

BY-LAWS  
OF  
THE TOWER FOUNDATION OF SAN JOSÈ STATE UNIVERSITY

**Article I**

Name, Incorporation and Principal Office

1. The name of the Corporation is THE TOWER FOUNDATION OF SAN JOSÈ STATE UNIVERSITY (hereinafter, “Corporation” or “Tower Foundation”).
2. The Corporation was organized under, and is governed by California Nonprofit Corporation Law.
3. The principal office of the Corporation shall be maintained in the City of SAN JOSÈ and County of SANTA CLARA.

**Article II**

Board of Directors and  
Director Emeriti

1. The Board of Directors of the Corporation (hereinafter, “the Board”) shall manage the Corporation. Directors shall be nominated by the Board, approved by the President of San Josè State University, and elected by the Board; provided, however, that the faculty and student representatives on the Board as described below shall first be recommended to the Board’s nominating committee by the University President. All Directors must be approved by the University President
2. The Board shall consist of individuals holding the following titles either permanently or provisionally:

A. Ex officio:

- (i) The President of the University;
- (ii) The Vice President for University Advancement;
- (iii) The President of the Alumni Association; Plus

B. Thirty-five (35) Directors including the following:

- (i) At least five Directors who are graduates of the University;
- (ii) Not more than two members of the faculty of the University, to be recommended by the President of the University as described above; and,
- (iii) Not more than one member of the student body of the University, to be recommended annually by the President of the University as described above.

3. Each Director, except for ex officio Directors and Directors appointed under paragraphs 2.B (ii) and (iii), must be a Donor to the Corporation or become a Donor within six months of election. A Donor is a person who has contributed money or property or services to the Corporation in an amount and at times to be set annually by the Board. Each Director shall make annual contributions to the Corporation and shall, to the maximum extent of their capability, support occasional special fund raising campaigns.
4. Each Director including the ex officio Directors but not including Directors Emeriti shall have one vote. The term of office of each elected Director shall be three years, except for the Director who is a member of the student body, whose term shall be for one year, and ex officio Directors, whose term extends through their term in office at the University or the Alumni Association. Regardless of term, each Director shall continue in his/her office until his/her successor is selected and qualified.

5. Each Director except the ex officio Directors may serve no more than two consecutive terms.
6. The Board can from time to time reduce or increase the number of Directors, but in no event shall the Board be comprised of more than fifty Directors or fewer than fifteen Directors, including the ex officio Directors but not including Directors Emeriti. If there is a reduction in the number of Directors, such reduction shall not affect ex officio Directors or the Directors selected pursuant to paragraphs 2.B (i), (ii) or (iii) above.
7. The terms of Directors shall run from July 1<sup>st</sup> of the year of appointment and end on June 30<sup>th</sup> of the following third year. The Director who is a member of the student body shall be elected each year, to serve from July 1<sup>st</sup> through June 30<sup>th</sup> of the next following year. The Directors, except for the ex officio Directors and the Director who is a member of the student body, will be divided into three classes. At the first appointment of Directors, or in the first appointment of any Directors added as a result of an amendment to these by-laws, or by an increase by the Board in the number of Directors, the Board shall attempt to establish terms of office such that the membership of the Board shall be divided into approximately equally sized groups of one-, two- and three-year terms, in order that subsequent periods shall select approximately one-third of the Board membership. In the event a Director's office becomes vacant before the conclusion of the term, a replacement to fill the remainder of the term shall be chosen, by nomination and appointment pursuant to the procedure described above. Such replacement may subsequently be appointed to no more than two consecutive full terms of office.
8. The Board shall meet at least quarterly during each year.
9. The Board shall manage the Corporation and have charge of the properties of the Corporation. It shall possess all the powers and be charged with all the duties necessary to carry out fully the dictates of the Articles of Incorporation and the provisions of these By-laws.

10. The Board shall:

- A. Appoint such staff officers as appropriate. It shall determine their powers, duties, terms of office, and compensation. An appointee to any of these offices shall serve at the pleasure of the Executive Director, who shall be responsible to the Board for all personnel matters relating to such individuals.
- B. Be responsible for all fiscal affairs of the Corporation. It shall submit a full accounting at the annual meeting of the Directors, and also submit that report to the University.
- C. Give approval to the raising of funds in the name of the Corporation or any other funds which are expected to be kept by the Corporation. No gifts may be accepted by the Corporation except with approval by the Board or its designee.
- D. Be responsible for all activities carried on by or under the auspices of the Corporation.

11. The Board may adopt any necessary rules of procedures for the Corporation's operation provided they are not inconsistent with the Certificate of Incorporation, regulations of the State of California or of the California State University, or these By-laws.

12. The Board may from time to time appoint a person as a Director Emeritus in recognition of services and contributions made to the Tower Foundation. Each Director Emeritus shall have all the rights and power of any Director, except that he or she cannot vote as a Director.

13. Directors, ex officio Directors and such other persons as determined by the Board from time to time shall complete and file with the Executive Director annually a statement on potential conflicts of interest. The nature and form of this statement shall be prescribed by the Executive Committee annually.

## **Article III**

### Officers

1. The Officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer and such other Officers as are authorized by the Board.
2. The terms of office of the Officers shall be one year and shall continue until their successors are elected and qualified. The terms of Officers shall run from July 1<sup>st</sup> of the year of election.
3. The Officers shall be elected by the Board from among the Directors who hold office not ex officio or emeritus.
4. The Chair shall reside at all meetings of the Directors, Board, and Executive Committee. The Chair shall see that notice of all regular and special meetings of the Directors, Board, and Executive Committee is duly given. The Chair, subject to the approval of the Board, shall appoint such standing, special, or other Committees as from time to time are established by the Directors or the Board. The Chair shall sign and execute for the Corporation, Board, and Executive Committee all documents issued by those bodies when duly authorized to do so, and shall affix or cause to be affixed the Corporate seal thereto when necessary.
5. The Vice Chair shall act in the place of the Chair during the latter's absence or disability and shall carry out the duties of the Office of Chair should it become vacant prior to the expiration of the term of the incumbent until the Directors shall elect a Chair.
6. The Secretary shall conduct or cause to be conducted such part of the correspondence of the Corporation as shall be assigned to that office. The Secretary shall keep or have kept an accurate record of the proceedings of all meetings of the Directors, Board and Executive Committee and shall certify such minutes or Board actions as true copies when required. The Secretary shall assure that all books, papers, documents, and records of the Corporation, are housed permanently at the principal office of the Corporation. The Secretary shall notify or cause to be notified, all Directors, Officers, and members and chairpersons of the several standing and special Committees of their election and appointment.

7. The Treasurer, who shall be the Corporation's chief financial officer, shall be the fiscal Officer of the Corporation. The Treasurer shall be charged with the safekeeping of all funds and properties of the Corporation. The Treasurer shall receive or cause to be received all monies and securities and Corporation, including any subscriptions, beneficiary aid and other fees, and shall deposit or cause to be deposited such monies and secured in depositories approved by the Board, or its Investment Committee if the Board establishes one. The Treasurer shall maintain or have maintained complete and accurate accounts of all receipts and expenditures and shall be prepared to report on the Corporation's financial condition at regular and special meetings of the Directors and the Board, as well as other entities as required by Federal or State regulation or by the policies of the California State University and the University. The Treasurer, at Corporation expense, shall give bond for faithful performance of the duties of the office, unless the giving of said bond is waived by the Board.
8. Any Officer, other than the Chair, Vice Chair, Secretary and Treasurer, shall have such duties as established by the Board.

#### **Article IV**

##### Executive Director

1. The Executive Director shall be the chief executive officer of the corporation and shall be appointed by the Board of Directors, subject to the approval of the President of the San José State University. The Executive Director shall be entitled to attend all meetings of the Board and its committees (except where the Executive Director's performance is being evaluated), but shall have no vote (unless otherwise entitled to vote as a Director).
2. The Executive Director shall oversee the day-to-day operations and activities of the Corporation, and shall have such other powers and duties as shall be assigned to the office by the Board.
3. The Executive Director shall report on the activities of the Corporation at each regular meeting of the Board. The Executive Director further shall make a detailed

written report of the activities of the Corporation to be presented at the Annual Meetings of the Directors and Board.

4. The Executive Director may appoint additional staff to supervise activities of the Tower Foundation providing such appointments do not violate the Tower Foundation budget annually approved by the Board and are consistent with Article IV, Section 10, Paragraph A of these by-laws.

## **Article V**

### Executive and Other Committees

1. The voting members of the Executive Committee shall consist of the Officers, the ex officio Directors, the Chairs of any Committees and sub-Committees of the Board and the Executive Director, who shall have no vote.
2. The Executive Committee shall have the powers and perform the duties of the Board in the interim between Board meetings, except as otherwise provided by law, the Articles of Incorporation, these By-laws or by resolution of the Board.
3. At the next regularly or specially scheduled meeting of the Board following a meeting of the Executive Committee, the Committee shall report its actions to the Board.
4. The Board can, from time to time, create, alter and abolish Committees of the Board, (which shall be in addition to the Executive Committee) and define the duties and responsibilities and set the membership thereof. Each Committee shall have at least three Directors. Members of the Committees and sub-Committees shall be appointed by the Chair upon the approval of the Board. If the Board deems it advisable to recruit non-Directors to any Committee, these shall be in addition to the minimum number of three Directors and in no case shall number more than ½ the number of Directors on the Committee.

## **Article VI**

### Meetings

1. Meetings shall be held at a time, date and place determined by the Chair or Executive Director. A copy of the minutes of each meeting of the Directors, Board, or the Executive Committee, shall be filed with the Executive Director promptly following said meeting, and shall be distributed promptly to the membership of the entity as appropriate.
2. Directors of the Board, or any Committee thereof, may participate in a meeting of such Board or Committee by means of a conference telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.
3. All meetings of the Board of Directors and the Executive Committee, and other committee meetings having two or more members whose membership consists of one or more Directors serving on the committee in his/her official capacity as a representative of the Board, shall be open and public, and all persons shall be permitted to attend; provided, however, that the Board, Executive Committee, or other affected committee may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 2. (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code.
4. A quorum for the transaction of business at any meeting of the various constituent units of this Corporation shall be:
  - A. For the Board: at least one-third of the voting Directors presently serving;
  - B. For any standing Committee of the Board: a majority.
  - C. For other Committees, the quorum shall be determined by that Committee at its first meeting, but shall not be less than 1/3 of that Committee's total voting membership, including Directors and non-Directors.

5. Written notice of all regular meetings of the Board, the Executive Committee, and other committees which are required to hold open meetings shall be mailed, to all Directors and committee members not less than one week prior to the meeting. A special meeting of the Board may be called by the President or by one-third of the non ex-officio Directors upon one week's notice to the Directors. A special meeting of the Executive Committee may be called by the President or by any two voting Directors upon one week's notice to each member of the Executive Committee. In lieu of mailing a written notice, a notice forwarded by telephone, facsimile, electronic mail or other electronic transmission shall be deemed written notice sufficient under these By-laws. Written notice of any of the above-described meetings shall also be given within the same time periods prior to the meetings as applies to the Board or committee members, to any person or medium who requests such notice in writing.

## **Article VII**

### Fiscal Year

The fiscal year of the Fund shall begin on the first day of July and shall end of the thirtieth day of June in the following year.

## **Article VIII**

### Tax Status

1. The Corporation will endeavor to keep a status which permits donors to deduct gifts to it for the University from their taxes to the maximum extent permitted by law.
2. The Corporation shall endeavor to receive income which is largely consistent with tax-exempt status under Federal and State regulation, but recognizes a minimal portion of taxable income may appropriately be accepted, with concurrence of the Treasurer and to be reported to the Board at its next regular or special meeting.

3. No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to nor shall there be the right to receive or be lawfully entitled to receive any pecuniary profit from the operation thereof to its Directors, Officers or other private persons except that the Corporation shall be empowered to pay reasonable compensation for services rendered in effecting one or more of such purposes and to make payments and distribution in furtherance of the purposes hereinabove set forth, and no Director, Officer or other private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.
4. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

## **Article IX**

### **Indemnification**

All Directors, Officers and employees of the Corporation who are made, or threatened to be made, a party to any legal action or proceeding, shall be indemnified, to the extent authorized by the Board, provided such indemnification is permitted by law. The Board is authorized to purchase insurance coverage against the risks of indemnification.

**Article X**  
Auxiliary Organization

This Corporation is an auxiliary organization, as defined in Section 89901 (d) of the California Education Code of San José State University. In addition to the restrictions in the Articles of Incorporation of this Corporation, it shall not engage in any activity except those activities permitted by the Operation Agreement between this Corporation and the Trustees of the California State University.

**Article XI**  
Amendments

1. These By-laws may be amended at any meeting of the Directors by a majority vote.
2. The Board shall, directly or by Committee, regularly review these By-laws for currency and effectiveness.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am duly elected and acting Secretary of the Tower Foundation of San Josè State University; and
  
2. That the foregoing Bylaws, comprising 11 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Directors on July 1, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
September 21, 2004.

Signed Wanda Hendrix-Talley

**Wanda Hendrix-Talley, Secretary**