



Articles of Incorporation and Bylaws

As of August 2018.

Articles of Incorporation

for the NORTH AMERICAN STUDENTS OF COOPERATION (NASCO)

Article I

The name of the corporation is the North American Students of Cooperation.

Article II

The purpose or purposes for which the corporation is organized are as follows:

To initiate, coordinate, promote and otherwise participate in educational efforts and programs for the education of the general public in the philosophy, principles, and practices of consumer cooperation, as a proven means of lessening neighborhood tensions, lessening the burdens of government, combating community deterioration and assisting the consumer in the marketplace.

To carry out any lawful functions necessary and convenient to effect the educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or its successor.

Article III

Said corporation is organized upon a non-stock basis.

The amount of assets which said corporation possesses is:

Real Property: none

Personal Property: none

Said corporation is to be financed under the following general plan: Sales of educational publications; contributions for individuals and other tax exempt, non-profit corporations; payments on a fee for service basis for conferences, seminars, workshops, consultations and other educational presentations.

Article IV

The address of the registered office is: #4312 Michigan Union, 530 S. State Street, Ann Arbor MI 48109

The mailing address of the registered office is: PO Box 7715, Ann Arbor MI 48107-7715

The name of the initial registered agent at the registered office is: James R Jones



Article V

The names and addresses of the incorporators are as follows:

<u>Names</u>	<u>Addresses</u>
Stewart Kohl	711 South Division Street, Ann Arbor, MI 48104
Jennifer Skwiertz	307 North State Street, Ann Arbor, MI 48104
Jonathan Klein	502B Huron Towers, Fuller Road, Ann Arbor, MI 48103

Article VI

The names and addresses of the first Board of Directors are as follows:

<u>Names</u>	<u>Addresses</u>
Donald Altman	137 Isabella #304, Toronto, ON M4Y 1B5
Peter Bennett	336 Janefield Ave, Guelph, ON N1G 2L6
Dave Cheit	746 Adams Street #3, Albany, CA 94706
Craig Cox	1720 E 27th, Minneapolis, MN 55407
Mark Creekmore	545 S Seventh Avenue, Ann Arbor, MI 48103
Larry Kazdan	1016 Spandian Road North, Toronto, ON M5N 2M6
Brenda Lewison	225 Lakelawn Place Madison, WI 53703
Paul Pratt	917 S Forest, Ann Arbor, MI 48104
Dane Richards	280 Phillip St., Waterloo, ON N2L 3X1
Robert Russell	1418 Alameda, Austin, TX 78704
Kristin Vandenberg	724 Arch #3, Ann Arbor, MI 48104
Robin Williams	2315 Dwight Way #312, Berkeley, CA 94704
Bruce Woodrow	32 the Maples, 100 Basin Avenue, Toronto, ON M4K 1E5
Paul Zendrowski	Tevah Co-op, 542 Besserer, Ottawa, ON K1N 6C7
Mary Yates	3103 King Lane, Austin, TX 78705

Article VII

In the event of any dissolution of this association, its assets shall be distributed as follows: first, assets shall be used to pay debts and expenses. Then the remaining assets shall be given to one or more educational organizations, exempt from taxation under section 501(c)(3) of the Internal Revenue Code, or its successor, and dedicated to the advancement of economic or social cooperation, which may be chosen by the directors or by a court of competent jurisdiction.

(1) No part of the money or other property received by the Corporation from any source, including its operations shall inure to the benefit of or be distributed to its members, trustees, officers or other private 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.

(2) 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 any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or its successor).

Article VIII

No volunteer director of the corporation shall be liable to the corporation for a breach of fiduciary duty except for the specific breaches which the corporation is forbidden to waive by the Michigan Nonprofit Corporation Act. In the event that act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then such liability shall be eliminated or limited the fullest extent permitted by the act as so amended.

Any repeal, modification, or adoption of any provision in these Articles inconsistent with this article shall not adversely affect any right or protection of a director existing at the time of such repeal, modification, or adoption.

Each director, officer, employee or agent of the corporation shall be indemnified by the corporation to the limits stated in sections 561, 562, 563, and 564 of the Michigan Nonprofit Corporation Act. Should any such sections be amended hereafter to expand the scope of indemnification, then such indemnification shall be expanded to the fullest extent permitted by the act as so amended.



Bylaws

for the NORTH AMERICAN STUDENTS OF COOPERATION (NASCO)

(Major revision: October, 1988; most recent amendment: January 2015)

Article I: Name

The name of this organization is the North American Students of Cooperation. The short name is NASCO.

Article II: Purposes

The purpose for which this organization is formed is as follows:

- 2.1 To initiate, coordinate, direct and participate in educational efforts and programs for the education of its members and the general public in the philosophy, principles, and practices of user-ownership and economic democracy (11/10).
- 2.2 To promote, through educational means, the development of user-owned and operated enterprises and cooperative services in North America (11/10).
- 2.3 To carry out any lawful functions, not contrary to its exempt purposes, necessary and convenient to effect any and all of the purposes for which the organization is formed.

Article III: Members

- 3.1 Membership shall be open to any person or organization interested in advancing cooperative values. All applications for membership must approved by the Board of Directors, or in such manner as may be approved by the Board of Directors (11/10).
- 3.2 For the purposes for assessing dues and electing Directors, members shall be divided into three classifications:
 - (1) Active Members shall be those organizations, incorporated or not, which are located at, or in the vicinity of, a university or college campus, and which supply housing, credit, food, clothing, or other goods on a non-profit cooperative basis, and which pay dues to NASCO (11/10);
 - (2) Associate Members shall be those organizations, incorporated or not, which do not qualify for Active Membership, and which make contributions in the form of dues payments to NASCO;
 - (3) Individual Members shall be all persons who pay dues to NASCO (11/10).

- 3.3 Periodic membership fees shall be established by the Board of Directors. Payment of these dues shall be a requirement for continuing membership (11/10).
- 3.5 For the purpose of amending these bylaws, conducting at-large Board of Directors elections, and conducting referenda, voting shall be allocated among members according to the following:
- (1) Active members which are housing co-ops shall have one vote for every member living or boarding in the cooperative (01/15).
 - (2) Active members which are neither housing cooperatives nor Associate members shall receive one ballot for each individual member dues unit, said unit being equal to the dues for individual membership (11/10).
 - (3) Ballots shall be cast by an appointed representative of each Active or Associate Member Group. If no representative has been chosen by the Active or Associate Member then the group's elected official shall cast ballots for the group. Groups may choose to split their ballots among members of the group in attendance but may not give proxies to persons who are not an official member of their group. If any Active Member would be allocated more than 25% of the total votes, that group's number of votes shall be reduced such that it is no more than 25% of the total votes allocated (01/15).
 - (4) Individual members shall receive one ballot (12/96).

Article IV: Meetings of the Organization

- 4.1 The Annual Meeting of the organization shall be held in the Fall of each year at a time and place to be determined by the Board of Directors.
- 4.2 Special meetings may be called by the Board of Directors. A special meeting shall be called within 28 days of receipt of a petition signed by one-third of the Active Members calling for the same.
- 4.3 Notice of annual or special meetings must be mailed or published in a regular member publication at least 14 days prior to the meeting.
- 4.4 Quorum shall be twenty-five (25) persons or persons representing ten (10%) percent of the potential ballots, whichever is smaller. Proxy voting is not allowed. A majority of the ballots cast shall be sufficient to decide any question before the meeting.

Article V: Board of Directors

- 5.1 NASCO's board shall be composed of at least (13) and not more than (19) directors (11/10).

- 5.2 (removed 11/2015)
- 5.3 A Director may be removed from office by a two-thirds (2/3) vote of the membership at an annual meeting or special meeting. An election to fill the vacancy created shall be held within two (2) months.
- 5.4 The term of office of a Director shall be automatically terminated if the Director is absent without leave from two (2) consecutive Board meetings.
- 5.5 Vacancies on the Board, caused for any reason except removal by the membership (see Article 5.3) may be filled by vote of the remaining Directors.
- 5.6 The Board shall meet within ninety (90) days after an election or before June 30, whichever is later. The board must have at least one (1) additional meeting each year to be set by the President. Board meetings may also be called upon written request of any three (3) Directors upon due notice to every Director. Each Director shall be notified at least forty-eight (48) hours in advance of any Board meeting, either regular or special (11/10).
- 5.7 The Board may conduct business without formal meetings provided that all Directors are notified and seven (7) Directors agree in writing to any resolution taken outside formal meetings.
- 5.8 Seven (7) Directors shall constitute a quorum for the transaction of business. The affirmative vote of the majority of the Directors present and voting shall be necessary for the adoption of any resolution. Meetings of the Board of Directors shall be open to active members or members of active members. The board may, by resolution, open a board meeting to any additional person(s). (11/12)
- 5.9 The Board of Directors and officers shall not be compensated for their services. Such officers and Directors shall be entitled to reimbursement for actual expenses incurred in attending Board meetings or conducting other business of NASCO, according to policies set by the Board (11/10).
- 5.10 Directors are expected to adhere to the agreed upon responsibilities as outlined by NASCO policies (11/09).

Article VI: Nomination and Election of Directors

6.1 Board Composition

- (1) Five (5) Directors shall be elected each year; four (4) shall be elected at large as described in sections 6.2 through 6.3 and shall serve a term of three (3) years. The fifth elected director shall be filled by the Active Member Representative in accordance with section 6.5 (11/10).

- (2) To be eligible for election as a Director, a person must be a member or be affiliated with an Active Member organization (11/10).
 - (3) One person shall be selected by the NASCO Properties (NP) board as described in section 6.45. Up to two additional positions may be filled through appointment by the NASCO Board as described in section 6.4. Appointed directors need not be affiliated with an Active Member organization (11/10).
- 6.2 Nomination to the Board may be made in any one of three ways:
 - (1) A petition signed by five (5) Individual Members, provided that no individual signs more than one (1) petition in each election.
 - (2) Nomination by an Active Member. No Active Member may nominate more than one (1) person by this method (11/10).
 - (3) Nomination by two (2) Associate Members. No Associate Member may participate in more than (1) such joint nomination each election (11/10).
- 6.3 Voting Process: Each Active Member and Individual Member will receive a ballot listing each nominated candidate.

The member will select a number of candidates exactly equal to the number of seats open for election. Ballots marked for more or fewer candidates will be invalid. Each candidate selected on the Member's ballot will receive a number of votes as allocated to that Member under Bylaw 3.5.

All votes for Candidates shall be tallied and the Candidates ranked by greatest number of votes received. The number of top ranked candidates equal to the number of open seats shall be elected as directors. (11/2015)
- 6.4 The AMR shall be elected annually at the Annual Meeting. For the purpose of electing the AMR, only Active Members may vote and only one vote may be cast per Active Member (11/10).
- 6.45 The NP representative shall be selected annually at the fall meeting of the NASCO Properties Board. The person so named must be a member of the NASCO Properties board.
- 6.46 The Board shall appoint three (3) caucus chairs to serve on the board of directors (11/10).
- 6.47 At least three (3) directors shall be persons of color (11/10).
- 6.48 At least two (2) directors shall be a member or be affiliated with Active Member organizations based in Canada. (11/2015)
- 6.49 At least two (2) directors shall be a member or be affiliated with Active Member organizations based in the United States. (11/2015)

6.5 Additional appointments

- (1) The NASCO board may appoint up to two (2) persons to serve as additional board members. No appointment shall be for a term of more than one year without review and renewal (11/10).
- (2) The board is not required to fill these seats and shall do so with the considerations of increasing contact with member student cooperatives, increasing contact with non-member student cooperatives, adding needed areas of expertise to the board and increasing diversity on the board (11/10).

Article VII: Officers

- 7.1 Each year, the Board shall elect from their number a President, Vice President, Secretary, and Treasurer. Elections shall be by secret ballot. Officers shall serve for one year or until their successors are elected. Officers may be re-elected.
- 7.2 Officers may be removed by a two-thirds (2/3) vote of the Board.
- 7.3 The President shall have the power to represent NASCO to other organizations, sign documents as the chief officer of the corporation, and appoint chairs and members to Board committees (11/10).
- 7.4 The Vice President shall, in the absence or disability of the President, serve and act in the President's place.
- 7.5 The Secretary shall supervise the taking of minutes at meetings and certify the accuracy of relevant records of the corporation (11/10).
- 7.6 The Treasurer shall have responsibility for all financial records of the corporation and shall supervise the preparation and certify the accuracy of said records (11/10).
- 7.7 The Board may appoint other officers, employees, representatives and agents as it deems necessary, and may grant them appropriate duties and powers (11/10).
- 7.8 The President, Vice President, Secretary, and Treasurer, and other Board members as the Board shall elect, shall compromise the Executive Committee (11/10).
- 7.9 The Executive Committee shall act for the Board of Directors between Board meetings (11/10).

Article VIII: Operations

- 8.1 The main office of NASCO shall be in a location chosen by the Board of Directors that Board members believe will best enable staff to promote the mission of the organization. (4/08)

- 8.2 The Board of Directors shall have the authority to set the fiscal year of the corporation and will provide a report of the corporation's financial performance to the members on an annual basis. (11/08)
- 8.3 NASCO may invest in or make loans to Active Members and other organizations at the discretion of the Board of Directors, provided that each such investment or loan is specifically approved by the Board.
- 8.4 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, or proceeding to which this person shall be made a part or with which this person shall be threatened any reason of being, or having been, a director, officer, or employee of the corporation, provided, however, that no such person shall be indemnified again, or reimburse for, any expense incurred in connection with any claim or liability arising out of their own negligence or willful misconduct.
- 8.5 The President and Treasurer shall jointly have the power to open bank and credit union accounts for the organization and to appoint signers thereof. The Board shall be informed about each such account that is opened at the immediate subsequent meeting.
- 8.6 The Board shall see that the organization is incorporated in one or more states, provinces, districts, or countries to carry out all NASCO 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. The Bylaws shall be the Bylaws of all corporations formed by NASCO, in the absence of more detailed Bylaws approved by the Board. The Board shall have the sole power to make, amend, and/or dissolve charters of corporations pursuant to the within section. Whenever the governing statute reserves the power to make, amend, and/or dissolve the corporation, then, for the purpose of the within section only, and any and all other provisions of these Bylaws notwithstanding, the members of the Board or a subset thereof shall constitute the majority of that corporation's Board of Directors.
- 8.7 No part of the net income of this corporation shall inure to the benefit of any person or organization. In the event NASCO is dissolved, any remaining assets shall be given to a tax-exempt educational or charitable organization as defined by section 501(c)(3) of the Internal Revenue Code or its successor.

The Board shall be presented with a quarterly financial statement containing a balance sheet, a statement of income and expenses, and such other information as may be desired by the Board, and shall in addition have the books audited at least once a year by a competent auditing service.

- 8.8 The NASCO Board, with consultation from the People of Color Caucus and the Diversity Congress and other interested members, will adopt a NASCO "Plan for



Inclusion" with measurable goals and timetables for increasing the ethnic and economic diversity of the organization, diversifying NASCO leadership, and increasing the participation of Persons of Color, parents, non-students and others traditionally underrepresented in NASCO. Officers and staff will dedicate appropriate time and resources to meet the goals and timetables of the Plan for Inclusion and recommend similar changes to NASCO affiliate organizations. At each Annual Meeting, "Board Report on Plan for Inclusion" and "Plan for Inclusion Decisions" will be an agenda item. Members will discuss the report and may vote on amendments to the plan proposed by caucuses or active members. (11/12)

- 8.9 The Board will explore the feasibility of sliding fees where the fee is based on co-op's percentage of low-income-members from very-low-income family backgrounds."

Article IX: Amendment

- 9.1 These Bylaws may be amended by a two-thirds (2/3) vote of the ballots cast at any duly called annual or special meeting, provided that the proposed amendment was distributed at least ten (10) days before the meeting, or by a two-thirds (2/3) vote of the ballots cast in a referendum of the members conducted by mail.
- 9.2 The Board of Directors or members representing one-fifth of all allocated ballots may call for a referendum to amend the Bylaws.