BY-LAWS

SHIPPENSBURG UNIVERSITY STUDENT SERVICES INC.

ARTICLE I
NAME

The name of this corporation herein and elsewhere sometimes referred to as the “Corporation” shall be Shippensburg University Student Services Inc.

ARTICLE II
PLACE OF BUSINESS

The principle place of business and office of the Corporation shall be Shippensburg University of Pennsylvania, Ceddia Union Building, Cumberland Drive, Shippensburg, PA 17257. The Corporation may have such other places of business as the Board of Directors may from time to time decide.

ARTICLE III
PURPOSE

This Corporation is formed to serve the students of Shippensburg University of Pennsylvania, hereinafter referred to as the “Institution.” This Corporation is organized and shall at all times be operated for charitable and educational purposes as those terms are defined under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding section of any future Internal Revenue Law of the United States of America) as now enacted or as may be hereinafter amended. Specifically, the Corporation is organized to manage and coordinate student services at Shippensburg University consistent with the statutory authority granted to the President of the University and the officially recognized Student Government Association in Section 20-2010-A(3) of Act 188 of 1982, 24 P.S. 20-2010-A(3). Such activities include the management of the bookstore and other activities or enterprises which the Board of Directors may deem appropriate. Furthermore, this Corporation shall administer all student activities’ monies received as fees and revenues subject to the provisions of Section 20-2010-A(6) of Act 188 of 1982, 24 P.S. 20-2010-A(6), and Board of Governors’ Policy 1983-03-A entitled “Student Activity Fees,” or such similar provisions adopted in the future by the Legislature and the Board of Governors. The Shippensburg University Student Association shall be responsible for providing the Board of Directors with a budget approved by the Student Senate that sets forth anticipated expenditures from receipts of student activity fees, bookstore proceeds and gate receipts. The budget for all other receipts shall be established by the Board of Directors of the Corporation. This is a Corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. 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 except from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code. In pursuance of its above stated purposes the Corporation is organized and at all times hereafter shall be operated for the benefit of students and in connection with Shippensburg University, Shippensburg, Pennsylvania. The Corporation has not been formed for the purpose of engaging in fundraising that would in any way be similar to the activities conducted by Shippensburg University Foundation, Inc.

ARTICLE IV
FISCAL YEAR

For the purpose of conducting business of the Corporation, the year shall be the fiscal year beginning July 1 and ending June 30 of the following year.

ARTICLE V
BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors shall be nine (9) members. Each Director shall be at least 18 years of age. A Director need not be a resident of the Commonwealth of Pennsylvania.

Section 2. The Board of Directors will be comprised of the following:

(a) Two members, non-voting, shall be appointed by the President of the University from Shippensburg University administrative personnel, one of whom will be the advisor to the Student Senate;

(b) Three students will be members, one member will be the President of the Shippensburg University Student Government Association (SGA) and the other two will be appointed by a two-thirds vote of the SGA Student Senate;

(c) One member shall be the Manager of the University Bookstore;

(d) One member will be the Director of Campus and Conferences;

(e) One member will be the Fiscal Officer of Shippensburg University Student Services Incorporated;

(f) One member will be a professional staff of the Ceddia Union Building who is not an employee of Shippensburg University.
Section 3. The terms of service for members of the Board of Directors shall be determined as follows:

(a) Members appointed by the President of the University shall serve for terms of three years. Student members shall serve for terms of two years except the SGA President who will serve for a one year term. The two other student members must not have earned more than ninety (90) credit hours upon appointment. Student members must maintain full-time status and at least a 2.25 grade point average. Membership on the Board of Directors shall coincide with membership in the respective groups. If a member of the Board of Directors resigns from, is impeached by or completes their term of service with the group responsible for their selection to the Board, their position on the Board of Directors will be considered vacated.

(b) Appointments to the Board shall be made at the annual meeting which shall be held in April of each year.

Section 4. A vacancy in the membership of the Board may be filled by the selection of a new director by the official or group responsible for the selection of the individual(s) creating the vacancy, and shall be filled for the unexpired term of office pursuant to the appointment procedure set forth above.

Section 5. The Board of Directors shall have the power and authority to perform all the activities, duties and affairs of the Corporation subject to such regulations as may be imposed by the Board of Governors of the Pennsylvania State System of Higher Education, or the Commonwealth of Pennsylvania, acting through the President of the University.

Section 6. There shall be four (4) regular meetings of the Board of Directors during the academic year including the annual meeting in April. The meetings shall be held on such day and at such places as may be designed by the President and Secretary to call such regular meeting.

Section 7. Special meetings of the Board of Directors may be held at the call of the President at the time and place designed by the President; or it shall be the duty of the President to call such special meetings at the request of any six (6) members expressed to the President in writing.
Section 8. Four (4) voting members of the Board of Directors present in person shall constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

The members of the Board of Directors present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meeting, although less than quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Board of Directors at least five (5) days prior to the day named for the second adjourned meeting.

Section 9. Written notice of every meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day named for the meeting. Notice may be given whether personally or by mail or by facsimile transmission, to such person’s address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in campus mail or in the United States mail. The business of the meetings shall be conducted in accordance with Robert’s Rules of Order unless superseded by one or more sections of these Bylaws.

Section 10. Whenever any notice is required by these Bylaws or the Articles of Incorporation, waiver in writing signed by the person entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting needs to be specified in the waiver of notice of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the purpose of objecting to the transaction
of any business because the meeting was not lawfully called or convened.

Section 11. The Board of Directors shall receive no compensation for their services but shall be entitled to reimbursement for out-of-pocket expenses incurred in connection with services performed for the Board of Directors as specifically approved in advance.

Section 12. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board of Directors, may suspend or expel a member of the Board of Directors.

Section 13. A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) the Director has breached or failed to perform the duties of his/her office in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 14 shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

Section 14. The Corporation shall be authorized to retain and pay for the services of accountants, attorneys, investment, counselors and all other advisors as the Board of Directors shall deem necessary or appropriate for the business of the Corporation.

Section 15. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 16. The Board of Directors shall establish regulations as it deems necessary for collecting, distributing, spending, handling, and accounting all funds of all organizations receiving allocations. Such regulations shall in no way limit the statutory oversight responsibilities of the University President.
Section 17. All checks, demands for money and financial obligations of the Corporation shall be signed by the Treasurer and the fiscal officer of the Corporation.

ARTICLE VI
OFFICERS

Section 1. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Each officer must be a member of the Board of Directors.

Section 2. The President shall be appointed by the President of the University and may not be one of the two non-voting board members. The Vice President and Secretary shall be elected by the Board of Directors for a term of one (1) year. The Treasurer shall be the Director of Campus and Conferences.

Section 3. Elections for officers shall be held at the spring meeting of the Board of Directors, with their terms beginning on the first day of July.

Section 4. The President shall preside at all meetings of the Board of Directors, shall be the chief financial officer of the Corporation, and he/she shall perform generally the duties customarily required of such officer. He/she shall appoint all committees, the members of which are not nominated or appointed by the Board of Directors itself, and he/she shall be an ex-officio member of all committees. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

(a) The filling of vacancies in the Board of Directors.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board of Directors.

(d) Action on matters committed by resolution of the Board of Directors to another committee of the Board of Directors.

(e) The execution of contracts binding the Corporation.
All committees will record minutes of their meetings and report the minutes and actions of the committee to the Board of Directors.

**Section 5.** The Vice President shall perform the duties of the President when the latter is absent or for any reason is unable to act.

**Section 6.** The Secretary shall have custody and charge of the seal and corporate books and records of the Corporation and shall issue notices of meetings to the Directors. With the President or Vice President, he/she shall execute and sign such instruments as required for signature or attestation, and he/she shall make such reports and perform such other duties that ordinarily pertain to the office of the Secretary or that are required of him/her by the Board of Directors.

**Section 7.** The Treasurer, except in special cases where the Board of Directors may order otherwise, shall have custody of all the funds and securities belonging to or held in trust by the Corporation. He/she shall collect all interest and dividends and rents and other income upon invested funds or upon property held by the Corporation. The Treasurer shall be required to give bond for the faithful performance of his/her duties in such amount as the Board of Directors may approve, the premiums for all such bonds to be paid by the Corporation. The Treasurer will co-sign all checks with the fiscal officer of the Corporation. The Treasurer shall ensure that financial statements are prepared which accurately reflect the financial position of the Corporation at the close of the fiscal year and the income for the year thus ended, along with such supporting schedules as may be deemed appropriate. Such financial statements shall be based on an annual audit of the Corporation’s records which shall occur within ninety (90) days following the close of the fiscal year. Said audit should be conducted by a Certified Public Accountant designated by the Board of Directors.

**Section 8.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Corporation and the professional staff member of the Ceddia Union Building who is not a university employee.

(a) A quorum shall consist of three (3) voting members of the Executive Committee. The Vice President shall preside in the absence of the President.
(b) The Executive Committee shall be empowered to conduct the business of the Corporation between meetings of the Board of Directors.

(c) The Executive Committee shall approve the agenda for the meetings of the Board of Directors.

(d) The Executive Committee shall report its actions to the Board of Directors at each meeting of the Board of Directors. More frequent reports will be made if required by any member of the Board of Directors.

ARTICLE VII
CORPORATE SEAL

The seal of the Corporation shall consist of a circular die with the name “SHIPPENSBURG UNIVERSITY STUDENT SERVICES, INCORPORATED” around the outer edge of the word “SEAL” in the center.

ARTICLE VIII
INDEMNIFICATION

Section 1. Subject to the limitations hereinafter set forth, the Corporation shall have the power to indemnify each Director, officer, employee or agent of the Corporation and his/her heirs, executors and administrators, to the full extent permitted by law, against all judgments, fines, liabilities and reasonable expenses (including, but not limited to, court costs, attorneys’ fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Corporation, in which he/she was involved because of anything he/she may have done or omitted as a Director, officer, employee or agent of the Corporation or of any organization that he/she may have served as a Director, officer, employee or agent at the request of the Corporation, but such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of Counsel for the Corporation, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the shareholders or by independent legal counsel in a
written opinion: (i) that the Director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had not reasonable cause to believe his/her conduct was unlawful, and (ii) that the amount of the proposed indemnification is reasonable, and (iii) that the proposed indemnification is just and proper and can be legally made by the Corporation under the existing law, and (iv) that the indemnification shall be made by the Corporation in the amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses incurred by an officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

Section 3. The Corporation shall have the power to buy and maintain insurance and to establish a fund of self-insurance indemnification reserve fund on behalf of the Directors, officers and employees and agents of the Corporation and persons serving at the request of the Corporation as a Director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his/her status as such.

Section 4. The Corporation shall indemnify Directors, officers, employees and agents of the Corporation against expenses (including attorney fees) actually and reasonably incurred by such person where the person has been successful on the merits of any action or proceeding referred to in 15 Pa. C.S.A. 5741 or 5742 or in defense of any claim, issue or matter raised therein.

Section 5. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, civil, criminal, administrative or investigative (and whether brought by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise,
against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him/her in connection with such action, suit or proceeding.

Section 6. The invalidity of any portion of this ARTICLE VII shall not affect the validity of the remainder hereof.

ARTICLE IX
BOOKS AND RECORDS

The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

ARTICLE X
TRANSACTION OF BUSINESS

Section 1. Notwithstanding any other provisions of these Bylaws, the Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a majority vote of the members in office of the Board of Directors.

Section 2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation or any private individual.

Section 3. All checks or demands for money, notes, contracts, deeds, mortgages, obligations, documents and instruments of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 4. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaigns on behalf of any candidate for political office, nor shall the Corporation carry on propaganda or otherwise attempt
to influence legislation. Nothing herein shall limit any officer or Director of the Corporation in their individual capacities from engaging in any political campaign or any other political or legislative activities.

**ARTICLE XI**
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an except organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by judgment of the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**
**AMENDMENT OF BYLAWS**

These Bylaws may be amended, revised or repealed at any regular or special meeting of the Board of Directors provided notice of such proposed amendment, repeal or change shall be given in the call of such meeting by written notice at least ten (10) days prior to the day named for the meeting, and by two-thirds (2/3) of the voting members of the Board of the Corporation, and with the approval of the President of the University.

**CERTIFICATION OF SECRETARY**

The undersigned hereby certifies that he/she is the duly elected Secretary of Shippensburg University Student Services Inc. and the foregoing Bylaws were adopted by the organization as of May 1, 2003.

___________________________________________

, Secretary