19 November 2009

Article Change 09-01

Sponsor: Adam Hare, CSU President; Rajeev Anchan, CSU Vice President for Student Affairs; Kelly Nash, CSU Vice President for Finance; Monet Schrodermier, CSU VP for Programming

Purpose: To change the governing documents of Creighton Students Union (CSU) to accommodate a possible decision to file Articles of Dissolution with the State of Nebraska on behalf of Creighton Students Union Corporation.

Whereas: The Creighton Students Union has been a state-registered non-for-profit corporation, in some degree, since 1928. However, within the last six years CSU's responsibilities as a corporation have grown to include more money spent on third-party lawyers, accountants, and a payroll service; more time spent by the Executives of CSU on forms, payments, and correspondence specific to our corporation status;

Whereas: CSU has conducted an investigation into its corporation status by meeting with the CSU Presidents from the past ten terms, reviewing the status with our lawyers, and discussing the repercussions of restructuring with Creighton University. Out of this investigation, the CSU Executive Committee voted to proceed with the necessary steps to potentially dissolve the corporation;

Whereas: CSU is currently working with the Vice President for General Counsel of Creighton University, Ms. Amy Bones, on drafting a Memorandum of Understanding between CSU and Creighton University that would ensure that the organizational needs of CSU could be accommodated by Creighton University if the corporation is dissolved; and

Whereas: If the student body passes the Articles of Dissolution at the Special Corporation Meeting on Thursday, December 3, 2009 at 5:00 PM in the Skutt Student Center Ballroom with a 4/5 vote of members in attendance then CSU will need to have governing documents in place that allow normal CSU business to continue, despite dissolving the Creighton Students Union Corporation. It should be noted that both the possible change to the Articles of Incorporation and the enactment of a Memorandum of Understanding are contingent upon the approval of the Articles of Dissolution.

THEREFORE BE IT ENACTED BY THE CREIGHTON STUDENTS UNION THAT ARTICLE I READ:

ARTICLE I
NAME

The name of this Corporation student government shall be the Creighton Students Union.

FURTHERMORE, BE IT ENACTED THAT ARTICLE III READ:

ARTICLE III
ORGANIZATION

This Corporation is a public benefit corporation. This Corporation is organized under the provisions of the Nebraska Non-Profit Corporation Act of the State of Nebraska, as stated in Neb. Rev. Stat. Article Section 21-190.10 to 21-191.177, as amended.

This organization is organized exclusively for charitable, religious, and educational purposes within the meaning of section 501(e)(3) of the Internal Revenue Code.
The Creighton Students Union is organized through its Articles of Incorporation- Constitution, Bylaws, and Policies and Procedures. The relationship between the Creighton Students Union and Creighton University is outlined in the Creighton Students Union Memorandum of Understanding.

FURTHERMORE, BE IT ENACTED THAT ARTICLE IV READ:

ARTICLE IV
DURATION

The duration of life of the Corporation-Creighton Students Union shall be perpetual.

FURTHERMORE, BE IT ENACTED THAT ARTICLE V READ:

ARTICLE V
NON-STOCK CORPORATION USE OF FUNDS

This is a non-stock Corporation, and no dividends or pecuniary profits shall be declared or paid by this Corporation.

The assets of the corporation are irrevocable dedicated to religious, educational, and charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

The assets of the Creighton Students Union are dedicated to support the Mission of the Creighton Students Union. No part of the net earnings of the Creighton Students Union shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Creighton Students Union shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution.

FURTHERMORE, BE IT ENACTED THAT ARTICLE VI BE REMOVED:

ARTICLE VI
REGISTERED ADDRESS AND AGENT

A. The street address of the Corporation’s registered office shall be:

Gross & Welch, P.C.
2120 South 72nd Street
800-Commercial Federal Tower
Omaha, Nebraska 68124

B. The registered agent under these Articles is CorporAgent, Inc.

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE VI READ:

ARTICLE VI
MEMBERSHIP

A. The Corporation-Creighton Students Union shall have members.
B. Voting membership defined: all full-time students in undergraduate, graduate, and professional schools and colleges of Creighton University shall be voting members of the Corporation Creighton Students Union. For the purposes of this Article "full time students" shall be defined by the regulation of each school and college.

C. Non-voting membership defined: any part-time Creighton student who wishes to do so may become a non-voting member of the Corporation Creighton Students Union upon receipt of the regular activity fee. Such students shall be entitled to all the rights and privileges of a Corporation member full time student except for holding a corporation office and voting privileges.

D. The power to manage the affairs of the Corporation Creighton Students Union shall be vested in the three bodies of the Creighton Students Union: Executive Committee, Board of Representatives, and Cabinet.

E. All voting members of the Corporation Creighton Students Union are eligible to serve on the Creighton Students Union, with the exception that they are capable of completing the duration of the term to which they were elected or slated.

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE VII READ:

ARTICLE VII
THE BODIES OF THE CREIGHTON STUDENTS UNION

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE VIII READ:

ARTICLE VIII
POWERS OF THE CREIGHTON STUDENTS UNION

A. Powers of the Executive Committee shall be:
   1. To sponsor resolutions and acts governing the Corporation Creighton Students Union members.
   2. To represent and express the wishes and opinion of the Corporation Creighton Students Union.
   3. To administer and budget the funds of the Corporation Creighton Students Union.

B. Powers of the Board of Representatives shall be:
   1. To sponsor resolutions and acts governing the Corporation Creighton Students Union members.
   2. To represent and express the wishes and opinion of the Corporation Creighton Students Union.

C. Powers of the Cabinet shall be:
   1. To sponsor resolutions and acts governing the Corporation Creighton Students Union members.

D. Powers of the Corporation Creighton Students Union voting Members shall be:
   1. To adopt, amend, and repeal amendments to the Articles of Incorporation Constitution.

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE IX READ:

ARTICLE IX
REGULAR MEETINGS OF THE CREIGHTON STUDENTS UNION
FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE X READ:

ARTICLE XIX
OFFICER SUCCESSION

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE XI READ:

ARTICLE XIXI
JUDICIAL POWER

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE XII READ:

ARTICLE XIXII
CORPORATION-STATE OF THE STUDENT MEETINGS

A. The regular annual meeting of the members of the Corporation-Creighton Students Union shall be held in Omaha, Nebraska, between the first week of September and a week before the Friday of finals week of the fall semester of each year. At which time, the Articles of Incorporation Constitution may be amended by the Creighton Students Union at the Corporation State of the Student meeting. Mailed notice of regular Corporation meetings is waived as provided by laws of the State of Nebraska.

B. Special meetings of the Corporation-Creighton Students Union members may be called by a unanimous vote of the Board of Representatives, or by petition of five hundred (500) members of the Corporation-Creighton Students Union, at which time the Articles of Incorporation Constitution may be amended and Bylaws may be enacted or amended.

C. At any regular or special meetings called by the Creighton Students Union of the-Corporation, fifty (50) members shall constitute a quorum for the transaction of business. In the case of a special meeting called by petition, the quorum to do business shall be two hundred and fifty (250) members.

D. Notice of all regular and special meetings of the Corporation-Creighton Students Union members shall be given at least three (3) weeks in advance of such meetings in any student publication of general circulation in the University. All proposed amendments and enactments to the Articles of Incorporation Constitution or to the Bylaws to be submitted at each Corporation-State of the Student meeting shall be published one (1) week prior to the Corporation-State of the Student meeting in a student publication of general circulation in the University.

E. All voting members of the Corporation-Creighton Students Union present at all Corporation-State of the Student meeting shall be eligible to vote at this meeting on enactment or amendment of Bylaws and of Articles.

1. A two-thirds majority is required to enact or amend an Article of Incorporation-the Constitution or a Bylaw.

2. A proposed change to the Articles of Incorporation Constitution must be submitted to the Board of Representative at least two (2) weeks prior to the scheduled corporation State of the Student meeting.

F. In order for a proposed amendment to the Constitution to be submitted for a vote at the annual or special meeting of the Corporation Creighton Students Union, the Creighton Students Union must pass a resolution, by simple majority vote, in which it is recommended that the proposed enactment or amendment be submitted to a vote at the annual or special corporation-State of the Student meeting.

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE XIII READ:

ARTICLE XIXIII
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FURTHERMORE, BE IT ENACTED THAT ARTICLE XV BE REMOVED,

ARTICLE XV
DISSOLUTION OF THE CORPORATION

To dissolve the Corporation an Act must be submitted at a Special Meeting and approved by a four-fifths majority vote of the voting members present at said meeting.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all assets of the corporation to Creighton University, a non-profit corporation organized under the laws of the State of Nebraska. If Creighton University no longer exists, then the distribution of assets shall be made to selected organizations which are described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) and which have the same or a similar purpose as the corporation. If there are no such organizations determined by the Board to be so organized, operated and qualified at the time of the dissolution of this Corporation, then the assets remaining after paying or making provisions for the payments of liabilities of the corporation shall be distributed as directed by the board, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

FURTHERMORE, BE IT ENACTED THAT THE NEW ARTICLE XIV READ:

ARTICLE XIV
AMENDMENTS TO THE CONSTITUTION

The Nebraska Non-Profit Corporation Act requires that all amendments to the Articles of incorporation be submitted and filed with the Nebraska Secretary of State. In the event these Articles are amended, as provided herein, the Creighton Students' Union shall immediately notify current legal counsel of such amendments so that such counsel can prepare and file the appropriate documents as required by the laws of the State of Nebraska.

In the event of any amendments to the Constitution, as outlined herein, the Creighton Students Union shall immediately notify current legal counsel of such amendments. Additionally, a hard copy and an electric copy of the newly updated document will be stored indefinitely within the files of the Creighton Students Union.

Respectfully Submitted,

Adam Hare
President, Creighton Students Union

Rajeev Anchan
Vice President for Student Affairs, Creighton Students Union
Kelly Nash
Vice President for Finance, Creighton Students Union

Monet Schrodermier
Vice President for Programming, Creighton Students Union