

CCDC (NDS) – Bylaws

With amendments through May 9, 2009

Section 1 – Name & Location

1.01 Name

The name of this organization is the Campus Cooperative Development Corporation, hereinafter referred to as the CCDC.

1.02 Location

The main office of CCDC shall be located in Ann Arbor, MI.

Section 2 – Purposes

2.01 Purposes

The purposes for which this organization is formed are as follows:

- 1) To promote the establishment, expansion and use of student-owned cooperative enterprises in college and university campus areas to meet student and community needs.
- 2) To assist groups interested in establishing and expanding such cooperative enterprises by providing educational materials, educational programs and other assistance.
- 3) To carry out any lawful functions necessary and convenient to effect any and all of the purposes for which this organization is formed.

Section 3 – Membership

3.01 Open Membership

Membership shall be open to any cooperative or cooperative association interested in promoting cooperative enterprise in college and university campus areas. All applications for membership must be approved by the Board of Directors or in such manner as may be approved by the Board of Directors.

3.02 Membership Types

There shall be two, and only two, types of members of CCDC:

- 1) Investing Members are those cooperatives and cooperative associations that pay annual dues to CCDC equal to or exceeding the rate specified by the Board of Directors.
- 2) Supporting Members are those cooperatives and cooperative associations that pay annual dues to CCDC less than the rate specified by the Board of Directors.

Section 4 – Board of Directors

4.01 Board of Directors Composition

The Board shall be comprised of the following:

- 1) One Investing Director appointed by and representing each Investing Member; these Investing Directors serve at the pleasure of the Investing Member that appointed them.
- 2) Multiple Non-Investing Directors appointed by the Investing Members through majority votes. Each Non-Investing Director is appointed to all or the remainder of a specified two-year term that begins at the conclusion of Annual Meeting and ends at the conclusion of Annual Meeting of the fiscal year two years subsequent. In order to stagger these two year terms, one-half of the total number of currently desired two-year terms, rounded down to the nearest whole number, shall begin and end in odd calendar years, and one-half of the total number of currently desired two-year terms, rounded up to the nearest whole number, shall begin and end in even calendar years. No additional Non-Investing Directors may be appointed if the total number of Non-Investing Directors would exceed the total number of Investing Directors. Non-Investing Directors may be drawn from CCDC's Supporting Members or from the general public.

4.02 Election of Officers of the Board of Directors

At its first regularly scheduled meeting of calendar year, the Board shall elect from their number a President, Vice President and Secretary/Treasurer. Elections shall be by secret ballot. An officer's term shall be for one (1) year. These officers and other Board members as the Board shall elect, shall comprise the Executive Committee which shall act for the Board to execute Board Policy. The Executive Committee shall be responsible for developing a list of interested nominees to be considered for appointment at the Annual Meeting.

4.03 Powers of the Board of Directors

- A. The affairs of CCDC shall be supervised and managed by a Board of Directors.
- B. The Board may enter into contracts for the corporation or direct its officers or agents to enter into contracts for the corporation.
- C. CCDC may borrow money, mortgage, pledge or otherwise grant interest in property owned by the corporation at the discretion of the Board of Directors.
- D. CCDC may invest in or make loans to other organization at the discretion of the Board of Directors.
- E. The Board may from time to time, appoint other officers, employees, representatives and agents it deems necessary and may grant them appropriate duties and powers.

4.04 Board of Directors Meetings

The Board of Directors shall meet at least twice a year. The President of the Board shall notify each director at least forty-eight (48) hours in advance of any Board meeting. A quorum for a Board meeting shall be 50% of the Board. The affirmative vote of a majority of the Directors present and voting shall be necessary for the adoption of any resolution, excluding resolutions amending these bylaws. The BoD shall meet twice per year. The annual meeting shall be held in the fourth quarter of the calendar year.

4.05 Board of Directors Resolutions Outside Formal Meetings

The Board may conduct business without formal meetings provided that at least 2/3 of the directors agree in writing to any resolution taken outside formal board meetings.

Section 5 – Operations

5.01 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 of the calendar year.

5.02 Financial Statements

The Board shall be presented with a semi-annual financial statement containing a balance sheet, a statement of income and expense and such other information as may be desired by the Board.

5.03 Multiple Incorporations

The Board shall see that CCDC is incorporated in one or more states to carry out all CCDC programs and financial activities. In the event that more than one corporation is formed, the Board shall designate one as the principle corporation and the other corporations shall be treated as subsidiaries. These bylaws shall be the Bylaws of all corporations formed by CCDC, in the absence of more detailed bylaws provided by the Board. The Board shall have charters formed pursuant to this section.

5.04 Indemnification

Each director, officer and employee of the corporation shall be indemnified by the corporation against expenses reasonably incurred by such person in connection with any action, suit, proceeding to which s/he shall be made a party or with which s/he shall be threatened by reason of being or having been, a director, officer or employee of the corporation, provided, however, that no such person indemnified against or reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct.

Section 6 – Amendments to These Bylaws

6.01 Requirements for Amendment

These bylaws may be amended by a two-thirds (2/3) majority vote of the CCDC Board of Directors.