

BYLAWS OF THE UNIVERSITY CAUCUS OF THE WORKER RIGHTS CONSORTIUM

The University Caucus of the Worker Rights Consortium (“WRC”) hereby adopts these bylaws:

Section 1. Membership and Voting

1. Membership in the University Caucus will be limited to Colleges and Universities affiliated with the WRC (“Affiliated Institutions”).
2. Members of the University Caucus agree to comply with the Purpose and Key Principles of the WRC, set forth in the bylaws of the WRC.
3. Members of the University Caucus agree to meet the financial requirements of affiliation set forth in the bylaws of the WRC.
4. Each Member of the University Caucus shall designate one person to serve as its contact person, to accept notices and vote on behalf of the institution.
5. Unless otherwise set forth in the bylaws of the University Caucus, all decisions subject to a vote shall be decided by a simple majority of those present at the meeting.
6. Unless decided otherwise by the University Caucus, only those Members of the University Caucus that are current with their annual dues shall be permitted to participate in any vote undertaken by the Caucus.
7. Any action required or permitted to be taken at a meeting may be taken without a meeting, upon the agreement of a majority of the University Caucus. Action without a meeting can be taken by means appropriate to the situation, including electronic means.

Section 2. University Caucus Class Structure

The University Caucus shall consist of three classes:

Class A: Annual gross licensing revenues of \$1,500,000 or greater;

Class B: Annual gross licensing revenues between \$350,000 and \$1,499,999; and

Class C: Annual gross licensing revenues of less than \$350,000--including schools with no licensing program.

These Classes correspond to dues assessments of \$15,000-\$50,000 (Class A), \$3,500-\$14,999 (Class B) and \$1,500-\$3,499 (Class C). University Caucus Class membership shall be determined by revenues, and not dues; Members of the University Caucus with dues assessed on a prorated basis will be deemed a member of the Class corresponding to the full, non-prorated amount.

Section 3. Board Representation

In accordance with the bylaws of the WRC, the University Caucus will elect 6 (six) representatives to the Governing Board of the WRC. Those representatives will be

selected for two-year terms, staggered as follows: three representatives elected in one year (Group One), and three representatives elected the following year (Group Two). Each term will begin July 1 and conclude June 30 two years later.

- a. Group One: One representative each selected from Class A, Class B and Class C;
- b. Group Two: One representative selected from Class A, one selected from Class A and Class B combined, and one selected from the Class B schools and Class C schools combined.

Elections for board seats will be conducted by the current University Caucus board representatives in the spring of each year or as needed to fill vacancies. The chair of the University Caucus can cast one vote for election by acclamation when there are the same number of candidates as vacant seats.

Section 4. Representatives

University Caucus board representatives need not be the University Caucus representative of their institution. Election of University Caucus board representatives is subject to the ratification of the WRC Board, in accordance with the WRC Bylaws.

Section 5. Vacancies and Disqualification

Any board representative may resign at any time by giving written notice to the other board representatives, in accordance with the WRC Bylaws.

University Caucus board representatives are expected to comply with the attendance and qualification requirements set forth in the WRC Bylaws. Representatives unwilling or unable to comply with those requirements, representatives otherwise removed from the WRC Board by Board action, or otherwise unwilling or unable to fulfill their obligations as University Caucus board representatives, may be removed by action of the University Caucus.

The University Caucus shall elect replacement board representatives for vacancies from the Group and the Class or Classes from which the vacating board representatives were originally chosen.

Section 6. Reporting

Board representatives will report on board meetings, and board activities. When fitting, board representatives will solicit input from the University Caucus, using appropriate mechanisms.

Section 7. Meetings

The University Caucus board representatives will schedule a regular annual meeting of the University Caucus, and other meetings as needed. Representatives credentialed by the Members of the University Caucus shall be permitted to attend University Caucus Meetings. Portions of University Caucus meetings may be open to the press or to the public, as determined by the membership.

Section 8. Approval and Amendment of Bylaws

Approval of these bylaws and their future amendment shall require not less than two weeks advance notice and an absolute majority vote of the institutional representatives of the Members of the University Caucus.

Exhibit A

Purpose of the WRC (as of June 6, 2008) from WRC Bylaws, Section 1.3

The WRC, which is not a membership organization, shall be established and maintained for the following purposes:

1. to promote socially responsible initiatives by universities and colleges, and by manufacturers who use the indicia of those universities and colleges, for the improvement of working conditions and labor standards in domestic and global production of that merchandise;
2. to promote in the community of universities, colleges and manufacturers, through education and research, awareness of and appropriate responses to production of merchandise bearing college and university indicia under ethically unacceptable working conditions such as sweated, child, sub-living-wage, discriminatory, unsafe, and other forms of abusive labor;
3. to codify and promote compliance with ethical standards of conduct by college and university licensors, and by manufacturers who use the indicia of those universities and colleges, including but not limited to standards for living wages, child labor, women's rights, the right to organize and bargain collectively, and health and safety, in light of the "Key WRC Principles" set forth in Annex I of these bylaws;
4. to gather and publicly disseminate information regarding the locations and conditions of workplaces where merchandise bearing college and university indicia is produced.
5. to conduct such other monitoring and/or educational efforts as the Board of Directors deems appropriate.
6. Paragraphs (a) through (e) may also apply to such other goods as both the corporation and the respective affiliated institution shall agree to.

Exhibit B

Key WRC Principles (as of May 6, 2002)

As incorporated into the WRC Bylaws

1. It is the responsibility of the licensee to ensure that workers are not exploited.
2. It is the University's role to define expected standards for treatment of workers and to hold licensees accountable. The test of the system is what happens to real workers in real factories.
3. Information is critical to uncovering problems, evaluating violations of the Code, and verifying that improvements have been made.
4. Enforcement should be based on citing companies for violation - and using the licensing agreement to hold the licensee accountable for such violations. The WRC shall not play the role of certifying "good" companies.
5. Limited university funds can improve working conditions if channeled to bring the experiences of workers to the public. The WRC shall engage with licensees to achieve the most effective remediation of abusive working conditions. The resources of the WRC shall be managed independently of the licensees and the economic activity surrounding collegiate licensing, and by people whose clear mission is to be responsive to the concerns of workers.
6. When abusive conditions at a particular worksite are exposed to public view, the licensee has an obligation to use its leverage to correct conditions - and not to "cut and run" from that site.
7. Misreporting of factory locations and conditions is a serious offense that undermines the possibility of enforcement.
8. Verification procedures must be continually reevaluated.

Exhibit C

WRC Dues Structure From WRC Bylaws, Section 2.14 (as of June 6, 2008)

In order to meet their financial requirements of affiliation:

Colleges and universities will fund the corporation with a percentage of licensing revenue. For a college or university that collects royalties from a licensing program, initial dues shall be 1% of its previous year's licensing revenues (but in no case less than \$1,500 and with each year's dues payment capped at \$50,000 for any individual college of university). For a college or university that does not collect royalties from a licensing program, annual dues shall be \$1,500. The board of directors, in consultation with the three constituencies, shall from time to time reevaluate these dues provisions. If the board

authorizes a change in dues, such change may not take effect until the start of a new fiscal year. The board shall give affiliated institutions at least 90-days notice before any such change in dues take effect.

The annual dues of an individual school in a multi-campus system with its own, independent licensing operations shall be \$1,500 or 1% of its licensing revenue, whichever is higher. Each school shall be deemed an individual affiliated institution.

An individual school in a multi-campus system which does not have an independent licensing operation and whose licensing revenues are collected centrally shall be considered part of the system. Dues shall be assessed on the entire system, and the entire system shall be deemed a single affiliated institution.