BY-LAWS

OF

FORTY-NINER SHOPS, INC.

As amended February 21, 2020

ARTICLE I – CORPORATE SEAL

The Corporate Seal shall consist of a circle, having immediately within its rim the words "Forty-Niner Shops, Inc.," and inside the circle the following words and figures:

"Incorporated December 3, 1953"

ARTICLE II – TERM OF OFFICE

The Board of Directors of this Corporation shall be composed of ten (10) voting members, two (2) of whom shall be members of the Faculty, two (2) of whom shall be members of the Administration, one (1) of whom shall be a member of the University Staff, four (4) of whom shall be members of the Student Body, and one (1) of whom shall be a local Community member.

The Faculty members shall include two (2) members appointed by the Board of Directors from among nominees of the School Deans and the Academic Senate for a two-year term. The Administration members shall be the holder of the position of Vice President of Student Affairs, and the Vice President of Finance and Administration. In the event either or both offices are vacant, the President of the University shall designate, in consultation with the Board of Directors, an individual to serve as a member of the Board of Directors. The community member shall be elected by the Board of Directors for a two-year term.

In the event either or both offices are vacant, the President of the University shall designate, in consultation with the Board of Directors, an individual to serve as a member of the Board of Directors. The community member shall be elected by the Board of Directors for a two-year term.

Student Body members shall be the holders of the positions of President, Vice President, and Treasurer of the Associated Students of California State University, Long Beach, or their designated representatives, during their respective terms of office as such. One student-at-large shall be selected by the Board of Directors for a two-year term. Company employees are not eligible to serve on the Company Board. If a Company employee is appointed to the Board, he/she must resign his/her employment with the Company before the effective date of his/her Board employment.

To promote the regular infusion of fresh ideas and new perspectives and to provide for increased opportunities for a diverse pool of people to serve, faculty, staff, and community Board members are limited to a maximum of three consecutive terms.

ARTICLE III – POWERS OF DIRECTORS

In addition to the powers of the Board of Directors, which it possesses by law, and in addition to those powers specified in Article IX of the Articles of Incorporation, the Board of Directors shall have power:

1. To direct the affairs of the Corporation.

2. To determine the policy governing the operation of the Bookstore and Food facilities.

3. To make and change rules and regulations for the management of the Corporation's affairs not consistent with other provisions of the Bylaws, the Articles of Incorporation, or the laws of the State of California.

4. To require, in its discretion and in such instances and such amounts as it thinks fit, a surety bond or other security from the Corporation's officers, agents, and employees who handle money or other property of the Corporation.

5. To incur indebtedness for the conduct of the affairs of the Corporation, the terms and amount of which indebtedness shall be entered on the minutes of the Board. The Chair and Secretary shall sign officially all promises of the Corporation to pay debts.

6. To keep or cause to be kept proper records of affairs and accounts of the Corporation and to make such records and accounts available for inspection by the Office of the Chancellor, California State University or the State Department of Finance at such reasonable time or times as either of the said departments shall request.

7. To determine, except as otherwise provided in these Bylaws, who shall be authorized on the Corporation's behalf to sign bills, acceptances, endorsements, check, releases, contracts, and documents.

8. To appoint Standing Committees and Special Committees and to delegate any of the powers of the Board to any Standing or Special Committee, or to any officer or agent, and to appoint any persons to be the agents of the Corporation, with such powers and upon such terms as the Board sees fit.

9. To elect the Officers of the Corporation.

10. To prepare and submit annually, to the office of the Chancellor California State University, a report of the activities, affairs, and accounts of the Corporation.

11. Upon dissolution of the Corporation, to make the determination provided in Section XII of the Articles of Incorporation whenever it shall become necessary.

ARTICLE IV – OFFICERS

The Board of Directors shall elect the offices of the Corporation. The officers shall be a Chair, Vice Chair, a Secretary and a Treasurer. The General Manager/CEO shall be the Secretary of the Corporation. The Chair shall be the holder of the position of Vice President for Administration and Finance.

The officers of the Corporation, except those first elected by the Board of Directors after Incorporation, shall serve for a period of one year and, thereafter, until their successors are elected. The annual election of officers shall be held during the regular scheduled meeting in the Spring of every calendar year

Any vacancy in an office occurring by reason of the death, resignation, or inability of a member to serve, cessation of enrollment of a student member, or cessation of employment of a faculty member shall be filled by election of the remaining members of the Board. The person so elected shall serve until the succeeding regular election in the Spring and until a successor is elected.

ARTICLE V – DUTIES OF OFFICERS

The officers shall have the authority to discharge the duties ordinarily conferred and imposed upon such officers of a corporation until such time as the board shall limit, enlarge, or otherwise prescribe the authority and duties of the officers.

The Chair will have power to appoint, manage and remove the General Manager/CEO with the approval of the board.

ARTICLE VI – REGULAR AND SPECIAL MEETINGS

Regular meetings shall be held at least six (6) times a year with at least on (1) meeting during each calendar quarter at a date, time and place to be designated by the Chair. It is expected that additional meetings will be scheduled when needed. The Chair or a majority of the members of the Board of Directors may call meetings of the Board.

Written notice of the date, time and place of all meetings where final action is to occur, shall be delivered to each member, and to any person who requests such notice in writing, not less than ten (10) days prior to the day of the meeting and shall state all items on which action is to be taken. Written notice

of all Special Meetings, where no other business shall be considered, will be delivered to each member at least 24 hours prior to such meetings and shall state all items to be discussed (refer to Section 89922 of Chapter 7 of Part 55 of the Education Code in Appendix A).

ARTICLE VII – OPEN MEETINGS AND CLOSED SESSIONS

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board; provided, however, that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 2 of Chapter 7 of the Education Code (refer to Section 89923 in Appendix A).

Minutes for these closed sessions will reside with the Board Chair or be housed within the 49er Shops Human Resources Offices in sealed envelope.

ARTICLE VIII – QUORUM

Not less than five (5) voting members of the Board of Directors, representing 50%, shall constitute a quorum. This is also applicable to the quorum for all standing committees.

ARTICLE IX – AMENDMENTS

The Bylaws may be repealed or amended or new Bylaws adopted at any meeting of the Directors by a two thirds (2/3) vote, if notice of all proposed amendments shall have been given to each member in the manner prescribed for the holding of special meetings.

ARTICLE X

Anything in Article III, to the contrary notwithstanding any action required or permitted to be taken by the Board of Directors under any provision of the California Corporations Code or the Articles or Bylaws of this Corporation, may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board; such action by written consent shall have the same force and effect as a unanimous vote of such directors.

ARTICLE XI – STANDING COMMITTEES

Standing Committees established by the Board of Directors shall be:

(Note) In addition to the membership specified hereunder the Chair of the Board of Directors shall be a voting officiate member of all Committees.

1. Audit Committee – The Audit Committee may include persons who are not members of the Board but the members of the audit committee shall not include individuals on the staff or officers of the Corporation.

   The Chair of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee.

   The Audit Committee is responsible for the following: making recommendations to the Board regarding the retention and termination of the independent auditor; including the independent auditor's compensation; conferring with the auditor to satisfy the members of the Board that the financial affairs of the corporation are in order; reviewing and determining whether to accept the audit; ensuring that any non-audit services performed by the auditing firm conform to standards for auditor independence; and approving the performance of non-audit services by the auditing firm. It shall be the duty of the Committee to make a report and recommendation to the Board of Directors no later than the November meeting of the Board of Directors.

2. Nominating Committee – A Nominating Committee shall be nominated by the Chair and elected by the Board of Directors, no later than the February meeting of the board of Directors. No member of the Committee who is a candidate for re-election may serve on the Committee. It shall be the duty of the Committee to present a slate of eligible nominees to fill the vacancies by the May meeting of the Board of Directors.

3. Personnel Committee – The Personnel Committee shall consist of at least three members nominated by the Chair and elected by the Board. The Committee shall give general oversight to the personnel system and make any annual review of the classification plan, the salary schedule, and the provisions for employee welfare including insurance, vacation, sick leave, and safety, and report its findings and recommendations to the Board in February. The Committee may conduct such additional appraisals of the General Manager/CEO's performance and functioning of the personnel system as it deems necessary. If the position of the General Manager/CEO becomes vacant, the Committee shall recommend a search and selection process to employ a successor in consultation with Chair.

4. Finance & Investment Committee – The Finance & Investment Committee shall consist of at least three members nominated by the Chair and elected by the Board. The Committee shall conduct a quarterly review of the financial condition of the Corporation and the

results of its investment policies and report its finding and recommendations to the Board. It shall review the budget proposals of the General Manager/ CEO and report its findings and recommendations in May.

ARTICLE XII – DISCRIMINATION

The policies of the Forty-Niner Shops shall be non-discriminatory on the basis of an individual's status as a student, faculty, staff, or administration member. This means that students, faculty, staff, and administrators will be treated with the same rights and privileges.

ARTICLE XIII – POLICIES AND PROCEDURES MANUAL

A Policies and Procedures Manual shall be established pursuant to these Bylaws, Article III, Sections 2 and 3. This manual shall include a compilation of all policies and procedures approved by the Forty-Niner Shops Board and shall be updated as new policies are passed.

ARTICLE XIV – DUTIES OF GENERAL MANAGER/CEO

Under policy direction of the Board, the General Manager/CEO shall have authority:

1. To manage the operations of the Corporation.
2. To appoint and remove agents and employees and to fix their respective duties and compensation.
3. To supervise all agents and employees to the end that their duties may be properly performed.

BYLAWS
OF
FORTY-NINER SHOPS, INC.

REVISED: In Meetings of the Board of Directors:

9-24-68	ITEM #5	ARTICLE II, III, X.
2-09-71	ITEM #9	ARTICLE II.
2-16-71	ITEM #18	ARTICLE II, IV, VI.
5-11-71	ITEM #11	ARTICLE II.
2-17-76	ITEM #4	ARTICLE II.
4-11-78	ITEM #8	ARTICLE VI, VII.
5-13-80	ITEM #14, 15, 16	ARTICLE XI, XII, XIII.
4-12-92	ITEM #7	
4-15-86	ITEM #6	(D) – (1) – ARTICLES VI, VII
4-25-89	ITEM #7	ARTICLES II, III, IV, VI, VIII, IX, XI, XIV
11-09-92		CERTIFICATE OF SECRETARY
12-01-94	ITEM #3	ARTICLE XI
12-18-15		ARTICLE II, III, IV, VI, IX, XI
1-27-17		ARTICLE II, XI
3-17-17		ARTICLE II
2-21-20	ITEM #5	ARTICLE II, IV, V, VI, VII, XI

EDUCATION CODE - EDC

TITLE 3. POSTSECONDARY EDUCATION [66000 - 101060] *(Title 3 enacted by Stats. 1976, Ch. 1010.)*

DIVISION 8. CALIFORNIA STATE UNIVERSITY [89000 - 90520] *(Heading of Division 8 amended by Stats. 1983, Ch. 143, Sec. 87.)*

PART 55. CALIFORNIA STATE UNIVERSITY [89000 - 90520] *(Heading of Part 55 amended by Stats. 1983, Ch. 143, Sec. 88.)*

CHAPTER 7. Auxiliary Organizations [89900 - 89928] *(Chapter 7 enacted by Stats. 1976, Ch. 1010.)*

ARTICLE 2. Meetings, Elections, and Judicial Determinations [89920 - 89928] *(Article 2 added by Stats. 1984, Ch. 1158, Sec. 2.)*

89920. Each governing board, or any subboard of the governing board, of an auxiliary organization shall conduct its business in public meetings. All governing board and subboard meetings shall be open and public, and all persons shall be permitted to attend any meeting of the governing board or subboard of an auxiliary organization, except as otherwise provided in this article.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89921. Each governing board and subboard shall annually establish, by resolution, bylaws, or whatever other rule is required for the conduct of business by that body, the time and locations for holding regular meetings. Each governing board and subboard shall, at least one week prior to the date set for the meeting, give written notice of every regular meeting, and any special meeting which is called, at least one week prior to the date set for the meeting, to any individual or medium that has filed a written request for notice. Any request for notice filed pursuant to this section shall be valid for one year from the date on which it is filed unless a renewal request is filed.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89922. A special meeting may be called at any time by the presiding officer of a governing board or subboard, or by a majority of the members of the governing board or subboard, by delivering personally or by mail written notice to each member of the board or subboard, and to any medium or other party to be directly affected by a meeting, or any other person who has requested notice in writing. The call and notice of a special meeting shall be delivered at least 24 hours prior to any meeting and shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at these meetings by the governing board or subboard. Written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the clerk or the secretary of the governing board or subboard a written waiver of notice. The waiver may be given by telegram. Written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89923. Any governing board or subboard may hold closed sessions to consider matters relating to litigation, collective bargaining, or the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints or charges brought against an employee by another person or employee, unless the employee requests a public hearing. For the purposes of this section, “employee” does not include any person elected or appointed to an office. A board or subboard, upon a favorable majority vote of its members, may also hold a closed

session to discuss investments where a public discussion could have a negative impact on the auxiliary organization's financial situation. In this case, a final decision shall only be made during public sessions.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89924. No governing board or subboard shall take action on any issue until that issue has been publicly posted for at least one week.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89925. Each auxiliary organization shall establish, by constitution, statute, bylaws, or resolution, provisions for elections of officers and board members. These provisions shall be designed to allow all those eligible to vote complete access to all information on issues and candidates. These provisions shall include, but not be limited to, provisions for sample ballots, numbers of days and hours for voting, polling locations, and notice of elections.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89926. Where the constitution or articles of incorporation of an associated students auxiliary organization provides for a judiciary or judicial council with powers separate from the governing board of the auxiliary organization, decisions rendered by the judiciary or judicial council shall be final.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89927. Each member of a governing board pursuant to this article who attends a meeting of the governing board where action is taken in violation of any provision of this article, with knowledge of the fact that the meeting is in violation of this article, is guilty of a misdemeanor.

(Added by Stats. 1984, Ch. 1158, Sec. 2.)

89928. This article is not applicable to either of the following:

(a) Any entity formed or operating pursuant to Section 89300.

(b) The governing board of any statewide student organization that represents the students of the California State University.

(Amended by Stats. 2000, Ch. 330, Sec. 2. Effective January 1, 2001.)