

THE CENTURION
The Journal of Conservative Thought at Rutgers University

CONSTITUTION

THE CENTURION AT RUTGERS ARTICLES OF INCORPORATION

ARTICLE I NAME The name of the corporation is "The Centurion at Rutgers" (hereinafter referred to as the "Foundation"), a New Jersey nonstock nonprofit corporation.

ARTICLE II PURPOSE The Foundation is organized and shall be operated exclusively for charitable, scientific and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The purposes of the Foundation include: (a) To educate students on conservative philosophy. (b) To foster a supportive, non-partisan community for students who share conservative beliefs and could be otherwise distanced from the social structure at the University

ARTICLE III RIGHTS AND RESTRICTIONS No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, Members, officers or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV DISSOLUTION Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE V MEMBERS The Foundation shall have one or more classes of Members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the Members of each class and shall confer, limit or deny the right to vote.

ARTICLE VI DIRECTORS The number of and qualifications for directors of the Foundation shall be fixed in the Bylaws. Directors shall be elected at each annual meeting of Members thereafter by a plurality of the votes cast by the Members entitled to vote.

ARTICLE VII LIMIT ON LIABILITY AND INDEMNIFICATION 7.1 Definitions. For purposes of this Article the following definitions shall apply: (i) "Foundation" means this Foundation only and no predecessor entity or other legal entity; (ii) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification; (iii) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan; (iv) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise; (v) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Foundation in a merger or otherwise; and (vi) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal. 7.2 Limit on Liability. In every instance in which the laws of the State of New Jersey, as they exist on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its Members, the directors and officers of the Foundation shall not be liable to the Foundation or its Members. 7.3 Indemnification of Directors and Officers. The Foundation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Foundation or by or on behalf of its Members) because such individual is or was a director or officer of the Foundation, or because such individual is or was serving the Foundation or any other legal entity in any capacity at the request of the Foundation while a director or officer of the Foundation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such

individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Foundation shall be deemed service at the request of the Foundation. The determination that indemnification under this Section 7.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 7.4 of this Article; provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Foundation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 7.3. 7.4 Indemnification of Others. The Foundation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 7.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Foundation, and may contract in advance to do so. The determination that indemnification under this Section 7.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 7.3 of this Article shall be limited by the provisions of this Section 7.4. 7.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Foundation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he is indemnified by another, including an insurer. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Foundation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable. 7.6 Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE VIII INTERNAL REVENUE CODE Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. Ratified on this, the Ninth Day of July, 2005 at New Brunswick, NJ.

THE CENTURION AT RUTGERS BYLAWS

ARTICLE I MEMBERS 1.1 Classes of Members. There shall be two (2) classes of members (collectively the "Members"). The different classes shall be: "Members," which shall mean all new applicants for membership who have not been admitted by the Board of Directors (Article III herein) or Members as "Electors" (defined below). Members have select privileges conferred by the Board of Directors, but do not have the right to vote. Although the title for this class of membership is "Member," the designation "(non-voting) Member" may be used to prevent confusion between this class of membership and the Members as a whole. In the absence of such designation, "Member" is assumed to refer to all classes of membership. "Electors," which shall mean Members who have successfully been admitted by the Board of Directors and

Members as Electors. Electors have voting rights and all the privileges of membership conferred to them by the Board of Directors from time to time. Collectively, the Electors are referred to as the "Electorate." 1.2 Number of Members. Subject to the provisions of the Articles of Incorporation, the number of Members to be admitted shall be fixed from time to time by the Board of Directors, but shall not be fewer than the sum of members in the classes defined in Article I, §1.1 herein. University Requirements: At least 15 Members must be full time students in a college or school of Rutgers, The State University of New Jersey, and at least 10% of the Members must be enrolled as students in Rutgers College. At no time shall the number of Members be reduced as to deny a Member their status against their will. 1.3 Qualification and Admission of Members. The Board of Directors may adopt written standards and policies for Members from time to time. Each candidate for membership shall apply through a method specified by the Board of Directors, which may include an application form. Election to membership shall require a majority vote of those directors present at a meeting of the Board of Directors at which a quorum is present. Membership shall be open to all Rutgers University students and must comply with federal laws prohibiting discrimination on the basis of race, creed, color, religion, national origin, ancestry, age, sex, disability, marital status, familial status, affectional or sexual orientation, or veteran status. At the approval of the Board or any designated committee of the Board, the Member will be eligible for nomination as an Elector. Electorship is obtained by a motion and vote in a meeting of the Members, passed by a majority of Electors in attendance if a quorum is present. 1.4 Dues and Expenses. The Board of Directors may, from time to time, establish initiation fees and dues by April 30 for the following academic year. Payment is due to the Treasurer from all Members by September 15. The Treasurer reports receipt to the Clerk. 1.5 Rights and Obligations of Members. All Electors shall have voting rights. Members shall meet the qualifications of Electors, but do not have all the rights of an Elector. Standards of Conduct: The Board of Directors will establish standards and expectations for the Members, outlining the rights and obligations of each class of membership in a policy passed by a majority of the Directors, as an Article of Amendment to these Bylaws. It may be amended, replaced, or repealed, according to the procedures for amending the Bylaws. Violations of the Standards of Conduct: A Member not meeting the standards of membership may be removed from their class of membership and placed in a lower class in the discretion of the Board of Directors. The Electorate may overturn this decision of the Board by majority vote. 1.6 Membership Certificates. Membership in the Foundation may, but need not, be evidenced by certificates in such form as may be approved by the Board of Directors. Certificates shall be signed by the President and the Clerk and may (but need not) be sealed with the seal of the Foundation. 1.7 Restrictions on Transfer. Memberships in the Foundation are not transferable. 1.8 Resignation, Removal, and Changes in Designation of Members. Resignation of Membership: Resignations must be submitted in writing to the Board at least two (2) weeks prior to departure. Graduation: Members are deemed to automatically resign their membership upon their graduation from the University. Change of Membership Class: Members wishing to change from their current membership class to a lesser one must submit such a request in writing to the Board of Directors. The change takes place at the meeting of the Board following receipt of the letter. Loss of Student Status: Should a member not be enrolled for an academic term, the member shall lose voting rights effective the last day to add courses for the term. A member losing the vote in this manner regains the vote on the first day of classes of the next term in which they are properly enrolled. No action need be taken by the Board or the Members. 1.9 Disciplinary Action. Any Member who commits an illegal act or one contradicting the Articles of Incorporation, Bylaws, or any policy of the Foundation, is subject to removal or disciplinary action as follows: (a) Written notice of charges filed shall be sent to the Chairman of the Board of Directors, the Editor-in-Chief, and the accused by the accuser; (b) Mediation between the accuser and the accused by the Editor-in-Chief. If the Editor-in-Chief is charged, the Chairman of the Board of Directors conducts the mediation. (c) If unresolved, a determination of the Board of Directors will be issued as the final word on the matter, with the determined punishment of the Member. (d) If still unresolved, the matter will be brought before the general membership for an appeal of the decision, with a majority vote required to overturn the Board of Directors' decision. Neither the accused nor the accuser may vote for such purpose. 1.10 Removal of Members (amended 17 April 2007) (a) In the event that a simple majority (50% +1) of the members of the Centurion independently bring formal complaints against a single member of the Centurion to the Chairman of the Board of Directors, the Board will discreetly hold a meeting to discuss possible action to be taken. The member against whom the complaints are brought must be present at the meeting and given an opportunity to speak in his/her defense. Complaints must be organization-related. For a complaint to qualify as organization-related, it must directly and negatively affect the operation, fundraising, publication, or recruitment of the organization (amended 13 September 2007). After discussion the Board will vote on whether to remove the member. Voting criteria for removal are as follows: On a 3-Director board, all 3 Directors must vote for removal in order for removal of the member to take place. On a 5-Director board, 4 of the 5 Directors must vote for removal of the member for it to take place. On a 7-Director board, 5 of the 7 Directors must vote for removal of the member for it to take place. (b) In the event that a 2/3 majority of the member of the Centurion independently bring formal complaints against a single member of the Centurion to the Chairman of the Board of Directors, the Board will hold a meeting to discuss possible action to be taken. The member against whom the complaints are brought must be present at the meeting and given an opportunity to speak in his/her defense. Complaints must be

organization-related. After discussion the Board will vote on whether to remove the member. Voting criteria for removal are as follows: On a 3-Director board, all 3 Directors must vote for removal in order for removal of the member to take place. On a 5-Director board, 4 of the 5 Directors must vote for removal of the member for it to take place. On a 7-Director board, 5 of the 7 Directors must vote for removal of the member for it to take place. If the member is not removed by the vote of the board, a meeting of all voting members of the Centurion will take place in which the member against whom the complaints were brought will be given the opportunity to speak in his/her defense. After the meeting a vote will be taken by all members of the Centurion to remove the member. While all members are not required to attend the discussion meeting, all members are required to vote or formally abstain. The vote will take place via email. An email announcing the vote will be sent out 3 times during the course of the voting period to all voting members' addresses provided on the membership form; a lack of a response by the end of the voting period will be counted as a formal abstention. Each member receives a single vote, and a 2/3 majority of votes for removal of the member the complaints have been brought against is required for removal of that member.

ARTICLE II MEETINGS OF MEMBERS 2.1 Place and Time of Meetings. Meetings of Members may be held at such place, and at such time, as may be provided in the notice of the meeting and approved by the Editor-in-Chief, the Chairman of the Board, or the Board of Directors. 2.2 Annual Meeting. The annual meeting of Members shall be held on the fourth Wednesday of April of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day. The Members shall select from themselves a President-Pro-Tempore to maintain the order of business at the meeting, and a Secretary-Pro-Tempore to maintain a record of the meeting. 2.3 Substitute Annual Meeting. If an annual meeting of Members is not held on the day designated in these Bylaws, a substitute annual meeting shall be called as promptly as is practicable in accordance with the provisions of Section 2.4. Any meeting so called shall be designated and treated for all purposes as the annual meeting. 2.4 Special Meetings. Special meetings of the Members may be called by the Editor-in-Chief, the Chairman of the Board of Directors, or a majority of the Directors (with or without a meeting), and shall be called by the Clerk upon demand of a majority of the Members or as required by law. The Members shall select from themselves a President-Pro-Tempore to maintain the order of business at the meeting, and a Secretary-Pro-Tempore to maintain a record of the meeting. 2.5 Record Dates. The Board of Directors may fix, in advance, a record date to make a determination of Members for any purpose, such date to be not more than 70 days before the meeting or action requiring a determination of Members. If no such date is set for any meeting of Members then the record date shall be the close of business on the day before the date on which the first notice of the meeting is mailed. If notice is given in any other manner, then the record date shall be the close of business on the day before the date on which the first notice of the meeting is given. When a determination of Members entitled to notice of or to vote at any meeting of Members has been made, such determination shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. 2.6 Notice of Meetings. Written notice stating the place, day and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than 10 nor more than 60 days before the date of the meeting (except when a different time is required by law) either personally or by mail, telegraph, teletype, teletext or other form of wire or wireless communication, or by private courier, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail with postage thereon prepaid, addressed to the Member at his address as it appears on the Foundation's current record of Members. If given in any other manner, such notice shall be deemed to be effective when given personally or sent by telegraph, e-mail, teletype, teletext or other form of wire or wireless communication or given to a private courier to be delivered. If a meeting is adjourned to a different date, time or place, notice need not be given if the new date, time or place is announced at the meeting before adjournment. However, if a new record date for an adjournment is fixed, notice of the adjourned meeting shall be given to persons who are Members as of the new record date unless a court provides otherwise. 2.7 Waiver of Notice; Attendance at Meeting. A Member may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the Member entitled to the notice, and be delivered to the Clerk for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented. 2.8 Voting Rights. Except as provided above, only Electors shall be entitled to one vote on each matter presented to the Members for a vote. Votes shall be by secret ballot; other voting methods may be adopted only by unanimous consent of the eligible Electors present. 2.9 Quorum and Voting Requirements. (a) Except as otherwise provided in this Section 2.9, Electors holding a majority of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. Once an Elector is represented for any purpose at a meeting, he is deemed present for quorum purposes for the remainder of

the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. The vote of a majority of the votes entitled to be cast by the Electors present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by these Bylaws. (b) In matters related to the amendment of the Articles of Incorporation or Sections 2.9 or 2.10 of these Bylaws, merger, the disposition or encumbrance of all or substantially all of the property of the Foundation other than in the usual and regular course of business, and the dissolution of the Foundation, two-thirds of the votes entitled to be cast in person or by proxy shall constitute a quorum. The vote of two-thirds of all of the votes cast on such a transaction, at a meeting at which a quorum is present, shall be necessary for the adoption of the matter. (c) Directors shall be elected in the manner set forth in Section 3.3. (d) Less than a quorum may adjourn a meeting. 2.10 Action Without Meeting. Action required or permitted to be taken at a Members' meeting may be taken without a meeting and without action by the Board of Directors if the action is taken by all the Electors entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the Electors entitled to vote on the action, and delivered to the Clerk of the Foundation for inclusion in the minutes or filing with the corporate records. Any action taken by unanimous written consent shall be effective when all consents are in the possession of the Foundation, unless the consent specifies a different effective date and states the date of execution by each Elector, in which event it shall be effective according to the terms of the consent. An Elector may withdraw his consent only by delivering a written notice of withdrawal to the Foundation prior to the time that all consents are in the possession of the Foundation. The record date for determining Electors entitled to take action without a meeting is the date the first Elector signs the consent described in the preceding paragraph. If notice of proposed action is required by law to be given to (non-voting) Members and the action is to be taken by unanimous consent of the Electors, the Foundation shall give its (non-voting) Members written notice of the proposed action at least ten days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required to be sent to the Electors in a notice of meeting at which the proposed action would have been submitted to the Members for action.

ARTICLE III DIRECTORS 3.1 General Powers. The Foundation shall have a Board of Directors (the "Board"). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. 3.2 Number. The number of directors of the Foundation shall be not less than three (3) and not more than seven (7). The number of directors may be increased or decreased from time to time by the Board of Directors. 3.3 Election and Term. The Directors shall be elected by a plurality of the members for terms of 3 years. Each Director shall take office after the University's Commencement exercises in the year in which they were elected. Such elections may be conducted by mail. Despite the expiration of a director's term, such director shall continue to serve until his successor is elected and qualifies or until his position is eliminated. No individual shall be named or elected as a director without his prior consent. The initial directors of the Foundation shall be elected by the Members present at the initial reorganization meeting of July 9, 2005 at 22 Harvey Street in New Brunswick, NJ. There shall be three such Directors. Two of these shall serve a term until the commencement of 2006. The remaining Director shall serve a term to the commencement to 2007. Two additional directors shall take office on January 1, 2006. One shall be elected for a term to end at the commencement of 2007, and the remaining Director shall be elected for a term to end at the commencement of 2008. These two Directors shall be elected as described above in December of 2005. 3.4 Removal; Vacancies. The Electors may remove any director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at an election of directors by which such director was elected. A vacancy on the Board of Directors may be filled by a majority vote at special meeting of the Members (defined above) at which a quorum is present. 3.5 Chairman of the Board. The Board shall select, at its annual meeting, a Chairman of the Board of Directors (the "Chairman"). The Chairman serves a term of one year (to the next annual meeting), and is selected from the ranks of the incumbent Directors. A Director becomes eligible to serve for Chairmanship of the Board 6 months after start of service as a Director; if the vote for the chair occurs less than 6 months after the start of his term as a Director, he is still eligible to serve as the chair provided his term as the Chairman will not begin until at least 6 months after he begins serving as a Director. (Amended 17 April 2007) 3.6 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held immediately following each annual meeting of Members, for the purpose of carrying on such business as may properly come before the meeting. Such meeting shall be held at the place where the Members' meeting was held. The Board of Directors may adopt a schedule of additional meetings which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, within or without the State of New Jersey as the Board shall determine. If no place is designated, regular meetings shall be held at the principal office of the Foundation. The Board of Directors will meet at least once every six weeks during the months of February, March, April, September, October, November, and December. The Board will also meet at least once during

the May-August academic break and at least once during the December-January academic break. At the end of each meeting the Board will set the date, place, and time of the next meeting. (Amended 17 April 2007)

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the Editor-in-Chief, the Chairman of the Board, or a majority of the Directors of the Foundation, and shall be held at such times and at such places, within or without the State of New Jersey, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

3.8 Notice of Meetings. No notice need be given of regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each director in person or delivered to his residence or business address (or such other place as he may have directed in writing) not less than twenty-four (24) hours before the meeting by mail, messenger, e-mail, telecopy, telegraph, or other means of written communication or by telephoning such notice to him. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

3.9 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this Section 3.9, the waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.10 Quorum; Voting. A majority of the number of directors, as the Board specifies in accordance with §3.2 herein, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Except as provided in this Section (3.10), if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors. Exception to 3.10a: The affirmative vote of a majority of directors in office shall be the act of the Board of Directors in cases involving: The removal of Officers The removal and/or discipline of Members Amendments to the Articles of Incorporation Amendments to the Bylaws Note this is a higher standard than that set forth in 3.10a A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken, unless (i) he objects at the beginning of the meeting; or (ii) he votes against or abstains from the action taken. The Board of Directors must approve all legally binding contracts and disbursement. The Board must also approve the entry into any business arrangement with an entity other than the Foundation.

3.11 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.12 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.11 becomes effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director.

3.13 Compensation. No director shall be entitled to any compensation for his services as a director, except for reimbursement for reasonable expenses pre-approved by the Board of Directors.

ARTICLE IV COMMITTEES OF DIRECTORS

4.1 Committees. The Board of Directors may create one or more committees, including an Executive Committee, and appoint members to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of the directors in office when the action is taken. The standing committees are: Nomination Committee. Formed at the beginning of the spring semester to make nominations for directors for the next year. Revisions Committee. Formed at the request of the Members at a meeting to make recommendations for revisions and additions to the Articles of Incorporation and Bylaws. Executive Committee. Consists of the officers of the Foundation, as enumerated in these bylaws. The Editor-in-Chief chairs the Executive Committee. The Executive Committee may create non-officer positions provided for in section 5.6 in these bylaws. The finances of the Foundation shall be overseen by a Finance Committee, whose composition shall be determined by the Board from time to time. This Committee is empowered to draft and propose Budgets, as required by §6.2 of these Bylaws.

4.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) approve or recommend to Members action that is required by law to be approved by Members; (ii) fill vacancies on the Board of Directors or on any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; (v) approve a plan of merger not requiring Member approval. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct required of a director.

4.3 Committee Meetings; Miscellaneous. The provisions of these Bylaws

which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE V OFFICERS 5.1 Officers. The officers of the Foundation shall be an Editor-in-Chief, Executive Editor, Clerk, Treasurer, and in the discretion of the Board of Directors, one or more other vice-presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. 5.2 Appointment and Term. Officers shall be appointed by the Board of Directors for the following academic year of the University at the Annual Meeting of the Board of Directors, and may also be appointed at such other time or times as the Board shall determine. The appointment takes the form of a motion passed by a majority of Directors, at a meeting when a quorum is present. The Officer's term begins at the commencement following their election. They shall hold office, unless removed, until the conclusion of the next graduation commencement at the University, or until their successors take office. 5.3 (a) Removal of Officers. The Board of Directors or Members may remove any officer or assistant officer at any time, with or without cause, by a vote of 2/3 of the total number of Directors or Members, respectively. (b) Resignation. Any Officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date. 5.4 Vacancies. The Editor-in-Chief appoints replacements for Officers who have resigned. Such replacements serve the remainder of the vacated term, ending at the next commencement. The Editor-in-Chief may not appoint their successor. The Board of Directors appoints replacements for offices vacated by any other means, including dismissal by the Board. 5.5 Duties of Officers. (a) The Editor-in-Chief shall be the chief executive of the Foundation, responsible for the day to day operation of the Foundation, including but not limited to publication, editing, distribution, and morale. (b) The Executive Editor shall be the chief operating officer of the Foundation, performing such duties as shall be delegated by the Editor-in-Chief. The Executive Editor performs the duties of the Editor-in-Chief in the Editor-in-Chief's absence. (c) The Clerk shall be responsible for the documentation and records of the Foundation, in its corporate capacity (i.e. not for the publications distributed by the Foundation). The Clerk shall keep minutes of the meetings of the Members and meetings of the Board of Directors. The Clerk may appoint a proxy for themselves at meetings which the Clerk cannot attend. (d) The Business Manager shall be responsible for handling the financial transactions of the Foundation. Pursuant to Bylaws §4.1(a), the Business Manager is a member of the Executive Committee. 5.6 Addition of Officers. Any additional officers shall have their positions' title and duties expressly defined through amendments to these Bylaws. All offices listed in Article V, §5.1 must appear as amendments to these Bylaws. 5.7 Non-Officer Positions. Non-Officer Positions may be created by the Board or the Executive Committee and not adopted as amendments to these Bylaws. Such positions hold no term or permanency; exist at the pleasure of the Board; and persons holding these positions hold them at the pleasure of the Board.

ARTICLE VI MISCELLANEOUS PROVISIONS 6.1 Corporate Seal. The corporate seal of the Foundation shall be circular and shall have inscribed thereon, within and around the circumference, "THE RUTGERS CENTURION." In the center shall be the word "SEAL". 6.2 Fiscal Year. The fiscal year of the Foundation shall be determined in the discretion of the Finance Committee. In the absence of any such determination it shall be the year beginning September 1, ending August 31. The Board of Directors shall approve a balanced budget developed by the Finance Committee by the first of the month preceding the start of the fiscal year. 6.3 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender. 6.4 (a) Amendments. Except as otherwise provided in §2.9 and §2.10 of the Bylaws, and the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws adopted at any regular or special meeting of the Board of Directors. Electorate's Option to Repeal: Bylaws made by the Board may be repealed by a majority vote of the Electorate. Electorate's Ability to Amend: The Electorate may amend or repeal the Bylaws by majority vote. Summa Commutatus ab Conlegium: The Electorate may further specify that a change made in accordance with §6.4(a) or §6.4(b) shall not be altered, amended, or repealed by the Board. These amendments shall be marked in the Bylaws with the notation "{s.c.c.}". (b) Modes of Amendment. There are two ways amendments are made to the Bylaws. In Line Amendments are intended to change or modify the contents of existing Articles. Articles of Amendment are intended to add articles to the Bylaws. In Line Amendments: Changes are made to the Bylaws in line (unlike amendments to the U.S. Constitution). This is the default mode of amendment, used for motions asking for an "Amendment." Such amendments are to be numbered by Roman numerals, beginning with "I" as the first amendment. Articles of Amendment: Changes are made as addenda to the Bylaws (like the U.S. Constitution). This mode is only applied to motions expressly calling for an "Article of Amendment." Such amendments are to be numbered with Roman numerals. The first Article of Amendment will be "Article of Amendment VII" (because there are six existing articles to the Bylaws). Articles of Amendment are allowed to have sections, numbered with Arabic numerals, as the Bylaws are. Articles of Amendment do not change the text of the Bylaws.