocate surplus capital for any or all of the following purposes: Developing the cooperative — possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

SECTION 4: Autonomy and Independence — Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their membership and maintain their cooperative autonomy.

SECTION 5: Education, Training and Information — Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their cooperative. They inform the general public about the nature and benefits of cooperation.

SECTION 6: Cooperation Among Cooperatives — Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

SECTION 7: Concern for Community — While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.

ARTICLE THREE: OFFICERS

SECTION 1: Positions

There shall be four officers: President, Membership Director (Secretary), Treasurer, and Chair of the Board.
SECTION 2: Election of Officers

A: Advance notice of elections
   The OSCA Board of Directors shall make known to the OSCA Membership by February that applications for elected offices are being accepted from all current and from all former OSCA Members who are working towards an Oberlin College degree or an Oberlin Conservatory degree. A final announcement shall be made at least one, but not more than three, weeks before the closing of nominations.

B: Qualifications
   The OSCA Board of Directors shall judge applicants for the various positions by taking into consideration their qualifications, including but not limited to:
   • Knowledge of the OSCA Bylaws and continuing policy, in general, and of those particular policies which pertain to the duties of the office.
   • Evidence that the applicant would be conscientious, competent, and reliable in the position.
   • Devotion to and understanding of cooperative ideology and theory.
   • Evidence that the applicant will be in Oberlin the following year and will be available to communicate with the OSCA office during the Summer.
   • Grasp of the principles and function of the cooperatives of OSCA.
   • Understanding of the relation of OSCA to other communities, including but not restricted to: Oberlin College, the town of Oberlin, other student cooperatives, and the cooperative movement at large.
   • Clear ideas about how to make OSCA function better.

C: Nomination and election procedure
   Officers shall be elected in the Spring no later than two weeks before the lottery whenever possible. The OSCA Board of Directors shall meet and accept nominations from everyone who has both submitted a sufficient written application and been judged qualified by the OSCA Board of Directors. At that time, the Board of Directors shall prepare ballots. There shall be at least one week of campaigning before the election, during which time candidates shall make themselves available to the Membership to answer questions and discuss their qualifications. Election of the President, Membership Director (Secretary), and Treasurer shall be made by secret ballot to be tabulated by the Board of Directors. Unless an alternate method is selected by the OSCA Board of Directors and publicized before the election begins, a direct plurality of the votes cast shall be considered sufficient for election.

SECTION 3: Credit and Term of Office

Upon election, officers are automatically granted Membership in the co-op of their choice for the following year. Officers-elect shall receive at least half work credit for the remainder of the Spring. Officers shall receive full work credit during their term of office. Officers shall serve from June 1 on the year of their election until May 31 of the following year.

SECTION 4: Duties

A. Reports
   All officers shall be required to write annual reports for their respective areas. All officers shall update their job descriptions. All officers shall provide a comprehensive training program for the officers-elect.

B. President
   The President is the official representative of OSCA to all other organizations and individuals and is the chief administrative director of OSCA. The President is responsible for maintaining the relationship between OSCA and Oberlin College and for negotiating any contracts between these parties when necessary. The President shall write a complete report of corporate activity covering the
current financial year to be presented at the last regular meeting of the Board of Directors during the President’s term of office as designated in Article 3, Section 4 of these Bylaws.

C. Membership Director (Secretary)
Upon election, the Membership Director (Secretary)-elect shall be responsible for the execution of the Membership drive and the OSCA Lottery. The Membership Director (Secretary) is the official liaison to Oberlin College on matters relating to Membership. S/he shall be responsible for communicating changes in Membership to the Administrative Assistant, Financial Manager and to the co-ops, and for keeping full and accurate records of all Members and former Members starting September 8, 1986. The Membership Director (Secretary) is also responsible for carrying out the provisions of Article 5 of these Bylaws and of specific policies in particular cases.

D. Treasurer
The Treasurer is responsible for conducting the financial affairs of OSCA in accordance with the Bylaws and decisions of the OSCA Board of Directors. The Treasurer-elect is responsible for overseeing the collection of deposits from new Members and for cooperating with the current Treasurer. After the term of office begins, the new Treasurer becomes the authorized co-signer, along with the President and Financial Manager, for the checks on the accounts of OSCA.

The Treasurer is responsible for overseeing the payment of all bills and the management of all funds. The Treasurer shall prepare or shall provide for the preparation of monthly operating statements and at least two balance statements per year, and shall be responsible for analyzing and interpreting the financial state of OSCA. They are generally responsible for communicating the financial state of OSCA to the Membership.

The Treasurer shall be responsible for overseeing the calculation and distribution of refunds at such times as may be determined by the Board.

E. Chair of the Board
The Chair of the Board is responsible for coordinating all activities related to the operation of the Board of Directors. It is the job of the Chair to make sure that Board members are informed about OSCA policy and structure, how to participate in the Board, and how the Board's consensus process works. The Chair of the Board is also a general educational resource for consensus and facilitation for Board members.

F. Removal of Officers
Any officer may be removed from office by an All-OSCA vote as explained in Article 8, Section 2 of these Bylaws. This vote shall be conducted by written ballot initiated by the Board of Directors or by petition of ten percent of the Members.

ARTICLE FOUR: THE BOARD OF DIRECTORS

SECTION 1: Purpose and Format of the Board of Directors

A. Purpose of the Board of Directors
The OSCA Board of Directors shall function as a forum for co-ops to express opinions and discuss policy.

B. Meetings of the Board of Directors
Meetings of the Board of Directors shall be called by the Chair of the Board and held at least once a month except during the months when Oberlin College is not in regular session. During these months, the officers shall designate an agent that shall conduct the affairs of OSCA. Meetings shall be open to all OSCA Members and staff. Attendance by all officers and at least one elected representative from each dining co-op shall constitute a quorum for the transaction of business during a meeting of the Board. Notice of Board meetings and an agenda shall be served individually to each Board Member at least one day in advance of the meeting and also shall be posted one day in advance in all housing and dining facilities operated by OSCA.
SECTION 2: Qualification and Election of Directors

A. The Officers shall serve on the Board of Directors. No decision made by the Board may be considered official unless all officers are present when the decision is made.

B. Each dining co-op shall, at the beginning of each semester, elect two representatives to the Board. These Board Reps must be a member of the co-op they are representing. Co-ops with fewer than 45 Members shall have the option to elect only one representative. Directors shall serve on the Board until the beginning of the following semester.

C. Any OSCA member, excluding employees, can be a member of the Board of Directors through election. Early each semester, the Board will call a meeting to elect three (3) At-Large Board members. This Semesterly Meeting will call together all voting members of OSCA, and the members in attendance at the Semesterly Meeting shall constitute a quorum. Each candidate must receive an affirmative vote from a half-majority-plus-one of all votes cast. Voting members at the meeting can vote for all, any, or none of the candidates. If there are not three candidates, the Board may choose to call a second meeting to fill any openings. If all three candidate positions are filled at the first meeting, the Board may vote to increase the number of At-Large members to 5, who will be elected at a second meeting.

D. All-OSCA staff will serve on the Board in an advisory capacity. The rights and responsibilities of the staff will be determined by the Board. The Board may determine, in its sole discretion, that All-OSCA staff member(s) should become members of the Board. In that event, the Board will call an OSCA member meeting.

E. In the event that an elected Co-op Representative cannot finish their term, only the Board may allow a replacement to be elected by the co-op. In the event that an At-Large Member of the Board cannot finish their term, the Board may call a meeting of the OSCA membership to elect a replacement. In emergencies, the OSCA Board or its agent(s) shall designate temporary replacements for any unfilled Co-op Representative positions if no meeting of the co-op is possible.

SECTION 3: Powers of the Board of Directors

A. The Board shall not direct the function of any co-op except in the matters of Membership policy, financial management and accounting, or where necessary to insure compliance of the co-op with these Bylaws and with the agreements made by OSCA and Oberlin College and all other contractors. The Board may make recommendations to the individual co-ops or the Association at large.

B. The Board shall have the power to establish committees, direct their activities, appoint coordinators, and decide on work credit given to persons working on committees. The Board shall also have the power to establish and grant work credit for OSCA staff positions and determine selection procedures for such positions, provided that these measures do not substantially interfere with the functional organization of the co-op, in the judgment of the individual co-op.

C. The Board shall have the power to terminate and/or deny future Membership to any Member for violation of any Membership contract provision or for violations of College regulations or on the recommendation of the Member's co-op. The Board shall ensure that a fair and reasonable process is used in all cases of termination of Membership or denial of future Membership.

D. The Board shall have the sole power to employ and determine remuneration for any Employees deemed necessary by the Board for the efficient conduct of the affairs of OSCA.

E. The Board shall have the power to review decisions made by the Officers, Staff, and Employees.

F. The Board shall have the power to review all contracts made between the Association and Oberlin College or other contracting agents.
G. The Board shall have the power to establish other cooperative ventures and change the number of Members of OSCA.

H. The Board shall have the power to delegate work responsibilities, including, but not limited to, agenda writing and minutes taking to its own Members.

I. The Board may create, amend or repeal OSCA policies at any time.

J. The Board shall maintain up-to-date copies of all OSCA policies in the OSCA office which shall be made available to any Member upon request.

ARTICLE FIVE: MEMBERSHIP

SECTION 1: Membership

A. Members
Those who are contracted with OSCA for room and/or Board are Members. Membership is open to all enrolled students of Oberlin College and The Oberlin Conservatory of Music, subject to the limitations set forth in these regulations and in OSCA continuing policy.

B. Limitations on Membership
Any Member may be expelled by the Board of Directors for refusal to sign the Membership Agreement or for non-compliance with the provision of the Membership Agreement. Participation in the lottery process may be denied to former OSCA Members for noncompliance with the provisions of the Membership Agreement.

SECTION 2: Lottery

A. Membership shall be open and determined by a lottery system. For all those not gaining Membership in their desired OSCA co-op, wait lists will be maintained by the Membership Director (Secretary) or other staff designated by the Board of Directors in accordance with OSCA continuing policy.

B. Exceptions
OSCA officers are granted Membership in a co-op of their choice (see Article 3, Section 3). The OSCA Board of Directors may also designate staff positions that may bypass the lottery process. Members may not enter into agreements with persons, the intent of which is to transfer any of the privileges or responsibilities of OSCA Membership.

ARTICLE SIX: FINANCE

SECTION 1: Financial Policies and Procedures

A. The fiscal year of the Corporation shall begin July 1 and end on June 30.

B. Withdrawals
The Treasurer shall establish a date after which any Member withdrawing from OSCA shall forfeit their deposit. All Members leaving OSCA before the end of the term for which they have paid charges applicable to them will receive a prorated refund (or billed a prorated amount if appropriate) based on the amount of time they have spent as a Member. This calculation will be made by the OSCA Financial Manager.

C. The Treasurer's report shall be made available to any Member upon request.

D. There shall be a Financial Manager employed and paid by OSCA.

E. OSCA shall follow Generally Accepted Accounting Principles (GAAP).
SECTION 2: Funds

A. Current-year Operating Fund
The Current-year Operating Fund shall be used to provide for the independent operations of the co-ops and to cover yearly expenses of the Corporation. All charges to Members shall be paid into this fund. A record shall be kept of all expenses incurred by each co-op so that the refunds granted to Members in the individual co-ops will accurately reflect their expenses within that particular co-op.

B. Capital Equipment Fund
The Capital Equipment Fund shall be used to purchase equipment not provided for by other funds. The Finance Committee shall make recommendations to the OSCA Board, and the OSCA Board approves expenditures from this fund. An amount approved by the OSCA Board during the annual budgetary process shall be contributed annually to the Capital Equipment Fund by the Current-year Operating Fund.

C. General Operating Fund
The General Operating Fund shall be used to finance development projects and issue loans and to meet major unexpected emergency expenses.

i) The General Operating Fund shall consist of income from donations, returns on investment, and a yearly contribution from the current year Operating Fund. The amount of said contribution will be determined by the OSCA Finance Committee and approved by the OSCA Board.

ii) A portion of the General Operating Fund is allocated as the Gift Fund whose purpose is to receive contributions and gifts made to OSCA. The GOF Gift Fund shall be used to benefit all of OSCA, rather than one particular year of Members.

iii) The OSCA Board of Directors may authorize the following expenditures from the General Operating Fund:
   • up to a maximum of 40% of the total General Operating Fund surplus cash per year;
   • up to a maximum of $15,395 (year 2011 dollars) for any one expenditure per year.
   These amounts shall be adjusted for inflation at the beginning of each fiscal year. Any expenditures in excess of the amounts listed above, including mortgages for OSCA Properties, Inc., must be passed through an all(OSCA) vote as defined in Article Eight of these Bylaws.

D. Other funds
The OSCA Board of Directors shall have the authority to create other funds necessary for the efficient operation of the affairs of the Corporation, after consultation with OSCA’s accountants. In principle, the OSCA Board should keep to a minimum the number of funds created.

SECTION 3: Disposal of Net Savings

A. Financing
The operations of OSCA shall be financed in the following manner: Members shall pay at the beginning of the contract period the charges to be approved by the Board for the services offered by the Corporation.

B. Calculation of refunds
The Finance Committee shall calculate refunds for the prior year Membership after receiving the year-end settlement report from Oberlin College. The Finance Committee shall make a presentation to the OSCA Board in regards to refunds. After review by the OSCA Board, all charges in excess of the costs to the Corporation of providing services shall be refunded to the Members. Any administrative cost incurred by OSCA shall be distributed to Member co-ops according to the number of Members in each co-op. The total amount distributed in refunds shall be the entire balance of the current-year Operating Fund after all costs and Member charges have been paid, less the aforementioned distributed administrative costs and the amount paid into the funds.

SECTION 4: Annual Audit
The Board shall ensure that an audit is performed at least once each fiscal year by OSCA’s Certified Public Accountants.

ARTICLE SEVEN: THE INDIVIDUAL COOPERATIVES

SECTION 1: General Responsibilities

The individual co-ops are responsible for the day-to-day responsibilities not delegated to the All-OSCA level. These include:
- providing quality food and housing (where appropriate) for the Members of the co-op within the limits of the co-op's funds,
- establishing and filling elected positions, as needed,
- maintaining an acceptable standard of cleanliness,
- following the All-OSCA policies and regulations, as set by the Board of Directors,
- obeying Federal, State, and local laws.

The co-ops may make policies and engage in other activities that best serve the interests of their Membership, as restricted by the above responsibilities.

SECTION 2: Co-op Jurisdiction

The individual co-ops shall have the authority over all decisions and policies not specifically enumerated in these Bylaws. These shall include, but not be limited to:
- establishing protocol by which meetings shall be called, how much notification shall be given, and who shall chair meetings,
- establishing a procedure for decision-making,
- coordinating the allocation of work within the co-op,
- establishing a procedure for discipline of co-op Members not abiding by co-op policies,
- establishing a procedure for recommending to the Board of Directors that a co-op Member, or Members, not abiding by co-op policy be expelled.

SECTION 3: Dining Co-op Meetings

A. Following the lottery in the Spring, each co-op shall hold a meeting of its Membership for the following year. Business shall include the election of interim positions deemed necessary for the smooth functioning of the co-op at the beginning of the following school year.

B. Each co-op shall have a meeting of its Members during the first week of the semester. Business shall include the selection of a process for decision-making, establishment of elected positions, and elections.

ARTICLE EIGHT: ALL-OSCA MEETINGS AND VOTES

SECTION 1: All-OSCA meetings

All-OSCA meetings shall be called to air grievances and to challenge or appeal OSCA Board decisions. Each Member shall have one vote. No proxy voting will be permitted. A proposal made at an All-OSCA meeting shall pass if:
- it receives a vote from a majority of the entire Membership, and
- it receives an affirmative vote from a two-thirds majority of all votes cast.

Motions that pass are binding on the Corporation.

All-OSCA meetings may be called at any time by the Board of Directors or by written petition addressed to the Board and signed by at least five percent of the regular Members. Notice of All-OSCA meetings shall be posted on bulletin boards of every housing and every dining co-op operated by OSCA at least 72 hours before the meeting.
SECTION 2: All-OSCA votes

All-OSCA votes shall be called to air grievances and to challenge or appeal OSCA Board decisions. Each Member shall have only one vote. No proxy voting will be permitted. A proposal brought to an All-OSCA vote shall pass if:

• it receives a vote from a majority of the entire Membership, and
• it receives an affirmative vote from a two-thirds majority of all votes cast.

Motions that pass are binding on the Corporation.

All-OSCA votes may be called at any time by the Board of Directors or by written petition addressed to the Board and signed by at least five percent of the regular Members. Notice of All-OSCA votes shall be posted on bulletin boards of every housing and every dining co-op operated by OSCA at least 72 hours before the collection of ballots. Ballots shall be distributed, collected, and counted by the Board of Directors.

ARTICLE NINE: BYLAWS

SECTION 1: Posting

The Directors shall post a copy of these Bylaws in each co-op.

SECTION 2: Amendments

These Bylaws shall replace all previous Bylaws adopted by OSCA. Amendments to these Bylaws shall be proposed by the Board of Directors, or by a petition signed by ten percent of the Members. Amendments shall be ratified by an All-OSCA vote as explained in Article 8, Section 2 of these Bylaws.

ARTICLE TEN: DISSOLUTION

SECTION 1: Receivership

A two-thirds vote of the Members may place the Corporation in receivership. In that case, the OSCA Board of Directors will appoint a new Board of Directors constituted of one third Oberlin College faculty Members, one third former OSCA Members, and one third Oberlin College students. There shall be no more than 12 Members of the new Board of Directors.

SECTION 2: Assets

In the event of dissolution, OSCA shall transfer its assets to an existing student co-op development fund, or to the creation of a new student co-op development fund, to be administered by the National Cooperative Business Association or its successor.