

BYLAWS
OF
UNIVERSITY OF NORTH FLORIDA FINANCING CORPORATION, INC.

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Effective _____, 2005

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BYLAWS OF THE UNF FINANCING CORPORATION, INC.

ARTICLE 1 NAME

The name of the Corporation shall be UNF Financing Corporation, Inc., a Florida not-for-profit corporation (the "Corporation"). The corporation shall maintain a registered office in the State of Florida and a registered agent at such office and may have other offices within or without the state.

ARTICLE 2 MEMBERS

The Corporation shall have no members.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 General Powers.

The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors (the "Board of Directors") subject only to applicable law and the limitations contained in the Articles of Incorporation of the Corporation and these Bylaws and the powers and duties reserved to the University of North Florida Board of Trustees (the "Board of Trustees") and the President of the University of North Florida (the "University") or designee in regards to this Corporation. The Board of Directors shall have the authority to adopt policy for the Corporation, consistent with the Articles of Incorporation and these Bylaws.

Section 3.2 Reserved Powers.

The President of the University or designee shall have the following specific powers and duties with regards to this Corporation.

(a) To monitor and control the use of the University's resources by this Corporation;

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- (b) To control the use of the University name by this Corporation;
- (c) To monitor compliance of this Corporation with federal and state laws;
- (d) To recommend an annual budget to the Board of Directors of this Corporation.

Section 3.3 Number.

The Board of Directors of the Corporation shall consist of at least five but no more than seven directors.

Section 3.4 Appointment of Directors and Tenure.

The directors of the Corporation shall be appointed in the following manner:

- (1) One director shall be appointed by the Chair of the Board of Trustees;
- (2) One director shall be the President of the University or designee;
- (3) One director shall be the Chief Financial Officer of the University or designee who shall serve as Executive Director;
- (4) Two directors shall be appointed by the Chair of the University of North Florida Foundation, Inc., a Florida not-for-profit corporation (the "Foundation"); and
- (5) Up to two additional directors may be elected at the annual meeting of the Board of Directors by the then current members of the Board of Directors.

Terms of office of the members of the Board of Directors shall be two years in length. A director shall not be eligible to serve more than two consecutive terms. A director who has served two terms consecutively may be re-appointed or re-elected to the Board of Directors after the expiration of one year following the end of his or her last previous term and will have the status of a new member. Notwithstanding the foregoing, the President of the University or designee and the director appointed by the President of the University pursuant to Section 3.4(2) above, shall serve until the earlier of his or her resignation, removal from office or death. The President has the right to change their designee. A vacancy on the Board of Directors with respect to elected members may be filled by a vote of the remaining directors at their sole and absolute discretion, however, the Chair of the Board of Trustees, the President of the University, and the Foundation shall designate replacement for the directors appointed by them. If a director is appointed to fill a vacancy before the end of the term of their predecessor, such director shall serve for the remainder of the term of the director being replaced.

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Section 3.5 Removal of Directors.

A director may resign at any time by submitting a written resignation to the Chairperson and the Executive Director. Any director, other than the director appointed by the Chair of the Board of Trustees or the President of the University or designee, may be removed from the Board of Directors at any time with or without cause by a two-thirds vote of the Board of Directors.

Section 3.6 Conflicts and Duality of Interest.

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested is either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof that authorized, approved or ratified such contract or transaction, or because his or their votes are counted for such purpose, if the contract or transaction is approved in compliance with the provisions of Section 617.0832 of the Florida Not For Profit Corporation Act, or any successor provision.

Section 3.7 Conflict of Interest Policy.

The Board of Directors shall adopt and keep in full force and effect a substantial conflict of interest policy for its directors and principal officers in accordance with rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

At least once a year, there shall be a full written disclosure by each member of the Board of all relationships, fees, commissions or other remunerations furnished by the Corporation to the director, his or her company, employer or associate or by any organization in which a director has a significant beneficial ownership. Additionally, should any conflict arise at any time following completion of the written disclosure statement, the Board member shall so promptly notify the Treasurer in writing.

Section 3.8 Directors' Meetings.

An annual meeting of the Board of Directors shall be held within the State of Florida and other regular meetings of the Board of Directors may be held at such time and place as determined by the Chairperson of the Board or by the Executive Director. Special meetings of the Board of Directors may be called by the Chairperson of the Board or the Executive Director or Secretary of the Corporation or any two directors. Notice of meetings shall be provided not less than five days preceding any such meeting. Notice will be provided by personal delivery, mail, facsimile or email.

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At all meetings of the Board of Directors, the presence of a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Unless otherwise required by the Articles of Incorporation, these Bylaws or Florida Statutes, the act of a majority of the directors present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.

ARTICLE 4 OFFICERS

SECTION 4.1 Officers.

The officers of this Corporation shall be a Chairperson, an Executive Director, a Secretary, a Treasurer and such other officers as may be determined by the Board of Directors. Only members of the Board of Directors of the Corporation may be appointed or elected as an officer of the Corporation pursuant to this Article 4. All officers shall have such authority and perform such duties as described below:

(1) **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors.

(2) **Executive Director.** The Executive Director shall be responsible for the general, day-to-day management of the affairs of the Corporation. He or she shall exercise such authority to accept gifts, collect revenues and make expenditures as he or she deems necessary. The Executive Director is authorized to direct the sale of real estate of the Corporation and is also authorized to execute, in the name of the University of North Florida Financing Corporation, with the Secretary attesting, all certificates, contracts, leases, deeds, notes and other documents or legal instruments. He or she shall be responsible for the maintenance and management of the Corporation's activities and personnel.

(3) **Secretary.** The Secretary shall keep full and accurate minutes for all meetings of the Board of Directors and other Committees. He or she shall transmit all notices required by these Bylaws as may be amended. He or she may sign documents with the Executive Director in the name of the Corporation. The Secretary shall have charge of all official records of the Corporation that shall be at all reasonable times open to examination of any director, and shall in general perform all duties incident to management of the office of the Secretary for the Board of Directors. Assistant secretaries may be appointed by the Secretary as deemed necessary and appropriate.

(4) **Treasurer.** The Treasurer shall be a member of the Finance and Audit Committee of the Corporation. He or she shall present the financial statements of the Corporation to the Board of Directors at each regular meeting of the Board of Directors

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and at such other times as the Board of Directors may determine. He or she shall ascertain that a full and accurate account is made of all monies received and paid out on accounts administered by the Corporation, and shall in general perform all duties incident to management of the Office of Treasurer for the Board of Directors. Assistant treasurers may be appointed by the Treasurer as deemed necessary and appropriate

SECTION 4.2 Appointment and Term of Office.

Officers of the Corporation shall be elected by the Board of Directors at the annual meeting. The Executive Director shall hold office until a successor shall have been appointed or until death, resignation or removal from office and each of the other officers shall serve terms of two years, each commencing immediately following their election or appointment.

SECTION 4.3 Removal.

Any officer, other than the Executive Director, may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served.

SECTION 4.4 Vacancies.

A vacancy in any office, other than Executive Director, because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors. A vacancy in the office of Executive Director shall be filled by the President of the University.

ARTICLE 5 COMMITTEES

SECTION 5.1 Creation of Committees.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, each to consist of one or more of the directors of the Corporation.

SECTION 5.2 Finance and Audit Committee.

The Finance and Audit Committee shall be appointed annually by the Chairperson of the Board. The Finance and Audit Committee shall advise the Board and make

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recommendations on all financial matters. It shall review the annual operating budget and annual audit and be kept regularly informed concerning financial management issues.

SECTION 5.3 Other Committees.

Such other committees shall have such functions and may exercise the powers of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 5.4 Meetings of Committees.

Regular meetings of the Finance and Audit Committee and other committees may be held with five days notice at such time and at such place as shall from time to time be determined by the Committees. Notices will be provided personally, by mail, facsimile, or email.

SECTION 5.5 Vacancies on Committees.

Vacancies on the Finance and Audit Committee or on such other committees shall be filled by the Board of Directors then in office at any regular or special meeting.

SECTION 5.6 Minutes of Committees.

Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE 6 INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article 6 shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article 6 shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

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ARTICLE 7 AMENDMENT

These Bylaws may be amended by the vote of a majority of the Board of Directors of this Corporation. Amendments to the Bylaws shall be subject to policies, rules or regulations, which may be established by the Trustee Board or State.

ARTICLE 8 FISCAL MATTERS

Section 8.1. Fiscal Year.

The fiscal year for the corporation shall begin on July 1 and end on June 30 of the following year.

Section 8.2 Operating Budget.

The annual operating budget for the Corporation shall be approved by the Board of Directors. The President of the University shall assure compliance with any requirements that may be established by the Board of Trustees or State concerning budgetary review or approval. -

Section 8.3 Financial Statements.

The Treasurer shall render to the Board at their first meeting of each fiscal year, if available, preliminary and unaudited financial statements for the year just completed. The Treasurer will submit a Treasurer's Report at each regular meeting of the Board.

Section 8.4 Audit.

After the close of each fiscal year, the Corporation shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant pursuant to Section 1004.28, Florida Statutes, as may be amended or supplemented, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45, Florida Statutes, as may be amended or supplemented. The President of the University shall submit the annual audit report to the Board of Trustees and the Auditor General. In addition, the Corporation shall provide a copy of its federal Application for Recognition of Exception (Form 1023) and each year shall provide a copy of its Form 990, Return of Organization Exempt from Federal Income Tax, to the President of the University and to any other bodies as required by applicable laws of the State of Florida.

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ARTICLE 9 EMPLOYEES

The Board shall have the power to employ or to authorize the officers to employ such full-time or part-time employees as deemed necessary or appropriate for the conduct of the Corporation's business. Any person employed by the Corporation shall not be considered an employee of the State of Florida or an employee of the University by virtue of his or her employment by the Corporation. The Corporation shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or natural origin.

ARTICLE 10 PARLIAMENTARY RULES

The most recent edition of "Roberts Rules of Order" shall be followed in conducting the meetings of the Board of Directors, unless otherwise provided in these Bylaws.

ARTICLE 11 MISCELLANEOUS

Section 11.1 Checks.

Checks, drafts or electronic fund transfers of funds of the Corporation may be signed/approved by the Treasurer, Assistant Treasurer, Executive Director or Chairperson. A facsimile may be used in lieu of actual signatures. However, all checks in the amount of \$15,000 or greater must bear original signatures or, if facsimile signatures are used, must be initialed by the Treasurer, Assistant Treasurer, Executive Director or University President.

Section 11.2 No Vested Rights.

No Board member shall have any vested rights, interests, or privileges of, in or to the assets, functions, affairs or franchises of the Corporation or any right, interest or privilege which may be transferable or inheritable.

Section 11.3 Confidentiality of Records.

Upon receipt of a reasonable and specific request in writing, the Corporation will make public financial information including expenditures, documentation regarding completed

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business transactions and information about investment and management of its assets. The release of personal, financial information about a volunteer is prohibited.

Section 11.4 Conflicts of Interest

- (a) No contract or other transaction between Corporation and one or more of its directors, or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board, or committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if: (i) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested trustees; or (ii) the fact of such relationship or interest is disclosed or known to the Directors entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.
- (b) All Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction.
- (c) At least once a year, there shall be a full written disclosure by each member of the Board of all relationships, fees, commissions or other remunerations furnished by the Corporation to Director, his or her company, employer or associate or by any organization in which a director has a significant beneficial ownership. Additionally, should any conflict arise at any time following completion of the written disclosure statement, the Board member shall so promptly notify the Treasurer of the Corporation in writing. The Executive Committee will be responsible for monitoring the application of this policy.

Section 11.5 Corporate Seal.

The seal of the Corporation shall be inscribed with the words "UNF Financing Corp., Inc." together with the words "Corporate Seal 2005."

Section 11.6 Rules of the Trustee Board and State

The Articles of Incorporation and Bylaws shall be consistent with the applicable rules of the University and of the Trustee Board and State, including, but not limited to, the right of the University President to monitor and control the use of the resources of the University, including, but not limited to, the name of the University; and to monitor

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compliance of the Corporation with state and federal laws and rules of the Trustee Board and State.