

NAMING POLICY FOR THE FLORIDA STATE UNIVERSITY

As Proposed to the Florida State University Board of Trustees, 3-8-2013

The following requirements apply to all Florida State University campuses, all satellite facilities and programs, all direct support organizations and governs the naming of academic units, physical structures, or parts of physical structures, administrative positions, faculty positions, excellence funds, athletic coaching positions, scholarships, fellowships, internships, and lectureships. Academic units include academic programs, centers, institutes, departments, schools and colleges. Physical structures include buildings, building additions, collections of buildings, monuments, fields, open-air courtyards, streets, alleys, and other outdoor areas. Portions of buildings (such as classrooms, auditoriums, foyers, libraries) shall be governed by the Naming Opportunities Guidelines.

Any name recommended for consideration under these guidelines must be one that would bring distinction or honor to the University and must be consistent with the values, mission and traditions of the University.

These rules shall be applicable for all naming opportunities, regardless if the donor is an individual, corporation, or foundation.

Definition of Terms:

<u>Word</u>	<u>Definition</u>
President	President of The Florida State University.
Vice President	Vice President, University Advancement, and President, FSU Foundation.
Unit Head	Dean of an academic unit, dean or head of a satellite campus, president or head of a direct support organization, vice presidents of the University, president of the student body.
Committee	The Committee on Campus Names
Nameable Space	A structure or space that may bear the name of an honoree.
Philanthropic Cost	Total fundraising goal of a project.
Naming Cost	Square footage of the nameable space multiplied by the net square footage cost multiplied by any weighting factors.

1. GENERAL REQUIREMENTS:

- 1.1 When a naming opportunity is presented, strong preference shall be given to persons who have had long, close and valued associations with the University as teachers, administrators, or distinguished and supportive alumni and friends.
- 1.2 Donor recognition does not need to be tied directly to a gift for a specific building or improvement, academic unit or endowment. Donors who support such projects may make their gifts “unrestricted” to the university or to the unit responsible for the private fund-raising. Significant unrestricted gifts can be recognized through naming opportunities.
- 1.3 If fundraising exceeds the philanthropic costs, the additional funds may be applied toward programmatic initiatives within the unit.
- 1.4 Donors should fulfill pledges in seven years or less. Naming will be considered when 50 percent of a pledge is received. A lower percentage or a longer period can be granted in cases where a written gift agreement is binding on the donor’s estate, and based on the previous history of the donor.
- 1.5 Once a building, program, or endowment has been named, the name shall not be changed unless there are unusual or compelling reasons for changing the name. The University, through the sole and absolute discretion of its Board of Trustees, may exercise this option if a designated name, in its judgment, should bring discredit upon the University. Failure to complete a pledge shall constitute a reason for changing the name. In the event of such re-naming, the University shall have no financial responsibility, despite anything that may be stated or implied to the contrary.
- 1.6 At no time should promises or commitments regarding naming be made in advance of final approval by the appropriate University entities.
- 1.7 Exceptions to this policy may be made only by the President of the Florida State University, with final approval from its Board of Trustees.
- 1.8 The Florida State University policies on naming shall follow all statutory requirements (*current statute: 267.062*).

2. SPECIFIC REQUIREMENTS - NAMING PHYSICAL STRUCTURES:

- 2.1 Where an individual, corporation or foundation contributes essentially 50% or more of the private philanthropy costs (including both governmental and non-governmental matching gifts) associated with a physical structure or essentially more than 50% of the value of an existing facility, or parts thereof, a name suggested by such contributor for that project will be given serious consideration. If for any reason, the matching gift is not received, the donor is responsible for contributing the full 50% of the cost before naming becomes a consideration.
- 2.2 Where a physical structure already exists or when funding has already been secured for a new construction project, market benchmarks or other factors shall be used to determine the required contribution for naming.
- 2.3 Temporary naming of physical structures may be considered based on the length of period of naming and an assessment of market value associated with the structure.

3. SPECIFIC REQUIREMENTS – NAMING ACADEMIC UNITS:

- 3.1 Where an individual, corporation or foundation contributes significantly in defraying the annual operating costs of a program, center, institute, department or college, a name suggested by such contributor for that project will be given serious consideration.
- 3.2 Market benchmarks and other factors shall be used to determine the required contribution for naming.

4. SPECIFIC REQUIREMENTS—NAMING ENDOWMENTS:

- 4.1 The permanent endowment of a position is a significant and important investment in the long-term viability and strength of a unit. Gifts that establish these endowments can support either administrative or faculty positions, scholarships, fellowships, etc. In addition to supporting the teaching, research and service activities of the unit, funding may cover research expenses.
- 4.2 A minimum gift of \$25,000 is required to create an endowed fund at Florida State University.
- 4.3 Minimum endowment amounts do not include matching funds or grants
- 4.4 Endowment Levels: Minimums for endowed facilities and positions are maintained in the Florida State University Naming Opportunity Guidelines.

5. ADMINISTRATION OF THIS POLICY:

The Vice President for University Advancement shall administer this policy and reference it as appropriate in any written agreement or understanding regarding naming. Schools and units proposing naming thresholds and names for consideration under this policy should present a proposal in writing with sufficient background information to the Vice President for University Advancement. A committee, here named The Committee on Campus Names, shall advise the Vice President for University Advancement at the Vice President’s discretion. Approval thresholds are listed under the procedure section of the policy. When appropriate the President shall forward all positive recommendations to the Board of Trustees for final approval. Notification of naming opportunities that do not require Board of Trustee approval will be shared, for information purposes, with the Board during its regularly scheduled meetings. Naming of a physical structure or academic unit, or an endowment must appear as a non-consent item on the Board of Trustees’ agenda. The naming of a building, road, bridge, park, recreational complex or similar facility for an existing State University System employee must receive the additional approval of the Board of Governors following approval by the Board of Trustees.

6. PROCEDURES—NAMEABLE SPACE

- 6.1 Nameable space with a philanthropic cost of \$1 million or greater shall require approval of the naming committee, the president, and the Board of Trustees.
- 6.2 Namable space with a philanthropic cost of \$100,000 to \$999,999 shall require approval of the naming committee and the president with the exception of prominent public spaces which will require Board of Trustee approval. Prominent public spaces are defined as those with high visibility, heavy usage, or those linked to significant University traditions.
- 6.3 Namable space with a philanthropic cost less than \$100,000 shall require approval of the unit head.
- 6.4 Unit heads will maintain a list of naming opportunities—both available and successfully

designated—that are a part of their unit. The Vice President will maintain a master list of all naming opportunities with proposed gift amounts and identification of the appropriate approval entity.

7. THE COMMITTEE ON CAMPUS NAMES:

When requested by the Vice President for University Advancement, naming proposals may be referred to The Committee on Campus Names. This committee shall be composed of the Vice President for Faculty Development and Advancement (Chair), the Senior Vice President for Finance & Administration, the Provost & Executive Vice President for Academic Affairs, the Vice President for University Relations, the Associate Vice President for Facilities, an appointee of the Faculty Senate, the President of the Student Body, and an external member appointed by the President. When so requested, the Committee determines the appropriateness of proposals and prepares recommendations to be considered by the Vice President for University Advancement. Recommendations shall be provided within 30 days of the request for submission to the President.

Acknowledged: _____

Date: _____

Bylaws of the Florida State University Alumni Association
as revised: 1-11-2013

ARTICLE I

SECTION A. NAME. The name of this association (the “Association”) is the Florida State University Alumni Association, a nonprofit corporation incorporated under the laws of the State of Florida.

SECTION B. LOCATION. The principal office and place of business ~~is of the Association is located~~ at Florida State University (the “University”), Tallahassee, Leon County, Florida.

SECTION C. OFFICIAL SEAL. The official seal of the Association shall be kept by the President (the “President”) of the Association in the Association’s principal office and shall be affixed to all legal documents or transactions as required.

SECTION D. PURPOSE AND OBJECTIVES. The Association is organized to promote the welfare, development and advancement of ~~Florida State the~~ University and its educational, scientific and programmatic purposes within the meaning of Section 501-(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Internal Revenue Service Law. To the extent permitted within the meaning of Section 501-(c)(3) of the Internal Revenue Code, the Association serves ~~Alumni in pursuit of their careers; recognizes their accomplishments; perpetuates among them a sentiment of affection for Florida State University; encourages their support for the Institution’s programs and future development; and fosters the sense of responsibility among Alumni to support the Association and the University through membership and private giving. The Association is committed to maintaining among former students, current students, and friends of FSU a spirit of fellowship and regard for one another and demonstrating the University’s rich traditions, diversity and spirit.~~Members, Alumni and Constituents (all as defined in Article II) by:

1. developing and sustaining meaningful relationships between and among Members, Alumni, Constituents and the University;
2. fostering the sense of responsibility among Members, Alumni and Constituents to support the Association and the University through membership and private giving;
3. perpetuating among Members, Alumni and Constituents a sentiment of affection for the University;
4. recognizing the accomplishments of Members, Alumni and Constituents;
5. encouraging the support of Members, Alumni and Constituents for the University’s programs and future development; and
6. serving Members, Alumni and Constituents in pursuit of their careers and professional development.

SECTION E. LIMITATIONS. The Association is organized and operated exclusively for charitable and educational purposes within the meanings of Section 501(c)(3) and Section 170(c)(2)(b) of the Internal Revenue Service Code or the corresponding provisions of any future United States Internal Revenue Law. No part of net earnings shall be to the benefit of or be distributable to its Directors or Officers, other private individuals, or ~~Associations~~associations organized and operating for a profit, except that the Association shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of those purposes as ~~herein above~~ hereinabove stated. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in, including the publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office.

SECTION F. FISCAL YEAR. The ~~fiscal year~~ Fiscal Year of the Association is July 1 through June 30, inclusive, unless otherwise defined.

SECTION G. EXISTENCE. This Association shall have perpetual existence.

ARTICLE II

Membership

SECTION A. ~~SECTION I.~~ The Association will have the following classes of membership:

1. ~~a.~~ ALUMNI. All persons who have been enrolled and successfully completed one academic term as a full-time student at ~~Florida State~~ the University will be Alumni.

2. CONSTITUENTS: All employees, donors, supporters, advocates, associates and friends of the University, together with families of (a) all of the foregoing, (b) students of the University and (c) Alumni.

3. ~~b.~~ HONORARY ALUMNI. ~~Friends or associates of Florida State University~~ Any Constituent(s) may be granted permanent Honorary Alumni status by the Association's Board of Directors (the "Board") in recognition of conspicuous, ongoing, enduring and dedicated service on behalf of the ~~institution~~ University or the ~~Alumni~~ Association.

4. ~~e.~~ MEMBERMEMBERS. ~~Alumni, Honorary Alumni, Those classifications of individuals identified in this Section~~ and all other persons who pay the continuing annual ~~five-year~~ or lifetime dues as established by the Association ~~will be Members from time to time shall be members (individually, a "Member" and collectively "Members") of the Association.~~

SECTION B. RIGHT TO HOLD OFFICE. ~~All Members of the Board of Directors shall be Members of the Alumni Association. Members of committees shall be Members and appointed by the Chair. The Chair~~ Everyone who serves on the Association's Board (individually a "Director" and collectively, "Directors") must be a Member of the Association. Everyone who serves on a committee of the Association's Board shall be a Member and be appointed by the chair ("Chair") of the Board. The chair of any Association committee shall ~~must~~ be a member or a current or former member of the Board Director who has retained interest in, proximity to and service on behalf of the Association.

SECTION C. PROPERTY RIGHTS. No Member ~~will~~ shall have any right, title or interest in any of the property or assets, including any earned or investment income of this Association, nor shall any of the property or assets be distributed to any Member ~~on its~~ upon dissolution of the Association.

SECTION D. LIABILITY OF MEMBERS. No Member will be personally liable for any of the Association's debts, liabilities or obligations, nor will any Member be assessed for the debts, liabilities or obligations of the Association.

~~ARTICLE III~~

~~Affiliated Organizations~~

ARTICLE III

Seminole Clubs and Chapters

SECTION A. PURPOSE. This Association, with the support ~~-,~~ funding and authorization of the University and in cooperation with Seminole Boosters, Inc., shall establish, promote and serve local clubs (collectively, “Seminole Clubs” or “Clubs”) and chapters (collectively, “Seminole Chapters” or “Chapters”) composed of Members. The purpose of these ~~clubs~~ Clubs and Chapters is to further the purposes of ~~Florida State the~~ University by supporting academic, athletic and other programs. ~~These clubs should~~ The Clubs and Chapters shall assist in the recruitment of students, support academic scholarships, promote community service initiatives and engage in “friend-raising” on behalf of the University.

SECTION B. ORGANIZATION. Any group desiring to organize as a Seminole Club or Seminole Chapter shall notify the President ~~of the Florida State University Alumni Association.~~ To be formally established, a Seminole Club or Seminole Chapter must be approved for formation by the Board ~~of Directors of the Association.~~

Further, the Board ~~of Directors~~ of the Association has the authority to terminate ~~an affiliated organization~~ a Club or Chapter at any time by a two-thirds (2/3) vote of its ~~members~~ Directors present at a regular meeting. Such ~~constituent unit must~~ Club or Chapter shall be informed ~~in writing by written notice~~ of the proposed action and its justification at least thirty (30) calendar days prior to the Board meeting at which such action is scheduled to take place. ~~It~~ The Club or Chapter shall be further advised by such ~~writing~~ written notice that it may be represented by its delegate or by counsel in all proceedings relevant to ~~this matter~~ the proposed action.

SECTION C. LIABILITY. The Association ~~will~~ shall not be liable or in any way responsible for any actions of the local Seminole Clubs or Seminole Chapters, including, without limitation, any negligence or willful misconduct of such ~~Seminole~~ Clubs or Chapters or their members, agents, employees or invitees.

ARTICLE IV

~~Affiliated~~ Constituent Groups

SECTION A. PURPOSE. From ~~time to time~~ time to time, the Board ~~of Directors~~ may recognize affiliated groups of the University ~~Alumni (including but not limited to the Student Alumni Association, Emeritus Alumni, Young Alumni Association and the Black Alumni Association) (individually, a “Constituent Group” and collectively, “Constituent Groups”)~~ organized to further the purposes of ~~Florida State the~~ University. Such ~~affiliated groups~~ Constituent Groups will be organized and recognized and regulated in accordance with policies or criteria to be established by the Board ~~of Directors~~ from time to time.

SECTION B. LIABILITY. The Association ~~will~~ shall not be ~~considered~~ liable or in any way responsible for any actions of such ~~affiliated groups~~ Constituent Groups or their members, agents,

employees or invitees, including, without limitation, ~~the any~~ negligence or willful misconduct of such ~~affiliated groups~~ Constituent Groups or their members, agents, employees or invitees.

ARTICLE V

~~Annual~~ Meetings of the Association and its Members

SECTION A. ANNUAL MEETINGS. An ~~annual meeting~~ Annual Meeting of the Association and its Members shall be held as determined by the Chair ~~of the Board of Directors~~ in consultation with the President ~~of the Association~~. The time and place of the ~~annual meeting~~ Annual Meeting shall be announced ~~and by written notice~~ conveyed to the ~~membership~~ Members and Directors at least thirty (30) calendar days in advance of the meeting.

SECTION B. SPECIAL MEETINGS. Special meetings of the Association and its Members for any purpose may be called by the Chair ~~of the Board of Directors~~ or President or at the request in writing of a majority of the ~~Board~~ Directors.

SECTION C. TIME AND PLACE OF MEETINGS. All meetings of the Association and its Members other than the Annual Meeting shall be held at the time and place as designated by the Chair ~~of the Board of Directors~~ or the President.

SECTION D. PROCEDURES. All meetings of the Association and its Members shall be conducted according to the latest edition of Robert's Rules of Order Newly Revised.

~~SECTION 5.—QUORUM.—One third (1/3) of the members of the Board of Directors then in office (excluding any vacancies on the Board) constitutes a quorum of the full Board of Directors.—An action approved by a majority of the Board members present at a meeting of the Board at which a quorum is present constitutes an act of the Board of Directors.—A majority vote consists of one vote more than one-half (1/2) of the votes cast at a meeting at which a quorum is present.~~

ARTICLE VI

~~Board of~~
Directors

SECTION A. POWERS. The primary functions of the Board include establishment of policy, organizational vision and prudent care and development ~~of with respect to the Association's Members and~~ resources. The Board ~~of Directors~~ determines the general and financial policies of the Association and may delegate the performance of any duties or the exercise of any powers to the Officers, committees and its designees as the Board ~~of Directors~~ determine by resolution.

SECTION B. RESOLUTION. The Board ~~of Directors may by~~ may, after duly adopting an appropriate resolution ~~duly adopted~~, authorize any Officer ~~or Officer's agent or agents~~ of this Association, in addition to the Officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. The authority may be general, ~~or~~ or confined to specific instances.

SECTION C. ELIGIBILITY. Only Alumni who are Members shall be eligible for election to the Board.

SECTION D. DIRECTORS - NUMBER AND TERM. The number of Directors of the Association shall not exceed thirty-six (36). They shall consist of at least the following: ~~The the~~ Chair, Chair-elect, Vice Chair, Secretary, Treasurer, the immediate Past Chair; eight (8) Directors appointed by the University President; and no more than eighteen (18) Directors elected at Large. The Directors appointed by the University President and the Directors elected at ~~Large large~~ shall be collectively referred to herein as ~~“regular Board members”,~~ Regular Directors”, at least eight (8) of whom must be from outside of Florida. In addition thereto, there shall be six (6) continuing Directors (collectively “Continuing Directors”) who shall be the ~~Association~~ President, the President of the University or the President~~s~~^{’s} of the University’s designee (the President of the University or the President of the University’s designee, as applicable, shall collectively only be entitled to one vote), the President of the FSU Emeritus Board, the President of the FSU Black Alumni Association, the President of the Student Alumni Association, and the Chair of the Florida State University Board of Trustees or the Chair’s designee (the Chair of the Florida State University Board of Trustees or the Chair’s designee, as applicable, shall collectively only be entitled to one vote). Except as otherwise specifically provided herin, all Regular Directors and Continuing Directors shall be voting members of the Board with one vote each.

SECTION E. INVITED GUESTS (NON-VOTING). The President of the University (in the event that the President of the University’s designee is scheduled to attend such Board meeting), Past Chairs of the Association, Permanent Senior Class Presidents, ~~Student Alumni Association President, the~~ Faculty Senate President, the Senior Class President, the Chair of the Seminole Booster Board of Directors, ~~and the~~ Chair of the Board of Trustees of the FSU Foundation ~~are invited guests to each Board Meeting and will receive copies of the minutes of each meeting. The Board may by majority vote select additional~~ Guests and the Chair of the Florida State University Board of Trustees (in the event that the Chair’s designee is scheduled to attend such meeting) are invited guests (collectively “Guests”) to each Board meeting. From time to time, the Chair and/or the President may, at their discretion, select and invite additional Guests to meetings of the Board. Guests shall not be entitled to vote at meetings of the Board.

SECTION F. TERMS OF BOARD DIRECTORS. A ~~regular Board member~~ Regular Director shall be elected or appointed to a three-year term. Terms shall be staggered such that up to one-third of all ~~regular Board members are up~~ Regular Directors stand for re-election or re-appointment every year. ~~Regular Board member~~ Directors may be re-elected or re-appointed ~~to for~~ for one additional three-year term. ~~Chair appointments~~ Continuing Directors shall be appointed to a one-year term. ~~If a regular Board Member is an Officer, the Member may be reelected for such~~ A Continuing Director may apply to become a Regular Director for a three-year term in accordance with the procedures outlined in Section H below. If a Continuing Director is elected to the Board as a Regular Director and serves an initial three-year term, he or she may be re-elected for one additional three-year term. If a Regular Director is an Officer, that Director may be re-elected for such additional time needed to fulfill the requirements of ~~the position that~~ office.

SECTION G. TRANSITIONAL PROVISION FOR THE BOARD’S FISCAL YEAR’S COMMENCING JULY 1, 2012, JULY 1, 2013 AND JULY 1, 2014. Notwithstanding any other provision of these Bylaws, the Board shall transition to three (3) staggered classes of ten (10) ~~regular Board members~~ Regular Directors per class. Additionally, the Board shall transition its membership to include the Presidential appointments described in Article VI, section 3. During this transitional period, ~~regular Board members~~ Regular Directors whose first terms end in June of each of the three transition years may be considered for re-election or be appointed to a second term by the University President, such that the University President shall have eight (8) Board appointees by July 1, 2014. Prior service on the Board shall be counted for purpose of calculating terms.

This provision shall stand repealed on July 2, 2014, unless re-enacted in accordance with Article XI of these bylaws or the transition has not been completed. If the transition has not been completed, this

provision shall remain in force until completion and must be repealed in accordance with Article XI of these bylaws.

~~SECTION 7.— ELIGIBILITY.— Only Alumni who are Members shall be eligible for election to the Board of Directors.~~

~~SECTION 8. NOMINATION AND ELECTION OF DIRECTORS AND CHAIR OFFICERS~~BOARD DEVELOPMENT COMMITTEE. The Board Development Committee, charged with determining the slate of ~~officers~~ Officers and nomination of new ~~members~~ Directors, shall be chaired by the Chair-Elect. ~~The This~~ Committee shall consist of no more than two (2) current Officers (including the Chair-Elect), the University President’s designee, the Association President, and seven ~~other regular Board members— four in state members and three out of state Members (appointed by the Chair Elect).~~ ~~The (7) other Regular Directors.~~ These seven (7) Regular Directors appointed by the Chair Elect shall include four (4) in-state Directors and three (3) out-of-state Directors. ~~Committee shall recommend candidates for election as regular members to the Board to the Association University President and the Board, evaluate the performance of Board Members, and recommend to the Board, the University President and the Association President persons deserving of election as Officers of the Board. The Committee shall:~~

SECTION I. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS. The Board Development Committee shall recommend candidates for election as Regular Directors of the Association to the University President and the Board, and recommend to the Board, the University President and the Association President persons deserving of election as Officers of the Board. The Committee shall:

1. a. Present to the University President, by June 1 of each year, a slate of nominations for election or appointment as new ~~regular Board members~~ Regular Directors, as well as those up for re-election or re-appointment consistent with Article VI, section 5. The University President shall, without undue delay, select names for new or re-appointment to make up not less than 25% of all ~~regular Board members~~ Regular Directors as provided in Section 3. The remainder of the nominees shall be presented for election or re-election, as appropriate, prior to the Annual Meeting.

2. b. Make recommendations for new ~~members to~~ Directors on the Board at such Meeting.

3. e. Review the attendance of and performance of ~~members~~ all Directors, including those being considered for re-election, and oversee periodic performance reviews by the Board of its performance. If a Director fails to attend four (4) of nine (9) Board meetings during his or her term, the Board Development Committee shall recommend to the Board Development Committee Chair whether the Director should be nominated to serve an additional term. The Board Development Committee Chair shall discuss the matter with the Director, determine whether the Director is willing and able to continue to serve, and report the findings to the Board Development Committee, which shall take such further action as deemed appropriate, after consultation with the President.

4. f. Maintain a list of candidates for election or appointment as ~~members~~ Directors and cultivate their interest in the Association.

5. e. Receive recommendations for the slate of Board Officers at least thirty (30) calendar days prior to the Annual Meeting, and proffer the slate of Officers at the Annual Meeting. The election of Officers shall be confirmed and ratified by the Board at the Annual Meeting. Both Regular Directors and Continuing Directors (so long as any such Continuing Director has been reclassified as a Regular Director) may serve as Officers of the Board.

6. f. Oversee the orientation and development of new ~~members~~ Directors.

SECTION J. VACANCIES AND REMOVAL. Any Director may resign from the Board at any time upon delivering written notice to the Chair. If any vacancy occurs in the Board caused by death, resignation, retirement, disability, or otherwise, the Chair shall appoint a replacement ~~Member~~Director. A Director so chosen shall hold office for the duration of the replaced Director's remaining term. Any Director appointed to fulfill the remainder of his or her predecessor's term due to resignation or removal of ~~a that predecessor~~ Director shall be eligible for election to two full terms as a Director.

~~a. All Board members are expected to attend Board and Committee meetings.~~

~~b. The Board Development Committee will evaluate all members prior to the completion of their three-year term.~~

~~c. Prior to the completion of a member's term, the Association shall present the attendance record of the member to the Board Development Committee. If a member fails to attend four (4) of nine (9) Board meetings during his or her term in office, the Board Development Committee shall recommend to the Committee Chair whether the member should be nominated to serve an additional term.~~

~~d. The Committee Chair shall discuss the matter with the member, determine whether the member is willing and able to continue to serve, and report the findings to the Committee, who shall take such further action as deemed appropriate, after consultation with the Association President.~~

In addition to vacancies presented by the preceding circumstances, it may be necessary, in rare cases, to remove existing ~~Board members~~ Directors for various reasons. ~~With respect to members reaching prior to the end of their term: his or her term. The removal of a Director. Additionally, if a member is found to have committed actions bringing the Alumni Association or the University negative consequences, the removal of a member prior to the end of their term may be warranted. The removal of a member can only be undertaken through the following process:~~

1. ~~a.~~ A removal petition, signed by two existing ~~Board members, Directors~~ and ~~signed by the President of the Association,~~ is brought to the Board Development Committee for discussion.

2. ~~b.~~ Subsequent to discussion, the Board Development Committee votes whether to send the removal request to the full Board. Passage must be by ~~two-thirds~~ two-thirds (2/3) of the quorum present.

3. ~~e.~~ Subsequent to passing ~~Committee~~ committee, the motion is brought before the full Board for discussion and voting. Passage must be by two-thirds (2/3) of ~~the a~~ quorum present at the Board Meeting.

SECTION K. MEETINGS. The Board shall hold at least three meetings yearly, including the Annual Meeting. The Board shall meet during the Annual Meeting of the Association prescribed by Article V, Section 1.

1. The time and place of meetings of the Board shall be announced and conveyed to the Members and Directors by written notice at least thirty (30) calendar days in advance of the meeting.

2. --A special meeting of the Board of Directors may be held at any time with a upon ten (10) day calendar days advance written notice to the Members and of the Board of Directors called by the Chair or President. The Board shall hold at least two

SECTION L. PROCEDURES. All meetings of the Board shall be conducted according to the provisions contained in the latest edition of Robert’s Rules of Order Newly Revised.

SECTION M. VOTING:

1. Quorum For Board Action. One-half (1/2) of the Directors then serving ~~meetings yearly, including the Annual Meeting~~ (excluding any vacancies on the Board) constitutes a quorum of the full Board. An action approved by a majority of the Directors present at a meeting of the Board at which a quorum is present constitutes an act of the Board. A majority vote consists of more than one-half (1/2) of the votes cast at a meeting at which a quorum is present.

2. Quorum for Committee Action. One-half (1/2) of the Directors then serving on a committee of the Board (excluding any vacancies on the applicable committee) constitutes a quorum of that respective committee. An action approved by a majority of the Directors present at a meeting of the committee at which a quorum is present constitutes an act of that committee. A majority vote consists of more than one-half (1/2) of the votes cast at a meeting at which a quorum is present.

3. Voting By Proxy. A Director may not vote by proxy, and may not appoint any person to serve as his or her proxy, in connection with any Board or Board committee meeting or other Board or Board committee action.

4. Voting, Sunshine Law. Any action required or permitted by the Florida Not For Profit Corporation Act, University Regulation 6C2R-2.025, Board of Governors Regulation 9.011, or these bylaws to be taken at a Board meeting or Board committee meeting shall be taken in accordance with Chapter 286, Florida Statutes.

SECTION N. EXECUTIVE COMMITTEE. There shall consist within the Board of Directors an Executive Committee which shall consist of the Board Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, Immediate Past Chair, ~~(collectively, the “Officers”), the~~ President, and the President of the University or the President’s designee. The Chair shall have the privilege of appointing two additional members of the Executive Committee from among the ~~members of the Board~~ Directors. This Committee shall have and exercise all of the authority of the Board ~~of Directors~~ in the management of the Association, except that such Executive Committee shall not be empowered to take action with respect to:

- 1. ~~a.~~ Electing Officers and appointing other officials.
- 2. ~~b.~~ Amending Bylaws.
- 3. ~~c.~~ Filling vacancies and new directorships to the Board.
- 4. ~~d.~~ Removing Association Officers or Directors.
- 5. ~~e.~~ Authorizing ~~individual commitments of more than \$25,000 annually or consummating individual transactions or expenditures in excess of Fifty Thousand and No/100 Dollars (\$50,000.00) annually,~~ except when contemplated ~~in the authorized by the Association’s approved~~ budget.
- 6. ~~f.~~ Authorizing action regarding loans and the pledging of assets.

A complete, written set of minutes of each Executive Committee Meeting will be mailed to each Director within ~~ten~~ twenty (20) ~~working~~ calendar days following such meeting.

SECTION O. INDEMNIFICATION OF DIRECTORS. Each person (including the heirs, executors, administrators, or estate of such person) (1) who is or was a Director or Officer of the Association, or (2) who is or was an agent, employee or representative of the Association other than an Officer and as to

whom the Association has agreed to grant such indemnity, shall be indemnified by the Association as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in his capacity as such Director, Officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking such indemnification may be entitled. The Association may maintain insurance, at its expense, to protect itself and any such person against any fine, liability, cost or expenses, whether or not the Association would have the legal power to directly indemnify such person against such liability.

ARTICLE VII

Duties of Officers and Directors

SECTION A. GENERAL RESPONSIBILITIES. The Officers and Directors of the Association shall have the following duties and responsibilities:

1. All Directors shall be subject to the following expectations and standards: (a) Directors are expected to attend Board and Committee meetings, make meaningful contributions to the Association, remain engaged with the Association and its Members and advance the purposes and objectives of the Association outlined in Article I, Section D; (b) Directors are expected to comply fully and completely with the Conflict of Interest provisions contained in Article XIII; and (c) Directors shall not commit any actions that cause or are reasonably calculated to cause the Association or its Members or the University to suffer any adverse or negative consequences.

2. a-Chair – Serves as the Chair of the Board ~~of Directors~~; presides at all meetings of the Board ~~of Directors~~ and the ~~Membership~~Members; appoints the standing committees, appoints special committees; serves as a ~~Member~~member of all committees; and exercises the powers generally associated with the Chair of the Board. The Chair will automatically serve as the Immediate Past Chair in the ~~succeeding year~~Fiscal Year commencing upon the expiration of the Chair's term. (See subsection 7 below.)

3. b-Chair-Elect – Takes on the responsibilities of the Chair in the event of the Chair's death, disability, resignation or absence; serves as an Ex-Officio Member of all committees in absence of the Chair. The Chair-Elect will automatically serve as Chair in the ~~succeeding year~~Fiscal Year commencing upon the expiration of the then Chair's term.

4. e-Vice Chair — Serves as Parliamentarian at all meetings of the ~~Membership~~Board, the Association and its Members, takes on responsibilities of ~~Chair-Elect~~Chair-Elect in the event of the ~~Chair-Elect's~~Chair-Elect's death, disability, resignation or absence. The Vice Chair will automatically serve as ~~Chair-Elect in the succeeding year~~Chair-Elect in the Fiscal Year commencing upon the expiration of the then Chair-Elect's term.

5. d.Secretary – Serves as the secretary to the Board ~~of Directors~~; prepares the official minutes of all meetings of the Board ~~of Directors~~ and the ~~Membership~~Members, signs and attests to instruments and documents as required.

6. e.Treasurer – Serves as the treasurer of the Board ~~of Directors~~; assists in the preparation of a proposed annual budget; assists in the direction of the development and maintenance of the financial accounts and records; signs and certifies all checks, drafts, vouchers, notes, instruments and documents

as required in the event of the President’s death, disability, resignation or absence, or at the direction of the Chair.

7. Immediate Past Chair – Serves on the Executive Committee and shall make himself or herself available for advice and consultation with the Officers and Directors of the Association on an as-needed basis.

8. President – Serves as the chief executive officer of the Association; serves as parliamentarian at meetings of the ~~Membership Board, the Association and its Members~~ when the ~~Chair-Elect presides~~ Vice Chair is not present; serves as a ~~Member~~ member of all special Board committees; and exercises the powers generally associated with the Office of the President. The President is not empowered to authorize or consummate any individual transactions or expenditures in excess of Twenty-Five and No/100 Dollars (\$25,000.00) annually without the express written consent and approval of the Board except when contemplated by the Association’s approved budget.

ARTICLE VIII

Financial Affairs

SECTION A. SOURCE OF FUNDS. ~~The Board of Directors shall establish dues for Membership.~~

The Board, in conjunction with the University, shall establish sources of funds to ensure adequate operation of the Association for the Fiscal Year. Such funding sources shall include, but not be limited to, member dues established by the Board from time to time.

SECTION B. BUDGETS. The Treasurer, after consultation with the chair of the Budget and Finance Committee, shall prepare a proposed annual budget for revenues and expenditures of the Association which shall be approved by the Board ~~of Directors~~ at the beginning of each ~~fiscal year~~ Fiscal Year. The proposed annual budget shall be submitted not later than May ~~1,~~ 1st by the President to the President of the University who shall recommend the proposed budget to the ~~Florida State University~~ University’s Board of Trustees for its review and approval. The Board ~~of Directors~~ shall approve the proposed budget by July ~~1,~~ 1st and the President shall submit a final budget to the President of the University no later than September ~~1,~~ 1st of each year. Budgets may be amended ~~at the pleasure~~ from time to time in the sole discretion of the Board ~~of Directors~~. The Treasurer shall also provide quarterly reports of expenditures to the ~~President of the University~~ President, or his or her designee.

SECTION C. AUDITS. An audit of the Association’s financial statements shall be performed in accordance with generally accepted auditing standards (“GAAS”) promulgated by the American Institute of Certified Public Accountants by a Florida certified public accountant at the close of every ~~fiscal year.~~ Fiscal Year. ~~The auditor shall be selected by the Board of Directors and shall present his audit report.~~ The appointment of the auditor shall be approved by the Finance Committee. All audit reports required by GAAS, including an expression of an opinion as to the fairness of the presentation of the Association’s financial statements under GAAS, shall be presented to the Finance Committee and made available to the Board. A copy of the audit report shall be available for review at the Executive Office of the Association.

~~ARTICLE IX~~

~~Elections~~

ARTICLE IX

Amendments to Charter

SECTION A. ARTICLES OF INCORPORATION. Balloting on proposed amendments to the Articles of Incorporation of the Association shall be conducted in accordance with the provisions in the Articles of Incorporation, ~~through~~ and applicable Florida law by means of the following procedure:

1. ~~a.~~ A proposed amendment must be approved by a majority vote of the ~~Board of Directors.~~
2. ~~b. In addition, a proposed amendment submitted to the Board of Directors.~~ In addition, a proposed amendment submitted to the Board by a petition bearing the signatures of at least two hundred (200) ~~Active Members~~ shall be presented to the Board ~~of Directors~~ by letter, in which case the Board ~~of Directors~~ may advise the ~~Membership Members~~ of its position and recommendation ~~on with respect to~~ the proposed amendment. The petition must be presented to the Chair or the President on an official form prepared by the President to facilitate the verification of signatures against the ~~Active Membership active~~ roster of Members.

ARTICLE X

Executive Office

SECTION A. EXECUTIVE OFFICE. The Association shall establish and maintain an Executive Office at ~~Florida State the~~ University, or at such other location in Tallahassee, Florida, ~~as~~ as may be designated by the Board ~~of Directors from time to time.~~ The Executive Office shall be the central headquarters for the Association. The President and all staff personnel of the Association shall be headquartered at the Executive Office, except as may be otherwise provided by the Board ~~of Directors from time to time.~~ All ~~Membership membership~~ records, budgets, financial accounts and records, minutes, instruments, documents, other records and reports, together with all furniture, equipment, supplies, and property of the Association, ~~shall~~ shall be kept in the Executive Office, except that funds and other specified items shall be deposited in banks and other institutions as directed by the Board ~~of Directors from time to time.~~

SECTION B. PRESIDENT OF THE ASSOCIATION. The President and Chief Executive Director Officer of the Association shall be selected and appointed by the Board ~~of Directors~~, with prior approval of the President of the University, and shall report to the President of the University or the University President’s designee who shall be a vice president or other senior officer reporting directly to the President of the University, and the ~~governing board~~ University’s Board of Trustees.

SECTION C. ADMINISTRATIVE STAFF. The Association may employ such personnel as are reasonably required to administer the business and affairs of the Association. No person employed by the Association will be considered to be an employee of the State of Florida, the University, or the Florida State University Board of Trustees, solely because of his or her employment by the Association.

SECTION D. COMPENSATION. The salary and employment benefits provided by the Association to the President and ~~other staff personnel~~ Chief Executive Officer of the Association shall be determined by the Executive Committee.

ARTICLE XI

Amendments to Bylaws

SECTION A. AUTHORITY. As provided in Article VIII of the Articles of Incorporation of the Association, these Bylaws may be made, altered or rescinded, in whole or in part, by a majority vote of the Board ~~of Directors~~.

SECTION B. PROCEDURE. Proposed amendments or revisions to these Bylaws shall be ~~processed according to~~ considered by the Board in accordance with the following procedure:

1. ~~a.~~ Any ~~Member~~ member of the Board ~~of Directors~~ who wishes to propose an amendment or revision to the Bylaws shall submit the proposal to the President at least twenty one (21) calendar days prior to the date of any regular meeting or special meeting of the Board ~~of Directors~~.

2. ~~b.~~ The President shall ~~mail~~ provide written notice of the proposed amendment or revision to each ~~Member of the Board of Directors~~ Director at least fifteen (15) calendar days prior to the date of the next regular meeting or special meeting of the Board ~~of Directors~~, and shall place the proposal on the agenda for the meeting.

3. ~~c.~~ The proposed amendment or revision shall be discussed and voted upon at the next regular meeting or special meeting of the Board ~~of Directors~~. A majority vote of the quorum shall be required for the approval of any proposed amendment or revision. If approved, the amendment or revision shall be submitted by the President of the University to the Board of Trustees of ~~Florida State the~~ University for its approval. Upon approval by the Board of Trustees of the University, the ~~change~~ amendment or revision shall become immediately effective.

SECTION C. PUBLICATION. A copy of the Articles of Incorporation and these Bylaws, and any amendments or revisions thereto, shall be available for review in the Executive Office of the Association.

ARTICLE XII

Miscellaneous

SECTION A. CONFIDENTIALITY OF ASSOCIATION DOCUMENTS. ~~All Pursuant to Section 1004.28(5), Florida Statutes, all~~ records of the Association other than the auditor's report, management letter, and any supplemental data requested by the State Board of Education, the University Board of Trustees, the Auditor General, and Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from the provisions of s.119.07(1), Florida Statutes.

SECTION B. NO DISCRIMINATION. The Association will not discriminate based upon race, color, religion, sex, marital status, age, national origin or physical disability.

SECTION C. AUTHORITY OF THE UNIVERSITY PRESIDENT. The Articles of Incorporation and Bylaws of the Association will be consistent with the laws of the State of Florida and all applicable rules of the University and the ~~Florida State University~~ University's Board of Trustees including, but not limited to, the right of the President of the University to monitor and control the use of the resources of the University including, without limitation, the name of the University. The annual budget of the Association shall be reviewed and approved by the President of the University through his or her appointed representative. The President of the University 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 ~~who shall approve salary supplements and other compensation or benefits paid to University faculty and staff from the Association's assets; and salaries, benefits, and other compensation paid to employees of the Association, who shall~~ consistent with the policies of the ~~Florida State University Board of Trustees~~ University's Board of Trustees approve salary, salary supplements, benefits and other

compensation paid to University staff or any other employees working on behalf of or funded by the Association from the Association's assets.

~~SECTION 4. — FLORIDA STATE UNIVERSITY BOARD OF TRUSTEES' MEMORANDUMS. Memorandums as they are from time to time published are hereby adopted as if set forth herein in haec verba.~~

SECTION D. NOTICE/ WAIVER OF NOTICE. ~~Whenever any~~ All forms of notice and other information required to be given under the provisions of the Florida Not For Profit Corporation Act or under the ~~provision~~ provisions of the Articles of Incorporation and Bylaws of this Association shall be in writing and shall be sent by United States Postal Service, email or nationally recognized overnight courier service. ~~Whenever any notice or other information is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions~~ of the Articles of Incorporation and Bylaws of this Association, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time the notice was required, will be deemed equivalent to the giving of the notice.

ARTICLE XIII

Conflict of Interest

SECTION A. ~~SECTION 1.A Member Of The Board-Director~~ Is Considered To Have A Conflict Of Interest If:

1. ~~a.~~ The ~~member-Director~~ has existing or potential financial or other interests in a matter before the Board which might reasonably ~~appear~~ be calculated to impair ~~the member's independence~~ that Director's independent, unbiased judgment in the discharge of the ~~member's-Director's~~ responsibility; or

2. ~~b.~~ The ~~member-Director~~ is aware that a family member in ~~the same~~ his/her household, or any organization of which the ~~member-Director~~ is an officer, director, employee, member, partner, agent, trustee or ~~controlling~~ stockholder, has existing or potential financial or other interest in such matter before the Board.

~~SECTION 2. — NO DIRECTOR MAY VOTE ON ANY MATTER IN WHICH THE MEMBER HAS A CONFLICT OF INTEREST~~ No Director may vote on any matter in which that Director has a conflict of interest. ~~Further~~ Additionally, the minutes ~~are to~~ from that meeting shall reflect that a disclosure was made that the ~~member-Director~~ having a conflict of interest abstained from voting.

SECTION C. ~~Section 3.A director-Director~~ who is uncertain of a conflict of interest may request the Board or Executive Committee to resolve the uncertainty by majority vote.

(Posted 6-18-2012)

Bylaws of the Florida State University Alumni Association

as revised: 1-11-2013

ARTICLE I

SECTION A. NAME. The name of this association (the “Association”) is the Florida State University Alumni Association, a nonprofit corporation incorporated under the laws of the State of Florida.

SECTION B. LOCATION. The principal office and place of business of the Association is located at Florida State University (the “University”), Tallahassee, Leon County, Florida.

SECTION C. OFFICIAL SEAL. The official seal of the Association shall be kept by the President (the “President”) of the Association in the Association’s principal office and shall be affixed to all legal documents or transactions as required.

SECTION D. PURPOSE AND OBJECTIVES. The Association is organized to promote the welfare, development and advancement of the University and its educational, scientific and programmatic purposes within the meaning of [Section 501\(c\)\(3\) of the Internal Revenue Code](#), or the corresponding provisions of any future Internal Revenue Service Law. To the extent permitted within the meaning of [Section 501\(c\)\(3\) of the Internal Revenue Code](#), the Association serves Members, Alumni and Constituents (all as defined in Article II) by:

1. developing and sustaining meaningful relationships between and among Members, Alumni, Constituents and the University;
2. fostering the sense of responsibility among Members, Alumni and Constituents to support the Association and the University through membership and private giving;
3. perpetuating among Members, Alumni and Constituents a sentiment of affection for the University;
4. recognizing the accomplishments of Members, Alumni and Constituents;
5. encouraging the support of Members, Alumni and Constituents for the University’s programs and future development; and
6. serving Members, Alumni and Constituents in pursuit of their careers and professional development.

SECTION E. LIMITATIONS. The Association is organized and operated exclusively for charitable and educational purposes within the meanings of [Section 501\(c\)\(3\)](#) and [Section 170\(c\)\(2\)\(b\)](#) of the Internal Revenue Service Code or the corresponding provisions of any future United States Internal Revenue Law. No part of net earnings shall be to the benefit of or be distributable to its Directors or Officers, other private individuals, or associations organized and operating for a profit, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of those purposes as hereinabove stated. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in, including the

publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office.

SECTION F. FISCAL YEAR. The Fiscal Year of the Association is July 1 through June 30, inclusive, unless otherwise defined.

SECTION G. EXISTENCE. This Association shall have perpetual existence.

ARTICLE II

Membership

SECTION A. The Association will have the following classes of membership:

1. ALUMNI. All persons who have been enrolled and successfully completed one academic term as a full-time student at the University will be Alumni.
2. CONSTITUENTS: All employees, donors, supporters, advocates, associates and friends of the University, together with families of (a) all of the foregoing, (b) students of the University and (c) Alumni.
3. HONORARY ALUMNI. Any Constituent(s) may be granted permanent Honorary Alumni status by the Association's Board of Directors (the "Board") in recognition of conspicuous, ongoing, enduring and dedicated service on behalf of the University or the Association.
4. MEMBERS. Those classifications of individuals identified in this Section and all other persons who pay the continuing annual, five-year or lifetime dues as established by the Association from time to time shall be members (individually, a "Member" and collectively "Members") of the Association.

SECTION B. RIGHT TO HOLD OFFICE. Everyone who serves on the Association's Board (individually a "Director" and collectively, "Directors") must be a Member of the Association. Everyone who serves on a committee of the Association's Board shall be a Member and be appointed by the chair ("Chair") of the Board. The chair of any Association committee must be a current or former Director who has retained interest in, proximity to and service on behalf of the Association.

SECTION C. PROPERTY RIGHTS. No Member shall have any right, title or interest in any of the property or assets, including any earned or investment income of this Association, nor shall any of the property or assets be distributed to any Member upon dissolution of the Association.

SECTION D. LIABILITY OF MEMBERS. No Member will be personally liable for any of the Association's debts, liabilities or obligations, nor will any Member be assessed for the debts, liabilities or obligations of the Association.

ARTICLE III

Seminole Clubs and Chapters

SECTION A. PURPOSE. This Association, with the support, funding and authorization of the University and in cooperation with Seminole Boosters, Inc., shall establish, promote and serve local clubs (collectively, "Seminole Clubs" or "Clubs") and chapters (collectively, "Seminole Chapters" or

“Chapters”) composed of Members. The purpose of these Clubs and Chapters is to further the purposes of the University by supporting academic, athletic and other programs. The Clubs and Chapters shall assist in the recruitment of students, support academic scholarships, promote community service initiatives and engage in “friend-raising” on behalf of the University.

SECTION B. ORGANIZATION. Any group desiring to organize as a Seminole Club or Seminole Chapter shall notify the President. To be formally established, a Seminole Club or Seminole Chapter must be approved for formation by the Board.

Further, the Board of the Association has the authority to terminate a Club or Chapter at any time by a two-thirds (2/3) vote of its Directors present at a regular meeting. Such Club or Chapter shall be informed by written notice of the proposed action and its justification at least thirty (30) calendar days prior to the Board meeting at which such action is scheduled to take place. The Club or Chapter shall be further advised by such written notice that it may be represented by its delegate or by counsel in all proceedings relevant to the proposed action.

SECTION C. LIABILITY. The Association shall not be liable or in any way responsible for any actions of the local Seminole Clubs or Seminole Chapters, including, without limitation, any negligence or willful misconduct of such Clubs or Chapters or their members agents, employees or invitees.

ARTICLE IV

Constituent Groups

SECTION A. PURPOSE. From time to time, the Board may recognize affiliated groups of the University (including but not limited to the Student Alumni Association, Emeritus Alumni, Young Alumni Association and the Black Alumni Association) (individually, a “Constituent Group” and collectively, “Constituent Groups”) organized to further the purposes of the University. Such Constituent Groups will be organized and recognized and regulated in accordance with policies or criteria to be established by the Board from time to time.

SECTION B. LIABILITY. The Association shall not be liable or in any way responsible for any actions of such Constituent Groups or their members, agents, employees or invitees, including, without limitation, any negligence or willful misconduct of such Constituent Groups or their members, agents, employees or invitees.

ARTICLE V

Meetings of the Association and its Members

SECTION A. ANNUAL MEETINGS. An Annual Meeting of the Association and its Members shall be held as determined by the Chair in consultation with the President. The time and place of the Annual Meeting shall be announced by written notice conveyed to the Members and Directors at least thirty (30) calendar days in advance of the meeting.

SECTION B. SPECIAL MEETINGS. Special meetings of the Association and its Members for any purpose may be called by the Chair or President or at the request in writing of a majority of the Directors.

SECTION C. TIME AND PLACE OF MEETINGS. All meetings of the Association and its Members other than the Annual Meeting shall be held at the time and place as designated by the Chair or the President.

SECTION D. PROCEDURES. All meetings of the Association and its Members shall be conducted according to the latest edition of Robert's Rules of Order Newly Revised.

ARTICLE VI

Directors

SECTION A. POWERS. The primary functions of the Board include establishment of policy, organizational vision and prudent care and development with respect to the Association's Members and resources. The Board determines the general and financial policies of the Association and may delegate the performance of any duties or the exercise of any powers to the Officers, committees and its designees as the Board determine by resolution.

SECTION B. RESOLUTION. The Board may, after duly adopting an appropriate resolution, authorize any Officer of this Association, in addition to the Officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. The authority may be general or confined to specific instances.

SECTION C. ELIGIBILITY. Only Alumni who are Members shall be eligible for election to the Board.

SECTION D. DIRECTORS - NUMBER AND TERM. The number of Directors of the Association shall not exceed thirty-six (36). They shall consist of at least the following: the Chair, Chair-elect, Vice Chair, Secretary, Treasurer, the immediate Past Chair; eight (8) Directors appointed by the University President; and no more than eighteen (18) Directors elected at Large. The Directors appointed by the University President and the Directors elected at large shall be collectively referred to herein as "Regular Directors", at least eight (8) of whom must be from outside of Florida. In addition thereto, there shall be six (6) continuing Directors (collectively "Continuing Directors") who shall be the President, the President of the University or the President of the University's designee (the President of the University or the President of the University's designee, as applicable, shall collectively only be entitled to one vote), the President of the FSU Emeritus Board, the President of the FSU Black Alumni Association, the President of the Student Alumni Association, and the Chair of the Florida State University Board of Trustees or the Chair's designee (the Chair of the Florida State University Board of Trustees or the Chair's designee, as applicable, shall collectively only be entitled to one vote). Except as otherwise specifically provided herein, all Regular Directors and Continuing Directors shall be voting members of the Board with one vote each.

SECTION E. INVITED GUESTS (NON-VOTING). The President of the University (in the event that the President of the University's designee is scheduled to attend such Board meeting), Past Chairs of the Association, Permanent Senior Class Presidents, the Faculty Senate President, the Senior Class President, the Chair of the Seminole Booster Board of Directors, the Chair of the Board of Trustees of the FSU Foundation and the Chair of the Florida State University Board of Trustees (in the event that the Chair's designee is scheduled to attend such meeting) are invited guests (collectively "Guests") to each Board meeting. From time to time, the Chair and/or the President may, at their discretion, select and invite additional Guests to meetings of the Board. Guests shall not be entitled to vote at meetings of the Board.

SECTION F. TERMS OF DIRECTORS. A Regular Director shall be elected or appointed to a three-year term. Terms shall be staggered such that up to one-third of all Regular Directors stand for re-election or re-appointment every year. Regular Directors may be re-elected or re-appointed for one additional three-year term. Continuing Directors shall be appointed to a one-year term. A Continuing Director may apply to become a Regular Director for a three-year term in accordance with the procedures outlined in Section H below. If a Continuing Director is elected to the Board as a Regular Director and serves an initial three-year term, he or she may be re-elected for one additional three-year term. If a Regular Director is an Officer, that Director may be re-elected for such additional time needed to fulfill the requirements of that office.

SECTION G. TRANSITIONAL PROVISION FOR THE BOARD'S FISCAL YEAR'S COMMENCING JULY 1, 2012, JULY 1, 2013 AND JULY 1, 2014. Notwithstanding any other provision of these Bylaws, the Board shall transition to three (3) staggered classes of ten (10) Regular Directors per class. Additionally, the Board shall transition its membership to include the Presidential appointments described in Article VI, section 3. During this transitional period, Regular Directors whose first terms end in June of each of the three transition years may be considered for re-election or be appointed to a second term by the University President, such that the University President shall have eight (8) Board appointees by July 1, 2014. Prior service on the Board shall be counted for purpose of calculating terms.

This provision shall stand repealed on July 2, 2014, unless re-enacted in accordance with Article XI of these bylaws or the transition has not been completed. If the transition has not been completed, this provision shall remain in force until completion and must be repealed in accordance with Article XI of these bylaws.

SECTION H. BOARD DEVELOPMENT COMMITTEE. The Board Development Committee, charged with determining the slate of Officers and nomination of new Directors, shall be chaired by the Chair-Elect. This Committee shall consist of no more than two (2) current Officers (including the Chair-Elect), the University President's designee, the Association President, and seven (7) other Regular Directors. These seven (7) Regular Directors appointed by the Chair Elect shall include four (4) in-state Directors and three (3) out-of-state Directors.

SECTION I. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS. The Board Development Committee shall recommend candidates for election as Regular Directors of the Association to the University President and the Board, and recommend to the Board, the University President and the Association President persons deserving of election as Officers of the Board. The Committee shall:

1. Present to the University President, by June 1 of each year, a slate of nominations for election or appointment as new Regular Directors, as well as those up for re-election or re-appointment consistent with Article VI, section 5. The University President shall, without undue delay, select names for new or re-appointment to make up not less than 25% of all Regular Directors as provided in Section 3. The remainder of the nominees shall be presented for election or re-election, as appropriate, prior to the Annual Meeting.
2. Make recommendations for new Directors on the Board at such Meeting.
3. Review the attendance of and performance of all Directors, including those being considered for re-election, and oversee periodic performance reviews by the Board of its performance. If a Director fails to attend four (4) of nine (9) Board meetings during his or her term, the Board Development Committee shall recommend to the Board Development Committee Chair whether the Director should be nominated to serve an additional term. The Board Development Committee Chair shall discuss the matter with the

Director, determine whether the Director is willing and able to continue to serve, and report the findings to the Board Development Committee, which shall take such further action as deemed appropriate, after consultation with the President.

4. Maintain a list of candidates for election or appointment as Directors and cultivate their interest in the Association.

5. Receive recommendations for the slate of Board Officers at least thirty (30) calendar days prior to the Annual Meeting, and proffer the slate of Officers at the Annual Meeting. The election of Officers shall be confirmed and ratified by the Board at the Annual Meeting. Both Regular Directors and Continuing Directors (so long as any such Continuing Director has been reclassified as a Regular Director) may serve as Officers of the Board.

6. Oversee the orientation and development of new Directors.

SECTION J. VACANCIES AND REMOVAL. Any Director may resign from the Board at any time upon delivering written notice to the Chair. If any vacancy occurs in the Board caused by death, resignation, retirement, disability, or otherwise, the Chair shall appoint a replacement Director. A Director so chosen shall hold office for the duration of the replaced Director's remaining term. Any Director appointed to fulfill the remainder of his or her predecessor's term due to resignation or removal of that predecessor Director shall be eligible for election to two full terms as a Director.

In addition to vacancies presented by the preceding circumstances, it may be necessary, in rare cases, to remove existing Directors for various reasons prior to the end of his or her term. The removal of a Director can only be undertaken through the following process:

1. A removal petition, signed by two existing Directors and the President, is brought to the Board Development Committee for discussion.

2. Subsequent to discussion, the Board Development Committee votes whether to send the removal request to the full Board. Passage must be by two-thirds (2/3) of the quorum present.

3. Subsequent to passing committee, the motion is brought before the full Board for discussion and voting. Passage must be by two-thirds (2/3) of a quorum present at the Board Meeting.

SECTION K. MEETINGS. The Board shall hold at least three meetings yearly, including the Annual Meeting. The Board shall meet during the Annual Meeting of the Association prescribed by Article V, Section 1.

1. The time and place of meetings of the Board shall be announced and conveyed to the Members and Directors by written notice at least thirty (30) calendar days in advance of the meeting.

2. A special meeting of the Board may be held at any time upon ten (10) calendar days advance written notice to the Members and Directors called by the Chair or President.

SECTION L. PROCEDURES. All meetings of the Board shall be conducted according to the provisions contained in the latest edition of Robert's Rules of Order Newly Revised.

SECTION M. VOTING:

1. Quorum For Board Action. One-half (1/2) of the Directors then serving (excluding any vacancies on the Board) constitutes a quorum of the full Board. An action approved by a majority of the Directors present at a meeting of the Board at which a quorum is present constitutes an act of the Board. A majority vote consists of more than one-half (1/2) of the votes cast at a meeting at which a quorum is present.
2. Quorum for Committee Action. One-half (1/2) of the Directors then serving on a committee of the Board (excluding any vacancies on the applicable committee) constitutes a quorum of that respective committee. An action approved by a majority of the Directors present at a meeting of the committee at which a quorum is present constitutes an act of that committee. A majority vote consists of more than one-half (1/2) of the votes cast at a meeting at which a quorum is present.
3. Voting By Proxy. A Director may not vote by proxy, and may not appoint any person to serve as his or her proxy, in connection with any Board or Board committee meeting or other Board or Board committee action.
4. Voting, Sunshine Law. Any action required or permitted by the [Florida Not For Profit Corporation Act, University Regulation 6C2R-2.025, Board of Governors Regulation 9.011](#), or these bylaws to be taken at a Board meeting or Board committee meeting shall be taken in accordance with [Chapter 286, Florida Statutes](#).

SECTION N. EXECUTIVE COMMITTEE. There shall consist within the Board of Directors an Executive Committee which shall consist of the Board Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, Immediate Past Chair, (collectively, the "Officers"), the President, and the President of the University or the President's designee. The Chair shall have the privilege of appointing two additional members of the Executive Committee from among the Directors. This Committee shall have and exercise all of the authority of the Board in the management of the Association, except that such Executive Committee shall not be empowered to take action with respect to:

1. Electing Officers and appointing other officials.
2. Amending Bylaws.
3. Filling vacancies and new directorships to the Board.
4. Removing Association Officers or Directors.
5. Authorizing or consummating individual transactions or expenditures in excess of Fifty Thousand and No/100 Dollars (\$50,000.00) annually, except when contemplated by the Association's approved budget.
6. Authorizing action regarding loans and the pledging of assets.

A complete, written set of minutes of each Executive Committee Meeting will be mailed to each Director within twenty (20) calendar days following such meeting.

SECTION O. INDEMNIFICATION OF DIRECTORS. Each person (including the heirs, executors, administrators, or estate of such person) (1) who is or was a Director or Officer of the Association, or (2) who is or was an agent, employee or representative of the Association other than an Officer and as to whom the Association has agreed to grant such indemnity, shall be indemnified by the Association as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in his capacity as such Director, Officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking such indemnification may be entitled. The Association may maintain insurance, at its

expense, to protect itself and any such person against any fine, liability, cost or expenses, whether or not the Association would have the legal power to directly indemnify such person against such liability.

ARTICLE VII

Duties of Officers and Directors

SECTION A. GENERAL RESPONSIBILITIES. The Officers and Directors of the Association shall have the following duties and responsibilities:

1. All Directors shall be subject to the following expectations and standards: (a) Directors are expected to attend Board and Committee meetings, make meaningful contributions to the Association, remain engaged with the Association and its Members and advance the purposes and objectives of the Association outlined in Article I, Section D; (b) Directors are expected to comply fully and completely with the Conflict of Interest provisions contained in Article XIII; and (c) Directors shall not commit any actions that cause or are reasonably calculated to cause the Association or its Members or the University to suffer any adverse or negative consequences.

2. Chair – Serves as the Chair of the Board; presides at all meetings of the Board and the Members; appoints the standing committees, appoints special committees; serves as a member of all committees; and exercises the powers generally associated with the Chair of the Board. The Chair will automatically serve as the Immediate Past Chair in the Fiscal Year commencing upon the expiration of the Chair's term. (See subsection 7 below.)

3. Chair-Elect – Takes on the responsibilities of the Chair in the event of the Chair's death, disability, resignation or absence; serves as an Ex-Officio Member of all committees in absence of the Chair. The Chair-Elect will automatically serve as Chair in the Fiscal Year commencing upon the expiration of the then Chair's term.

4. Vice Chair - Serves as Parliamentarian at all meetings of the Board, the Association and its Members, takes on responsibilities of Chair-Elect in the event of the Chair-Elect's death, disability, resignation or absence. The Vice Chair will automatically serve as Chair-Elect in the Fiscal Year commencing upon the expiration of the then Chair-Elect's term.

5. Secretary – Serves as the secretary to the Board; prepares the official minutes of all meetings of the Board and the Members, signs and attests to instruments and documents as required.

6. Treasurer – Serves as the treasurer of the Board; assists in the preparation of a proposed annual budget; assists in the direction of the development and maintenance of the financial accounts and records; signs and certifies all checks, drafts, vouchers, notes, instruments and documents as required in the event of the President's death, disability, resignation or absence, or at the direction of the Chair.

7. Immediate Past Chair – Serves on the Executive Committee and shall make himself or herself available for advice and consultation with the Officers and Directors of the Association on an as-needed basis.

8. President – Serves as the chief executive officer of the Association; serves as parliamentarian at meetings of the Board, the Association and its Members when the Vice Chair is not present; serves as a member of all special Board committees; and exercises the powers generally associated with the Office of the President. The President is not empowered to authorize or consummate any individual

transactions or expenditures in excess of Twenty-Five and No/100 Dollars (\$25,000.00) annually without the express written consent and approval of the Board except when contemplated by the Association's approved budget.

ARTICLE VIII

Financial Affairs

SECTION A. SOURCE OF FUNDS. The Board, in conjunction with the University, shall establish sources of funds to ensure adequate operation of the Association for the Fiscal Year. Such funding sources shall include, but not be limited to, member dues established by the Board from time to time.

SECTION B. BUDGETS. The Treasurer, after consultation with the chair of the Budget and Finance Committee, shall prepare a proposed annual budget for revenues and expenditures of the Association which shall be approved by the Board at the beginning of each Fiscal Year. The proposed annual budget shall be submitted not later than May 1st by the President to the President of the University who shall recommend the proposed budget to the University's Board of Trustees for its review and approval. The Board shall approve the proposed budget by July 1st and the President shall submit a final budget to the President of the University no later than September 1st of each year. Budgets may be amended from time to time in the sole discretion of the Board. The Treasurer shall also provide quarterly reports of expenditures to the President of the University, or his or her designee.

SECTION C. AUDITS. An audit of the Association's financial statements shall be performed in accordance with generally accepted auditing standards ("GAAS") promulgated by the American Institute of Certified Public Accountants by a Florida certified public accountant at the close of every Fiscal Year. The appointment of the auditor shall be approved by the Finance Committee. All audit reports required by GAAS, including an expression of an opinion as to the fairness of the presentation of the Association's financial statements under GAAS, shall be presented to the Finance Committee and made available to the Board. A copy of the audit report shall be available for review by Members at the Executive Office of the Association.

ARTICLE IX

Amendments to Charter

SECTION A. ARTICLES OF INCORPORATION. Balloting on proposed amendments to the Articles of Incorporation of the Association shall be conducted in accordance with the provisions in the Articles of Incorporation and applicable Florida law by means of the following procedure:

1. A proposed amendment must be approved by a majority vote of the Directors.
2. In addition, a proposed amendment submitted to the Board by a petition bearing the signatures of at least two hundred (200) Members shall be presented to the Board by letter, in which case the Board may advise the Members of its position and recommendation with respect to the proposed amendment. The petition must be presented to the Chair or the President on an official form prepared by the President to facilitate the verification of signatures against the active roster of Members.

ARTICLE X

Executive Office

SECTION A. EXECUTIVE OFFICE. The Association shall establish and maintain an Executive Office at the University, or at such other location in Tallahassee, Florida as may be designated by the Board from time to time. The Executive Office shall be the central headquarters for the Association. The President and all staff personnel of the Association shall be headquartered at the Executive Office, except as may be otherwise provided by the Board from time to time. All membership records, budgets, financial accounts and records, minutes, instruments, documents, other records and reports, together with all furniture, equipment, supplies, and property of the Association, shall be kept in the Executive Office, except that funds and other specified items shall be deposited in banks and other institutions as directed by the Board from time to time.

SECTION B. PRESIDENT OF THE ASSOCIATION. The President and Chief Executive Officer of the Association shall be selected and appointed by the Board, with prior approval of the President of the University, and shall report to the President of the University or the University President's designee who shall be a vice president or other senior officer reporting directly to the President of the University, and the University's Board of Trustees.

SECTION C. ADMINISTRATIVE STAFF. The Association may employ such personnel as are reasonably required to administer the business and affairs of the Association. No person employed by the Association will be considered to be an employee of the State of Florida, the University, or the Florida State University Board of Trustees, solely because of his or her employment by the Association.

SECTION D. COMPENSATION. The base salary and employee benefits provided to the President and Chief Executive Officer of the Association shall be underwritten and paid by the State of Florida. Any supplemental or additional salary and employment benefits provided by the Association to the President and Chief Executive Officer of the Association shall be determined by the Executive Committee.

ARTICLE XI

Amendments to Bylaws

SECTION A. AUTHORITY. As provided in Article VIII of the Articles of Incorporation of the Association, these Bylaws may be made, altered or rescinded, in whole or in part, by a majority vote of the Board.

SECTION B. PROCEDURE. Proposed amendments or revisions to these Bylaws shall be considered by the Board in accordance with the following procedure:

1. Any member of the Board who wishes to propose an amendment or revision to the Bylaws shall submit the proposal to the President at least twenty one (21) calendar days prior to the date of any regular meeting or special meeting of the Board.
2. The President shall provide written notice of the proposed amendment or revision to each Director at least fifteen (15) calendar days prior to the date of the next regular meeting or special meeting of the Board, and shall place the proposal on the agenda for the meeting.

3. The proposed amendment or revision shall be discussed and voted upon at the next regular meeting or special meeting of the Board. A majority vote of the quorum shall be required for the approval of any proposed amendment or revision. If approved, the amendment or revision shall be submitted by the President of the University to the Board of Trustees of the University for its approval. Upon approval by the Board of Trustees of the University, the amendment or revision shall become immediately effective.

SECTION C. PUBLICATION. A copy of the Articles of Incorporation and these Bylaws, and any amendments or revisions thereto, shall be available for review in the Executive Office of the Association.

ARTICLE XII

Miscellaneous

SECTION A. CONFIDENTIALITY OF ASSOCIATION DOCUMENTS. Pursuant to [Section 1004.28\(5\), Florida Statutes](#), all records of the Association other than the auditor's report, management letter, and any supplemental data requested by the State Board of Education, the University Board of Trustees, the Auditor General, and Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from the provisions of [s.119.07\(1\), Florida Statutes](#).

SECTION B. NO DISCRIMINATION. The Association will not discriminate based upon race, color, religion, sex, marital status, age, national origin or physical disability.

SECTION C. AUTHORITY OF THE UNIVERSITY PRESIDENT. The Articles of Incorporation and Bylaws of the Association will be consistent with the laws of the State of Florida and all applicable rules of the University and the University's Board of Trustees including, but not limited to, the right of the President of the University to monitor and control the use of the resources of the University including, without limitation, the name of the University. The annual budget of the Association shall be reviewed and approved by the President of the University through his or her appointed representative.

SECTION D. NOTICE/WAIVER OF NOTICE. All forms of notice and other information required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation and Bylaws of this Association shall be in writing and shall be sent by United States Postal Service, email or nationally recognized overnight courier service. Whenever any notice or other information is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation and Bylaws of this Association, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time the notice was required, will be deemed equivalent to the giving of the notice.

ARTICLE XIII

Conflict of Interest

SECTION A. A Director Is Considered To Have A Conflict Of Interest If:

1. The Director has existing or potential financial or other interests in a matter before the Board which might reasonably be calculated to impair that Director's independent, unbiased judgment in the discharge of the Director's responsibility; or

2. The Director is aware that a family member in his/her household, or any organization of which the Director is an officer, director, employee, member, partner, agent, trustee or stockholder, has existing or potential financial or other interest in such matter before the Board.

SECTION B. No Director may vote on any matter in which that Director has a conflict of interest. Additionally, the minutes from that meeting shall reflect that a disclosure was made that the Director having a conflict of interest abstained from voting.

SECTION C. A Director who is uncertain of a conflict of interest may request the Board or Executive Committee to resolve the uncertainty by majority vote.



THE FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

MEMORANDUM

TO: Board of Trustees
FROM: Dr. Eric J. Barron *EJB*
DATE: February 19, 2013
RE: Naming of the Dr. J. Stanley Marshall Plaza

I am requesting consideration to name the plaza in the heart of campus in honor of Dr. J. Stanley Marshall. The location of the plaza is of significance because it is near both the Integration Statue and the Oglesby Student Union, which enjoy heavy foot traffic by students each day. This request was unanimously approved by the Campus Naming Committee as outlined in the attached.

EB/lbs



THE FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

February 20, 2013

University Naming Committee
ATTN: Dr. Tom Jennings, Chair

I'm writing to request your consideration to name the plaza near the new classroom building for Dr. J. Stanley Marshall. This location is in the heart of campus near both the Integration Statue and the Oglesby Student Union, and enjoys heavy foot traffic by students each day. The plaza will serve as a prominent tribute to Dr. Marshall.

Dr. Marshall, who served as president from 1969 to 1976, came to Florida State University in 1958 from the State University of New York at Cortland, where he held a professorship in physics. His first assignment was to establish a department of science education and to design programs to educate secondary school teachers in the sciences.

He consulted widely in science education, principally in the Middle East. He was recognized nationally and internationally for his accomplishments, including the elite designation as a fellow of the American Association for the Advancement of Science.

Dr. Marshall served as dean of the School of Education and executive vice president before his appointment as president. His presidency coincided with a period of student unrest, and his campus leadership was most notable for advancing racial integration.

Following his presidency he remained active in higher education, including service on the Florida State University Board of Trustees and the Florida Board of Governors.

I think you will agree that Dr. Marshall is highly deserving of this honor because of his many years of dedication and service to Florida State University.

Sincerely,

A handwritten signature in cursive script, appearing to read "Eric J. Barron".

Eric J. Barron
President



THE FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

MEMORANDUM

TO: Board of Trustees
FROM: Dr. Eric J. Barron *EB*
DATE: February 19, 2013
RE: Naming of the John Carnaghi Arts Building

I am requesting consideration to name the arts facility, formerly Belle Vue Middle School, as the John Carnaghi Arts Building. John Carnaghi was instrumental in acquiring the facility which is now home to the Scenic Theatre Shop for the BFA and MFA Students. This request was unanimously approved by the Campus Naming Committee as outlined in the attached.

EB/lbs



THE FLORIDA STATE UNIVERSITY
OFFICE OF THE VICE PRESIDENT
FOR FACULTY DEVELOPMENT AND ADVANCEMENT

February 4, 2013

Thomas Jennings
Vice President
University Advancement

Dear Dr. ^{Tom}Jennings:

As the former dean of the College of Visual Arts, Theatre and Dance, I am humbled to present the request that the arts facility that is now under long term lease (40 years plus renewable option) to the University from the Leon County School Board, specifically the former Belle Vue Middle School, be named in honor of Senior Vice President of Finance and Administration John Carnaghi. He retires on February 8, 2013 and in the words of President Barron: "John has dedicated more than twenty years to Florida State, and under his leadership both the Division of Finance & Administration and the University have thrived. John's vision and leadership style contributed to many innovations and financial stability, particularly during these challenging times. During his tenure, the University was nationally recognized as a trendsetter and an example for others to emulate."

John Carnaghi was the key to the acquisition of the Belle Vue building for our use. He negotiated for many months with the School Superintendent and others, and presented a lengthy proposal to the School Board members, which they unanimously approved. Mr. Carnaghi simply is the reason why the former Belle Vue is now a wonderfully spacious home for our Scenic Theatre Shop, its faculty and students. It also is now home to our BFA and MFA students in visual arts and design, with generous studio spaces and shared equipment and technology. The building has provided a long-sought answer to the critical need to move our students from multiple cramped, unsafe, and out-of-date facilities, for which, ironically, the University has paid leases for about 40 years.

We propose the name of the John Carnaghi Arts Building (CAB) in honor of our dear friend and valued colleague, John Carnaghi.

Sincerely,

Sally McRorie
Vice President