

The "Purpose of Purposes" (Mission Statement)

THE PURPOSE OF PURPOSES FOR WHICH
THE OBERLIN STUDENT COOPERATIVE ASSOCIATION IS FORMED
[last amended Spring 1981]

- I. To establish an organization to promote and develop cooperative living at Oberlin College in accordance with the Rochdale Cooperative principles so long as such activity is not inconsistent with the fundamental principles and policies of Oberlin College.
- II. To purchase, lease, enter into contractual arrangements with Oberlin College and/or others, or otherwise acquiring facilities for housing and feeding student members attending Oberlin College and to furnish such facilities to student members at actual cost.
- III. To buy and otherwise acquire food and other supplies for the rooming, dining, living and studying of student members attending Oberlin College to be sold to them at actual cost.
- IV. To borrow money and issue, sell, or pledge bonds, promissory notes, or debentures, payable at specified times or payable upon the happening of a specified event or events secured by mortgage, pledge, or otherwise to accomplish the purposes aforesaid.
- V. To arrange and provide for the social and cultural enrichment of its members at actual cost.
- VI. And, in general, to do all things necessary or incidental to fully accomplish the foregoing purposes.

The OSCA Bylaws

CODE OF REGULATIONS OF THE OBERLIN STUDENT COOPERATIVE ASSOCIATION

As ratified by the Membership, May 3, 2015.

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: Open Membership — OSCA offers membership without artificial restriction to Oberlin College students. This includes restrictions against any race, sexual orientation, religious, or political belief, gender, or social position. OSCA strives to be accessible to all of our members. However, we recognize that the lived experiences of Oberlin College students are diverse and that this may limit OSCA's ability to accomplish this goal.

SECTION 2: Democratic Member Control — OSCA is a democratic organization controlled by our members, who actively participate in setting policies and making decisions. Elected representatives are accountable to the membership. Although not required, in the past OSCA has used different forms of consensus to make decisions. We acknowledge that the use of consensus has a long history, and that records exist from as early as the 12th century CE of the Haudenosaunee Nation, or the Five Nations, making decisions through a consensus model; other groups have developed their own forms of consensus decision-making throughout history. OSCA strives to provide the structure and means for our members to grow and empower themselves through active community participation.

SECTION 3: Members' Economic Participation — OSCA members contribute equitably to, and democratically control the capital of, our cooperative. Members allocate surplus capital for any or all of the following purposes: developing OSCA; benefiting members in proportion to their transactions with OSCA; and supporting other activities approved by the membership.

SECTION 4: Autonomy and Independence — OSCA is an autonomous, self-help organization controlled by our members. If we enter into agreements with other organizations, including governments, or raise capital from external sources, we do so on terms that ensure democratic control by our membership and maintain our cooperative autonomy. We attempt to be a self-reliant organization and whenever possible, use our own resources to solve problems before we look for outside help.

SECTION 5: Education, Training and Information — OSCA provides education and training for our members, elected representatives, staff, and employees so they can contribute effectively to the development of our community. Besides teaching the skills necessary for OSCA to function, we work to educate ourselves about systems of oppression that exist in the world and how they affect us as members of OSCA. We also inform the general public about the nature and benefits of cooperation.

SECTION 6: Cooperation Among Cooperatives — OSCA serves our members most effectively and strengthens the cooperative movement by collaborating with local, national, regional and international networks of cooperatives.

SECTION 7: Concern for Community — While focusing on member needs, OSCA works to make a positive impact on communities in and around Oberlin through policies accepted by our members.

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SECTION 8: Sustainability - OSCA strives to provide sustainable housing & dining by using resources efficiently and wisely, reducing or eliminating as much waste as possible, taking steps toward self-sufficiency, and contributing to our community by supporting local business and agriculture. We pledge to look continuously for ways to build sustainable communities and lead by example. As our co-ops benefit both current and future members, it is our job to be careful stewards of our assets so that OSCA will be here for many members to come.

SECTION 9: Individual Responsibility - OSCA recognizes that our members contribute to the organization in different ways and we believe that everyone in our community can and should contribute to OSCA to the best of their ability.

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 September 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 before the last day of classes in the Fall Semester whenever possible. The OSCA Board of Directors shall meet in executive session 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 two weeks of campaigning before the election, during which time candidates shall make themselves available to the Membership to answer questions and discuss their qualifications. The Membership may decide to discuss candidates and their qualifications during the two weeks of campaigning. Board Representatives shall encourage the Membership to vote through regular announcements, discussions, and events. If the Membership raises a major objection to a candidate, the OSCA Board of Directors must discuss this objection and vote whether to allow the candidate to continue running. If any one candidate drops out, the election process for that position will be invalidated, and must begin again. Election of the four Officers shall be made by secret ballot to be tabulated by the Board of Directors. For each Officer position, members can vote for one candidate, to abstain, or to major object. There will be space on the ballot to explain the reason for a major objection. Grounds for a major objection could include – but are not limited to – violations of the OSCA membership contract, the OSCA bylaws or continuing policy, or federal, state, or local laws. In the case of a major objection, the Board

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of Directors will weight the concerns raised and may, in its sole discretion, choose to remove a candidate from consideration. Unexplained major objections will not be considered. Unless otherwise defined by the OSCA Board of Directors, the definition of abstaining will be that the ballot is effectively cast for none of the above candidates. This will be explained as such on all ballots. 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 dining & housing co-op of their choice for the following year, and retain the ability to switch into a different co-op throughout the year, provided that a space is open. Officers-elect shall receive at least half work credit for 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. All Officers

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.

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. The Membership Director (Secretary) shall be responsible for communicating changes in Membership to the responsible staff/employees 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.

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 is 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.

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F. Removal of Officers

Any Officer may be removed from office by an All-OSCA vote as explained in Article 8 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 co-ops 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 members of the co-op they are representing. Co-ops with fewer than 45 Members, or that require two hours or less of work from their Members each week, 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 elect three (3) At-Large Board Members, who must submit candidate statements. After all candidate statements are received, the Membership will vote in co-ops to elect candidates to these positions. The Membership may decide to discuss At-Large Board Member candidates and their candidate statements in co-ops. Board Representatives shall encourage the Membership to vote through regular announcements, discussions, and events. At-Large Board Members have the option of campaigning for a one week period. If any number of candidates drop out, this will not invalidate the At-Large Board member election process. To be elected, each candidate must receive an affirmative vote from a half-plus-one-majority of all ballots cast. Voting members can vote for any or all candidates, or to abstain. Unless otherwise defined by the OSCA Board of Directors, the definition of abstaining will be that a vote is effectively cast for none of the above candidates. This will be explained as such on all ballots. The ballot will also supply the option of a major objection, and will provide space to explain the reason for the major objection. Grounds for a major objection could include – but are not limited to – violations of the OSCA membership contract, the OSCA bylaws or continuing policy, or federal, state, or local laws. In the case of a major objection, the Board of Directors will weigh the concerns raised and may, in its sole discretion, choose to remove a candidate from consideration. Unexplained major objections will not be considered. If there are not three candidates elected, the Board may choose to accept additional candidate statements and hold a second election to fill any openings.

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.

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- E. In the event that an elected Co-op Representative cannot finish their term, the co-op must elect a replacement, who must be approved by the Board. In the event that an At-Large Member of the Board cannot finish their term, the Board may decide to hold an election for a replacement At-Large member. The Board will then announce the new election to all of the Membership, will accept new candidate statements, and will follow the same election process 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 and direct their activities. 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 Membership Agreement. Participation in the lottery process may be denied to former OSCA Members for noncompliance with 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 are 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.

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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 to the Capital Equipment Fund by the Current-year Operating Fund annually.

C. General Operating Fund

The General Operating Fund shall be used to finance development projects, 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 \$17,327 (year 2015 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 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 other 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, and
- 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 are not 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, and
- 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 VOTES

All-OSCA votes shall be called to address OSCA-wide grievances, vote on changes to the Bylaws, elect Officers, make monetary contributions from all of OSCA to outside organizations, 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, except for Bylaw revisions, shall pass if it receives an affirmative vote from a direct plurality of the votes cast. A proposed amendment to the Bylaws 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 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 current OSCA Employees or 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.