BY-LAWS

OF

CENTER SERVICES, INC.

ARTICLE I

Purposes

The purposes for which the Corporation is formed are to promote, sponsor and carry out broader opportunities and services for the benefit of the students, faculty, staff, alumni and supporters of Troy State University.

ARTICLE II

Members

Section 1. Classifications. The Corporation is to have three classes of members, which respective designations and qualifications are as follows:

(a) Regular members, who must be duly elected or appointed to serve as a member of the Adams Center Union Board (or of such successor organization as shall succeed to the business of said Board change of charter or name) and who shall remain active members of said Board, in good and regular standing under the terms and conditions of the constitution of said Board.

(b) Associate members shall consist of all students, faculty, staff, or alumni of Troy State University who desire or support the service objectives of this Corporation and whose membership must be approved by the officers of the Corporation initially and annually thereafter, which such approval shall be evidenced by a membership card or receipt upon payment by each such member of such dues, fees and assessments as may be determined and fixed from time to time by the Board of Directors. Any service of the Corporation which may be provided to an associate member shall be governed by the provisions of the contract in writing executed by both parties. The annual dues of an associate member shall be $10.00, which dues shall be renewed and payable during the first week of each Fall Quarter thereafter, according to the calendar of Troy State University, in order to remain in good and regular standing.
An associate member who is not serving as a regular member of the Corporation shall not be entitled to a vote or voice in the management of the Corporation.

(c) Community members shall consist of all those in the surrounding Troy area, who wish to participate in the Non-Credit Classes or to attend the trips arranged by Center Services, Inc. on a regular basis. They shall only be responsible to pay the cost of participating in those classes or attending such trips.

ARTICLE III

Directors

Section 1. Number. The number of directors of the Corporation shall be fourteen (14), which number may be increased and may be decreased from time to time by resolution of the Board of Directors, provided, however, that there shall be at no time less than three (3) Directors.

Section 2. Qualifications. A director must be a regular member of the Corporation in good and regular standing.

Section 3. Election and Terms.

(a) The Director of the Ralph Wyatt Adams University Center shall serve as a director by reason of his office and without formal election.

(b) The remaining directors shall be regular members, serving during the term and by reason of their office as members of the said Adams Center Union Board and any vacancy on the Board of Directors shall be filled by the action of the Adams Center Union Board.

Section 4. Powers. The Board of Directors shall manage and govern the business and affairs of the Corporation and, in connection therewith, the Board may exercise all the powers granted the Corporation under its Articles of Incorporation.

Section 5. Meetings.

(a) The Board of Directors shall meet regularly three times a year, in the spring, fall and winter. The spring meeting shall be the annual meeting. The time and place of each regular meeting shall be fixed by the president of the Board and written notices of such time and place shall be given each Director at least ten days before the selected date.

(b) Special meetings may be called by the President of the Board on his motion and shall be called on the written request of three directors.
Written notice of the time, place and subject matter of each special meeting shall be given to each director at least four days before the meeting date, unless such notice is waived in writing.

(c) Attendance by any director at any meeting of the Board shall constitute a waiver of notice of such meeting.

(d) Written concurrence by a member of the Board in any action taken at a meeting at which he is not present shall be equivalent to an affirmative vote at the meeting.

Section 6. Quorum. One-third of the Directors then in office with not less than two being non-students shall constitute a quorum for the transaction of business at any meeting of the Board; and, except as is otherwise required by law, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE IV

Officers

Section 1. Numbers and Qualifications. The officers of the Corporation shall consist of a president, a vice president and a secretary, who shall hold office by virtue of their positions as Director of the Ralph Wyatt Adams University Center and as Chairman and Vice Chairman of the said Adams Center Union Board, respectively. The Board of Directors may elect such additional officers from among the Directors as it may from time to time determine and may define their powers and duties. All officers shall hold office until the next annual meeting, or until his successor shall have been selected and qualified.

Section 2. Duties. The duties of the officers of the corporation shall be:

(a) The President shall preside over all meetings of the Board and shall advise and consult with the other officers of the corporation to such extent as he deems advisable. He shall execute all contracts, checks, drafts and other documents required in conducting the business of the Corporation and shall have the sole responsibility in supervising the fiscal affairs of the corporation.

(b) The Vice President shall have full authority to preside over all meetings of the Board in the absence or incapacity of the President.

(c) The Secretary shall have supervision over the records of the corporation, which shall at all times be kept in the office of the President and shall also be responsible for recording the minutes of all meetings of the Board.

(d) The Board may prescribe additional duties for any officer.
ARTICLE V

Committees

Section 1. Executive Committee.

(a) An Executive Committee consisting of the President, Vice President, Secretary and the Dean of Student Affairs of Troy State University shall, during the intervals between meetings of the Board, have and may exercise on behalf of the Board all of the authority of the Board in respect to the management of the corporation. The Executive Committee shall report its acts to the Board at its meetings for approval and ratification.

Section 2. Other Committees. The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe.

ARTICLE VI

Execution of Instruments

Section 1. Contracts and Instruments Generally. All contracts, drafts, checks and other instruments to be executed by the Corporation shall be signed, unless otherwise required by law, by the President, and the Dean of Student Affairs, Troy State University, who may, however, authorize any other officer of Director to sign any contract or other instrument, provided such delegation of authority is with the approval of the Board in writing, signed by the President and the Dean of Student Affairs and made a part of the records of the Corporation.

Section 2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VII

Indemnification

Subject to the conditions set out below, each person now or heretofore or hereafter a Director, officer or employee of the Corporation, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by the Corporation against all financial loss, damage, costs and expenses (including counsel fees) reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action,
suit, proceeding or investigation in which he may be involved, by reason of any action taken or omitted to be taken by him in good faith as such director, officer or employee of the Corporation. Such indemnification is subject to the condition that a majority of the persons then constituting the Board of Directors shall be of the opinion that the person involved exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon information furnished by an officer or employee of the Corporation and accepted in good faith by such person. The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any director, officer or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board.

ARTICLE VIII

Omissions

All rights, powers and procedures not specifically set forth by the provisions of the Certificate of Incorporation and/or the By-laws of the Corporation, shall be governed by the provisions of Chapter 10 of Title 10 of the Code of Alabama and of Robert Rules of Order, both as from time to time may be amended.

ARTICLE IX

Amendments

These By-Laws may be amended at any meeting of the Board by majority action of the Directors then in office.