



**BYLAWS
OF
SPARTAN SHOPS, INC.**

A California Nonprofit Public Benefit Corporation

P R E A M B L E

These Bylaws of Spartan Shops, Inc. are amended this 26th day of October, 2020. These amended Bylaws shall supersede all prior Bylaws and Amendments thereto and shall be the complete and sole Bylaws of Spartan Shops, Inc. as of the date above.

**ARTICLE I.
CORPORATION NAME, SEAL, LOCATION, AND MEMBERS**

Section 1. CORPORATION NAME

The name of this corporation is SPARTAN SHOPS, INC.

Section 2. CORPORATE SEAL

The corporate seal shall consist of a circle having within its rim the words, **SPARTAN SHOPS, INC., CALIFORNIA**, and inside the circle the following words and figures: **Incorporated June 15, 1956.**

Section 3. LOCATION OF PRINCIPLE OFFICE

The principle office for the transaction of the business of the corporation is located at the campus of the SAN JOSE STATE UNIVERSITY, San Jose, Santa Clara County, California, 95192-0153.

Section 4. NATURE OF THE CORPORATION

This corporation is an auxiliary organization as specified in California Education Code, Section 89901 and in Title 5 of the California Code of Regulations, Section 42400.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 2 of 12

Section 5. MEMBERS OF THE CORPORATION

This corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. POWERS

- A. The business affairs of this corporation shall be controlled by a Board of Directors subject only to such limitations as may be found in the Articles of Incorporation, these Bylaws, the laws of the State of California, and any policy, rule, or regulation of the Board of Trustees of the California State University.

- B. This Article recognizes the responsibility of the University President, commensurate with the provisions of Title 5 of the California Code of Regulations, Section 42402, making it the University President's executive duty to require auxiliary organizations to operate in conformity with the policies of the Board of Trustees of the California State University and of San Jose State University. It is also the President's responsibility to establish a review procedure for auxiliary organization programs and budgets, and take appropriate action regarding a program or appropriation, after its initial approval, if it subsequently does not conform to the policy of the Board of Trustees of the California State University or of the San Jose State University.

- C. This corporation shall have all benefits, privileges, rights and powers created, given, extended or conferred upon nonprofit corporations by the provisions of the California Nonprofit Public Benefit Corporation Law, all other applicable laws and any additions or amendments thereto. The Board of Directors shall have the power to employ the Executive Director.

BYLAWS OF SPARTAN SHOPS, INC.
Amended: October 26, 2020

Page 3 of 13

- D. Secretary/Treasurer of the Corporation shall maintain a set of Policies and Procedures which shall denote decisions made by the Board that are not reflected in these Bylaws nor the Articles of Incorporation. This set of Policies and Procedures shall include, but not be limited to policies on investments of cash, fixed asset acquisition and abandonment, depreciation, and personnel compensation.
- E. The Board of Directors may delegate final decision-making by convening ad-hoc committees for Finance, Audit, or Administration.

Section 2. NUMBER OF DIRECTORS

The authorized number of Directors of the corporation shall be six (6) until changed by an amendment of this section of Article II.

Section 3. SELECTION AND TERM OF DIRECTORS

- A. The Chief Fiscal Officer, or his/her annual designee, of San Jose State University shall be the ex-officio Board President, a continuing voting member of the Board, pursuant to Title 5 of the California Code of Regulations, Section 42402.
- B. The Chief Student Affairs Officer at San Jose State University, or his/her annual designee selected from his/her immediate staff, shall be a continuing voting member of the Board of Directors.
- C. One (1) Community Member, whom shall be appointed to serve as a voting director by the President of San Jose State University. Appointments shall be for three-year terms.
- D. Two (2) voting Directors shall be tenured or tenure-track faculty from San Jose State University, each of whom shall be appointed to serve as voting directors by the President of San Jose State University. Appointments shall be for staggered three-year terms.
- E. One (1) voting Director shall be the ex-officio President of the Associated Students or his/her designee, regularly matriculated and registered

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 4 of 13

student of San Jose State University each of whom shall have attained the age of twenty-one (21) years.

Section 4. VACANCIES

- A. Faculty vacancies shall be filled by appointment by the President of the University upon the recommendation of the then remaining faculty members, and the appointment shall be only to fill the unexpired portion of the vacated term.
- B. Student vacancy shall be filled by the Associated Students Board nominating a replacement and the appointment shall be only to fill the unexpired portion of the vacated term.

Section 5. RESIGNATION AND REMOVAL OF DIRECTORS

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary/Treasurer of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Successors to Directors who resign shall be selected in the same manner as their predecessors. Directors, except those serving ex-officio, may be removed from office by a majority vote of the Board of Directors, subject to the approval of whoever appointed such Director. Successors to Directors who are removed shall be selected in the same manner as their predecessors.

Section 6. COMPENSATION

The Directors of the corporation shall serve without monetary compensation from the corporation except for their actual expenses, as approved in advance by the Board of Directors.

Section 7. VOTING

Each Director shall have one (1) vote. The President shall have a vote on all matters in Directors' meetings.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 5 of 13

Section 8. INSPECTION BY DIRECTORS

Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to such person's interest as a Director, provided that such Directors shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection must be made by the Director in person, provided that the Director may be accompanied by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

Section 9. CONFLICT OF INTEREST

No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the corporation that is not in accordance with the conflict of attention provisions set forth in Education Code Sections 89906-89909. The following relationships are specifically deemed not permissible:

- a) Any contract, other than an employment contract, directly between Spartan Shops and a Spartan Shops Director.
- b) Any contracts between Spartan Shops and a partnership or unincorporated association in which a Spartan Shops Director is a partner, or owner, or holder, directly or indirectly, of a proprietorship interest.
- c) Any contract between Spartan Shops and a for-profit corporation in which a Spartan Shops Director is the owner or holder, directly or indirectly, of five (5) percent or more of the outstanding stock.

**ARTICLE III.
OFFICERS**

Section 1. OFFICERS

The officers of the corporation shall be the Board President, and Secretary/Treasurer.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 6 of 13

Section 2. PRESIDENT

The President shall be the head of the Board and shall be subject to the control of the Board. He/She shall preside at all meetings of the Board and perform such other duties as are usually incident of the office. The President shall vote on all matters.

Section 3 SECRETARY/TREASURER

The Secretary/Treasurer shall keep a book of minutes of all meetings of the Directors noting the time and place of such meeting; whether regular, special or emergency; the notice thereof given; the names of those present; and the proceedings thereof. In addition to the foregoing, the Secretary/Treasurer shall supervise the keeping of all records including accounting and financial records and shall prepare annually a budget for approval by the Board and shall arrange for an annual audit of accounts and shall do all other things that may be required by the policy, rules, and regulations of the Board of Trustees of the California State University specifically including, but not limited to, Title 5 of the California Code of Regulations. The Board of Directors duly delegates, by these Bylaws, to the Secretary/Treasurer the responsibility for maintaining policy manuals of Board and Board Committees and the coordination of corporate policies.

**ARTICLE IV.
COMMITTEES**

Section 1. COMMITTEES

The Board may appoint ad hoc committees that are time-limited. Ad hoc committees may be created to oversee specific projects, such as Governance, Finance, Audit and Risk, Investment, Personnel, Marketing, and Communications, Special Programs.

The Audit and Risk Committee will be an annually recurring committee to work on the annual GAAP audit. It is appointed by the President at the start of each fiscal year.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 7 of 13

Section 2. COMMITTEE PROCEDURES

The Board of Directors may prescribe appropriate rules, not inconsistent with the Bylaws, by which proceedings of any committee shall be conducted.

**ARTICLE V.
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. PLACE OF MEETING

Meetings of the Board of Directors shall be held on the campus of San Jose State University at a place that has been designated from time to time by the Board of Directors or via Zoom.

Section 2. ANNUAL MEETING

An annual meeting of the Board of Directors shall be held in September of each year prior to the regular meeting of the Board of Directors. Such meeting shall be for the purpose of filling vacancies on the Board of Directors caused by the expiration of terms of directors, electing officers of the corporation, presentation of the annual fiscal year report and audit report, and for the transaction of such other business as may come before the meeting.

Section 3. NOTICE OF MEETINGS

Notice of the date, time and place of any meetings of the Board of Directors other than special meetings shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each Director at his or her address, facsimile number or electronic mail address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon paid. If notice be given by facsimile or electronic mail, such notice shall be deemed delivered when the facsimile or electronic mail is transmitted. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 8 of 13

transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. QUORUM

Fifty percent (50%) of active Directors present either physically or via conference call shall constitute a quorum. One of whom shall be a Student Member, one of whom shall be a Faculty Member, and one of whom shall be either the Chief Fiscal Officer (or designee) or the Chief Student Affairs Officer (or designee). A quorum shall be necessary for affirmative or negative Board decisions on voting issues, except as required in Article VI. Each Member shall have one vote and be required to cast their vote. A meeting at which a quorum is initially present may continue to transact business, if any action taken is approved by at least fifty percent (50%) of the required quorum for that meeting.

Teleconferencing will be permitted as follows:

- The board member(s) intending to teleconference the board meeting should, whenever possible, contact the Spartan Shops Board President at least one (1) day prior to the board meeting and convey that intent. A teleconference access code will be provided.
- Attendance, for quorum purposes, shall be confirmed by roll call at the meeting's commencement and adjournment, as a matter of record.
- All votes taken on agenda action items during a teleconferenced meeting shall be by roll call.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 9 of 13

**ARTICLE VI.
INDEMNIFICATION OF
DIRECTORS, OFFICERS, AND OTHER AGENTS**

Section 1. RIGHTS OF INDEMNITY

To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. APPROVAL OF INDEMNITY

On written request to the Board by any person seeking indemnification under Section 5238(a) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

Section 3. ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 10 of 13

Section 4. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

**ARTICLE VII.
POLICIES AND AMENDMENTS**

Section 1. AMENDMENTS TO BYLAWS

Subject to the written approval of the President of the University, these Bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total voting membership of the Board of Directors, providing that the amendment has been submitted in writing at the previous regular meeting.

Section 2. RESERVES

After the annual audit is completed and has been presented to the Board, the Board may, after providing for proper and required reserves, authorize the distribution of the unallocated surplus for that one audit year to the campus community in any manner that the Board deems equitable.

**ARTICLE VIII.
CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS**

Section 1. CONTRACTS

The Board of Directors may authorize an Officer or agent of the corporation, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the corporation, if such authority is confined to specific instances.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 11 of 13

Section 2. LOANS

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director.

Section 3. BORROWING

No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. CHECKS, DRAFTS, ETC

All checks, drafts or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as determined by resolution of the Board of Directors.

Section 5. DEPOSITS

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. GIFTS

The Board of Directors, but not an individual Director, may at their discretion accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

BYLAWS OF SPARTAN SHOPS, INC.

Amended: October 26, 2020

Page 12 of 13

**ARTICLE IX.
FISCAL YEAR, RULES, BOOKS AND RECORDS,
CORPORATE SEAL, WAIVER OF NOTICE**

Section 1. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

Section 2. RULES

The Board of Directors may adopt, amend or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its Officers, agents, committees, and employees.

Section 3. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors and committees. Copies of the minutes of the Board of Directors and of the committees shall be regularly distributed to each member of the Board of Directors.

Section 4. CORPORATE SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California".

Section 5. WAIVER OF NOTICE

Whenever any notices are required to be given under the provisions of the Nonprofit Corporation Act of the State of California, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

BYLAWS OF SPARTAN SHOPS, INC.
Amended: October 26, 2020

Page 13 of 13

ADOPTION OF BYLAWS

The undersigned, being a majority of the Directors of SPARTAN SHOPS, INC., hereby adopt the foregoing Bylaws.

DATED: October 26, 2020

1. DocuSigned by:
Bill Campsey

5B1849F3B214DC...
Bill Campsey

2. DocuSigned by:
Patrick Day

1D8EF6ABA034A2...
Patrick Day

3. DocuSigned by:
Zobeida Delgadillo

DE500052FF084F...
Zobeida Delgadillo

4. DocuSigned by:
Charlie Faas

4B8A6731C3F840D7...
Charlie Faas

5. DocuSigned by:
Tanvi Kothari

4C67E0035D4A8A...
Tanvi Kothari

6. DocuSigned by:
Julie Stone

C1CA281EBCB29455...
Julie Stone

(CORPORATE SEAL)