



**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 3<sup>rd</sup> day of December, 2010. 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.

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**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.

**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.

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- 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.
- D. The Executive Director shall be Secretary/Treasurer of the Corporation and 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 authority to the Finance Committee or Administration Committee either in a Board policy or by specific issues.

**Section 2. NUMBER OF DIRECTORS**

The authorized number of Directors of the corporation shall be eleven (11) 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 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. A staff member at San Jose State University, familiar with Spartan Shop's operations shall be a continuing voting member of the Board of Directors. The Spartan Shops Board of Directors will recommend a staff person to the President of San Jose State University who will approve the staff member's appointment as a member of the Board of Directors.

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- D. One (1) Community Member, appointed by the President of San Jose State University, to serve for a term not to exceed three (3) years as a voting member of the Board of Directors.
- E. Three (3) 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.
- F. Four (4) voting Directors shall be regularly matriculated and registered students of San Jose State University each of whom shall have attained the age of twenty-one (21) years. One of the student members shall be the President of the Associated Students at San Jose State University, or his/her annual designee. The remaining three (3) students shall be nominated by the Associated Students and then appointed by the Associated Students President, and shall be for staggered two-year terms, each term beginning at the start of Fall semester.

**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 vacancies shall be filled by the Associated Students Board nominating a replacement and the Associated Students President then appointing them, 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.

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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. There shall be no proxy voting for the transaction of the business of the corporation.

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 Board of Directors that is not in accordance with the conflict of interest 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.

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- (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 common stock.

**ARTICLE III.**  
**OFFICERS**

**Section 1.**     **OFFICERS**

The officers of the corporation shall be President, Vice-President, Chief Executive Officer, and Secretary/Treasurer.

**Section 2.**     **ELECTION**

The President of the corporation shall be elected by the Board at its annual meeting and this officer position shall alternate annually between those designated as faculty members and student members. The elected President shall assume his/her office at the regular meeting that follows the annual meeting.

**Section 3.**     **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, except when acting as an *ex officio* committee member when he/she shall vote only to break tie votes.

**Section 4.**     **VICE-PRESIDENT**

The University's Chief Financial Officer shall serve *ex officio* as the corporation's Vice President. The Vice-President shall act in the absence or disability of the President and shall perform all of the duties of the President and whenever so acting shall have all the power of, and be subject to all the restrictions upon, the President. The Vice-President shall also serve as Chair of the Finance Committee.

**Section 5.**     **CHIEF EXECUTIVE OFFICER**

The Executive Director of the corporation shall be the Chief Executive Officer of the corporation. Subject to such powers, if any, as may be given by the Board to the

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President, the Chief Executive Officer shall be the general manager and chief officer of the corporation and, subject to the control of the Board, shall have general supervision, direction and control of the business and officers of the corporation. In the absence of the President and Vice-President, the Chief Executive Officer shall preside at meetings of the Board. The Chief Executive Officer has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Chief Executive Officer shall be an *ex officio* non-voting member of the Board.

Subject to the provisions of applicable law, the Board authorizes the Chief Executive Officer, acting alone, to enter into commercial business venture transactions or contracts, and to execute and deliver any instrument in the name of and on behalf of the Corporation, in the ordinary course of the Corporation's business or in furtherance of any transaction, venture or initiative that is not in the ordinary course of the Corporation's business but has been expressly approved by the Board.

**Section 6. SECRETARY/TREASURER**

The Executive Director of the corporation shall be the 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.

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**Section 7.**      **SUBORDINATE OFFICERS**

The Board may elect, and may empower the Chief Executive Officer to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

**Section 8.**      **REMOVAL AND RESIGNATION**

Any officer elected by the Board of Directors may be removed from office by a majority vote of the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the corporation would be served thereby. Any elected officer may resign from office 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. New officers may be elected by a majority vote of the Board of Directors.

**Section 9.**      **EXECUTIVE COMMITTEE**

An *ad-hoc* Executive Committee of the board shall be appointed by the President of the Board to act on required Board activities when the University is not in regular session or when the full Board is not available. The Executive Committee will consist of the Chief Executive Officer, at least one student member, at least one faculty member, and either the Chief Fiscal Officer (or designee) or the Chief Student Affairs Officer (or designee). The Executive Committee shall be governed by the same policies and procedures as the full Board as in Article V, with exception that the above four (4) members physically present will constitute a quorum. The Executive Committee is delegated the authority to make final decisions for the corporation.



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**ARTICLE IV.  
COMMITTEES**

**Section 1. COMMITTEES**

The Board may appoint one or more committees, each consisting of two or more voting Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or on any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee, should Article II, Section 6 be amended to allow such compensation;
- (c) The amendment or repeal of Bylaws or the adoption of any new Bylaw;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present. Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of the committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes shall be kept of each meeting of each committee.

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**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.

**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 Directors 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 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

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objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 4. OPEN AND CLOSED SESSIONS

The Board of Directors shall conduct its business in public meetings in accordance with open meeting law under Article 2 (commencing with Section 89920) of Chapter 7 of Part 55 of the Education Code. The Board of Directors may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions pursuant to Section 89923.

### Section 5. 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 notwithstanding the withdrawal of a Director of Directors, 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 Secretary/Treasurer at least three (3) days 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.
- For quorum purposes, any board member who has teleconferenced the meeting and whose attendance confirms the minimum required board meeting quorum, that board member must remain in teleconference attendance until the meeting is adjourned.

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- All votes taken on agenda actions items during a teleconferenced meeting shall be by roll call.

**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.

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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.     SUBSTANTIAL CHANGE IN POLICY

Management proposals for a substantial change in policy requires a two-thirds (2/3) (6 votes or more) majority vote of the total membership of the Board of Directors. A substantial change in policy includes, but is not limited to:

- A.     Proposal to commence a new business, cease conducting an existing business, acquire or dispose of buildings or real estate, capital expenditures over \$20,000, dispose of equipment with a book value over \$10,000, and incur loans over \$50,000.
- B.     Enter into new (first time) leases or contracts with a yearly expenditure of over \$10,000.

Management will issue a yearly report to the Board of Directors on all contracts and leases.

Section 2.     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 3.     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

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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 any Officer or agent of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2.     LOANS

The Board of Directors shall not make any loan of money or property to or guarantee the obligation of any Director or unless approved by the Attorney General.

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, from time to time, shall be determined by resolution of the Board of Directors.

Section 5.     DEPOSITS

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

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**Section 6.**      **GIFTS**

The Board of Directors 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.

**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

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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.

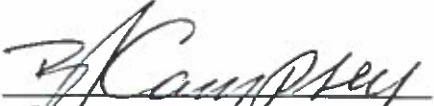



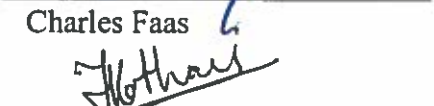
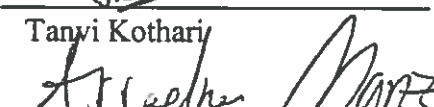
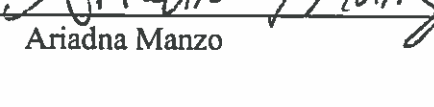
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**ADOPTION OF BYLAWS**

The undersigned, being a two-thirds (2/3) majority of the Directors of SPARTAN SHOPS, INC., hereby adopt the foregoing Bylaws.

DATED: May 11, 2018

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|----|---|-----|--|
| 1. | <br>_____<br>Bill Campsey    | 7.  | <br>_____<br>Julie Stone   |
| 2. | <br>_____<br>Charles Faas    | 8.  | <br>_____<br>Sharon Willey |
| 3. | <br>_____<br>Tanvi Kothari   | 9.  | _____<br>Student (2 Year) VACANT   |
| 4. | <br>_____<br>Ariadna Manzo   | 10. | _____<br>Faculty (3 Year) VACANT   |
| 5. | _____<br>Tessa Mendes   | 11. | _____<br>Campus (VACANT)   |
| 6. | <br>_____<br>Frankie Ramirez |     |  |

(Corporate Seal)



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**SECRETARY / TREASURER'S  
CERTIFICATE**

**THIS IS TO CERTIFY** that the preceding Bylaws of the SPARTAN SHOPS, INC., were duly amended by the Board of Directors of such corporation at a meeting of said Board on May 11, 2018.

**IN WITNESS WHEREOF**, Lisa R. Thomas, the undersigned, duly acting Secretary/Treasurer of said corporation has signed this Certificate hereon this 11<sup>th</sup> day of May, 2018.

**WITNESS MY HAND AND SEAL:**

A handwritten signature in black ink that reads "Lisa R. Thomas". The signature is written in a cursive style and is positioned above a horizontal line.

**Lisa R. Thomas, Secretary/Treasurer  
Spartan Shops, Inc.**