

**BYLAWS OF THE
UNIVERSITY OF NORTH FLORIDA
BOARD OF TRUSTEES**

**ARTICLE I
ORGANIZATION**

Section 1. The Corporation

The University of North Florida Board of Trustees (“Board of Trustees”) is established as a public body corporate, with all powers of a body corporate as provided by the Florida Constitution, Florida law and by delegation of the Florida Board of Governors (“Board of Governors”). The Board of Trustees is not a department of the executive branch of state government within the scope and meaning of s. 6, Art. IV of the State Constitution.

The Board of Trustees is constituted as a public instrumentality, and the exercise by the corporation of the power conferred by the Board of Governors is the performance of an essential public function. The Board of Trustees shall constitute an agency for the purposes of s. 120.52.

The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), for purposes of sovereign immunity. It shall have and exercise those powers and duties prescribed by law.

Section 2. Membership

The Board of Trustees shall be composed of thirteen persons. Six members of the Board of Trustees shall be appointed by the Governor of the State of Florida and five members shall be appointed by the Florida Board of Governors. The President of the University of North Florida Faculty Association and the President of the University of North Florida Student Government shall serve *ex officio* as members of the Board of Trustees.

Board of Trustees’ members who are appointed by the Governor or the Florida Board of Governors shall be appointed for staggered 5- year terms as provided by law. The appointed members shall be subject to confirmation by the Florida Senate.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 3. Powers and Duties of the Board of Trustees

The Board of Trustees shall serve as the governing body of the University of North Florida (“University”). In discharging its governance responsibilities, the Board of Trustees shall select the President of the University for ratification by the Board of Governors; evaluate the performance of the President; and ensure implementation and maintenance of quality education programs and the sound fiduciary operation of the University.

In carrying out its responsibilities as a policy making body, the Board of Trustees shall approve the specific mission statement and strategic plan for the University, each of which must be consistent with the strategic plan developed by the Florida Board of Governors and shall adopt regulations and policies consistent with the mission of the University, state laws, and resolutions, regulations and policies established by the Board of Governors.

The Board of Trustees shall also work *to preserve the institution's and its own independence from undue political, religious, or outside influence; to ensure academic freedom;* and to support the President of the University in discharging presidential responsibilities for the operation and administration of the University.

Section 4: Duties of the President

The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President may issue directives and executive orders not in contravention of existing Board policies. The President shall be responsible for all educational, financial, business and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board.

Section 5. Powers and Duties of Officers

The officers of the Board of Trustees are the Chair, Vice-Chair, and Corporate Secretary.

A. Chair

The Chair shall preside at all meetings of the Board of Trustees and call special meetings of the Board when necessary. The Chair will have the responsibility to appoint standing and ad-hoc committees, including the chairs of these committees, and will serve as an ex-officio voting member of all Board committees. The Chair shall also attest to actions taken by the Board and serve as the spokesperson for the Board.

B. Vice-Chair

The Vice-Chair shall act as Chair and perform duties of the Chair during the absence or disability of the Chair.

C. Corporate Secretary

The University President shall serve as Executive Officer and Corporate Secretary of the Board. In the capacity of Secretary, the President shall be responsible for giving notice of all meetings of the Board and its committees, setting the Agenda and compiling the supporting documents for meetings of the Board, in consultation with the Chair, recording and maintaining the minutes of any Board or committee meeting, including a record of all votes cast as required by law, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The Corporate Secretary may designate an individual to serve as Assistant Secretary to the Board.

The President shall further serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the university. The President shall serve as an ex-officio non-voting member of all standing committees.

Section 6. Selection of Officers and Terms of Office

The Chair and Vice-Chair shall be selected by the Board of Trustees at its first regular meeting after January 7, 2006 and shall serve for a 2-year term to begin immediately upon selection. Bi-annually thereafter, the Board of Trustees shall select the Chair and Vice Chair. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the Board's January meeting.

The University President shall at all times serve as Corporate Secretary of the Board of Trustees.

Section 7. Board Committees

A. Finance and Audit Committee

The Finance and Audit Committee shall review and recommend for consideration by the Board policies related to the financial, audit and risk management functions of the University. The Chair of the Board shall appoint up to seven members to the Finance and Audit Committee and designate one to serve as the Committee Chair and one as the Vice Chair. These appointments will be made no later than one month after the January meeting.

To the best of her or his ability, the Board Chair will ensure that the Chair of the Finance and Audit Committee has applicable financial knowledge and that the membership of the committee includes the most fiscally knowledgeable trustees.

B. Educational Policy Committee

The Educational Policy Committee shall review and recommend for consideration by the Board policies related to the educational and student functions of the University. The Chair of the Board shall appoint up to seven members to the Educational Policy Committee and designate one to serve as the Committee Chair and one as the Vice Chair. These appointments will be made no later than one month after the annual meeting.

C. Ad Hoc Committees

The Chair of the Board may establish additional ad hoc committees, composed of a minimum of three members, as deemed necessary for the orderly conduct of the business of the Board.

Section 8. Board Committee Functions

A. Authority

Committee action is reported as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Chair of the committee shall report the action taken to the Board at its next scheduled meeting.

B. Meetings

Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

**ARTICLE II
MEETINGS**

Section 1. Regular Meetings

The Board of Trustees will meet no fewer than four times per fiscal year, at a time and place designated by the Chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the University of North Florida website at <http://www.unf.edu/trustees>.

Section 2. Special Meetings

Special meetings of the Board, including hearings and workshops, may be called by the Chair, at a time and place designated by the Chair. No matter may be considered at any special meeting that was not included in the call of that meeting except by a vote of nine Trustees.

Section 3. Emergency Meetings

An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the Corporate Secretary. The Corporate Secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

Section 4. Notice of Meetings

Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven days before the event, and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice of the time, date, place, and purpose of the meeting at the University of North Florida Library and at <http://www.unf.edu/trustees>.

Section 5. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

The notice of any meeting which is to be conducted by means of communication media technology will state where and how members of the public may gain access to the meeting

Section 6. Quorum

A quorum for the conduct of business by the full Board shall consist of seven Trustees. A quorum for all standing committees shall consist of three members of the committee. A quorum for all ad hoc committees shall consist of a majority of the voting members of the committee

Section 7. Voting

The decision of the majority of the Trustees in attendance and voting on an issue shall prevail. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

Section 8. Parliamentary Rules

Roberts Rules of Order, newly revised, will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

Section 9. Agenda

The agenda for every meeting of the Board shall be prepared by the University President or his/her staff. Minutes from the prior board meeting and unanimously approved action items from committee meetings will be placed on the agenda as consent agenda items. Prior to the full board meeting, the Board Chair or either committee chair may choose to have any specific item from a committee meeting placed on the discussion section of the agenda. Likewise, at the time of the meeting any trustee may request that a specific item be moved to the discussion section of the agenda. Requests for inclusion of other items on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the University President sufficiently far in advance of the meeting to permit a determination to be made by the University President, in consultation with the Chair, with respect to the propriety and practicability of including that item on the agenda for the meeting. The University President will assemble the items received, with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least five (5) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least two (2) days prior to the meeting.

When needed, additional items may be placed on the agenda at the time of a meeting at the discretion of the chair.

Section 10. Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board of Trustees and to other places as deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

ARTICLE III APPEARANCES BEFORE THE BOARD

The Board shall allow for a public comment period during each Board and committee meeting. The public comment period shall be limited to individuals who desire to appear before the Board to address an agenda item currently before the Board. The public comment period shall be limited to a total of fifteen minutes. Comments by individuals who wish to address the Board concerning an agenda item shall be limited to three minutes. Those requesting to speak shall be called upon on a first come first serve basis. A public comment period shall not be provided for when the Board meets by telephone conference call. The Chair is authorized to implement other reasonable procedures for the smooth and effective operation of the public comment period.

The Chair may further recognize any individual to address the Board during the discussion of a particular agenda item.

In order to proceed with the essential business of the Board in an orderly manner, any individual who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE IV AMENDMENT OR SUSPENSION OF BYLAWS

These bylaws may be altered, amended or repealed by a vote of seven Trustees in attendance and voting at any regular or special meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

Any provision of these Bylaws may be suspended at any time in connection with the consideration of a matter before the Board by an affirmative vote of not less than nine members of the Board.

ARTICLE V CODE OF ETHICS

Section 1. Preamble

Authority rests with the Board of Trustees as a whole in meetings of the board and not with individual board members. Trustees shall conduct relationships with University staff, students, the citizenry and the media on that basis. Trustees will confine their Board action to policy-making, planning and appraisal, recognizing that their responsibility is to ensure that the University is well run and not to run the University.

Members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

Section 2. Conflict of Interest

A Trustee shall be considered to have a conflict of interest if (1) such Trustee has existing or potential financial or other interest that impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the university, or (2) such trustee is aware that a member of his or her family, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the trustee.

All Trustees shall disclose to the board any possible conflict of interest at the earliest practical time. In such cases, the trustee shall absent him or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee who has a conflict or possible conflict abstained from voting.

Furthermore, a trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University, nor shall a trustee disclose confidential information gained by reason of the trustee's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.

Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request that the Board of Trustees or committee resolve the question in his or her absence by majority vote. Each trustee shall annually complete and sign a disclosure form.

Section 3. Employees, Students and Special Interest Groups

Trustees shall use appropriate channels when dealing with employees, students, citizens and special interest groups. Trustees will not give directions or instructions to University employees, but will provide input and suggestions to the President who is responsible for the day-to-day management of the University.

Trustees should refer any grievances or complaints received from or about employees, students or University matters to the President. Trustees shall not attempt to influence hiring or other personnel decisions (e.g. tenure recommendations, promotions, retention, pay, work assignments, evaluations, disciplinary actions) affecting University employees, except with respect to the President. Trustees shall not attempt to influence decisions related to the admission of students to the University or degree programs, or decisions related to the award of financial aid or scholarships.

Section 4. Commitment of Time

In undertaking the duties of office, trustees shall make the necessary commitment of time and diligence to carry out public governance and policy-making responsibilities. It is, thus, the responsibility of trustees to attend all regularly scheduled Board meetings, insofar as possible, and become informed concerning issues to be considered at those meetings. In doing so, trustees will endeavor to stay informed about local, state and national issues affecting higher education.

ARTICLE VI MISCELLANEOUS

Section 1. Indemnity

The Board shall, to the extent legally permissible, indemnify and defend each of its trustees, officers, employees, volunteers and other agents against all liabilities and expenses incurred in the connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of university service, except with respect to any matter in which such person shall have been adjudicated in any proceeding

not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

Section 2. Fiscal Year

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

Section 3. Sunshine Laws

Public access to Board records will be governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law in Chapter 286, F.S., however, the Board shall be entitled to provide notice of internal review committee meetings for competitive proposals or procurement to applicants by mail or facsimile rather than by means of publication.

Section 4. Corporate Seal

The corporation shall have a seal on which shall be inscribed "The University of North Florida." The corporate seal shall be used only in connection with the transaction of business of the Board and of the University.