

**AMENDED AND RESTATED BYLAWS
SHIPPENSBURG UNIVERSITY STUDENT SERVICES, INCORPORATED**

**ARTICLE I
NAME**

The name of this Corporation herein and elsewhere sometimes referred to as the "Corporation" shall be Shippensburg University Student Services, Incorporated. The Corporation is sometimes referred to herein as "SUSSI".

**ARTICLE II
PLACE OF BUSINESS**

The principal place of business and office of SUSSI shall be Shippensburg University of Pennsylvania, Ceddia Union Building, Room 204, Cumberland Drive, Shippensburg, PA 17257. SUSSI may have such other places of business as the Board of Directors may from time to time decide.

**ARTICLE III
PURPOSE**

SUSSI is formed to serve the students of Shippensburg University of Pennsylvania, hereinafter referred to as the "Shippensburg University." SUSSI 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 1986, 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, SUSSI is organized to manage and coordinate student services at Shippensburg University consistent with the statutory authority granted to the President of Shippensburg University and the officially recognized Shippensburg University Student Government Association "SGA" 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, SUSSI shall administer all student activities monies received as fees and revenues subject to the provisions of Section 20-2010A(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 SGA shall be responsible for providing the Board of Directors with a budget approved by the SGA that sets forth anticipated expenditures from receipts of student activity fees. The budget for all other receipts shall be established by the Board of Directors of SUSSI. This is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors. Notwithstanding any other provision of these articles, SUSSI 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. In pursuance of its above stated purposes SUSSI is organized and at all times hereafter shall be operated for the benefit of students and in connection with Shippensburg University, Shippensburg, Pennsylvania. SUSSI has not been formed for the purpose of actively seeking donors, gifts and endowments in order to support SUSSI's operations that would in any way be similar to the activities conducted by The Shippensburg University Foundation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors

SUSSI's Board of Directors shall be fixed from time-to-time by the Board of Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: President, Vice-President, Secretary, and Treasurer. Within these limits, the Board of Directors may increase or decrease the number of directors serving on the Board of Directors.

Section 2. Board Composition

The Board of Directors will be comprised of the following:

- a) One (1) director will be the Executive Director of SUSSI;
- b) Three (3) directors will be students, one (1) of which will be the President of the SGA and the other two (2) will be appointed by a two-thirds (2/3) vote of the SGA, or as otherwise stated in the SGA Constitution and Bylaws;
- c) Up to two (2) directors, non-voting, shall be appointed by the President of Shippensburg University from Shippensburg University administrative personnel;
- d) The remaining directors will be retired University faculty/staff or alumni.

Section 3. General Powers

The Board of Directors shall have the power and authority to perform all the activities, duties and affairs of SUSSI 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. The Board of Directors is sometimes referred to herein as "the Board".

Section 4. Terms

The terms of service for directors of the Board shall be determined as follows:

- a) Directors appointed by the President of the University shall serve until a successor is appointed.
- b) Student directors shall serve until one of the following occurs: (i) graduation, (ii) are no longer enrolled at the University, or (iii) completes their term of service with the group responsible for their selection.
- c) All other directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- d) Directors may serve terms in succession.
- e) The term of office shall be considered to begin July 1 and end June 30, unless the term is extended until such time as a successor has been elected.

Section 5. Appointment, Election and Qualifications of Directors

Directors that are appointed by an Official or group, other than the Board, may be appointed as necessary and need not be elected by the Board. Elected directors may be elected at any board meeting by the majority vote of the existing Board. The election of directors to replace those who have fulfilled their term of office shall take place at the annual meeting each year. In order to be eligible to serve as a director on the Board:

- a) Each Director shall be at least 18 years of age.
- b) A Director need not be a resident of the Commonwealth of Pennsylvania.
- c) Student directors must be enrolled in the University as an undergraduate.
- d) Student directors must maintain full-time student status.

Section 6. Vacancies

The Board may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint/elect new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. A vacancy of a director on 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 7. Removal of Directors

The Board, by affirmative vote of two-thirds (2/3) of the voting directors of the Board, may suspend or expel a director of the Board, if:

- a) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board President is empowered to excuse directors from attendance for a reason deemed adequate by the board President. The President shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board Vice President shall excuse the President; or
- b) For cause or no cause, if before any meeting the board directors at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.
- c) If there are grounds to dismiss a student appointed director from the Board the case must be brought before the appointing group and it will be the group's responsibility to decide if the director should be suspended or expelled and the action will be ratified by a vote of the Board; however, if there are grounds to dismiss the same appointed student director a second time the Board will have the power to suspend or expel the appointed student director with only notification to the appointing group. In such a case, the appointing group may not reappoint the same student director.

Section 8. Board of Directors Meetings

- a) **Regular Meetings.** Meetings of the Board shall be held at least three (3) times a year but no more than every two (2) months and shall be held on such day and at such places as may be designated by the President and Secretary to call such regular meeting.
- b) **Annual Meetings.** An annual meeting of the Board may have a fixed date and time and shall be held on such day and at such place as may be designated by the President and Secretary. If such date and time are not fixed the annual meeting shall take place on the first Tuesday in May, or if a legal holiday the next succeeding business day at 10:00 A.M., in the offices of SUSSI.
- c) **Special Meetings.** Special meetings of the Board of Directors may be held at the call of the President at the time and place designated by the President; or it shall be the duty of the President to call such special meetings at the request of any six (6) directors or at the request of all the directors expressed to the President in writing.
- d) **Notice of Meetings.** Written notice of every meeting of the Board 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, by mail, by e-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.
- e) **Waiver of Notice.** 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 9. Manner of Acting

- a) **Quorum.** A majority of voting directors of the Board 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. Any action which may be taken at a meeting of the Board 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 SUSSI.

The directors of the Board present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough directors 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 a 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 directors of the Board who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each director of the Board at least five (5) days prior to the day named for the second adjourned meeting.

- b) **Voting.** All issues to be voted on shall be decided by majority vote of those present at the meeting in which the vote takes place. Abstentions are excluded from the majority calculation. If an issue arises that needs immediate Board action, votes may be taken through e-mail.
- c) **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the President or, in the absence of the President, the Treasurer shall have the power to make the deciding vote based on his/her discretion.
- d) **Participation.** One or more persons may participate in a meeting of the Board 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 10. Compensation for Board Directors' Services

Directors shall receive no compensation for carrying out their duties as directors.

Section 11. Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to SUSSI. Such remuneration shall be reasonable and fair to SUSSI and must be reviewed and approved in accordance with the Board of Director's Conflict of Interest policy and state law.

Section 12. Personal Liability

A Director of the Board shall not be personally liable for monetary damages as such for any action taken, or all 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 SUSSI, 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 Article V, Section 12 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.

ARTICLE V OFFICERS

The officers of the Board of Directors shall consist of the board President, Vice President, Secretary and Treasurer, all of whom shall be chosen by, with the exception of the President, and serve at the pleasure of, the Board of Directors. Each officer must be a voting director of the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the Board of Directors to prescribe the duties and authority of other officers. The Board of Directors may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of the business of SUSSI, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

Section 1. President

The President shall preside at all meetings of the Board of Directors and he/she shall perform generally the duties customarily required of such officer and have the following duties:

- a) He/she shall have general direction of all other officers of and see that their duties are properly performed.
- b) He/she shall appoint all committees, the members of which are not nominated or appointed by the Board of Directors itself.
- c) 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:
 - i. The filling of vacancies in the Board of Directors.
 - ii. The adoption, amendment or repeal of the Bylaws.
 - iii. The amendment or repeal of any resolution of the Board of Directors.
 - iv. Action on matters committed by resolution of the Board of Directors to another committee of the Board of Directors.

Section 2. Vice President

In the absence or disability of the board President, the Vice-President shall perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board President.

Section 3. Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The Secretary may appoint, with approval of the Board of Directors a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Secretary.

- a) He/she shall have custody and charge of the seal and corporate books and records of SUSSI and shall issue notices of meetings to the directors.
- b) 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 4. Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of SUSSI. The

Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

- a) He/she, 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 SUSSI.
- b) He/she shall collect all interest and dividends and rents and other income upon invested funds or upon property held by SUSSI. 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 SUSSI.
- c) He/she will co-sign all checks with the Executive Director of SUSSI.
- d) He/she shall ensure that financial statements are prepared which accurately reflect the financial position of SUSSI 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 SUSSI's records which shall occur within one hundred and twenty (120) days following the close of the fiscal year. Said audit should be conducted by an independent Certified Public Accountant designated by the Board of Directors.

Section 5. Election of Officers

Elections for officers shall be held at the annual meeting of the Board. The President shall be appointed by the President of the University and will serve until a successor has been appointed and may not be one of the non-voting board directors. The Vice President, Secretary and Treasurer shall be elected by the Board for a term of one (1) year, with their term beginning on the first day of July and may also not be one of the non-voting board directors. Officers shall be eligible to succeed themselves in their respective offices.

Section 6. Removal and Resignation of an Officer

The Board may remove any officer, except the President, at any time, with or without cause and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the officer in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion. Any officer may resign at any time by giving written notice to SUSSI. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. If the officer is an appointed board director, the Board has the power to replace them as officer, with or without cause, however, in order to remove officer entirely from the Board the steps in Article IV Section 7(c) must be followed.

ARTICLE VI COMMITTEES

The Board may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more voting directors, to serve at the pleasure of the board. Non-voting directors may not serve on committees with voting rights. The President appoints all committee chairs. All committees will record minutes of their meetings and report the minutes and actions of the committee to the Board of Directors. One or more persons may participate in a committee meeting 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 by such means shall constitute presence in person at such meeting.

Section 1. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Executive Director of the Board.

- a) A quorum shall consist of three (3) voting members of the Executive Committee. The Vice President or Executive Director in order of presence, shall preside in the absence of the President.
- b) Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall be empowered to conduct the business of SUSSI between meetings of the Board of Directors.
- c) The Executive Committee shall approve the agenda for the meetings of the Board of Directors.
- d) Executive Committee meetings are closed to other directors unless otherwise invited.
- e) 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 director of the Board of Directors.
- f) The President or Executive Director may call the meeting.

Section 2. Personnel Committee

The Personnel Committee shall consist of the Executive Director and two (2) other voting directors.

- a) The Personnel Committee advises the Board on matters relating to personnel policies and practices, compensation and benefits, labor and employee relations, staffing and organizational structure.
- b) Personnel Committee meetings are closed to other directors unless otherwise invited.

Section 3. Audit Committee

The Audit Committee shall consist of the Treasurer and at least two (2) other voting directors.

- a) The Audit Committee shall provide oversight of the financial reporting process, the audit process, SUSSI's system of internal controls and compliance with laws and regulations.
- b) Annually the Audit Committee will review the results of the audit with the Executive Director and the external auditors as well as discuss and address any issues that the external auditors feel need to be discussed privately.
- c) The Audit Committee will oversee the appointment, compensation and oversight of the work of the external auditors.
- d) The Audit Committee meetings are closed to other directors unless otherwise invited.

ARTICLE VII CORPORATE STAFF

Section 1. Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of SUSSI, and shall direct the day-to-day business of SUSSI, maintain the properties of SUSSI, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. No officer, Executive Committee member or director of the Board may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board by a majority vote and shall serve until

removed by the Board upon affirmative vote of two-thirds (2/3) of the directors present at any meeting of the Board. The selection process of the Executive Director shall include the evaluation of the Executive Director by the SUSSI Board Executive Committee in close consultation with the Shippensburg University President. The Executive Director must abstain from voting. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

The Executive Director shall be evaluated at least annually by members of the Executive Committee of the Board, using an evaluation tool selected by the Executive Committee. The results of the evaluations shall be shared in writing with the President of Shippensburg University.

ARTICLE VIII CONTRACTS, BUSINESS DEALINGS, INDEMNIFICATION

Section 1. Contracts & Legal Documents

Except as otherwise provided by resolution of the Board of Directors or board policy, all contracts, deeds, leases, mortgages, grants, tax returns and tax related documents, and other agreements of SUSSI shall be executed on its behalf by the Executive Director or agent or agents to whom the Board has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2. Checks, Drafts

All checks, demands for money and financial obligations of SUSSI, shall be signed by the Treasurer, or qualified fiscal agent or member of the staff as designated by the Board, and the Executive Director.

Section 3. Deposits

All funds of SUSSI not otherwise employed shall be deposited from time to time to the credit of SUSSI in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

Section 4. Loans

No loans shall be contracted on behalf of SUSSI and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Real Property

Notwithstanding any other provisions of these Bylaws, SUSSI shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by an affirmative two-thirds (2/3) vote of the Board of Directors.

Section 6. Student Group Allocations

The Board of Directors shall establish regulations as it deems necessary for collecting, distributing, spending, handling, and accounting for funds of all student groups receiving allocations. The SGA Budget & Finance Committee Standing Rules must be reviewed and approved by the Board by a majority vote. Such regulations shall in no way limit the statutory oversight responsibilities of the University President.

Section 7. Fees for Service

Whenever the lawful activities of SUSSI 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 SUSSI, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of

SUSSI or any private individual.

Section 8. Professional Services

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

Section 9. Political Campaigns

SUSSI 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 SUSSI carry on propaganda or otherwise attempt to influence legislation. Nothing herein shall limit any officer or director of SUSSI in their individual capacities from engaging in any political campaign or any other political or legislative activities.

Section 10. Indemnification

Subject to the limitations hereinafter set forth, SUSSI shall have the power to indemnify each Director, officer, employee or agent of SUSSI and his/her heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities and reasonable expenses (including, but not limited to, court costs, fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were included or insurance 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 SUSSI, in which he/she was involved because of anything he/she may have done or omitted as a director, officer, employee or agent of SUSSI or of any organization that he/she may have served as a director, officer, employee or agent at the request of SUSSI, but such indemnification can be made only if a determination is made as hereinafter provided that 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 SUSSI, by directors of the Board not involved in the claim or proceeding, or by a disinterested person or persons named by said directors of the Board 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 interests of the Corporation, and with respect to any criminal action or proceeding, had no 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 then existing law, and (iv) that the indemnification shall be made by the Corporation in an 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.

- a) **Mandatory Indemnification.** SUSSI 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 SUSSI or is or was serving at the request of SUSSI 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.
- b) **Permissible Indemnification.** SUSSI 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.

- c) **Advance for Expenses.** Expenses incurred by an officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by Sussi 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 Sussi.
- d) **Insurance.** Sussi shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers and employees and agents of Sussi and persons serving at the request of Sussi 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.

ARTICLE IX MISCELLANEOUS

Section 1. Books and Records

Sussi shall keep an original or duplicate record of the proceedings of the Board, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of Sussi. Sussi 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 Sussi in this Commonwealth, or at its principle place of business wherever situated.

Section 2. Fiscal Year

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

Section 3. Corporate Seal

The seal of Sussi 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 X DISSOLUTION

Upon the dissolution of Sussi, the Board shall, after paying or making provision for the payment of all of the liabilities of Sussi, dispose of all of the assets of Sussi exclusively for the purposes of Sussi 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 exempt 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 Sussi 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 XI AMENDMENTS TO BYLAWS

These Bylaws may be amended, revised or repealed at any regular or special meeting of the Board provided notice of such proposed amendment, repeal or revision 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

directors of the Board of Directors of SUSSI, and with the approval of the President of the University, provided, however,

- a) That no amendment shall be made to these Bylaws which would cause SUSSI to cease to qualify as an exempt Corporation under Section 501(C)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that he/she is the Secretary of Shippensburg University Student Services, Incorporated and the foregoing amended and restated Bylaws were adopted and approved by the SUSSI Board of Directors on October 21, 2022 and constitute a complete copy of the Bylaws of SUSSI.



Chase Slenker

SUSSI Board Secretary



Dr. Charles Patterson

Shippensburg University President