

OPERATING AGREEMENT  
BETWEEN CALIFORNIA STATE UNIVERSITY  
AND FORTY- NINER SHOPS, INC.

1. PURPOSE













20. NOTICES

FortyNiner Shops, Inc.  
6049 East Seventh Street  
Long Beach, CA 90840  
Attention: General Manager/CEO

Office of the President  
California State University, Long Beach  
1250 Bellflower Blvd, Brotman Hall 300

21. AMENDMENT

22. RECORDS

23. TERMINATION



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Forty-Niner Shops, Inc.  
California State University, Long Beach

Policy Number: 1030. Board of Directors  
Revision Date: 03/08/2013



Forty-Niner Shops, Inc.  
California State University, Long Beach

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Revision Date: 03/08/2013

4.5. Business Interest in Customer/Supplier Connection.

A Board member represents the Company in a business dealing with a customer/supplier where the member holds an interest in the customer's/supplier's business.

4.6. Use of Company Facilities, Equipment, or Supplies for Personal Activities.

A Board member uses Company equipment, supplies or facilities for his/her personal benefit or for the benefit of an outside organization, without appropriate compensation to the Company for the use of such equipment, supplies, or facilities.

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The appearance of a conflict of interest may be just as damaging to the Company's reputation as an actual conflict. All Board members should objectively examine their actions periodically so that an outside observer (such as a customer, government agent, vendor, or employee) would have no reason to believe that a conflict of interest might exist.

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Board members and their relatives are prohibited from accepting anything above nominal value (including gifts or cash) from outside business contacts doing business with the Company. These exchanges may be seen as attempts to unduly influence business relationships.

6.1. Discourage Gifts.

The Board member is responsible to tactfully discourage such gifts.

6.2. Board Officer Informed.

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6.3.6 Any gift(s) received from a single business contact totaling more than \$420 in a 12-month period.

6.4. Acceptable Gifts (Exceptions to the Gift Rule).

Normal gifts are acceptable when it is clear that:

6.4.1. The intent is not to try to exert any influence over Company transactions;

6.4.2. The gift is unsolicited; and

6.4.3. The gift is a customary business courtesy. Board members may accept typical business gifts of minimal value such as lunches, plants, pens, holiday candy, or inexpensive entertainment items.

6.5. Personal Gifts.

Members of the Board of Directors may also accept gifts or favors based on clearly identifiable relative or personal relationships, under circumstances motivated by the relationship rather than the business interests.

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No member of the Board of Directors may offer an external business contact a valuable gift in an effort to seek a favorable result for the Company or for any personal interest. It is accepted and appropriate practice to give gifts of minimal value (see 6.4. above), but expensive gifts should not be given to customers or potential customers.

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No Board member shall be financially interested in any contract or other transaction entered into by the Board of which he/she is a member, and any contract or transaction entered into in violation of this section is void.

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Every year, Board members shall complete and submit to the General Manager/CEO of the Company a "Board of Directors Conflict of Interest Statement." The General Manager/CEO shall retain the original of this form in the Board member's file for the duration of the Board member's term.

Failure to file a "Board of Directors Conflict of Interest Statement" as required or intentionally filing a false or misleading "Board of Directors Conflict of Interest Statement" may result in disciplinary action, up to and including discharge from the Board.

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10.1. Board Member Reports a Potential Conflict of Interest.

If a Board member believes that he/she (or his/her relative) has a financial conflict of interest, he/she must immediately complete and submit a "Board of Directors Disclosure of Financial Interest Statement" to the Board chairperson.

10.2. Board Officer Review

The Board chairperson will review the "Board of Directors Disclosure of Financial Interest Statement" received and determine whether or not a real or perceived conflict of interest exists. In the case where the Board member with a conflict of interest is the Board chairperson, the Board vice chairperson will review the "Board of Directors Disclosure of Financial Interest Statement" received and determine whether or not a real or perceived conflict of interest exists.

10.3. Determination of No Conflict of Interest.

In the case that the Board chairperson determines that there is no real or apparent

current or future business dealings or as attempts to improperly influence others. If the Board member has a question about the appropriateness of a personal relationship with a Company competitor, supplier, regulator, or other government official, he/she should seek the opinion of a Board officer.

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Board members who breach or disregard this Conflict of Interest policy will be subject to disciplinary action, up to and including removal from the Board.

1035. Board of Directors



## **Board of Directors Conflict of Interest Statement**

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I have read the forty-Niner Shops, Inc., Conflict of Interest Policy and signify by my signature that I do not have a financial interest in any contract or other transaction entered into by the Board of Directors of the Forty-Niner Shops Inc., and do not otherwise have a conflict of interest relating to my Forty-Niner Shops, Inc., Board of Directors membership.

I further agree that should any future action occur that would result in my having a conflict of interest; I shall immediately notify the Board of Directors using the Disclosure of Financial Interest Statement form.

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## **ATTACHMENT 2**

**To Auxiliary Operating Agreement**

**FORTY-NINER SHOPS INC.**

Forty-Niner Shops, Inc., does not accumulate or utilize funds for public relations, nor does it expect to in the foreseeable future. In the event this situation changes, Auxiliary will address this and provide the required statement.

ARTICLES OF INCORPORATION

OF

Know of persons by these presents that we, the undersigned,  
~~have this day voluntarily associated ourselves together for the~~

ARTICLES OF INCORPORATION  
APRIL 15, 1997

(4) To build, construct, lease, or purchase buildings which

Corporation.

- (5) To apply funds and property coming into its possession toward furthering the educational services of California State University, Long Beach, and to performing other functions related to the activities of the University.

ARTICLE III

This Corporation is formed for purposes which do not

ARTICLES OF INCORPORATION

APRIL 15, 1997

ARTICLE VIII

The Board of Directors of this Corporation shall be composed of ten (10) members, two (2) of whom shall be members of the

~~one (1) of whom shall be a member of the Incorporated Staff~~

ARTICLES OF INCORPORATION  
APRIL 15, 1997

ARTICLE IX

It shall be the duty of the Board of Directors, among other

establish the duties and compensation for that position and to  
consider and approve the purchase of major items of equipment and

ARTICLES OF INCORPORATION  
APRIL 15, 1997

ARTICLE XI

An existing Unincorporated Association is hereby Incorporated; the name of said existing Unincorporated Association is the "Tampa Beach State College Bookstore"

Upon the dissolution of this Corporation its assets

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