

BYLAWS

of the

UNIVERSITY OF NORTH FLORIDA FOUNDATION, INC.

Adopted September 13, 2016

Table of Contents

Article I. Purpose and Activities	2
Section 1. Purpose	2
Section 2. Activities	2
Section 3. Governance	2
Article II. Membership	3
Section 1. Composition	3
Section 2. Terms of Office	3
Article III. Officers	4
Section 1. Titles	4
Section 2. Powers and Duties.....	4
Section 3. Selection of Elected Officers	6
Article IV. Committees	7
Section 1. Standing and Special Committees.....	7
Article V. Meetings and Quorum	11
Section 1. Regular Meetings	11
Section 2. Special Meetings	11
Section 3. Emergency Meetings.....	11
Section 4. Committee Meetings.....	12
Section 5. Quorum	12
Section 6. Public Notice	12
Section 7. Telephone Meetings.....	12
Section 8. Agenda	13
Section 9. Appearances before the Board	13
Article VI. Support Groups and Advisory Councils	13
Section 1. UNF Alumni Association	13
Section 2. Osprey Club	14
Article VII. Fiscal Matters	14
Section 1. Fiscal Year	14
Section 2. Operating Budget	15
Section 3. Financial Statements	15
Section 4. Audit	15
Article VIII. Transaction of Foundation Business	16
Section 1. Checks	16
Section 2. Execution of Foundation Documents.....	16
Article IX. No Vested Rights	16
Article X. Indemnification	16
Article XI. Miscellaneous	17
Section 1. Amendments.....	17
Section 2. Conflicts of Interest	18
Section 3. Nondiscrimination	19
Section 4. Foundation Employees.....	19
Section 5. Parliamentary Authority.....	19
Section 6. Rules of the Trustee Board and State	19
Section 7. Confidentiality of Foundation Documents	20
Article XII. Seal	20

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of the
UNIVERSITY OF NORTH FLORIDA FOUNDATION, INC.

As Amended and Restated the 13 day of September 2016

Article I
PURPOSE AND ACTIVITIES

Section 1. Purpose

The purpose of the University of North Florida Foundation, Inc. is to support and enhance the University of North Florida by creating awareness, building relationships, securing private support, recognizing donors, accepting gifts on behalf of the University and performing all business-related matters to accomplish these purposes.

Section 2. Activities

Activities of the Foundation shall be established by the Foundation Board, consistent with the Articles of Incorporation, Bylaws, and applicable state and federal regulatory provisions. These activities shall include, but will not be limited to: developing a program of advisement for the President of the University and the University of North Florida Board of Trustees (“Trustee Board”); creating a bridge between the University and the political, cultural, civic and economic communities; enriching programs for students; managing Foundation assets; and assisting the University in securing private funds through programs of annual and planned giving, in order to assist the University in fulfilling its mission.

Section 3. Governance

The affairs of the Foundation shall be managed by and under the direction of the Foundation Board of Directors (“Foundation Board” or “the Board”) and by various officers and committees of the Board as powers may be delegated to such officers and

committees by these Bylaws or by Resolution of the Directors. Members of the Board shall be the sole voting members of the Foundation and shall be called “Directors”.

Article II

MEMBERSHIP

Section 1. Composition

The Foundation Board is composed of elected directors and ex-officio directors.

Elected Members – There shall be no fewer than fifteen (15) or more than fifty (50) elected members in accordance with the nominations and election procedures specified in these Bylaws.

Ex-officio Directors – The Ex-officio Directors are full voting members of the Board and are:

1. President of the University of North Florida
2. One appointee of the Chair of the University of North Florida Board of Trustees
3. President of the UNF Osprey Club
4. President of the UNF Alumni Association
5. The President of the Faculty Association
6. President of the Student Government Association

Special Members – The Directors may from time to time, acting by majority vote, establish special categories of membership in the Foundation for the purpose of honoring persons for contributions, service or achievements. The qualifications for special membership for each category shall be determined by the Directors as they deem necessary for the benefit of the Foundation and the University. Special members shall have no vote in meetings of the Foundation’s members or Directors except as specifically provided in these bylaws.

Section 2. Terms of Office

- A. **Elected Directors** – Each elected Director will serve a three year term commencing immediately following election and continuing through the annual

meeting of their third year of service. Terms are renewable upon recommendation of the Governance Committee.

- B. **Ex-officio Directors** – An Ex-officio Director will serve so long as he or she holds the office or the position which resulted in placement on the Foundation Board.
- C. **Election** – The Board shall elect new members to fill vacant terms at the annual meeting of the Directors to be held in the spring of each year. Directors may elect additional members at any other regular or special meeting of the Directors as provided in these Bylaws. Nominations for Directors shall be made by the Governance Committee, as provided in Article IV of the Bylaws.
- D. **Resignation** – A Director may resign at any time by submitting a written resignation to the Chair.
- E. **Removal** – An elected Director may be removed by a two-thirds vote of the Board members present and voting, whenever in the Board’s judgment the interests of the Foundation would be best served. Any Director may be removed for cause by the University President after consultation with the Foundation Chair, Board members and the Executive Director.
- F. **Vacancies** – Vacancies occurring during a term may be filled by the Board at any regular or special meeting of the Directors, upon the recommendation of the Governance Committee, as provided in Article IV of the Bylaws.

Article III OFFICERS

Section 1. Titles

The Officers of the Foundation shall be a Chair, a Vice Chair, Executive Director, Secretary and Treasurer.

Section 2. Powers and Duties

- A. **Chair of the Board** – The Chair of the Board will preside over all meetings of the Board and Executive Committee, and will have primary responsibility for the

Foundation's relationship with the university. The Chair shall serve as an ex-officio voting member of all Committees of the Board.

- B. **Vice Chair** – The Vice Chair will preside at all meetings of the Board and Executive Committee in the absence or disability of the Chair, and will do and perform other duties as may be assigned by the Chair. In the event of a vacancy in the office of the Chair or the prolonged absence or disability of the incumbent of that office, the Vice Chair will also perform all duties of the Chair until the vacancy is filled, the incumbent resumes service, or a successor to the incumbent is elected by the Board, consistent with election procedures described in these Bylaws.
- C. **Executive Director** – The University's Vice President for Development and Alumni Engagement shall serve as the Executive Director of the Foundation Board, and shall be deemed appointed to serve until he or she is no longer employed as the Vice President for Development and Alumni Affairs. The Executive Director will be responsible for the day-to-day operations and management of the Foundation and shall accept gifts, revenues and assets on behalf of the Foundation. The Executive Director is also responsible for activities constituting effective and trustworthy stewardship of UNF Foundation assets. Further, The Executive Director shall be responsible for the general supervision of approved Foundation activities that are undertaken by the division of University Development and Alumni Engagement. The Executive Director shall report to the University President and shall work closely with and be accountable to the Foundation Board in the performance of his or her duties.
- D. **Secretary** – The Foundation's Executive Director shall serve as Secretary to the Foundation Board and shall be deemed appointed to serve until he or she is no longer employed as the Foundation's Executive Director. The Secretary may delegate part of his or her duties to an Assistant Secretary. The Secretary will keep full and accurate minutes of all meetings of the Board, Executive Committee or other Board Committees, will transmit all notices required by these Bylaws, and perform other duties assigned by the Board or these Bylaws. The

Secretary, or his or her designee, will have charge of all official records of the Foundation which will, at all reasonable times, be open to examination by any Director.

- E. Treasurer** – The University’s Vice President for Administration and Finance shall serve as the Foundation’s Treasurer, and he or she shall be deemed appointed to serve until he or she is no longer employed by the University as the Vice President for Administration and Finance. The Treasurer shall approve all day-to-day disbursements by the Foundation, have custody of all of the funds and financial records of the Foundation, disburse funds subject to all established procedures, keep full and accurate accounts of all funds, together with the report of the annual audit, serve as the liaison with the Foundation’s external auditors, present a financial report for the Foundation at each meeting of the Directors and file all financial reports required by Federal and Florida law, regulation, rule or established procedure.

Section 3. Selection of Elected Officers

- A. The Board shall elect the Chair and Vice Chair at the annual meeting of the Directors to be held in the spring of each year. Nominations for elected offices shall be made by the Governance Committee, as provided in Article IV of the Bylaws.
- B. **Vacancies or Incapacity of elected Officers** – In the event of a vacancy in the office of Vice Chair or in the event of a prolonged absence or the inability to perform duties, the Board Chair, in consultation with the Executive Director, may appoint a Board member to assume the duties of the Vice Chair temporarily or for the remainder of the term.
- C. **Resignation and Removal** – An Officer may resign at any time by giving written notice to the Board, the Chair or the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. An elected Officer may be removed from office by a two-thirds vote of Board members present and voting whenever

in the Board's judgment the interests of the Foundation would be best served. Ex-officio Officers may be removed at any time by the President of the University and the President shall have the sole authority to change the incumbent of any University position even if that results in a change to the individual serving as an Officer of the Foundation.

Article IV COMMITTEES

Section 1. Standing and Special Committees

The Foundation will have Standing Committees and such other committees as the Chair and the Board deems necessary or desirable. Each committee shall have the option to create subcommittees to fulfill specific responsibilities. Standing Committees of the Board will be permanent. Special Committees will be formed by the Chair for special purposes as requested by the Board or, for advisory purposes only, as initiated by the Chair. Each committee will be staffed by an Office of Development and Alumni Engagement senior staff member as determined by the Executive Director.

- A. **Appointments** – The Foundation Chair, in consultation with the Executive Director, will appoint committee chairs, vice chairs, and members on an annual basis, except as otherwise provided in the Bylaws.
- B. **Special Appointees** – A Special Appointee may be appointed by the Board Chair to serve on a Committee in order to enhance the purposes of the Committee. Special Appointees are not Directors but do have full voting rights on the assigned Committee, although they have no other rights or privileges of a Director. Special appointees shall not make up more than twenty five percent (25%) of the membership of any given committee.
- C. **The Board shall have the following Standing Committees:**
 - i. **Executive Committee** – The Executive Committee shall meet at the call of the Foundation Chair. A majority of the voting members of the Executive Committee shall constitute a quorum, and a majority vote of

the voting members of the Committee present, shall be required to enact business of the Executive Committee. The Executive Committee shall have and may exercise all power and authority of the Foundation Board between meetings and shall be empowered to act on behalf of the Board in cases where a meeting of the full Board will not occur within the time frame necessary for approving an action deemed to be in the best interest of the Foundation. Actions by the Executive Committee shall be subject only to such restrictions as the Foundation Board may from time to time specify. A report of the actions taken by the Executive Committee shall be presented to the Foundation Board in a timely manner.

Member of the Executive Committee shall be the:

- a. Chairperson
- b. Vice Chair
- c. Immediate Past Chair
- d. President of the University
- e. Board of Trustees Designee
- f. Chair, Governance Committee
- g. Chair, Development Committee
- h. Chair, Finance and Audit Committee
- i. Chair, Grants Committee
- j. Chair, Investment Committee
- k. Financing Corporation Designee, selected from the elected membership of the Foundation Board
- l. MOCA Designee, selected from the elected membership of the Foundation Board
- m. Executive Director
- n. Treasurer

succession, policies and assessment criteria. The Governance Committee shall further serve as the nominating body. Each year it will present a slate of proposed new members, a slate of members whose terms are under consideration for renewal, and a slate of officers to the Executive Committee, and then to the Board for approval at the last meeting of the fiscal year. The Committee may also present nominations for new members to the Board at other times during the year. The Committee may recommend exceeding the maximum fifty (50) member Board size limit as described in Article II, Section 1.

- v. **Development Committee** – The Development Committee will advise and assist the Development and Alumni Engagement staff in the planning, development, implementation and support of fundraising efforts for the benefit of the Foundation and the University, including but not limited to, identifying, cultivating and soliciting donors. The Development Committee will enlist volunteers and other support as needed for external initiatives, as defined by the Executive Director. The Development Committee will provide leadership in the execution of the annual Foundation Unrestricted Board Giving Campaign. The Development Committee will provide leadership in the development of strategies for engagement and stewardship of current and future donors. During campaign periods, the Development Committee may become dormant and may be replaced by a Campaign Committee that shall be responsible for the planning and execution of campaign efforts.
- vi. **Grants Committee** – The Grants Committee will review and recommend to the Board awards for faculty and staff grants funded through the Foundation’s unrestricted operating budget. The Grants Committee will develop strategies to promote a closer linkage between

the Board and the University community, including through the support of University priorities as established by the Board in consultation with the University Administration.

Article V

MEETINGS AND QUORUM

Section 1. Regular Meetings

The Board will meet at least three (3) times a year, one of these being the annual meeting in the spring, no later than June 30, for the purpose of electing new board members and officers. The time and place of each regular meeting will be fixed by the Executive Director.

Written notice of regular meetings shall be provided to each Director not less than 7 days preceding any such meeting. Written notice may be provided via electronic transmission, facsimile or mail.

Section 2. Special Meetings

Special meetings of the Board may be called by the Chair of the Board or Executive Director, or by ten or more Directors, or by the University President.

Written notice of a special meeting shall be provided to each Director no less than 7 days preceding any such meeting and the agenda for special meetings shall be limited to matters listed in the written notice of the special meeting. Written notice may be provided via electronic transmission, facsimile or mail.

Section 3. Emergency Meetings

An emergency meeting of the Board may be called by the Chair, the Executive Director or the University President, upon no less than 24 hours' notice, whenever, in the opinion of the Chair, Executive Director or University President an issue requires immediate

Foundation Board action. Whenever such emergency meeting is called, the Secretary shall be notified and shall immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and purpose for which the meeting has been called. No other business shall be transacted at the meeting unless additional emergency matters are agreed to by a majority of those 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. Committee Meetings

Committee Meetings may be called at the request of the Committee Chair, Board Chair or Executive Director and notice shall be provided consistent with Board meeting notice requirements.

Section 5. Quorum

One-third of all members eligible to vote shall constitute a quorum of any duly noticed meeting of the Board. One-third of a Committee will constitute a quorum at any meeting of a Committee.

Section 6. Public Notice

Public notice of any meeting of the Board or any Committee shall be made as required by Florida law.

Section 7. Telephonic Meetings

Meetings may be conducted by telephone, video conference or similar communication equipment, provided all persons participating in such meetings are able to communicate with each other. The notice of any meeting conducted by means of telephone or similar communication facilities will state where and how members of the public may access the meeting.

Section 8. Agenda

The agenda for every meeting of the Board shall be prepared by the Executive Director or the Executive Director's staff. Minutes from the prior Board meeting and unanimously approved action items from committee meetings may be placed on the agenda as consent agenda items. Prior to the full Board meeting, the Foundation Chair, University President or Executive Director may choose to move a consent agenda item to the discussion section of the agenda. Likewise, at the time of the meeting any Foundation Board member may request that a specific item be moved to the discussion section of the agenda

Section 9. Appearances before the Board

The Board shall allow for public comment during each Board and committee meeting. The public comment period shall be limited to individuals who wish to address an agenda item currently before the Board. The public comment period shall be limited to a total of fifteen (15) minutes. Comments by individuals who wish to address the Board concerning the agenda item shall be limited to three (3) 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 during the public comment period.

Article VI

SUPPORT GROUPS AND ADVISORY COUNCILS

Section 1. UNF Alumni Association

There shall be a UNF Alumni Association whose purpose shall be to foster, maintain and support a mutually beneficial relationship between the University alumni and the University, and to create a bridge between the University and its alumni. It shall advise in the planning, coordination and implementation of fund-raising and other events to

assist the University in fulfilling its mission. The Association will coordinate its efforts through the appropriate University offices to ensure optimum success.

The UNF Alumni Association may adopt bylaws in accordance with the Foundation Bylaws and subject to the approval of the Foundation Board.

Section 2. Osprey Club

There shall be a UNF Osprey Club whose purpose shall be to unite in an organized effort the alumni and friends of the University who wish to express their interest in the University and serve it through their support of University Intercollegiate Athletics. The Osprey Club shall uphold the aims and policies of the University Athletic Department, the National Collegiate Athletic Association, and the University. It shall contribute financially to the scholarship funds for student athletes, maintained by the Foundation and contribute, through the Foundation, capital improvement funds for athletic facilities, and will support other athletic activities. The Osprey Club will coordinate its efforts through the appropriate University offices to ensure optimum success. The Osprey Club is staffed by the Director of Development for University Athletics.

The Osprey Club may adopt bylaws, in accordance with the Foundation Bylaws and subject to the approval of the Foundation Board. Following approval by the University President, the Osprey Club's annual restricted Foundation Budget shall be submitted by the Director of Intercollegiate Athletics to the Executive Director for approval as part of the Foundation Budget approval process.

Article VII

FISCAL MATTERS

Section 1. Fiscal Year

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

Section 2. Operating Budget

The annual operating budget for the corporation shall be reviewed and approved by the Finance and Audit Committee prior to presentation to the Foundation Board for a vote. The President of the University shall assure compliance with any requirements that may be established by the Trustee Board or State concerning budgetary review or approval.

Section 3. Financial Statements

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

Section 4. Audit

The Foundation Treasurer shall engage an independent, certified public accountant to perform an annual audit of the Foundation's financial statements, with the objective being to render an opinion on the financial statements and to provide a management letter. The Certified Public Accountant shall conduct the annual audit in accordance with Generally Accepted Auditing Standards, and rules adopted by the Auditor General pursuant to S. 11.45(8) and by the Trustee Board.

The auditor shall present the audit to the Finance and Audit Committee and shall be available to meet with the Foundation Board. The Finance and Audit Committee shall discuss the audit findings with the Foundation Board and, in accordance with the management letter, shall recommend to the Foundation Board such changes as it deems advisable.

The Foundation shall submit the audit report within nine (9) months, after the end of the fiscal year, to the Auditor General and the State Board of Education for review.

Article VIII
TRANSACTION OF FOUNDATION BUSINESS

Section 1. Checks

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

Section 2. Execution of Foundation Documents

The Foundation Chair, University President, Executive Director and Treasurer are authorized to execute, in the name of the Foundation, all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Foundation Board or these Bylaws, or necessary to effectuate the purposes of the Foundation.

Article IX
NO VESTED RIGHTS

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

Article X
INDEMNIFICATION

The Foundation shall indemnify, to the full extent provided by law, any person who was or is a party to any proceeding by reason of the fact that he or she was or is serving as a director, ex-officio director or officer of the Foundation, or was or is serving at the request of the Foundation as a trustee, director or officer of another corporation or

enterprise, against liability and expenses actually and reasonably incurred in connection with such proceeding, including any appeal thereof, if such a person acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interest of the Foundation and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The indemnification provided hereunder is not exclusive, and the Foundation may make any other or further indemnification as provided by law.

Article XI

MISCELLANEOUS

Section 1. Amendments

- A. The Bylaws may be altered, amended, rescinded or repealed at any regular or special meeting of the Foundation Board by the affirmative vote of a majority of the members of the Foundation Board present and eligible to vote. Amendments to the Bylaws shall be subject to policies, rules or regulations which may be established by the Trustee Board or State.
- B. The Articles of Incorporation of the Foundation may be altered or amended at any annual or special meeting of the Foundation Board by resolution approved by the affirmative vote of a two-thirds majority of the Foundation Board present and eligible to vote, subject to approval by the Secretary of State of the State of Florida as required by law. Written notice of any proposed amendment shall be mailed to each member of the Foundation Board not less than fifteen (15) days prior to any meeting at which such proposed amendment is to be considered, unless waived by a two-thirds vote of the Foundation Board. Amendments to the Article of Incorporation shall be subject to policies, rules or regulations which may be established by the Trustee Board or State.

Section 2. Conflicts of Interest

The Foundation has adopted a Conflicts of Interest Policy which contains the following provisions:

- A. No member of the Foundation Board, Executive Committee or other Foundation committee of volunteers shall knowingly take any action or make any statement intended to influence the conduct of a fellow Foundation Board member in such a way as to confer any financial benefit on such member or family member(s) or on any corporation in which he/she is an employee or has a significant interest as stockholder, director or officer.
- B. In the event a matter comes before the full Foundation Board, Executive Committee or other Foundation committee of volunteers for consideration, recommendation or decision that raises a potential conflict of interest for any member of the Board or committee, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and shall personally recuse himself or herself from participation in any discussions of or vote on the matter. The disclosure or conflict of interest shall be recorded in the minutes of the meeting.

In all such cases, the Board must be satisfied that the contract or transaction is fair and reasonable at the time it is authorized by the Foundation Board or committee.

- C. Each member of the Board, and all Board officers, committee members and the executive leadership of Foundation Support Organizations (e.g. Osprey Club, Alumni Association) shall annually complete a Declaration of Potentially Conflicting interests form provided by the Executive Director. Members completing a form will update such form promptly as necessary to reflect changes during the course of the year. Completed forms should be returned to the Foundation Executive Director and will be subject to review by the Board

Chair, Executive Director, Treasurer, the University General Counsel, and their designees, including outside legal counsel and audit staff.

Section 3. Nondiscrimination

The Foundation will not discriminate based on race, creed, color, religion, gender, age, national origin, sexual orientation, sexual identity, marital status, disability, political opinions or affiliations, or veteran status.

Section 4. Foundation Employees

By virtue of their employment by the Foundation, persons employed by the Foundation shall not be considered employees of the State of Florida.

Section 5. Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the Foundation.

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

The University President shall approve contribution of funds or supplements to support intercollegiate athletics and shall approve salary supplements and other compensation or benefits paid to University faculty and staff from Foundation assets, consistent with the Florida Board of Education's policies. The University President may designate an individual who shall be a vice president of the University or other senior officer of the

University reporting directly to the President to serve in this capacity. Determination of compensation of athletic personnel from Foundation assets may be made at the discretion of the University President and may not be delegated.

Section 7. Confidentiality of Foundation Documents

As stated in Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws. Upon receipt of a reasonable and specific request, the Foundation will provide all documents, not exempt from the Florida Public Records Law, which were requested. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party. The Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alumnus, volunteer, or employee. All fund-raising activities undertaken by University staff, faculty, or students, or by volunteers are undertaken on behalf of the Foundation. All documents associated with such activities in possession of any University staff, faculty, student, or any volunteer is a record of the Foundation and is confidential.

Article XII

SEAL

The seal of the Foundation shall be inscribed with the words "University of North Florida Foundation, Inc." and the figures "1971."

I hereby certify that the foregoing is a true and accurate copy of the Bylaws of the Foundation.