University Health Services has continuously provided quality healthcare, education and outreach services to a diverse student population in a safe and supportive environment. From its original home adjacent to Murphree Hall (1921), student healthcare on campus expanded rapidly, requiring a new facility in the late 1930s and again in the 1960s.

As University enrollment grew from 15,000 in 1966 to 40,000 in 2011, the Thagard Student Health Center required extensive renovations to meet the increasing need for usable space, changing code requirements, and new technology advancements. By 2001, it was clear that student needs for health services and campus recreation were outgrowing the University’s ability to provide necessary services. During the tenure of President T. K. Wetherell, land in the heart of campus was identified for construction of a new, state-of-the-art health and wellness center.

After ten years of planning under the leadership of President Eric Barron, Vice President for Student Affairs Mary Coburn and student government officers, construction of the new Center began in 2010. Completed in July 2012, the new Florida State University Health & Wellness Center is now a reality. A unique partnership between student affairs and academic affairs, this is the first building on campus that combines related health and wellness services from a variety of departments. On October 25, we will officially dedicate this awe-inspiring, multipurpose facility.
THE FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
MEETING MINUTES

Augustus B. Turnbull, III
Room 214
Florida State Conference Center
555 West Pensacola Street
Tallahassee, Florida

Friday, September 7, 2012
9:00 A.M.

(* indicates present via telephone)

I. CALL TO ORDER AND WELCOME
   Mr. Allan Bense, Chairman
   Chairman Allan Bense called the meeting to order at 9:03 a.m. and Dawn Randle conducted the roll call.

II. APPROVAL OF MINUTES
   Minutes of the June 8, 2012 meeting were presented for consideration.

   Trustee Duda moved to approve the minutes of the June 8, 2012 meeting as presented. The motion was seconded by Trustee Camps and approved unanimously.

III. ACADEMIC AFFAIRS
    Dr. Garnett S. Stokes, Provost & Executive Vice President for Academic Affairs

    A. Requesting Approval of Modifications to the 2013 Academic Calendar
    Provost Stokes discussed a proposed modification to the Summer 2013 academic calendar which will end the term a week earlier than previously scheduled. This will alleviate the problem of overlapping dates between the summer and fall faculty appointments as well as eliminate mismatches between academic and appointment calendars.
Trustee Sembler moved to approve the recommended modifications to the Academic Calendar. The motion was seconded by Trustee Busch-Transou and approved unanimously.

B. Requesting Approval to Reinstate Anthropology Degree Program at Bachelor’s Level.
Provost Stokes discussed a proposal to reinstate the Anthropology degree program at the undergraduate level. According to May, 2011 Department of Labor projections, the job market is expanding for Anthropology. New courses are proposed which will increase the Department of Anthropology’s multicultural offerings, many of which also fulfill the University’s Liberal Studies elective requirement. No new resources are needed to support the re-establishment of this degree program.

Trustee Camps moved to approve the Reinstatement of the Anthropology Degree Program at the Bachelor’s Level. The motion was seconded by Trustee Lewis and approved unanimously.

IV. FINANCE, AUDIT & BUSINESS
Mr. John Carnaghi, Senior Vice President for Finance & Administration

INFORMATION ITEM
Report on the U.S. Department of Health and Human Services Audit
Trustee Mark Hillis

Trustee Hillis reported on the status of an audit by the U.S. Department of Health and Human Services titled “Florida State University Did Not Always Claim Selected Costs Charged Directly to Department of Health and Human Services Awards in Accordance with Federal Regulations and National Institute of Health Guidelines.”

Trustee Hillis reported that the audit reviewed sponsored program expenditures and whether the expenditures were in accordance with federal costing principles as specified in federal circular A-21, and also with other specific sponsoring agency guidelines. The auditor disagreed with the University’s determinations on a number of salary and non-salary expenditures. Extrapolation was used by the auditor to determine the total amount recommended for disallowance. The University has conceded to $30,000 without extrapolation; the final audit was adjusted to $2.9 million from $5.9 million.
The following timetable applies to the audit:

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>Audit beginning and entrance conference with the auditor</td>
<td>December 2010</td>
</tr>
<tr>
<td>Audit exit conference with the auditor prior to publication of a draft audit report</td>
<td>May 2011</td>
</tr>
<tr>
<td>Audit draft report received</td>
<td>November 2011</td>
</tr>
<tr>
<td>University response to draft audit</td>
<td>January 2012</td>
</tr>
<tr>
<td>Audit final version issued and posted on-line</td>
<td>August 2012</td>
</tr>
<tr>
<td>University response to final audit due by</td>
<td>October 9, 2012</td>
</tr>
<tr>
<td>Resolution period (up to six months to close out the audit)</td>
<td>April 9, 2013</td>
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**ACTION ITEMS**

*Presented by Senior Vice President Carnaghi*

**B. Requesting Final Approval of Regulation 6C2R-2.024, Tuition and Fees**

At the June 8, 2012 meeting, Trustees approved the Fall 2012 Tuition and Fees Regulation amendment. Subsequently, the Board of Governors approved a 13 percent differential tuition rate which is presented for consideration.

*Trustee Haggard moved to approve Regulation 6C2R-2.024, Tuition and Fees. The motion was seconded by Trustee Sembler and approved unanimously.*

**C. Approval of the 2012-2013 Operating Budget**

As required by Florida Statute 1011.40(2), the Trustees shall adopt an operating budget for the university. The proposed expenditures, plus transfers, shall not exceed the estimated income, transfers and balances.

Requesting Final Approval of the following Budgets:

1. The 2012-2013 Operating Budget of $1,094,293,117 including approval for the President to make subsequent changes to the budget as needed during the fiscal year within available resources and fund balances.

*Trustee Gruters moved to approve the 2012-2013 Operating Budget. The motion was seconded by Trustee Burr and approved unanimously.*

2. Approval of 2012-2013 Direct Support Organization (DSO) Budgets & the Florida Medical Practice Plan Budget

*Trustee Busch-Transou moved to approve the 2012-2013 Direct Support Organization (DSO) Budgets & the Florida Medical Practice Plan Budget. The motion was seconded by Trustee Burr and approved unanimously.*
D. Requesting Approval of the FY 2013-2014 Fixed Capital Outlay Budget Request
Each year, pursuant to Florida Statutes 216.0158, 216.043 and 1013.64, the Board of Governors requires each college and university to update its Capital Improvement plan (CIP), which is the cornerstone of the annual Fixed Capital; Outlay Budget Request. The CIP is intended to represent the additional academic and academic support facilities needed for a five year period.

Trustee Sembler moved to approve the FY 2013-2014 Fixed Capital Outlay Budget. The motion was seconded by Trustee Hillis and approved unanimously.

E. Requesting Approval to Demolish the Conradi Building
The Conradi building was built in 1956 as a general classroom building and contains approximately 71,000 gross square feet. A Facilities Condition Assessment survey conducted in 2007 determined that the building needed approximately $11.5 million in repairs, approximately $13 million in current year values. The University’s adopted Campus Master Plan calls for the demolition of the Conradi Building and the construction of a new building for the College of Business. Until such time that funds for the new building are available, the University proposes an interim use of the site as a parking area.

Trustee Camps moved to approve the Demolition of Conradi Building. The motion was seconded by Trustee Stokes and approved unanimously.

V. Requesting Approval of Atlantic Coast Conference Certification
Mr. Randy Spetman, Director of Athletics

Mr. Spetman requested approval of the 2012-13 Atlantic Coast Conference (ACC) Governing Board Certification, which is required annually in order for a member institution to enter a team or individual competitors in an ACC Championship as indicated in Article XI-2 of the ACC Bylaws.

Trustee Haggard moved to approve the ACC Certification. The motion was seconded by Trustee Burr and approved unanimously.

VI. GENERAL COUNSEL
Requesting Approval of Direct Support Organization (DSO) Bylaws
Ms. Carolyn Egan, General Counsel

After discussion the item was tabled until the October 30, 2012 meeting.
VII. Chairman’s Report
Requesting Approval of Committee Appointments
Trustee Duda volunteered to remain on the Compensation Committee.

Trustee Busch-Transou moved to approve Committee Appointments as amended. The motion was seconded by Trustee Hillis and approved unanimously.

VIII. Open Forum for Board of Trustees
Trustee Sembler requested an update on the Civic Center. Senior Vice President Carnaghi advised that the facility and grounds are now transferred to the University, and that a number of assessments are ongoing including a facility assessment. President Barron established six subcommittees to evaluate various aspects of the facility, each chaired by a member of the Executive Council:

- Placement within the University
- Integration of Operations
- Use Assessment and Potential
- Renovation Needs
- Resource Assessment
- Long-Range Planning

The subcommittees will make final reports no later than January 2013. The Civic Center Authority is expected to exist for another year in order to facilitate the transition.

IX. ADJOURNMENT
There being no further business, the meeting was adjourned.

NEXT MEETING
October 29 and 30, 2012
Main Campus
Dr. Gary Tyson, Faculty Senate Steering Committee
Ms. Kathryn Porwoll, Vice President, Student Government
Ms. Liz Maryanski, Vice President for University Relations
Mr. Randy Spetman, Director of Athletics
TO: President Eric J. Barron
FROM: Garnett S. Stokes
DATE: October 17, 2012

SUBJECT: Proposed Master’s in Corporate & Public Communication Request for Implementation

This proposed degree program will transform a successful program which already exists as a major offered by the College of Communication and Information at the Panama City branch campus into a master’s degree offered by the College of Applied Studies, FSU Panama City. It will serve as a logical next step to the proposed bachelor’s degree in Professional Communication.

Data suggest an increasing demand for additional communication professionals in the State of Florida. In response to an employment gap, this proposal to change the graduate major to a master’s level degree program will allow the faculty at FSU Panama City the ability to align the curriculum in this degree program to the employment needs of Northwest Florida.

This proposed degree will offer students a broad understanding of fundamental communication processes within a corporate context. It will serve both traditional and non-traditional students as well as professional practitioners interested in advancing their career opportunities in communication-related fields. Initially this non-thesis program will be offered through face-to-face instruction at the Panama City branch campus with expansion to online classes planned for the future.

Graduates will be prepared to work in advertising agencies, communication agencies, consulting firms, corporate settings, government agencies, lobbying organizations, marketing departments, news & information offices, non-profit agencies, and public relations firms.

Since the program is already in place as a major at the Panama City branch campus, modification costs to the current delivery method will be negligible.
TO: President Eric J. Barron
FROM: Garnett S. Stokes
DATE: October 17, 2012
SUBJECT: Proposed Bachelor’s in Professional Communication
Request for Implementation

This proposed degree program will transform a successful program which already exists as a major offered by the College of Communication and Information at the Panama City branch campus into a bachelor’s degree offered by the College of Applied Studies, FSU Panama City. As such, it will meet regional market demands for professionals within the public and private sectors, overcome geographical obstacles to quality academic programs, and increase the number of programs and courses offered through the College of Applied Studies.

This proposed degree will offer students a broad understanding of fundamental communication processes within a corporate context. It will serve both traditional and non-traditional students as well as professional practitioners interested in advancing their career opportunities in communication-related fields. While the program will begin with face-to-face instruction, modifications will be made so that the program can be offered completely online as well as face-to-face.

Graduates will be prepared to work in advertising agencies, communication agencies, consulting firms, corporate settings, government agencies, lobbying organizations, marketing departments, news & information offices, non-profit agencies, and public relations firms.

Since the program is already in place as a major at the Panama City campus, modification costs to the current delivery method will be negligible.
TO: President Eric J. Barron
FROM: Garnett S. Stokes
DATE: October 17, 2012
SUBJECT: Removal of Limited Access Status for Recreation, Tourism and Events Request for Approval

The College of Applied Studies has requested that Limited Access status be permanently removed from the Bachelor's Degree Program in Recreation, Tourism, and Events currently offered at the Panama City campus, within the College of Applied Studies.

The Limited-Access status of the program has not been enforced internally since Fall, 2010. This action would ensure that all students who meet admission standards of the Panama City campus would have the option of pursuing this degree.
TO: President Eric J. Barron
FROM: Garnett S. Stokes
DATE: October 17, 2012
SUBJECT: Termination of Multinational Business Operations Degree Program
Request for Approval

The College of Business has requested the termination of the Multinational Business degree program (CIP 52.1101 and major code 21.9510) which was previously offered at the Bachelor's Level with Limited Access status.

The program was suspended in February, 2009. No teach out plan is necessary since there are no students currently enrolled in the degree program. The termination will become effective at the end of spring semester 2013 to allow for SACS notification.
MEMORANDUM

TO: Eric J. Barron, President
FROM: Mary B. Coburn, Vice President
SUBJECT: Student Fee Assessments – Local Fees
          Academic Year 2013-2014
          Main Campus
          Request for Approval

Florida Statutes establish parameters for local student fee assessments and delegate approval authority to the Board of Trustees. Local fee assessments include the Activity and Service (A&S) fee, Athletic fee, and Health fee. Expenditures from local fee revenues are restricted to the purpose for which they are collected.

Local fees are recommended for increase effective Fall Term, 2013 as noted below:

| Fee               | 2011-2012 Actual per Credit Hour | Requested Increase per Credit Hour | 2012-2013 Proposed Per Credit Hour | Projected Additional Revenue 2012-2013 *
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<tbody>
<tr>
<td>A&amp;S Fee</td>
<td>$12.24</td>
<td>$0.62</td>
<td>$12.86</td>
<td>$620,000</td>
</tr>
<tr>
<td>Health Fee</td>
<td>$13.42</td>
<td>$0.55</td>
<td>$13.97</td>
<td>$550,000</td>
</tr>
<tr>
<td>Athletic Fee</td>
<td>$7.54</td>
<td>$0.36</td>
<td>$7.90</td>
<td>$360,000</td>
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</tbody>
</table>

*Based on 1,000,000 credit hours projected for academic year 2013-2014

All fee increases have been approved by the Local Fee committee established for the purpose of considering and evaluating the recommendations. The committee was chaired by a student and committee membership was comprised of 50% students and 50% staff. The recommendations were discussed at a duly noticed public hearing. The A&S fee increase will be allocated by the Student Government Association Budget Committee as part of the statutorily required budget development process.

A&S Fee
Recommend Board of Trustee approval to increase the main campus A&S fee by $0.62 per credit hour effective Fall Term, 2013.
Health Fee
Recommend Board of Trustee approval to increase the main campus Health fee by $0.55 per credit hour effective Fall Term, 2013.

Athletic Fee
Recommend Board of Trustee approval to increase the main campus Athletic fee by $.36 per credit hour effective Fall Term, 2013.
MEMORANDUM

TO: President Eric Barron
FROM: Mary B. Coburn
DATE: October 17, 2012
SUBJECT: Alcohol Policy Edits
          Fall 2012
          Request for Approval

Attached you will find revisions to the Alcohol Policy for your review. The revisions make no substantive changes other than an update to resources and contact information in Part VII.

Recommendation: That these revisions be approved by the Florida State University Board of Trustees.
6C2R-6.012 Alcohol Policy.

The University alcohol policy shall be as follows:

FLORIDA STATE UNIVERSITY ALCOHOL POLICY

Introduction
The Florida State University affirms the guiding ethical principle of responsible freedom. Students, staff and faculty are expected to show respect for order, ethical conduct, and the rights of others, and to model in daily living a high sense of personal honor and integrity. Florida State University neither encourages nor condemns the legal consumption of alcoholic beverages. The university recognizes, however, that the majority of undergraduate students are below the legal drinking age and that there are serious health risks and behavior problems associated with the use of alcohol in the collegiate environment. Consequently, alcohol will be permitted at Florida State University or programs sponsored by Florida State University or its direct support organizations only in those settings which:

1. Comply with federal or state laws, local ordinances, University regulations, foreign country laws (in the case of study abroad programs conducted by Florida State University International Programs, Inc.), Student Conduct Code, and this policy;
2. Present minimal health and safety risks; and
3. In no way inhibit the full participation of those who choose not to drink alcohol.

Events and activities that encourage excessive drinking and/or lead to the endangerment of individuals will not be permitted. Any person or group in violation of federal or state laws, local ordinances, or of this policy will be reported to the proper federal, state, local or university authorities for appropriate action.

I. Policy Pertaining to All Members, Groups, Events, and Organizations in the University Community and Non-University Members, Groups, Events, and Organizations.
(a) No individual under the legal drinking age (minimum of 21 years of age permitted by the State of Florida or the minimum age prescribed by the laws of foreign countries, but in no case below the age of 18 years of age) may serve, sell, consume or possess alcohol on university properties, except to the extent allowed by law within licensed premises or designated areas of the university.
(b) Alcohol must be served by a licensed and insured third party vendor. No individual may serve or otherwise provide alcohol to persons under the legal drinking age.
(c) The Consumption of Alcohol: The consumption of alcohol on university properties will be restricted to the following areas:
   1. Florida State University Law School Rotunda;
   2. Licensed areas of the university (e.g., Center for Professional Development, Club Downunder, Crenshaw Lanes, Renegade Grill);
   3. Academic food service facilities;
   4. University Center areas include:
      i. Skyboxes
      ii. Miller Hall (C3300, UC)
      iii. President’s Box (Level 7, UC)
      iv. Booster/Alumni Board Rooms (C5300, C5301 UC)
   v. University Club (Building B, Floor 3, UC)
   vi. Meeting Rooms (Building B, Floors 5 & 6, UC)
   5. Lounges in Beth Moor at Longmire Building;
   6. WFSU-TV and Radio Broadcast Center;
   7. Premises in and around President’s house, Pearl Tyner Alumni Center, and surrounding grounds;
   8. University property not located on the main campus, which has been leased by the university to private entities or persons, referred to in this rule as “private premises,” such as Heritage Grove;
   9. Private university living quarters, including Alumni Village, where those present are of legal drinking age (see the Guide to Residence Living, Community Expectations, for further restrictions that may
apply in residence halls; or in the case of living quarters provided for study abroad programs, see policies promulgated by Florida State University International Programs Association, Inc.

10. Premises in Doak Campbell Stadium area used or licensed for use on football game days;

11. At the following sites, when provided in conjunction with an artistic or municipal event:
   i. The Fine Arts Gallery;
   ii. The reception/hospitality room in the Opperman Music Hall;
   iii. The Fine Arts Building; and the
   iv. FSU Lab Theater.

12. Werkmeister Reading Room (201 Dodd Hall)

13. In common areas for special events approved by the University President or his/her designee. For faculty, the designee is the Dean of the Faculties, for student groups, the designee is the Vice President for Student Affairs, and for all other groups the designee is the Vice President for University Relations.

(d) The Sale of Alcohol: The sale of alcohol on campus must be approved by the President or designee. Although the President or designee may approve the sale of alcohol on campus, only the Division of Alcoholic Beverages and Tobacco can issue the permit required to sell alcohol in the State of Florida.

(e) Promotional Guidelines: The promotion of activities or events shall not advertise alcohol or sponsorship by alcohol marketers without prior written approval of the Vice President for University Relations. Events that seek advertising approval must meet the following requirements:

1. Alcohol shall not be used as an inducement to participate in a university event and may not be offered as a prize or gift in any form of contest, drawing or competition. Social events which encourage drinking, drinking contests, or drunkenness, and the advertisement of such events, are prohibited.

2. Alcohol advertising on campus or in campus media, including that which promotes events as well as product advertising, shall not portray drinking as a solution to personal or academic problems of students or as an enhancement to social, sexual, or academic status.

3. Advertising for any university event where alcoholic beverages are served shall mention the availability of non-alcoholic beverages as prominently as alcoholic beverages.

4. Promotional materials, including advertising for any university event, shall not make reference to the amount of alcoholic beverages available. This includes references to kegs or open bars.

5. Must adhere to University posting policy guidelines.

(f) Florida State University Police shall be notified of all on campus events that are not regularly scheduled that plan to serve alcohol.

(g) Laws and Regulations: All members of the campus community (students, faculty, staff, alumni, and guests) must adhere to all applicable federal or state laws, local ordinances, and University regulations related to the sale and use of alcohol. They include, but are not limited to the following:

1. It is unlawful for any person to aid or abet an underage person, as defined by Section 1 (a), in the purchase or attempt to obtain alcoholic beverages.

2. It is unlawful for any underage person to falsify a driver’s license or other identification document in order to obtain or attempt to obtain alcoholic beverages.

3. It is unlawful for any person to permit use of his/her driver’s license or any other identification document by an underage person to purchase or attempt to purchase alcoholic beverages.

4. No person may bring any type of alcoholic beverage into a licensed facility or area, nor may any person take alcoholic beverages out of the licensed facility or area, except that a bottle of wine purchased, but not fully consumed, at the University Center Club or similar restaurant establishment on campus may be removed by the person after it has been resealed as allowed by law.

5. Transportation of all alcoholic beverages on campus shall be in unopened and unobservable containers.

6. Damage to or destruction of property, or injury to person(s), which is caused by or can be shown to be related to the consumption of alcohol will be subject to disciplinary action, as will any other violation of this rule.

II. Guidelines for University Sponsored Events.

Definition: Large public and formal events where the University acts in symbolic ways to honor, celebrate, and reward achievements central to its mission (e.g., graduation, convocation, dedications, awards, ceremonies).
These events convey important values about what is central to the University. Florida State University is concerned with the image conveyed when alcohol service is included as part of these events. All University Sponsored Events are subject to the guidelines outlined in Section I of the alcohol policy. In addition, the following restrictions apply:

(a) Alcohol will not be served at any reception or other function, as defined above, sponsored by the University or taking place on the University campus where attendance is essentially open to the public and is not controlled by such means as individual invitation, registration, reservation and/or a fee payment process.

(b) At those functions where attendance will be predominately alumni and friends of the university, and controlled by individual invitation, registration, reservation, or a fee payment process, alcoholic beverages may be served with the following restrictions:
   1. All persons will be required to show identification, including birth date, to ensure that they are a minimum of 21 years of age in the State of Florida;
   2. The right to refuse to serve anyone who seems to be in danger of over consumption will be reserved and used; and
   3. An ample supply and variety of food and non-alcoholic beverages will be available.

(c) At university sponsored functions where attendance will be predominately students, no alcoholic beverages will be served, regardless of the degree of control exercised over attendance.

III. Guidelines for University Related Events.

Definition: Any organization or group, consisting primarily of Florida State University students, employees, faculty or alumni, and/or which utilizes the Florida State University name or its premises, in which alcohol is served, must adhere to the following guidelines. These guidelines apply to all student organizations, whether or not they have received formal recognition or not.

All University Related Events, on or off campus, are subject to the guidelines outlined in Section I of the alcohol policy. In addition, the following apply:

(a) Sponsors are required to provide one or more alternative non-alcoholic beverage available in sufficient quantity throughout the event.

(b) Non-alcoholic beverages must be available at the same place as the alcoholic beverages and featured as prominently as the alcoholic beverages.

(c) If the alcoholic beverage is being sold, the alternative beverage should be available at a price equal to or less than the price of the alcohol being provided.

(d) Wherever alcohol is present, food must also be in sufficient quantity throughout the event.

(e) The cost of admission to an event may not include or cover the cost of alcoholic beverages.

(f) No state appropriated, federal funds or A & S fees may be used to purchase or sell alcohol.

(g) The burden of proof for showing legal age is placed upon the person desiring alcohol service. No service will be provided unless clear evidence of legal age is presented. Those of legal age and consuming alcohol will be identified by wrist bands, hand stamps, etc.

(h) It is the responsibility of the serving establishment, at the time that an alcoholic beverage is requested, to check the picture ID. If, for any reason, proof of legal drinking age cannot be provided upon request, it is the responsibility of the server to deny the request.

(i) At social functions where alcoholic beverages are served, direct access should be limited to a person(s) designated as the server(s) by a licensed vendor. Servers must not consume alcohol during the event.

(j) The server shall refuse to serve anyone who seems to be in danger of over consumption will be reserved and used.

Any organization found not to be in compliance with the university alcohol policy at their event may be subject to university disciplinary action and may forfeit its right to any fee support from the university.

IV. Tailgate Events

Definition: Gatherings occurring in the designated parking areas surrounding the area of Doak Campbell Stadium prior to and after scheduled football games.

(a) Florida State University does not support or condemn the consumption of alcohol by individuals 21 years of age or older at tailgate events.

(b) Florida State University does not condone any act related to excessive consumption of alcohol that impairs, interferes, or endangers the safety or enjoyment of anyone attending these events, including the individual who chooses to consume alcohol.
(c) Individuals who choose to consume alcohol are responsible for their behavior and should not operate a motor vehicle after they have consumed alcohol.

V. Administration and Enforcement of Policy

(e) The Dean of the Faculties is the responsible university official for administration of the alcohol policy for all events involving primarily faculty. The Vice President for Student Affairs is the responsible administrator for students and student groups. The Vice President for University Relations is the responsible university official for administration of the alcohol policy for events managed by the direct support organizations and for those involving all other groups and individuals. Changes and revisions shall be coordinated by the Vice President for Student Affairs in consultation with other Vice Presidents, the Dean of the Faculties and the General Counsel, subject to final approval of the President of the University.

(a) Enforcement of the alcohol policy shall reside in the Office of Student Rights and Responsibilities for individual student and student organization cases, and the Dean of Faculties for faculty related violations. Enforcement of the alcohol policy for all other groups, including outside groups, organizations, and individuals shall reside in the Vice President for University Relations.

(b) The University maintains the right to forward possible violations of federal or state laws, local ordinances, and University regulations, to the proper authorities through the Florida State University Police Department.

VI. Health Risks

Alcohol consumption may cause a number of changes in behavior which are related to dose, rate of intake, body size and percentage of body fluid, expectations, social environment, physical conditions (disease or, more commonly, hormonal cycles can be factors), enzyme differences, and concentration of alcohol in a drink. It may increase aggressiveness, lower inhibitions, cloud judgment, reduce resistance, and hamper the ability to make decisions.

Alcohol first affects the area of the brain responsible for higher functions, such as decision-making and social inhibitions, suppressing an individual's self-control. Alcohol in the blood can slow reaction time, reduce muscle coordination and impair eyesight, contributing to deficits in performance, judgment, memory, and motor skills. Even low doses can significantly impair the judgment and coordination required to drive a car safely. Florida State University reiterates that no one should ever drink alcohol and drive. The designated driver should never drink alcohol.

Moderate to high doses of alcohol may cause marked impairments in higher mental functions, altering a person's ability to learn and remember information. Very high doses cause respiratory depression and death. If combined with other depressants of the central nervous system, much lower doses of alcohol may produce the effects just described above.

VII. Educational Resources and Support

In support of responsible management of alcohol, the University provides numerous resources and support services available to students, faculty, and staff of Florida State University, including alcohol education, counseling, treatment, rehabilitation, re-entry, prevention, and intervention, as well as other educational programs and volunteer opportunities. Below are just a few of these resources and services.

(a) Health Promotion at the University Health Services Thagard Student Health Center [644-8871; Website is http://healthpromotion.fsu.edu http://www.tshc.fsu.edu/]

(b) Office of Residence Life [644-2860; Website is http://housing.fsu.edu/index.html]

(c) FSU Police Department [644-1234; Website is http://www.police.fsu.edu/]

(d) (b) Volunteer opportunities for students seeking to work toward greater alcohol responsibility are available through Healthy Noles, which is an organization directed by Health Promotion at University Health Services. The Healthy Noles advocate for wellness on campus and alcohol responsibility is a significant component. For more information contact Health Promotion at [644-8871] or access the application at http://healthpromotion.fsu.edu/ KARMA (Knowing About the Responsible Management of Alcohol and other drugs) Peer Educators [644-8871]; PAR (Partnership for Alcohol Responsibility) [644-6489] at Thagard Student Health Center and GAMMA (Greeks Advocating the Mature Management of Alcohol). The Learning Resources Center of the College of Nursing has books, slides and videotapes on alcohol and other substances which are available to instructors in the College of Nursing. All other staff or faculty would need approval from the Dean of the College of Nursing to access these resources [644-1291]. More information is available at www.fsu.edu/~nursing/.
(f) The Digital Media Center provides media resources, which include listings on alcohol topics, to all campus approved departments and organizations. There is no charge for this service when it is used for regularly scheduled classes [644-5924; Website is http://www.lib.fsu.edu/digitalmc.html].

(g) SMART (Students Making Alcohol and Other Drug Responsibility Theirs) Choices consists of two, two-hour class sessions and an interactive on-line program at University Health Services Theard Student Health Center that presents the legal and personal consequences of substance abuse. Students who are sanctioned by the Office of Student Rights and Responsibilities [644-2428, Dean of Students Department] or University Housing [644-2580] for on or off-campus violations of the University’s alcohol and drug policy must complete the course. Students may also enroll in the course free of charge if they would simply like to gain more knowledge about alcohol. Students may contact Health Promotion at [644-8871] if they would like to sign up. The purpose of the course is to introduce the student to a process of self-examination that may lead to improved decision making and behavior change.

(h) The University Counseling Center (UCC) provides a structured two-session Alcohol and Other Drug (AOD) Evaluation for students who are sanctioned by the University for violations of the University’s alcohol and drug policy. In addition to mandated AOD sessions, AOD Evaluations are available on a voluntary basis to all FSU students. Following the AOD Evaluation sessions, a recommendation is made to the student regarding need for counseling treatment. Counseling treatment is provided to students on a voluntary basis only. Any fee-paying student currently enrolled at Florida State University is eligible for services at the UCC. Please contact the University Counseling Center for a current fee schedule [644-2003; Website is http://www.counseling.fsu.edu].

(i) The Employee Assistance Program (EAP) at Florida State University was established to assist employees with behavioral, medical and substance abuse problems affecting employment. Employees can enter the program through a self-referral or supervisory referral. The EAP functions as a coordinator of counseling and other appropriate services available both within the university and the community [644-2288; Website is http://www.eap.fsu.edu].

(j) Counseling services are also provided for students, staff, faculty, and the community by the Marriage and Family Therapy clinic, which fees are based on annual income [644-1588; Website is http://www.mft.fsu.edu/centers/center.php].

(k) The Human Services Center is a training clinic within the College of Education. Counselors are graduate students with counseling majors who offer service for students, staff, faculty, and the community. Services are free [644-3857; Website is http://www.eye.fsu.edu/hsc].

(l) The Psychology Clinic is also a training clinic. Counselors are graduate students in clinic psychology programs. They provide one-on-one psychology services (no support groups) to students, staff, faculty, and the community. Fees are based on a sliding scale [644-3006; Website is http://www.psych.fsu.edu/community/clinic].

(m) Helpline 211 is a telephone counseling and referral service for short term counseling, information and referrals mainly for social services in the Big Bend area [(877)-211-7005, (850) 224-6533, 211; Website is http://www.211bigbend.org].

(n) AlcoholEdu offers personalized and confidential health information related to alcohol. [Website is http://alcoholedu.com]. MyStudentBody.com offers personalized and confidential health information. [Website is http://www.mystudentbody.com].

MEMORANDUM

TO: President Eric J. Barron
FROM: John Carnaghi
DATE: October 29, 2012
SUBJECT: Inspector General Services Work Plan for 2012 - 2013
        Request for Approval

The 2012 – 2013 Inspector General Work Plan is attached.

The Work Plan consists of two documents. The first is a pie chart intended to quickly
show our estimated allocation of effort. The second document provides a detailed
breakdown of our audit and consulting projects. The Work Plan was based upon a risk
assessment, which included interviews with you, the provost, the vice presidents, and
other key administrators.

The Work Plan will be presented to the Finance and Business Committee for their
approval and it will be on the Board’s Consent Agenda. Thank you.

JRC/ml
Attachment
The Florida State University
Office of Inspector General Services

WORK PLAN

2012-2013
August 23, 2012

Dr. Eric J. Barron  
President  
Florida State University  
211 Westcott Building  
Tallahassee, FL 32306-1470

Dear President Barron:

We are presenting, for your approval, the 2012-13 Work Plan for the Office of Inspector General Services. Many of the planned projects are already underway.

The attached Work Plan consists of two documents. The first is a pie chart intended to quickly show you our proposed allocation of effort. The second document provides a detailed breakdown of our proposed audit and consulting projects.

Our Work Plan was established based upon a risk assessment, which included soliciting input from you, the Board of Trustees Finance, Business and Audit Committee Chair, the Provost, the vice presidents, and other key administrators. Our risk assessment included identifying the entire population of the University’s auditable units/issues. To help us identify areas for projects, we applied different weighted criterions against those units/issues including identifying areas of the highest risk. Using this priority listing, we then determined what could be accomplished during the year, based upon available personnel resources in the Office. We then assigned estimated hours to each of the areas selected for review.

You will see that we are devoting considerable resources to the Campus Solutions implementation. Our office was heavily involved in the previous PeopleSoft implementations for Financials and Human Resources and our perspective has been welcomed by project management on this implementation as well.

We appreciate your support and are looking forward to the new fiscal year and the many challenges it will likely bring. Thank you.

Respectfully submitted,

[Signature]

Martha D. Little  
Chief Audit Officer

Approved:

[Signature]

Eric J. Barron  
President

Date:

8-23-12

Phone: (850) 644-6031 • FAX: (850) 644-2576 • www.auditservices.fsu.edu
<table>
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<tr>
<th>Services</th>
<th>Hours Allocated</th>
<th>Percentage of Effort</th>
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<td>*Payroll</td>
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<td>Holidays and Leave</td>
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* Prior-year Carryover
Investigations
13%
Consulting Services
35%
Audits
18%
Training
2%
Holidays/Leave
16%
Administration
10%
Contingency
6%
Investigations
13%
Consulting Services
35%
MEMORANDUM

TO: President Eric J. Barron

FROM: John Carnaghi

DATE: October 29, 2012

SUBJECT: New Charter for Inspector General Services
Request for Approval

The Charter for Inspector General Services, as recently approved by you, is attached for the Finance, Business & Audit Committee’s review. The *International Standards for the Professional Practice of Internal Auditing* require that we adopt a Charter identifying our purpose, authority, and responsibility. In our recent Quality Assurance Review it was recommended that this Charter be reviewed by the Committee so that recommendations for changes could be made and submitted for approval by the University President and the Chair of the Committee.

I recommend your approval of the Charter for Inspector General Services.

JRC/gg

Attachments
Florida State University
Office of Inspector General Services
Charter

Mission and Purpose

The Office of Inspector General Services (OIGS) provides a systematic and disciplined approach to assist members of the University with the effective discharge of their responsibilities. This facilitation is intended to help:

☐ Reduce the risk to the University’s resources and its reputation; and
☐ Enhance the University’s efficiency and effectiveness.

The OIGS, headed by the Chief Audit Officer (CAO), provides a central point for coordinating and carrying out activities that promote accountability, integrity, and efficiency.

Independence

The CAO is appointed by and reports directly to the University President. In addition, the CAO has an indirect reporting relationship to the Chair of the Board of Trustee’s (Board’s) Finance, Business & Audit Committee. This dual reporting relationship promotes independence and objectivity in all of the work performed by the OIGS. The OIGS shall have no direct authority or responsibility over the activities it reviews.

Authority and Scope of Work

The OIGS shall have unrestricted access to all records, data, information, and personnel of the University and its direct support organizations deemed necessary to carry out its duties and responsibilities. The OIGS will carry out its duties and responsibilities in a manner that will help ensure the significant:

☐ Risks are appropriately identified and managed;
☐ Assets and resources are properly controlled;
☐ Financial and operational information is accurate and reliable;
☐ State and Federal laws, rules, and regulations are upheld; and
☐ Programs and operations are efficient and effective.

Duties and Responsibilities

☐ Provide audits and consulting services, in accordance with a risk-based work plan, recommended by the President and approved by the Board’s Finance, Business & Audit Committee
☐ Investigate allegations of fraud, waste, abuse, and other wrongdoing
☐ Investigate complaints received under the State’s Whistle-blower law
☐ Assist the University police with criminal financial investigations
☐ Monitor the disposition of planned corrective actions that result from significant observations or recommendations of the OIGS
☐ Keep the President, management, and the Board’s Finance, Business & Audit Committee apprised of the significant results of the activities of the OIGS
☐ Provide training to the University community on matters for which the OIGS has expertise
☐ Ensure effective coordination and cooperation with external auditors with a view toward avoiding any duplication of effort
☐ Maintain a proper balance among audits, investigations, consulting services, and other activities of the OIGS

Professional Standards

The activities of the OIGS shall be conducted in accordance with the International Standards for the Professional Practice of Internal Auditing. With the adoption of these standards, the OIGS prescribes to the Code of Ethics promulgated by the Institute of Internal Auditors. The OIGS is further committed and prescribes to the guiding principles of integrity, fairness, and objectivity.

Approved: ____________ Date: ____________
President
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Independence
The Board of Trustee’s Finance, Business & Audit Committee will review and make recommendations to the University President regarding potential hiring and termination of the CAO, and will annually review the OIGS Charter, staffing, and organizational structure and make recommendation for approval by the University President and the Chair of the FB&A Committee. The CAO will report is appointed by and reports directly to the University President with. In addition, the CAO has an indirect reporting relationship to the Chair of the Board of Trustee’s Finance, Business & Audit Committee and unrestricted access to the Board. The CAO will meet quarterly with the President and annually with the Chair of the Board’s FB&A Committee. This dual reporting relationship promotes independence and objectivity in all of the work performed by the OIGS. The OIGS shall have no direct authority or responsibility over the activities it reviews.

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- Ensure effective coordination and cooperation with external auditors with a view toward avoiding any duplication of effort
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- Serve as the University’s Ethics Officer for compliance with the Federal Sentencing Guidelines

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Approved: ___________________________ Date: ___________________________
President
Florida State University
Office of Inspector General Services
Charter

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Approved: _______________________________ Date: ____________________
President
MEMORANDUM

TO: Finance, Business and Audit Committee
FROM: John Carnaggi
DATE: October 29, 2012
SUBJECT: 2012 Florida Equity Report Information Item

The Florida Educational Equity Act (FEEA), Section 1000.05, Florida Statutes, and other state and federal legislation mandate that students and employees should not be discriminated against on the basis of race, ethnicity, national origin, gender, disability or marital status. In addition, the statutory guidelines of the Equity Accountability Program (EAP) Report, FS 1012.95 require that each state University maintain an annual equity plan for appropriate representation of women and minorities in senior level faculty and administrative positions.

For the purposes of this Report, three major areas are addressed: Enrollment, Gender Equity in Athletics, and Employment.

The Florida Educational Equity Act Report (also known as the Equity Report) must be submitted to the Board of Governors, through the Human Resources - Office of Equal Opportunity and Compliance, by June 30th of each year. This year, the BOT delegated approval of this report to the President at the June meeting.

As an informational item, Renisha Gibbs will provide an overview of the report that was approved by the President and submitted to the BÖG on June 30th.

JRC/rg
Attachment
Executive Summary

2012

FLORIDA EQUITY REPORT

Enrollment

Gender Equity in Athletics

Employment

Prepared by the Office of Equal Opportunity & Compliance
Introduction:

The annual Florida Equity Report from each state public university encompasses enrollment, sex equity in athletics, and employment as required by regulations. Each parameter was selected to identify, measure, and enhance the progress toward appropriate representation. The Enrollment and Employment reports focus on Females and members of four race/ethnic protected classes: Black, Non-Hispanic; Hispanic; Asian/Pacific Islander; and American Indian/Alaska Native. The report guidelines represent elements of the reports that must be completed, at a minimum. Each university is expected to utilize whatever additional measurements and goals needed to describe progress to achieve equity.

The Florida State University (University or FSU) hereby adheres to the state mandated requirement and submits its 2012 Equity Reports: Educational Equity Act Report pursuant to §1000.05, Florida Statutes and the State University System of Florida, Board of Governors, Regulation 2.003 Equity and Access.

Certification of Annual Approval Date by the University’s Governing Board. Renisha Gibbs, Director of Human Resources, Equal Opportunity and Compliance (EOC), Employee/Labor Relations, and Satellite Operations reviewed the components of the Florida Equity Report with members of top management of the University in preparation for the University’s Board of Trustees meeting. President Eric J. Barron’s signature acknowledges not only receipt of the reported results and plans, but also indicates to others that he supports implementation of the plans contained in this report.

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1 In regards to 2010 Enrollment and Employment data, Asian/Pacific Islander has been separated into Asian and Native Hawaiian/Other Pacific Islander.
2 IPEDS terminology for protected classes was utilized.
PART I. Executive Summary/Description of Plan Development

A. Executive Summary
Florida Statutes §§1005.05 and 1012.95 and Regulation 2.003 require each Florida Public University to submit an annual Florida Equity Report to the State Board of Governors. The report consists of status updates and assessments of gender/racial equities for enrollment, athletics, and employment. Renisha Gibbs, Director of Human Resources, Office of Equal Opportunity and Compliance (EOC), Employee/Labor Relations, and Satellite Operations, is responsible for coordinating and submitting the report to the University President for the Board of Trustees' approval by June 30th of each year. What follows is a synopsis of the reported data for the 2011-2012 fiscal year as submitted by key campus individuals and departments.

PART III: Enrollment
Analysis of enrollment statistics included a review of protected group performance in the following areas: First Time in College (FTIC) and transfer enrollment; undergraduate retention and graduation rates; and bachelor's, master's, doctoral, and professional degrees awarded.

Minority FTIC enrollment, with the exception of Hispanics, experienced a slight decrease in both the short and long term; however, due to the increase in Hispanic representation, Total Minorities saw an increase in the short and long term. Black and Asian FTIC enrollment continues to be areas for improvement. Transfer student enrollment of Blacks, Asians, and Females are also areas that require attention.

The aggressive steps Undergraduate Studies implemented to increase the retention rate of students has paid off. Every protected group reported a minimum retention rate of 92.0%, increasing the minimum retention rate across the board by 2.2% from last year. The 2010/2011 methods and strategies executed by Undergraduate Studies continue to yield success for Minorities and Females as both groups report a growth over the previous year.

The graduation rate goal of 70% was met or surpassed by Total Minorities, Blacks, American Indian/Alaskan Natives, Two or More, and Females. These groups, with the exception of Total Minorities, also graduated at a rate higher than the University average of 73.6%. The two areas of improvement for the future are Hispanics and Asians, which saw a 10.8% decrease from the previous year's graduation rate.

For bachelor's and master's degrees awarded data are trending similarly. Both degree categories saw a decrease in Female representation, but this is not an area marked for attention, as any Females outreach would negatively impact Male representation as there is a disparity between degrees awarded to Females versus Males. Unfortunately, Blacks continue to see a decrease in representation of bachelor’s and master’s degrees awarded and this is an area where attention needs to be focused to ensure improvement.
For doctoral degrees awarded all protected groups saw a decrease in the short term. Several groups, however, saw long term increases. American Indian/Alaskan Natives and Hispanics experienced a slight increase in the long term, while Females saw a 4.5% increase in the long term. Total Minorities, Blacks, and Asians represent an opportunity for improvement for both the short and long term.

Finally, professional degrees awarded showed a slight improvement for Asians and Hispanics, but due to their low representation, Total Minorities continues to be an area of improvement. Additionally, Females is a new area for attention, due to a 2.3% decrease in the short term and a 1.7% decrease in the long term. Overall, there continues to be a struggle with Minority and Female representation in first professional degrees awarded. In the effort to recruit Minorities and Females, strong recruitment efforts should be enlisted to overcome the hurdles of competing with other Florida universities offering professional degrees and the high cost of out-of-state tuition.

PART IV: Athletics
The Athletics department is committed to sex equity by providing opportunities for intercollegiate competition to both Male and Female students without the elimination of either men’s or women’s athletic programs. FSU fully funds the maximum number of allowable athletic scholarships for both genders without any limitation on in-state and out-of-state ratios. Through the University, Athletics will provide improvements in all areas of their programs that affect Female student-athletes; focusing on improving or adding facilities that benefit women’s sports.

University undergraduate enrollment for Males is 45.2% and Females is 54.80%, while the participation rate in Athletics for Males is 48.8% and for Females is 51.2%. This represents a decrease of -0.2% for Female enrollment, but an increase of 2.7% in Female participation, when compared to last year’s rates. The ratio of Female student-athletes participation to Female University Undergraduates is increasing, so while this area is still an opportunity for improvement, there has been a positive gain toward equity.

PART V: Employment
In accordance with the Board of Governor’s regulations, a two-part comparison analysis was conducted utilizing the average percentage representation of a sampling of other Research University – Very High Research Activity Institutions and a summary of FSU’s Affirmative Action Plan (AAP), extracting data for the targeted categories reviewed. The AAP provided a more complete picture of diversity as the IPEDS sampling could not take into account geographic recruitment limitations as a factor of FSU’s faculty and staff demographics.

Comparing the Florida Equity summary and the AAP summary analyses, revealed that the methodological differences of these two reports generated differences in areas of concern. Most notably, Blacks on the Florida Equity summary are meeting or exceeding the average percentage representation of other Research University – Very High Research Activity Institutions, while in the AAP, Blacks are showing as an area of
attention for all report categories. Total Minorities and Females appear as areas of decreased representation in both reports, but not to the same degree. The Florida Equity summary shows areas for improvement in all areas of Total Minorities, while the AAP summary does not. Conversely, the AAP summary shows areas for improvement in all areas for Females, while the Florida Equity summary does not.

While on the surface there appear to be conflicting results between the two summaries, the underlying detailed data analysis supports that FSU is trending positive in our activities to create a more diversified staff and faculty, though there are definitely opportunities for improvement, particularly for Blacks. The Office of Equal Opportunity and Compliance (EOC) continues to actively monitor and utilize initiatives proposed by its Diversity and Inclusion Action Plan, the Provost’s Underrepresented/Minority Faculty Recruitment Program, and Affirmative Action Plan outreach designed to diversify our faculty and staff.

To best develop tenure representation of Females and Minorities, heavy weight should be placed at an earlier stage of the tenure process for our tenure-tracked faculty members. Frequent workshops and mentoring opportunities should be increased to assist tenure-tracked faculty members in developing and preparing their binder materials (assignment of responsibilities, research, evaluations, publications, and other information used in support of their consideration for tenure) shortly after their arrival to the University, rather than waiting until they are on the cusp of being considered for tenure.

Through EOC, the University will continue its commitment to a policy of non-discrimination and to communicating this commitment, both within the organization and to the community in which we work and educate. The University is mindful of the fact that continued achievements in the area of equal employment opportunity and affirmative action are important. As a result, we have included additional action-oriented plans and programs for recruitment, communication, and reporting to ensure that our compliance is in good stead.

B. Description of Plan Development
The completion of this plan was a collaborative effort led by the Office of Equal Opportunity and Compliance (EOC), in Human Resources. The population of the referenced tables was completed by the Office of Institutional Research utilizing the Integrated Postsecondary Education Data System (IPEDS). The accompanying narratives, self-studies, and statistical analyses were provided, in part, by the appropriate departmental administrators under the direction of EOC. Specifically, Part III of the report, Academic Program Reviews, was prepared by the Office of Admissions, Undergraduate Studies, and Graduate Studies, and EOC prepared the Student Services and compilation of accolades sections. Part IV of the report, Equity in Intercollegiate Athletics, was compiled by the University’s Department of Athletics. Part V, Employment Representation, and Part VI, Areas of Improvement/Achievement, was prepared by EOC. The University’s Office of the Dean of the Faculties contributed to faculty reporting requirements as required by Part VII, Protected-Class Representation.
in the Tenure Process, and Part VIII, Promotion and Tenure Committee Composition. Lastly, through the partnership of EOC and the Office of the Provost and Executive Vice President for Academic Affairs, the University provided its Budgetary Incentive Plan and concluding remarks to this report under Part IX (Other requirements)

Methodology

-PART III – Academic Program Review

Because of the lack of information to benchmark Academic Programs against and thereby establish a normative standard to measure diversity, a determination was made to analyze the areas for review in Part III by focusing on change in percentage representation of each protected group and comparing current reported data against the most recent prior year and five years prior data to discover trending. Utilizing this structure allows the analyses to account for changes in the reviewed population from year-to-year where raw numerical data are unable to account for these differences. By analyzing the total representation percentage against the total population, the expectation is that the protected category percentage should remain steady or increase positively in relation to the non-protected grouping within the total population under review, unless the increases would be markedly harmful to another group (e.g., continued Female representation increases to a degree that Male representation is significantly below a reasonable limit).

-PART V – Employment Representation

In Employment Representation, the benchmark stipulated by the BOG guidelines is Research University – Very High Research Activity Institutions. These data are provided by FSU’s Office of Institutional Research, extracted from data provided through IPEDS, and compiled based on average percent representation as the universities encompassed under this categorization are very diverse in size and location. In order to facilitate a cross comparison, percentage representation within the population under review was used for FSU’s data. The differences between these figures were computed using the current year against the most recent prior year and five years prior dataset. These differences were then compared as a one-year trend (current year to last year) and five-year trending against the current year.

Additionally, because of the limitations and assumptions of using the average representation of Research University – Very High Research Activity Institutions, a comparison of these results is conducted against data extracted from FSU’s Affirmative Action Plan.

Using both of these areas of comparison provides a more robust picture of employment representation at The Florida State University.

-PART VII - Protected-class Representation in the Tenure Process

Analysis of Protected-class Representation in the Tenure Process is based on building a comparative ratio of percentage representation of those who applied against those who succeeded in being awarded tenure, along with comparing current year data against the most recent prior year.
MEMORANDUM

TO: President Barron
FROM: John Carnaghi
DATE: October 29, 2012
SUBJECT: Actions Proposed for Inactive FSU Card Accounts
Request for Approval

Since the inception of the FSU Card in the mid-1990s, there has been no organized plan for a systematic method of attrition regarding stored value accounts that are present on the card. Our research shows that universities throughout the country have established policies that define when an account has become inactive (dormant) and specify an inactivity charge to reduce the outstanding card balance to zero. The inactive card status is typically based on the lack of active withdrawals or deposits within a designated period of time with a corresponding charge assessed monthly after that date. The following is a summary for some of the schools in Florida as to their policy and the amount of their charge:

- University of Central Florida

  A Knight Cash account is considered inactive if it has no activity for twelve months. A $5.00 monthly charge will be assessed until (1) the account becomes active or (2) the account balance is zeroed out and/or the account is closed.

- University of South Florida

  Bull Bucks accounts with no transaction history during a twelve month period will be considered inactive and will be assessed an inactivity charge. The inactivity charge will be the lesser of $10.00 or the remaining balance. This charge will be applied to inactive accounts annually for a period of three years or until the balance is fully depleted, whichever comes first. After three years, Bull Buck$ accounts will be deactivated and the remaining balances will be forfeited.

- University of Florida

  Any account determined to be inactive, without transactions or deposits for over a twenty-four month period, will be considered dormant and will be charged a $25.00 dormant charge every year the account remains inactive until such account reaches a zero balance. In addition, G1C [card provider, Gator 1 Central] will deactivate the account when it has been determined to be inactive to prevent unauthorized use and will require a new agreement by Holder before reactivation.

Most universities have established some form of inactivity charge, most commonly assessed after a twelve-month period of inactivity, with charges ranging from $5.00 to $10.00 monthly to $25.00 annually.
Inactive FSU Card Accounts
October 29, 2012
Page two

Based on these findings, I recommend that FSU implement a similar policy effective January 1, 2013. If there is no activity during calendar year 2013, a $5.00 monthly charge assessment will be made in January 2014 and each month thereafter until the balance in the account reaches zero. The account will then be closed and purged from the active files.

Should this charge be approved by the Board of Trustees, notice will be given to the entire school population via campus wide e-mail multiple times. FSVIEW, Student Government, State and notification to all Departments prior to implementation and during the year 2013. Notice will also be posted at the FSU Card Center and included as a part of the card agreement.

We have a total of 222,882 accounts with an outstanding balance of approximately $846,000 on record. Of those, 191,928 or 86% are considered inactive (dormant for at least one year). These accounts had a balance of approximately $439,000 as of September 30, 2012. The balances in individual accounts are as follows:

<table>
<thead>
<tr>
<th>balance</th>
<th># of accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>$ 0 - 10</td>
<td>186,569</td>
</tr>
<tr>
<td>$ 11 - 20</td>
<td>4698</td>
</tr>
<tr>
<td>$ 21 - 30</td>
<td>479</td>
</tr>
<tr>
<td>$ 31 - 40</td>
<td>116</td>
</tr>
<tr>
<td>$ 41 - 50</td>
<td>52</td>
</tr>
<tr>
<td>&gt; $ 51</td>
<td>14</td>
</tr>
</tbody>
</table>

As you can see, the majority of the inactive accounts have balances under $10.00. There is an existing process in place for a student that has separated from the University to request a refund of their outstanding balance. As an extra measure we would try to personally contact those 14 accounts which have $50.00 or more in their account by phone and mail.

I believe you can see the benefits of implementing an organized method of keeping our FSU Card accounts current and less encumbered with unnecessary data. Any income received from this action will be allocated to the Honors and Scholars Housing Project and the Office of Business Services, which manages the FSU Card program.

I recommend your approval of this action.

JRC/st/gg
MEMORANDUM

TO: President Eric J. Barron
FROM: John Carnaghi
DATE: October 29, 2012
SUBJECT: Seminole Boosters Student Housing Facility Project
Request for Approval

Seminole Boosters, Inc. ("SBI") request that the University Board of Trustees consider approving the construction of the Student Housing Complex on existing SBI real estate. This project will be financed by incorporating a significant cash down payment of $5.1 million (as described below) and traditional bank financing on a taxable basis in the amount not to exceed $6.5 million.

The Student-Housing Complex has been the number two priority for the Athletic Department and specifically, Head Football Coach Jimbo Fisher. SBI has recognized the need for renovated and new housing for the Athletic Department's students, specifically its football students. Currently students are paying rent to private parties and are housed throughout Tallahassee. This new facility is needed in order to house these students in a more central location, as well as to provide significant recruiting benefits. The centralized location will allow the Athletic Administration closer contact with students, which will in turn help them promote their educational and athletic goals.

SBI is in the process of closing a 40-year ground lease that will generate $5.1 million, which the SBI Board has designated to be used as a cash down payment on this project. Approval by the University Board of Trustees is sought subject to the ground lease being closed.

The decision to come forward was not made without significant consideration as to whether this project would generate enough income to be self-sustaining. SBI projects that the complex will generate approximately $512,000 after debt service, which will be used to fund the operational needs of the Department of Athletics.

After careful deliberation of these facts and the data presented by SBI, I recommend this project for consideration and approval.

JRC/mb
Dr. Robert B. Bradley, Vice President of Planning and Programs
Dr. David H. Van Winkle, Chair, Physics
MEMORANDUM

TO: BOT Members

FROM: Robert B. Bradley  
Vice President for Planning and Programs

DATE: October 15, 2012

RE: SACS Quality Enhancement Plan: Update

SACSCOC Reaffirmation and the Quality Enhancement Plan (QEP)

Each institution seeking reaffirmation of accreditation is required to develop a Quality Enhancement Plan (QEP). The plan should engage the wider academic community and address one or more issues that contribute to institutional improvement. It should be focused, succinct, and lay out a course of action that addresses a well-defined topic related to enhancing student learning.

The FSU QEP will be submitted to SACSCOC at the end of 2013. The plan will be reviewed by an on-site committee of professional peers who will visit campus in March 2014 to assess the educational strengths and weaknesses of the institution. The on-site committee will produce a written report designed to help the institution improve its programs and to refine its QEP. The committee report also provides evidence on which the Commission decides to reaffirm or deny accreditation.

During the three-day site visit, committee members will examine information and conduct interviews in order to evaluate the quality of the QEP and determine whether the institution is in compliance with the SACSCOC Principles of Accreditation. Based on their inquiries, the committee will forge a consensus on its findings, develop written comments, and complete a draft report. The committee will present an oral summary of their findings in an exit report to the chief executive officer and other university officials.

The visiting committee report and the response of the institution to the findings of the committee are reviewed by the Committee on Compliance and Reports, a standing committee of the Commission. The Committee on Compliance and Reports recommends action on reaffirmation
to the Executive Council of the Commission. The Executive Council in turn recommends action to the Commission on Colleges, which makes the final decision. These decisions will be announced to the College Delegate Assembly during its annual business session in December 2014.

The QEP Process at FSU

The QEP is a core requirement of the reaffirmation process. It is both a requirement that must be met and an opportunity for the campus to improve student learning and faculty instruction.

The process for selecting a topic for the QEP and developing a plan began in 2011. The Provost convened a committee to select a topic of the QEP. The committee was comprised of representatives from across campus. The committee, chaired by Robert Bradley, met through the fall of 2011 and spring of 2012. In a series of deliberations, the committee reviewed on-going campus needs, examined the plans developed by other research universities, and identified a number of promising QEP topics. The topics were discussed at several meetings and winnowed to a group of six potential topics. Faculty members, students, and staff were surveyed regarding their preferences. In April 2012, the committee forwarded their recommendation of a QEP topic to the Provost and President for their consideration.

The Provost and President approved the recommendation. Based on this recommendation, the Provost established a committee to develop and write the plan. Again a broadly representative set of individuals from across campus was appointed under the direction of David Van Winkle, Professor of Physics. Their charge was to formulate a QEP intended to “improve critical thinking skills among undergraduate (especially 3rd and 4th year students) and graduate students by promoting and assessing the use of creative thinking and research as key skills in the solution of real-world problems.”

The committee began in work in later summer and is now meeting bi-weekly to consider the shape of FSU’s plan. Laurie Molina from the Institute of Science and Public Affairs is the chief report writer for the QEP. In addition, several university staff members are providing support for the development of the plan.
Dr. Mary Coburn, Vice President for Student Affairs
Ms. Joyce Ingram, Assistant Vice President for Human Resources
MEMORANDUM

TO: President Barron
FROM: John Carnaghi
DATE: October 29, 2012

SUBJECT: 2012-2013 Diversity and Inclusion Operating Plan Information Item

In February 2009, you approved the development of a University Diversity and Inclusion Action Plan. Since that time, a Diversity and Inclusion Council has been formed, and an Operating Plan has been drafted for the 2012-2013 fiscal year.

The Diversity and Inclusion Operating Plan outlines the Key Focus Areas and Objectives of the University’s Diversity and Inclusion Council.

JRC/sa

Attachment
Draft for BOT Review

The Florida State University

Diversity and Inclusion Initiative

2012-2013 Operating Plan

The University Diversity and Inclusion Council
The Florida State University
Tallahassee, Florida 32306
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I. Executive Summary

We are uniting our efforts at FSU to move diversity and inclusion even more to the forefront of our University's agenda so that we can deliver on our vision to become the university and workplace of choice. Effectively managing a diverse work force can contribute to increased faculty, staff and student retention and productivity. It can enhance the organization's responsiveness to an increasingly diverse world of customers, improve relations with the surrounding communities, increase the organization's ability to cope with change, and expand the creativity of the organization.

At the Florida State University, we recognize that every competitive advantage begins with people. By valuing, celebrating and leveraging the differences and similarities of our students, faculty and staff, we inspire an environment of innovation and passion – one that enables us to create a teaching, research and service environment that better reflects the needs of our students, faculty, staff, customers, constituents, communities and other key stakeholders. Therefore, we have launched a Diversity and Inclusion Initiative at the University.

Diversity and Inclusion have long been a part of the operating philosophy at the University. In the context of the workplace, valuing diversity means creating a workplace that respects and includes differences, recognizes the unique contributions that individuals with many types of differences can make, and creates a work environment that maximizes the potential of all employees. As a concept, it focuses on a broader set of qualities than race and gender. Inclusion is a practice of ensuring that people in an organization feel they belong, are engaged, and are connected through their work to the goals and objectives of the organization.

In February 2009, the Board of Trustees approved the development of a Diversity and Inclusion Operating Plan. This operating plan outlines seven key focus areas, each of which is being led by a Vice President, staffed by council members and other faculty, staff, and students, and facilitated by a Human Resource Director. The Diversity and Inclusion Council is led by the President and is facilitated by the Assistant Vice President of Human Resources and Chief Diversity Officer.
II. The Florida State University Prologue, Mission, and Vision

Prologue

The Florida State University was founded in 1851 and has developed from one of the nation’s preeminent women's colleges into a comprehensive graduate-research university, offering a broad array of academic and professional programs at all degree levels.

Mission

The Florida State University preserves, expands, and disseminates knowledge in the sciences, technology, arts, humanities, and professions, while embracing a philosophy of learning strongly rooted in the traditions of the liberal arts. The University is dedicated to excellence in teaching, research, creative endeavors, and service. The University strives to instill the strength, skill, and character essential for lifelong learning, personal responsibility, and sustained achievement within a community that fosters free inquiry and embraces diversity.

Vision

The Florida State University will be one of the world’s premier institutions of higher education, devoted to transforming the lives of our students, shaping the future of our state and society, and offering programs of national and international distinction in a climate of inquiry, engagement, collegiality, diversity, and achievement.
Although the concepts of Diversity and Inclusion are nothing new at the Florida State University, FSU has, for the first time, established a Diversity and Inclusion Council. The Mission of the Council is to identify policies, programs and practices that are in need of creation or revision in order to meet the needs of a diverse workforce and student population.

Managing Diversity and Inclusion through a council supports an organizational approach for embracing all of the diversity dimensions of the University. Differences are welcome and all input is valued at the Diversity and Inclusion Council meetings, as well as the subcommittee meetings. Issues are addressed through a deliberate, consensual process.

The role of the Council Members is to:

- Participate in the University Diversity and Inclusion Council Meetings
- Undergo Diversity and Inclusion training offered by the University
- Support the development and implementation of the University’s Diversity and Inclusion Operating Plan by:
  - Participating in assigned subcommittee(s)
  - Reviewing recommendations brought by subcommittees
  - Promoting the principles of Diversity and Inclusion at FSU
- Serve on a subcommittee for one of the key focus areas
- As a subcommittee member, Council Members are responsible for:
  - Reviewing data pertaining to assigned Key Focus Area
  - Identifying policies, programs and practices which are in need of revision
  - Serving as an advisory committee regarding strategies and tactics that will create:
    - Individual and cultural diversity that is accepted and valued
    - Open lines of communication among all levels
    - Opportunities for all students and employees to achieve their goals

Since February 2012, the full Diversity and Inclusion Council has met twice, and each subcommittee has met at least twice. As a result, the Council recommends this Operating Plan, which is outlined by Key Focus Area on the following pages.
Key Focus Area 1: Leadership: Faculty, Staff, and Student Involvement

In order to advance toward our Vision of achieving a University climate of inquiry, engagement, collegiality, diversity, and achievement, it is imperative to develop leaders within our faculty, staff, and student populations to embrace diversity and practice inclusion.

**Champion:** Mary Coburn, Vice President for Student Affairs

**Subcommittee Members:** Seth Beckman, Janeia Daniels Ingram, Joyce Ingram, Nancy Marcus, Susannah Miller, Larry Scharmann, Tom Shewan, Eric Stewart and Sandi Smith Anderson

**Objective:** To expand the pipeline of diverse and talented leaders by identifying and inviting potential faculty, staff, and students to participate in activities that will increase their cultural competence and leadership skills, resulting in increased diversity of University leadership.

**Projected Outcome:** Improved succession planning and expanded pipeline of diverse and talented leaders who will continue to move the University toward its vision of achieving a University climate of inquiry, engagement, collegiality, diversity, and achievement.

**Performance Indicators:** Number of participants, placement of participants into leadership positions, and pre- and post-assessment of participants’ self-evaluation of how their leadership knowledge, skills, and abilities have changed.
Key Focus Area 2: Education, Training and Development

Education creates a platform of understanding for all stakeholders and ensures alignment in purpose of formulating the building blocks for sustaining the Diversity and Inclusion initiative.

**Champion:** Kirby Kemper, Vice President for Research

**Co-Champion:** Carolyn Egan, General Counsel

**Subcommittee Members:** Demetra Andrews, Melissa Conner, Alice-Ann Darrow, Joyce Ingram, Helen Livingston, Susannah Miller, Laura Osteen, Martell Teasley and Sandi Smith Anderson

**Objective:** To develop a comprehensive diversity and inclusion education, training and development process for faculty, staff, and students.

**Projected Outcome:** Strategic alignment to Diversity and Inclusion Initiative. Increased knowledge, skills, abilities and development in the areas of diversity and inclusion.

**Performance Indicators:** Climate measure (survey) as baseline, Number of courses taught, number of participants, level of participation.
Key Focus Area 3: Recruitment and Retention

In order to attract and retain the best faculty, staff, and students, it is imperative to establish best practices for a recruitment and retention strategy. The highest achieving faculty, staff, and students look for and appreciate an environment and culture that encourages collaboration, learning from differences, flexibility, fairness and equal opportunity.

Champion: Garnett S. Stokes, Provost and Executive Vice President for Academic Affairs

Subcommittee Members: Frank Fincham, Renisha Gibbs, Lois Hawkes, RaMonda Horton-Ikard, Joyce Ingram, Bruce Lamont, Sally McRorie, Susannah Miller, Maxine Montgomery, Dragana Popovic, Winston Roberts, Jose Rodriguez and Sandi Smith Anderson

Objective: By the end of Spring Semester 2013, produce a report of recommended strategies on recruitment and retention based upon a literature survey on best practices, a review of successful programs, and examination of data on current faculty, staff, and student demographics and retention rates.

Projected Outcome: The University will implement best practices in the area of Recruitment and Retention.

Performance Indicators: Survey and data results, completed report, implementation of recommendations.
**Key Focus Area 4: Community Relations**

Our outreach efforts exemplify the University’s commitment to Diversity and Inclusion. Our partnerships with the external community illustrate our responsiveness to an increasingly diverse world, and the value we place on inclusion.

**Champion:** Thomas Jennings, Vice President for University Advancement

**Co-Champion:** Randy Spetman, Athletics Director

**Subcommittee Members:** Edward Acoff, Dominick Ard’is, Maria Cicciarelli, Cindy Clenney Vickers, Robinson Herrera, Beth Hodges, Joyce Ingram, Susannah Miller and Sandi Smith Anderson

**Objective 1:** To survey current community relations activities around campus that emphasize the University’s commitment to Diversity and Inclusion, and to work with the Communications subcommittee to highlight this information for both internal and external stakeholders.

**Expected Outcome:** Increased quality and quantity of programming for diversity and inclusion.

**Objective 2:** Identify areas within the University with potential to initiate community relations activities related to Diversity and Inclusion, and to work with other subcommittees to effect a change so that these areas of potential can be realized.

**Expected Outcome:** Increased quality and quantity of programming for diversity and inclusion.

**Performance Indicators:** Number of outreach programs, number of attendees in programs, satisfaction of attendees.
Key Focus Area 5: Communication

How, to whom, and when the University sends messages of Diversity and Inclusion are critical contributing factors to the success of the initiative. Initial and on-going communication helps faculty, staff, and students understand how Diversity and Inclusion benefits them and the University.

Champion: Liz Maryanski, Vice President for University Relations

Subcommittee Members: Browning Brooks, Cassandra Brown, Jimmy Canteenwalla, Vanessa Fuchs, Phaedra Harris, Joyce Ingram, Susannah Miller, Irene Padavic, Jose Rodriguez, Valerie Scoon and Sandi Smith Anderson

Objective: To develop a comprehensive communication plan for Diversity and Inclusion to ensure consistency and effectiveness in communicating our mission and vision of a diverse and inclusive University.

Expected Outcome: Alignment and common understanding of the University’s philosophy on Diversity and Inclusion.

Performance Indicators: Number of messages of Diversity and Inclusion.
Key Focus Area 6: Policy and Program Development

The University’s policies and programs should align with the University’s philosophy of Diversity and Inclusion to ensure there are no barriers to optimal performance.

**Champion:** John Carnaghi, Senior Vice President, Finance and Administration

**Subcommittee Members:** Alex Aviña, Pam Coats, Eileen Cormier, Terry Coonan, Renisha Gibbs, Joyce Ingram, Susannah Miller, Donna Trumbower, Lauren Williams and Sandi Smith Anderson

**Objective:** To establish Guiding Principles that set expectations for current policies and programs and future policy and program development for adherence to the University’s philosophy on Diversity and Inclusion.

**Expected Outcome:** University policies and programs that are in alignment with the University’s mission, vision, and Diversity and Inclusion philosophy.

**Performance Indicators:** Established Guiding Principles, Compliance of Policies and Programs with Guiding Principles.
Key Focus Area 7: Measurement and Reporting

Collecting and tracking data is critical to measuring the success of the Diversity and Inclusion initiative because it provides the most accurate evaluation of our efforts and it identifies important issues that might otherwise be overlooked.

Champion: Robert B. Bradley, Ph.D., Vice President for Planning and Programs

Subcommittee Members: Bahram Arjmandi, Arnel Bacani, Joling Emerick, Joyce Ingram, Susannah Miller, Mark Palazesi, Juliann Woods and Sandi Smith Anderson

Objective 1: To conduct a comprehensive, university-wide Diversity and Inclusion survey to establish baseline data on current conditions, upon which future data may be compared, to assess progress.

Expected Outcome: Establishment of current state and baseline data for use by subcommittees in evaluation of objectives and assessment of progress.

Performance Indicators: Established baseline data.

Objective 2: To incorporate the measurement of objectives for each of the seven (7) key focus areas into the institutional effectiveness portal so that progress for each KFA is measured in relation to the SACS accreditation process.

Expected Outcome: Alignment of the D&I operating plan and objectives with the University’s SACS process.

Performance Indicators: Performance indicators for the other six (6) subcommittees.
IV. The University Diversity and Inclusion Champions, Council Members, and Subcommittee Members

Champion of Diversity and Inclusion

**Eric J. Barron**  
*University President*

Champion for Leadership, Faculty, Staff and Student Involvement

**Mary Coburn**  
*Vice President for Student Affairs*

Facilitator, Diversity and Inclusion Council

**Joyce A. Ingram**  
*Assistant Vice President and Chief Human Resources Officer*

Champion for Education, Training and Development

**Kirby Kemper**  
*Vice President for Research*

Facilitator, Diversity & Inclusion Subcommittees

**Susannah Miller**  
*Director of Faculty Relations, Diversity & Inclusion, Ombuds Program*  
*Office of Human Resources*

Champion of Recruitment and Retention

**Garnett S. Stokes, Ph.D.**  
*Provost and Executive Vice President for Academic Affairs*
Champion of Community Relations
Thomas Jennings
Vice President for University Advancement

Champion for Communications
Liz Maryanski
Vice President for University Relations

Champion of Policy and Program Development
John Carnaghi
Senior Vice President, Finance and Administration

Champion of Measurement and Reporting
Robert B. Bradley, Ph.D.
Vice President for Planning and Programs
Professor, Askew School of Public Administration and Policy
Director, Institute of Science and Public Affairs (ISPA)

Co-Champion for Education, Training and Development
Carolyn Egan
General Counsel

Co-Champion of Community Relations
Randy Spetman
Athletics Director
Subcommittee Member
Edward Acoff
Director, Supplier Diversity
Office of Human Resources

Council Member
Bahram Arjmandi
Margaret A. Sitton Named Professor and Chair, Nutrition, Food & Exercise Sciences

Council Member
Demetra Andrews
Assistant Professor, Marketing Department, College of Business

Council Member
Dominick Ard'is
Graduate Student, Urban & Regional Planning; International Affairs

Council Member
Alex Aviña
Assistant Professor of History

Council Member
Arnel Bacani
Assistant Director, Building Services, Facilities Department
Council Member
Seth Beckman
Senior Associate Dean for Academic Affairs,
Director of Graduate Studies, College of Music

Council Member
Browning Brooks
Strategic Communications Advisor, Office of
University Communications

Subcommittee Member
Cassandra Brown
Assistant Director, University Business
Administrators

Council Member
Jimmy Canteenwalla
Human Resources Representative

Council Member
Maria Cicciarelli
Senior Executive Support Assistant

Council Member
Cindy Vickers Clenney
Head of Human Resources & Volunteer
Services, John and Mable Ringling
Museum of Art
Council Member

**Pam Coats**
Robert C. Earnest Professor of Finance, University Distinguished Teaching Professor

Council Member

**Eileen Cormier**
Associate Professor of Nursing

Council Member

**Melissa (Missy) Connor**
Director of Student Affairs & Enrollment Management, Panama City Campus

Council Member

**Alice-Ann Darrow**
Irvin Cooper Professor of Music; College of Music

Council Member

**Terry Coonan**
Executive Director, Center for Advancement of Human Rights

Council Member

**Joling Emerick**
Database Analyst, Office of Institutional Research
Council Member
**Frank Fincham**
*Eminent Scholar & Director of FSU Family Institute, College of Human Sciences*

Subcommittee Member
**Phaedra Harris**
*Director, Office of Human Resources*

Council Member
**Vanessa Fuchs**
*Senior Associate Athletics Director/ Senior Woman Administrator*

Subcommittee Member
**Lois Hawkes**
*Associate Dean and Professor of Arts and Sciences*

Subcommittee Member
**Renisha Gibbs**
*Director, Office of Human Resources*

Council Member
**Robinson Herrera**
*Associate Professor of Latin American History*
Council Member
Beth Hodges
Coordinator of Federal Relations & Research Programs

Council Member
Bruce Lamont
Thomas L. Williams Eminent Scholar in Strategic Management, College of Business

Council Member
Ramonda Horton-Ikard
Associate Professor of Communications Science & Disorders

Council Member
Helen Livingston
Assistant Dean in the College of Medicine

Council Member
Janeia Daniels Ingram
Assistant Dean for Student Affairs, College of Law

Council Member
Nancy Marcus
Dean of the Graduate School
Subcommittee Member
Sally McRorie
Vice President for Faculty Development and Advancement

Council Member
Irene Padavic
Claude and Mildred Pepper Professor of Sociology

Subcommittee Member
Maxine Montgomery
Professor of English

Subcommittee Member
Mark Palazesi
Director, Office of Human Resources

Council Member
Laura Osteen, Ph.D.
Director of the Center for Leadership & Civic Education

Council Member
Dragana Popovic
Scholar and Scientist, Condensed Matter Science, National High Magnetic Field Lab
Council Member
Winston Roberts
Professor of Physics

Council Member
Valerie Scoon
Associate in Film, College of Motion Picture, Television and Recording Arts

Council Member
Jose Rodriguez
Associate Professor of Medicine

Council Member
Eric Stewart
Professor of Criminology and Criminal Justice

Council Member
Lawrence Scharmann
Assistant Dean and Director of the School of Teacher Education

Council Member
Martell Teasley
Associate Professor of Social Work
Council Member
Lauren Williams
Administrative Support Assistant

Subcommittee Member
Juliann Woods
Professor of Communication

Subcommittee Members not pictured

Tom Shewan
Director, Maintenance

Donna Trumbower
Associate Director, Facilities Admin Services
V. Appendices

Accomplishments to Date

Communications
   Letters from President

Websites
   FSU D&I Website
   Supplier Diversity Website
   Other D & I Websites at FSU

Publications
   Books
   Resources provided from Cornell Training

Recognition

Objectives: At-a-Glance
Accomplishments To Date:
The items below outline the work that has been accomplished to-date under the Diversity and Inclusion Initiative.

Ensured Strategic Alignment by including Diversity in the University’s Mission, Vision, and Strategic Priorities

**Mission:** The Florida State University preserves, expands, and disseminates knowledge…., and sustained achievement within a community that fosters free inquiry and *embraces diversity.*

**Vision:** The Florida State University will be one of the world’s premier institutions of higher education,… and international distinction in a climate of inquiry, engagement, collegiality, *diversity,* and achievement.

**FSU STRATEGIC PRIORITIES**
- SP 1.0 Recruit and graduate outstanding and *diverse* students
- SP 2.0 Enrich the student experience while supporting and improving undergraduate, graduate, and professional education
- SP 3.0 Recruit, develop, and retain outstanding and *diverse* faculty and staff
- SP 4.0 Enhance research and creative endeavors
- SP 5.0 Foster academic excellence
- SP 6.0 Ensure operational excellence while maintaining financial integrity
- SP 7.0 Strengthen the public service mission of the university
- SP 8.0 Build the University’s national reputation

Gained Commitment from Senior Leadership through BOT, the President and the Executive Team

Determined the Scope of the Diversity and Inclusion Initiative

- Diversity & Inclusion of leaders, students, faculty and staff
- Supplier Diversity Program: *Reaching beyond the boundaries* of our campus community to include small businesses within our communities

Created the Framework for the Initiative

- Benchmarked other Florida public universities and all 62 members of the Association of American Universities (AAU) regarding:
  - Diversity and Inclusion Initiatives
  - Infrastructure
  - Program Development
  - Measurements

Created key focus areas:
- Leadership, Faculty, Staff and Student Involvement
- Education, Training and Development
- Recruitment and Retention
- Community Relations
- Communication
Accomplishments To Date, continued

Policy and Program Development
Measurement and Reporting

Developed internal subject matter expertise through external Diversity Management Certification Program

Appointed members of the FSU Executive Council to serve as Champions for each Key Focus Area

Nominated and appointed members to the FSU Diversity and Inclusion Council

Held kickoff meeting facilitated by the President and the Chief Diversity Officer
February 23, 2012, 12:30 – 2:30pm
Auditorium of the Center for Global Engagement

Provided online Diversity and Inclusion training to Council Members

Created Blackboard site for Diversity Council and Subcommittees

Conducted Pilot Diversity and Inclusion Survey of Faculty and Staff

Subcommittee Work
Convened subcommittees for seven key focus areas
Assessed data pertaining to key focus area and brainstormed options
Recommended next steps to President, Executive Team, and Diversity Council

Developed Proposed Operating Plan for Approval
Communications:

Memorandums from University President

Memorandum dated January 21, 2011

MEMORANDUM

TO: Deans, Directors and Department Heads
FROM: Dr. Eric Barron, President
       Joyce A. Ingram, AVP and Chief Human Resources and Diversity Officer
DATE: January 21, 2011
SUBJECT: Diversity and Inclusion at The Florida State University

At The Florida State University we have long been committed to diversity and inclusion. Generally speaking, diversity is understanding and appreciating the differences in people and inclusion is recognizing and leveraging these differences to maximize the performance of the organization. We have made progress over the past decade, enrolling a higher percentage of diverse students, maintaining our focus on recruiting and developing diverse faculty and staff, and enhancing institutional leadership through diversity endeavors.

Our ambition is to further promote our current diversity initiatives and to develop a university-wide diversity and inclusion framework within which to operate. To support our plan, we ask that you respond to this letter with examples of diversity and inclusion initiatives and practices/policies specific to your area that we may add to the overall list of efforts currently under way at the university. We ask that you send information that corresponds to the following areas:

1. Leadership, Faculty, Staff and Student Involvement
   • (E.g., some colleges have created a Diversity Council to further promote diversity and inclusion initiatives)

2. Education, Training and Development
   • (E.g., courses or training sessions for students, faculty and staff that promote diversity, inclusion, and accepting and appreciating differences)

3. Recruitment and Retention
   • (E.g., programs that support the recruitment and retention of a diverse student, staff and faculty population)

4. Community Relations
   • (E.g., programs that go beyond the borders of the campus to promote diversity and inclusion throughout the community)

5. Communication
   • (E.g., some colleges have a newsletter or publication highlighting diversity and inclusion activities)
Memorandum dated January 21, 2011, continued

6. Policy and Program Development
   • (E.g., policies or programs that go beyond compliance and law to promote
diversity and inclusion)

7. Measurement and Reporting
   • Specific tools for tracking the success of the above diversity initiatives

We would like to showcase the efforts that your college/department/division has taken in the past or plans to
initiate in the future on behalf of the university’s commitment towards supporting a culturally diverse and
inclusive educational and work environment.

The attached form is designed to help us organize our diversity and inclusion efforts. Please feel free to
describe in detail as many activities as you wish to include – we would like to be as comprehensive as
possible in highlighting your efforts. Thank you for this effort.

For submission of updates or questions, contact Lindsay Stratton in the Office of Human Resources at
lstratton@admin.fsu.edu or 644-7941.

CC: Robert Bradley       Paul Strouts       Department Representatives
    Anne Rowe            Renisha Gibbs
    Vice Presidents

Attachment
Communications, continued

Memorandum dated August 9, 2011

THE FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

MEMORANDUM

TO: Deans, Directors and Department Heads

FROM: Dr. Eric Barron, President
        Joyce A. Ingram, AVP and Chief HR and Diversity Officer

DATE: August 9, 2011

SUBJECT: Diversity and Inclusion at The Florida State University

At The Florida State University, we recognize that every competitive advantage begins with people. By valuing, celebrating and leveraging the differences of our students, faculty and staff, we inspire an environment of innovation and passion — one that enables us to create a teaching, research and service environment that better reflects the needs of our students, employees, customers, communities and other key stakeholders.

Diversity and Inclusion have long been a part of the operating philosophy at the University. Now, we are uniting efforts to move our Diversity and Inclusion initiative even more to the forefront of our business agenda so that we can deliver on our vision to become the university and workplace of choice.

In February we asked you to identify efforts currently underway or in place that are driving diversity and inclusion on campus. Believing that we were already a very diverse and inclusive organization, we were not disappointed with your responses. Attached is a copy of the February 2009 BOT presentation on this issue and another presentation about the framework from the University’s perspective. This information explains the importance of becoming an even more diverse and inclusive university and explains how our efforts in these areas can support our mission and help us achieve our vision. Examples of activities are included and we are glad to report that diversity and inclusion are alive and well at FSU. However, as we all know, even the best can get better.

None of what we are trying to accomplish and maintain will happen without your ongoing commitment. To support the strategies of this Diversity and Inclusion initiative it is essential that everyone – from the University’s executive team on down – play an active role in this effort and requires all those who report to them to do likewise. Our commitment to delivering in a more inclusive work culture is not a short-lived HR program. It is an organizational imperative and our commitment to it needs to be engrained into and demonstrated by how we operate every single day, internally and externally, now and in the future.

To that end, we are creating a Diversity and Inclusion Council that will help us advance this initiative over the coming months. I have asked my leadership team to serve as champions for the key focus areas and they in turn will assist in identifying members of the Council. The Council will have oversight responsibility for the development and implementation of the University’s Diversity and Inclusion initiative.
Memorandum dated August 9, 2011, continued

We'll keep you apprised of our progress on an ongoing basis. In the meantime, if you have any questions, please feel free to contact Joyce Ingram, Assistant Vice President and Chief Human Resources and Diversity Officer directly at 644-7950.

Remember, leaders and employees at every level have the opportunity to shape diversity and inclusion behaviors for Florida State University’s educational, research and service advantages. I look forward to our shared involvement in this important initiative.

CC: Garnett Stokes, Provost and Executive Vice President
    Vice Presidents
Websites:

University Diversity and Inclusion Council  
To visit the website, please click here:  [http://hr.fsu.edu/diversity/](http://hr.fsu.edu/diversity/)

Supplier Diversity Program  
To visit the website, please click here:  [http://supplierdiversity.fsu.edu/](http://supplierdiversity.fsu.edu/)

Other D&I Websites At FSU:

Division of Student Affairs, please click on the links to visit sites: [http://studentaffairs.fsu.edu/](http://studentaffairs.fsu.edu/)
- Career Center, [http://career.fsu.edu/](http://career.fsu.edu/)
- Center for Global Engagement, [http://cge.fsu.edu/](http://cge.fsu.edu/)
- The Center for Leadership & Civic Education, [http://thecenter.fsu.edu/](http://thecenter.fsu.edu/)
- Center for Multicultural Affairs, [http://cma.fsu.edu/](http://cma.fsu.edu/)
- Communications & Marketing Office, [http://communications.studentaffairs.fsu.edu/](http://communications.studentaffairs.fsu.edu/)
- Dean of Students, [http://deanofstudents.fsu.edu/](http://deanofstudents.fsu.edu/)
- Oglesby Union, [http://union.fsu.edu/](http://union.fsu.edu/)
- Student Government Association (SGA), [http://sga.fsu.edu/](http://sga.fsu.edu/)
- Thagard Student Health and Wellness Center, [http://tshc.fsu.edu/](http://tshc.fsu.edu/)
- University Counseling Center, [http://counseling.fsu.edu/](http://counseling.fsu.edu/)
- University Housing, [http://housing.fsu.edu/](http://housing.fsu.edu/)
- Jon C. Dalton Institute on College Student Values, [http://studentvalues.fsu.edu/](http://studentvalues.fsu.edu/)
- Character Clearinghouse, [https://characterclearinghouse.fsu.edu/](https://characterclearinghouse.fsu.edu/)
- The Hardee Center, [http://www.coe.fsu.edu/Academic-Programs/Departments/Educational-Leadership-and-Policy-Studies-ELPS/Academic-Programs/Degree-Programs/Higher-Education/Resources/Hardee-Center](http://www.coe.fsu.edu/Academic-Programs/Departments/Educational-Leadership-and-Policy-Studies-ELPS/Academic-Programs/Degree-Programs/Higher-Education/Resources/Hardee-Center)
Websites, continued

Diverse Leadership Mentoring Program (DLMP)
For more information, visit the website at: http://hrapps.fsu.edu/mentor/

College of Business (Minority Affairs Committee)
For more information, visit the website at: http://www.cob.fsu.edu

College of Law
For more information, visit the website at: http://www.law.fsu.edu

College of Medicine
For more information, visit the website at: http://med.fsu.edu/

College of Human Sciences
For more information, visit the website at: http://www.chs.fsu.edu/

College of Communication & Information
For more information, visit the website at: http://cci.fsu.edu/

National High Magnetic Field Laboratory
For more information, visit the website at: http://www.magnet.fsu.edu/education/outreach/currentprograms.html

College of Music
For more information, visit the website at: http://www.music.fsu.edu

College of Social Work
For more information, visit the website at: http://ssw.fsu.edu

School of Theatre
For more information, visit the website at: http://www.fsu.edu/~theatre
Publications:

Websites

- www.thediversitychannel.com
- www.diversityinc.com
- Diversity Employment Exchange – www.diversityee.com
- Diversity Services – www.diversity-services.com
- Black Voices – www.blackvoices.com
- The President’s Committee on Employment of People with Disabilities – www.pcepd.gov
- Workplace Dynamics LLC – www.workplace-dynamics.com

Books and Readings

- The Loudest Duck – Moving Beyond Diversity While Embracing Differences to Achieve Success at Work – Laura Liswood (2010) John Wiley
- The Evolving Language of Diversity – Kathy Castania
- White Privilege: Unpacking the Invisible Knapsack –Peggy McIntosh
Publications, continued

Resource Binders

Recognition:

NACUBO’s Business Officer Magazine (National Association of College and University Business Officers)
<table>
<thead>
<tr>
<th>Diversity Operating Plan At A Glance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Objective</strong></td>
</tr>
<tr>
<td>To expand the pipeline of diverse</td>
</tr>
<tr>
<td>and talented leaders by identifying</td>
</tr>
<tr>
<td>and inviting potential faculty, staff,</td>
</tr>
<tr>
<td>and students to participate in and</td>
</tr>
<tr>
<td>increase diversity of University</td>
</tr>
<tr>
<td>culture and leadership.</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td><strong>Projected Outcome</strong></td>
</tr>
<tr>
<td>Improved success on planning and</td>
</tr>
<tr>
<td>implementation of diversity strategies</td>
</tr>
</tbody>
</table>
| and continued success in  
| climate of diversity and inclusion,  |
| inclusion, diversity, and           |
| leadership achievement.              |
|                                      |
| **Performance Indicators**           |
| Number of participants into          |
| leadership roles and post-            |
| assessment of participants self       |
| evaluation of leadership skills and   |
| competencies and leadership           |
| outcomes.                            |

<table>
<thead>
<tr>
<th>Key Focus Area</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recruitment and Retention</td>
</tr>
<tr>
<td>Education, Training and Development</td>
</tr>
<tr>
<td>Leadership: Faculty, Staff, and</td>
</tr>
<tr>
<td>Student Involvement</td>
</tr>
</tbody>
</table>

| The University will implement best |
| practices in the area of recruitment|
| and retention.                      |
| Surveys and data results.           |
| Number of participants and          |
| implementation of recommendations.  |
| Climate survey as baseline,         |
| number of courses taught,           |
| level of participation.             |

| By the end of Spring semester,     |
| produce a report of recruitment    |
| strategies and outcomes.           |
| Strategic alignment to Diversity    |
| and Inclusion initiatives.         |
| Knowledge, skills, abilities in the|
| areas of diversity and inclusion.  |

| Recruitment and retention.         |
| Education, Training and Development|
| Leadership: Faculty, Staff, and     |
| Student Involvement                 |
| Surveys and data results.           |
| Number of participants and          |
| implementation of recommendations.  |
| Climate survey as baseline,         |
| number of courses taught,           |
| level of participation.             |

| To develop comprehensive           |
| Diversity and Inclusion education. |
| Knowledge, skills, abilities in the|
| areas of diversity and inclusion.  |

<p>| The University will implement best |
| practices in the area of recruitment|
| and retention.                      |
| Surveys and data results.           |
| Number of participants and          |
| implementation of recommendations.  |
| Climate survey as baseline,         |
| number of courses taught,           |
| level of participation.             |</p>
<table>
<thead>
<tr>
<th>Policy and Program Development</th>
<th>Communication</th>
<th>Community Relations</th>
</tr>
</thead>
<tbody>
<tr>
<td>To set expectations that future policies and programs are in alignment with the University’s mission, vision, and core values.</td>
<td>To develop a comprehensive communication plan for Diversity and Inclusion that ensures consistency and effectiveness in communicating our mission and vision to diverse and inclusive communities.</td>
<td>To survey community relations activities around campus and the emphasis the University places on Diversity and Inclusion.</td>
</tr>
<tr>
<td>University policies and programs that are in alignment with the University’s mission, vision, and core values.</td>
<td>Alignment and common understanding of the University’s mission, vision, and core values.</td>
<td>Highlight community relations activities and their impact on internal and external stakeholders.</td>
</tr>
<tr>
<td>Established guiding principles.</td>
<td>Number of messengers of Diversity and Inclusion.</td>
<td>Number of outreach programs.</td>
</tr>
<tr>
<td>Number of outreach programs attended.</td>
<td>Number of participants satisfied with programs.</td>
<td>Number of participants satisfied with programs.</td>
</tr>
</tbody>
</table>

At-a-Glance, continued
At-a-Glance, continued

<table>
<thead>
<tr>
<th>Measurement and Reporting</th>
<th>Measurement and Reporting</th>
</tr>
</thead>
<tbody>
<tr>
<td>To incorporate the measurement of key focus areas for each of the seven (7) institutional effectiveness portal into the institutional accreditation process so that institutional effectiveness is measured in relation to the SACs accreditation process.</td>
<td>Establish baseline data for use by subcommittees in evaluation of objectives and assessment of progress.</td>
</tr>
</tbody>
</table>

Alignment of the De-Organizing plan and objectives with the University subcommittees.

Established baseline data for each of the other six (6) performance indicators for the Board of Trustees.

Inclusion survey to establish conditions upon which future data may be compared to access progress.
MEMORANDUM

TO: President Barron

FROM: John Carnaghi

DATE: October 12, 2012

SUBJECT: FY2013-2014 Fixed Capital Outlay Budget Request - REVISED Request for Approval

Each year, pursuant Sections 216.0158, 216.043 and 1013.64, Florida Statutes, the State of Florida requires each college and university to update its Capital Improvement Plan (CIP), which is the cornerstone of the institution’s annual Fixed Capital Outlay Budget Request. The CIP is intended to present the additional academic and academic support facilities needed for a five-year period.

In June 2012, a draft version of the University’s FY2013-2014 Fixed Capital Outlay Budget Request was presented to the Board of Trustees with a request to empower the University President to finalize and submit the document to the Board of Governors by their August 1, 2012 deadline. That budget was submitted on time and subsequently presented to the Board of Trustees on September 7, 2012 for their review and final approval.

In addition to the five year list of capital priorities, this year’s CIP also included a list of capital projects that require the following approvals:

1. Projects requiring Legislative approval to be constructed, acquired, or financed by a University or University DSO with approved debt authorized by the Board of Governors.

2. Projects funded from institution or other sources that require general revenue for operation.

Since the time of the Board of Trustees approval, the following modifications were made to the University’s CIP:

1. The Five Year PECO List was amended by adding a new project to the list, “FSU Ringling/New College Central Plant Improvements (Joint Use).”

2. The project formerly known as “Library Information Commons” has been re-named to “Library System Improvements (Phase I and Phase II).” The previous funding request has likewise been amended.
3. The list of projects undertaken by a University DSO with approved debt authorized by the Board of Governors has been expanded to include the Seminole Boosters bonding request. This project was originally approved by the Trustees in November 2011. The project has been modified and, therefore, is being added to this list.

4. The list of projects requiring general revenue for operation was expanded to include a portion of the Donald L. Tucker Civic Center.

Approval is sought for these modifications which are included on the attached sheets.

JRC/gg

Attachments
**PECO-ELIGIBLE PROJECT REQUESTS**

<table>
<thead>
<tr>
<th>Priority No</th>
<th>Project Title</th>
<th>2013-14</th>
<th>2014-15</th>
<th>2015-16</th>
<th>2016-17</th>
<th>2017-18</th>
<th>Total Requested</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Utilities/Infrastructure/Capital Renewal/Roofs</td>
<td>10,000,000</td>
<td>10,000,000</td>
<td>15,000,000</td>
<td>15,000,000</td>
<td>15,000,000</td>
<td>65,000,000</td>
</tr>
<tr>
<td>2</td>
<td>FAMU-FSU College of Engineering III - Joint Use</td>
<td>4,000,000</td>
<td>11,034,335</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>15,034,335</td>
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<tr>
<td>3</td>
<td>FSU Ringling/New College Central Plant Improvements</td>
<td>1,000,000</td>
<td>PCE</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,000,000</td>
</tr>
<tr>
<td>4</td>
<td>EOAS Building (Phase I and Phase II)</td>
<td>30,000,000</td>
<td>CE</td>
<td>26,100,000</td>
<td>CE</td>
<td>5,000,000</td>
<td>P</td>
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<tr>
<td>5</td>
<td>STEM Teaching Lab Building</td>
<td>2,250,000</td>
<td>P</td>
<td>27,750,000</td>
<td>CE</td>
<td>4,000,000</td>
<td>-</td>
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<tr>
<td>6</td>
<td>Firestone/Winchester Building Remodeling</td>
<td>1,600,000</td>
<td>P</td>
<td>17,400,000</td>
<td>CE</td>
<td>2,900,000</td>
<td>E</td>
</tr>
<tr>
<td>7</td>
<td>Library System Improvements (Phase I and Phase III)</td>
<td>1,400,000</td>
<td>P</td>
<td>13,000,000</td>
<td>CE</td>
<td>4,500,000</td>
<td>CE</td>
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<tr>
<td>8</td>
<td>Land Acquisition</td>
<td>5,000,000</td>
<td>LA</td>
<td>-</td>
<td>5,000,000</td>
<td>LA</td>
<td>-</td>
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<tr>
<td>9</td>
<td>Academic Support Building</td>
<td>2,000,000</td>
<td>P</td>
<td>31,000,000</td>
<td>C</td>
<td>4,000,000</td>
<td>E</td>
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<tr>
<td>10</td>
<td>Dittmer Building Remodeling</td>
<td>3,000,000</td>
<td>P</td>
<td>22,500,000</td>
<td>C</td>
<td>16,000,000</td>
<td>CE</td>
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<td>11</td>
<td>Physics Building</td>
<td>-</td>
<td>-</td>
<td>3,800,000</td>
<td>P</td>
<td>50,000,000</td>
<td>CE</td>
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<tr>
<td>12</td>
<td>Clinical Training Center (Non-Medical)</td>
<td>-</td>
<td>-</td>
<td>2,000,000</td>
<td>P</td>
<td>20,000,000</td>
<td>C</td>
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<tr>
<td>13</td>
<td>Kellogg Research Building Remodeling</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,500,000</td>
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<td>14</td>
<td>Biology Unit I Building Remodeling</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,400,000</td>
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<tr>
<td>15</td>
<td>College of Business Building</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,900,000</td>
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<tr>
<td>16</td>
<td>Eppes Building Remodeling</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,000,000</td>
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<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>60,250,000</td>
<td>164,584,335</td>
<td>126,400,000</td>
<td>35,400,000</td>
<td>114,251,000</td>
<td>500,885,335</td>
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**CITF PROJECT REQUESTS**

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<thead>
<tr>
<th>Priority No</th>
<th>Project Title</th>
<th>2013-14</th>
<th>2014-15</th>
<th>2015-16</th>
<th>2016-17</th>
<th>2017-18</th>
<th>Year 5</th>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>Student Union Expansion (Phase I)</td>
<td>41,800,000</td>
<td>PCE</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
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<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>41,800,000</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>41,800,000</td>
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</table>

**REQUESTS FROM OTHER STATE SOURCES**

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<tr>
<th>Priority No</th>
<th>Project</th>
<th>Year 1</th>
<th>Year 2</th>
<th>Year 3</th>
<th>Year 4</th>
<th>Year 5</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

**REQUESTS FROM NON-STATE SOURCES, INCLUDING DEBT**

<table>
<thead>
<tr>
<th>Priority No</th>
<th>Project</th>
<th>Year 1</th>
<th>Year 2</th>
<th>Year 3</th>
<th>Year 4</th>
<th>Year 5</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>New Residence Halls</td>
<td>54,000,000</td>
<td></td>
<td></td>
<td></td>
<td>54,000,000</td>
</tr>
<tr>
<td>2</td>
<td>Athletic Facilities Bonds and Bond Refinancing</td>
<td>35,000,000</td>
<td></td>
<td></td>
<td></td>
<td>35,000,000</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>89,000,000</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

P = Planning   C= Construction   E= Equipment   LA=Land Acquisition
### STATE UNIVERSITY SYSTEM

**Fixed Capital Outlay Projects Requiring Board of Governors Approval**

to be Constructed, Acquired and Financed by a University or a University Direct Support Organization with Approved Debt

**BOB-1**

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Month Of Board Approval Request</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
<th>Source</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>New Residence Halls</td>
<td>187,000</td>
<td>This project involves the development of two new residence halls to be constructed on the University’s Main Campus. The two halls are expected to provide a total of 862 new beds.</td>
<td>Main Campus</td>
<td>$54,000,000</td>
<td>Bond proceeds paid in return by Housing revenues</td>
<td>November 2012</td>
<td>$1,500,000</td>
<td>Housing revenues</td>
</tr>
<tr>
<td>FSU</td>
<td>Athletic Facilities and Bond Refinancing</td>
<td>250,000</td>
<td>Seminole Boosters, Inc. and FSU Financial Assistance are requesting approval to issue Educational, including Athletic Facilities Improvement Subordinated Revenue bonds for Campbell Stadium Improvements and Tucker Center Improvements. These bonds will be issued through the State Division of Bond Finance. Additionally, the Seminole Boosters, Inc. are seeking approval to refinance a portion of their Series 2003A bonds as well.</td>
<td>Main Campus</td>
<td>$35,000,000</td>
<td>Seminole Boosters Revenue</td>
<td>June 2013</td>
<td>$1,000,000</td>
<td>Boosters revenues</td>
</tr>
</tbody>
</table>
### Minor Projects for FSU Facilities

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>Minor Projects for FSU Facilities</td>
<td>30,000</td>
<td>This project seeks funding for minor projects that are completed in the University's E&amp;G facilities for which General Revenue funds will be necessary for operation and maintenance.</td>
<td>Main Campus Tallahassee, FL Leon County</td>
<td>$5,000,000</td>
<td>E &amp; G Funds</td>
<td>$210,000 General Revenue</td>
</tr>
</tbody>
</table>

### Thagard Building

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>Thagard Building</td>
<td>36,000</td>
<td>This fall, the Student Health Center will vacate the Thagard Building and move into their new facility. The Center for Academic Retention and Excellence and other E&amp;G operations will be relocated to the Thagard Building. PO&amp;M funding is requested to accommodate these E&amp;G functions.</td>
<td>Main Campus Tallahassee, FL Leon County</td>
<td>$0</td>
<td>Auxiliary Funds</td>
<td>$360,000 General Revenue</td>
</tr>
</tbody>
</table>

### Rodrick Shaw Building

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>Rodrick Shaw Building</td>
<td>24,028</td>
<td>The original portion of this facility is 11,388 GSF. When constructed in 1972, it housed business operations which at that time were considered an E&amp;G operations and it was funded accordingly. In 2003, the facility was expanded by 12,640 GSF to house the Telecommunications offices. This portion was constructed using Auxiliary funds and no PO&amp;M funds were requested. The Office of Telecommunications has merged with Academic and Administrative Computer Services and all areas are being located off-campus. The building is being turned over to the University for use as an academic support facility. PO&amp;M funding is requested to cover the previously unfunded portion of the facility.</td>
<td>Main Campus Tallahassee, FL Leon County</td>
<td>$0</td>
<td>Auxiliary Funds</td>
<td>$112,600 General Revenue</td>
</tr>
</tbody>
</table>

### CAPS Dielectrics Lab

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>CAPS Dielectrics Lab</td>
<td>1,200</td>
<td>This project involves the construction of a lab for the study of dielectric properties (the storage and dissipation of electric and magnetic energy) in materials and is part of a grant for research by the Center for Advanced Power Systems.</td>
<td>Southwest Campus Tallahassee, FL Leon County</td>
<td>Research Grant</td>
<td>$18,000 General Revenue</td>
<td></td>
</tr>
</tbody>
</table>

### CAPS Medium Voltage Lab

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>CAPS Medium Voltage Lab</td>
<td>4,000</td>
<td>This project involves the construction of a lab for the study of medium voltage components for electrical power and is part of a grant for research by the Center for Advanced Power Systems.</td>
<td>Southwest Campus Tallahassee, FL Leon County</td>
<td>Research Grant</td>
<td>$60,000 General Revenue</td>
<td></td>
</tr>
</tbody>
</table>

### Donald L. Tucker Civic Center

<table>
<thead>
<tr>
<th>Univ.</th>
<th>Project Title</th>
<th>GSF</th>
<th>Brief Description of Project</th>
<th>Project Location</th>
<th>Project Amount</th>
<th>Funding Source</th>
<th>Estimated Annual Amount For Operational &amp; Maintenance Costs</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU</td>
<td>Donald L. Tucker Civic Center</td>
<td>15,000</td>
<td>On July 1, 2012, the Donald L. Tucker Civic Center was transferred to Florida State. This request seeks General Revenue funds to operate and maintain the portion of the Center that includes the administrative and conference areas.</td>
<td>Main Campus Tallahassee, FL Leon County</td>
<td>$0</td>
<td>No funds involved.</td>
<td>$150,000 General Revenue</td>
</tr>
</tbody>
</table>
TO: Eric J. Barron, President
FROM: Carolyn A. Egan, General Counsel
DATE: October 17, 2012
RE: Direct Support Organization Bylaw Approval

To bring consistency to the operations of the direct support organizations (DSO), the DSO boards have made the requested changes to their bylaws. University Regulation 5C2R-2.025, attached hereto, requires Board of Trustees approval of amendments to DSO bylaws. A side-by-side comparison of the bylaw revisions is also attached.

The bylaws included for approval are as follows:

1. The Florida State University Alumni Association
2. The Florida State University College of Business Student Investment Fund Tallahassee, Inc.
3. FSU Financial Assistance, Inc.
4. FSU Foundation, Inc.
5. Florida State University International Programs Association, Inc.
6. Florida State University Magnet Research and Development, Inc.
7. The Florida State University Real Estate Foundation, Inc.
8. The Florida State University Research Foundation, Inc.
9. The John and Mable Ringling Museum of Art Foundation, Inc.
10. Seminole Boosters, Inc.

The Performing Arts DSO is inactive so no action was necessary on its bylaws.
(1) Students incurring tuition and fees greater than $150.00 are eligible to execute an installment fee payment agreement for the Fall and Spring semesters only.

(2) The following additional provisions apply to installment fee contracts:

(a) The initial payment must be at least one half of the total tuition and fees due and is due by the tuition payment deadline.

(b) Failure to pay the balance of tuition and fees by the second installment deadline will result in the assessment of the late payment fee.

(c) All academic credit and records will be withheld if any remaining balance of tuition and fees are not paid by the end of the semester.

(d) An installment service fee will be assessed at the time of the first payment for the installment payment option.

(e) Once an installment contract is executed, any course added at a later date must be paid in full within five (5) calendar days from the date the course is added. It will not be covered under the previously executed tuition/fee deferment contract. Failure to pay tuition and fees in full for such a course(s) will result in the assessment of the late payment fee.

Specific Authority BOG Resolution January 7, 2003; Reg. Procedure July 21, 2005 Law Implemented 1001.74(1), 1009.24(1)(d), (e), (15) FS. History-New 5-5-03.

6C2R-2.025 Direct Support Organizations.

(1) The President of the University may recommend to the Board of Trustees that an organization meeting the requirements of Section 1004.28(1)(a), F.S., be designated a Florida State University Direct Support Organization ("DSO"). Upon approval by the Board of Trustees, a DSO shall be considered to be certified and authorized to use the property, facilities, and personal services of the University.

(2) In order to be considered for certification as a DSO, an organization must fulfill the requirements of Section 1004.28(1)(a), F.S., and must have Articles of Incorporation and Bylaws that together:

(a) Provide that any person employed by the organization shall not be considered to be an employee of the Florida State University Board of Trustees by virtue of employment by the DSO.

(b) Provide that the chief executive officer or director of the DSO shall be selected and appointed by the governing board of the DSO, with prior approval of the President of the University, and that the chief executive officer or director shall report to the President or a designee reporting directly to the President.

(c) Provide that any amendments to the Articles of Incorporation or Bylaws be submitted by the President of the University to the Board of Trustees for approval prior to becoming effective.

(d) Provide that the President of the University shall have the following powers and duties:
1. Monitor and control the use of University resources by the organization.
2. Control the use of the University name by the DSO.
3. Monitor compliance of the organization with federal and state laws.
4. Recommend to the governing board of the board of trustees an annual budget.
5. Review and approve quarterly expenditure plans.
6. Approve contributions of funds or supplements to support intercollegiate athletics.
   (c) Provide that the organization shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or national origin.
   (f) Prohibit the giving, directly or indirectly, of any gift to a political committee or committee of continuous existence as defined in Section 106.011, F.S., for any purpose other than those certified by a majority roll call vote of the organization’s governing board at a regularly scheduled meeting as being directly related to the educational mission of the University.
(3) The President of the University or a designee shall serve on the governing body and executive committee of each DSO.
(4) Each DSO shall submit an annual budget, which has been approved by its governing board and recommended by the President of the University to the Board of Trustees for review. Such proposed budget shall be submitted no later than ninety (99) days after the first day of the fiscal year to which the proposed budget pertains. Each proposed budget shall include therein:
   (a) Expenditures for the construction of physical facilities, and
   (b) Salary supplements, compensation and benefits provided to the President, University faculty, and staff, and to DSO employees to be paid with assets of the DSO, which shall be specifically identified.
(5) Each DSO shall prepare and submit to the President no later than the first day of each quarter of the organization’s fiscal year a quarterly expenditure plan that separately delineates planned actions which would cause a commitment of University resources or which represent a significant commitment of the resources of the DSO, including:
   (a) Major fund raising events and campaigns and their purpose.
   (b) Compensation and benefits to University employees and employees of the organization.
   (c) Capital projects, including land acquisition, construction, renovation or repair.
   (d) Other major commitments of the resources of the organization.
(6) Each DSO shall cause a financial audit of its accounts and records to be conducted by an independent certified public accountant after the close of each fiscal year. The audit report shall be submitted by the President of the University to the Board of Trustees no later than the end of the fourth month following the close of the organization’s fiscal year.
   (a) Audits shall be conducted pursuant to Section 1004.28(5), F.S., and in accordance with rules adopted by the Auditor General pursuant to Section 11.45(8), F.S., and Florida State University rules.
   (b) The President of the University shall submit the annual audit report to the Auditor General no later than nine (9) months after the close of the organization’s fiscal year.
(7) The President of the University may recommend to the Board of Trustees that an organization be decertified as a DSO if the President determines that the organization is no longer serving the best interest of the University. The recommendation for decertification shall include a plan for disposition of the organization’s assets and liabilities.
<table>
<thead>
<tr>
<th>DSO and Tax Status</th>
<th>3 Year Terms for non-Ex Officio Board Members</th>
<th>Nominations for Board Members to FSU President by June 1</th>
<th>25% of Board Membership Appointed by FSU President</th>
<th>Board Includes Chair of FSU Board of Trustees or Designee</th>
<th>Annual Budget to FSU President or Designee by May 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU Foundation, Inc. (2011) 501(c)(3)/509(a)(1)/170(b)(1)(A)(iv)</td>
<td>Yes</td>
<td>Yes</td>
<td>Process will result in FSU President having effectively 100% appointment -- FSU President directly appoints 3 members and approves all at large nominations prior to their presentation to the full Board</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Seminole Boosters, Inc. (2007) 501(c)(3)/509(a)(1)/170(b)(1)(A)(vi)</td>
<td>Yes</td>
<td>Yes</td>
<td>Process will result in FSU President having effectively 100% appointment – Board will present entire slate of candidates to FSU President for approval prior to the Nominating Committee’s finalization of nominees for election by the Board</td>
<td>Yes</td>
<td>Yes, by May 1 or as soon thereafter as practicable if May 1 is not practicable</td>
</tr>
<tr>
<td>DSO and Tax Status</td>
<td>3 Year Terms for non-Ex Officio Board Members</td>
<td>Nominations for Board Members to FSU President by June 1</td>
<td>25% of Board Membership Appointed by FSU President</td>
<td>Board Includes Chair of FSU Board of Trustees or Designee</td>
<td>Annual Budget to FSU President or Designee by May 1</td>
</tr>
<tr>
<td>-------------------</td>
<td>-----------------------------------------------</td>
<td>------------------------------------------------------</td>
<td>--------------------------------------------------</td>
<td>-----------------------------------------------------</td>
<td>--------------------------------------------------</td>
</tr>
<tr>
<td>John and Mable Ringling Museum of Art Foundation, Inc. (2011)</td>
<td>Florida Statute provides for 100% of appointments by FSU President; as such, no changes were made by Board to existing bylaw provisions on appointments</td>
<td>Florida Statute provides that FSU President appoints all members; President may appoint Board Chair or Designee</td>
<td>Yes</td>
<td>Annual budget presented to Board no later than March, then to FSU President for approval</td>
<td></td>
</tr>
<tr>
<td>FSU Research Foundation, Inc. (2005)</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>FSU President appoints all at-large members</td>
<td>Yes</td>
</tr>
</tbody>
</table>

FSU President has full appointment authority
<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>FSU Alumni Association, Inc. (2011)</td>
<td>Yes, with transition period 2012-2014</td>
<td>Yes</td>
<td>Yes</td>
<td>Association is partially funded by FSU, so they are unable to finalize their budget until the FSU budget is approved; proposed annual budget to President by May 1 for his recommendation to the FSU BOT; Association Board approval of budget by July 1, with final budget to President by September 1</td>
<td></td>
</tr>
<tr>
<td>FSU Real Estate Foundation, Inc. (2011)</td>
<td>Yes</td>
<td>Yes</td>
<td>Effectively 100%</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>FSU International Programs</td>
<td>Yes</td>
<td>Yes</td>
<td>At least 50% must be</td>
<td>Yes</td>
<td>October 1 fiscal year approved by FSU President to ensure</td>
</tr>
<tr>
<td>Association, Inc. (1997) 501(c)(3)/ 509(a)(3)/ Type I</td>
<td>3 Year Terms for non-Ex Officio Board Members</td>
<td>Nominations for Board Members to FSU President by June 1</td>
<td>25% of Board Membership Appointed by FSU President</td>
<td>Board Includes Chair of FSU Board of Trustees or Designee</td>
<td>Annual Budget to FSU President or Designee by May 1</td>
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<td>-----------------------------------------------------</td>
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<td>-----------------------------------------------------</td>
<td>-----------------------------------------------------</td>
</tr>
<tr>
<td>Yes</td>
<td>appointed by FSU President to maintain tax status</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>compliance with Governmental Accounting Standards Board obligations</td>
</tr>
<tr>
<td>FSU College of Business Student Investment Fund, Inc. (2008) 501(c)(3)</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>FSU Magnet Research &amp; Development, Inc. (2007) 501(c)(3)/ 509(a)(3)/ Type I</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Process should result in timely compliance</td>
</tr>
</tbody>
</table>

Board of Trustees - GENERAL COUNSEL
<table>
<thead>
<tr>
<th>DSO and Tax Status</th>
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<th>Annual Budget to FSU President or Designee by May 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>FSU Performing Arts Center Foundation, Inc. (2006)</td>
<td></td>
<td></td>
<td></td>
<td>INACTIVE</td>
<td></td>
</tr>
</tbody>
</table>
The Florida State University Alumni Association
National Board of Directors Meeting

June 3-4, 2011

Bylaws of the Florida State University Alumni Association

ARTICLE I

SECTION 1. NAME. The name of this Association is the Florida State University Alumni Association, incorporated under the laws of the State of Florida.

SECTION 2. LOCATION. The principal office and place of business is at Florida State University, Tallahassee, Leon County, Florida.

SECTION 3. OFFICIAL SEAL. The official seal shall be kept by the President in the principal office and shall be affixed to all legal documents or transactions as required.

SECTION 4. PURPOSE AND OBJECTIVES. The Association is organized to promote the welfare, development and advancement of Florida State 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.
SECTION 5. 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 herein above 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, including the publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 6. FISCAL YEAR. The fiscal year of the Association is July 1 through June 30, inclusive, unless otherwise defined.

SECTION 7. EXISTENCE. This Association shall have perpetual existence.

ARTICLE II

Membership

SECTION 1. The Association will have the following classes of membership:

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

b. HONORARY ALUMNI. Friends or associates of Florida State University may be granted permanent Honorary Alumni status by the Board of Directors in recognition of conspicuous, ongoing, enduring and dedicated service on behalf of the institution or the Alumni Association.

c. MEMBER. Alumni, Honorary Alumni, and all other persons who pay the continuing annual or lifetime dues as established by the Association will be Members.
SECTION 2. 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 of any Association committee shall be a member or a former member of the Board who has retained interest, proximity and service on behalf of the Association.

SECTION 3. PROPERTY RIGHTS. No Member will 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 dissolution.

SECTION 4. 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

SECTION 1. PURPOSE. This Association, with the support and authorization of the University and in cooperation with Seminole Boosters, shall establish, promote and serve local Seminole Clubs. The purpose of these clubs is to further the purposes of Florida State University by supporting academic, athletic and other programs. These clubs should assist in the recruitment of students, support academic scholarships, promote community service initiatives and engage in “friend-raising” on behalf of the University.

SECTION 2. ORGANIZATION. Any group desiring to organize as a Seminole Club shall notify the President of the Florida State University Alumni Association. To be formally established, a Seminole Club 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 at any time by a two-thirds (2/3) vote of its members present at a regular meeting. Such constituent unit must be informed in writing of the proposed action and its justification at least thirty (30) days prior to the Board meeting at which such action is to take place. It shall be further advised by such writing that it may be represented by its delegate or by counsel in all proceedings relevant to this matter.
SECTION 3. LIABILITY. The Association will not be liable or in any way responsible for any actions of the local Seminole Clubs including, without limitation, negligence or willful misconduct of such Seminole Clubs.

ARTICLE IV

Affiliated Groups

SECTION 1. PURPOSE. From time-to-time, the Board of Directors may recognize affiliated groups of the University Alumni organized to further the purposes of Florida State University. Such affiliated groups will be recognized in accordance with policies or criteria to be established by the Board of Directors.

SECTION 2. LIABILITY. The Association will not be considered liable or in any way responsible for any actions of such affiliated groups including, without limitation, the negligence or willful misconduct of such affiliated groups.

ARTICLE V

Annual Meetings

SECTION 1. ANNUAL MEETINGS. An annual meeting 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 shall be announced and conveyed to the membership thirty (30) days in advance of the meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Association 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.

SECTION 3. TIME AND PLACE OF MEETINGS. All meetings shall be held at the time and place as designated by the Chair of the Board of Directors or the President.

SECTION 4. PROCEDURES. All meetings of the Association shall be conducted according to the latest edition of Robert’s Rules of Order 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 1. POWERS. The primary functions of the Board include establishment of policy, organizational vision and prudent care and development of 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 2. RESOLUTION. The Board of Directors may by 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 confined to specific instances.

SECTION 3. DIRECTORS - NUMBER AND TERM. The number of Directors 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 referred to herein as “regular Board members”, at least eight (8) of whom must be from outside of Florida. In addition thereto, there shall be six (6) continuing Directors who shall be the Association President, the President of the University or the President’s designee, 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.

SECTION 4. INVITED GUESTS. Past Chairs of the Association, Permanent Senior Class Presidents, Student Alumni Association President, Faculty Senate President, Senior Class President, Chair of the Seminole Booster Board of Directors, and 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.
SECTION 5. TERMS OF BOARD. A regular Board member 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 for re-election or re-appointment every year. Regular Board member may be re-elected or re-appointed to one additional three-year term. Chair appointments shall be appointed to a one-year term. If a regular Board Member is an Officer, the Member may be reelected for such time needed to fulfill the requirements of the position.

SECTION 6. 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 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 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) 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. The Board Development Committee, charged with determining the slate of officers and nomination of new members, shall be chaired by the Chair-Elect. The 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 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:
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, 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 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.

b. Make recommendations for new members to the Board at such Meeting.

c. Review the attendance of and performance of members, including those considered for re-election, and oversee periodic performance reviews by the Board of its performance.

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

e. Receive recommendations for the slate of Board Officers at least thirty (30) days prior to the Annual Meeting, and proffer the slate of Officers at the Annual Meeting.

f. Oversee the orientation and development of new members.

Section 9. VACANCIES AND REMOVAL. Any Director may resign from the Board at any time upon 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. A Director so chosen shall hold office for the duration of the term. Any Director appointed to fulfill the remainder of term due to resignation or removal of a 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 Board members for various reasons. With respect to members reaching the end of their term:

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.

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:

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

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 (2/3) of the quorum present.

c. 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 the quorum present.

SECTION 10. MEETINGS. A special meeting of the Board of Directors may be held at any time with a ten (10) day written notice to the Members of the Board of Directors called by the Chair or President. The Board shall hold at least two meetings yearly, including the Annual Meeting.

SECTION 11. 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, 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. 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:

a. Electing Officers and appointing other officials.
b. Amending Bylaws.
c. Filling vacancies and new directorships to the Board.
d. Removing Association Officers or Directors

e. Authorizing individual commitments of more than $25,000 annually except when contemplated in the authorized budget.
f. Authorizing action regarding loans and the pledging of assets.

A complete set of minutes of each Executive Committee Meeting will be mailed to each Director within ten (10) working days following such meeting.

ARTICLE VII

Duties of Officers and Directors

SECTION 1. GENERAL RESPONSIBILITIES. The Officers and Directors of the Association shall have the following duties and responsibilities:
a. Chair - Serves as the Chair of the Board of Directors; presides at all meetings of the Board of Directors and the Membership; 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 succeeding year.
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.
c. Vice Chair - Serves as Parliamentarian at all meetings of the Membership, takes on responsibilities of Chair-Elect in the event of the Chair-Elect’s death, disability, or absence. The Vice Chair will automatically serve as Chair-Elect in the succeeding year.
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, signs and attests to instruments and documents as required.
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.
f. President - Serves as the chief executive officer of the Association; serves as parliamentarian at meetings of the Membership when the Chair-Elect presides; serves as a Member of all special committees; and exercises the powers generally associated with the Office of the President.
ARTICLE VIII

Financial Affairs

SECTION 1. SOURCE OF FUNDS. The Board of Directors shall establish dues for Membership.

SECTION 2. BUDGETS. The Treasurer 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. The proposed budget shall be submitted not later than May 1, by the President to the President of the University who shall recommend the proposed budget to the Florida State University Board of Trustees for its review and approval. The Board of Directors shall approve the proposed budget by July 1 and the President shall submit a final budget to the President of the University no later than September 1 of each year. Budgets may be amended at the pleasure of the Board of Directors. The Treasurer shall also provide quarterly reports of expenditures to the University President, or designee.

SECTION 3. AUDITS. An audit shall be performed by a Florida certified public accountant at the close of every fiscal year. The auditor shall be selected by the Board of Directors and shall present his audit report to the Board. A copy of the audit report shall be available for review at the Executive Office of the Association.

ARTICLE IX

Elections

SECTION 1. 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 the following procedure:

a. A proposed amendment must be approved by a majority vote of the Board of Directors.

d. In addition, a proposed amendment submitted to the Board of Directors 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 of its position and recommendation on 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
roster.

ARTICLE X

Executive Office

SECTION 1. EXECUTIVE OFFICE. The Association shall establish and maintain an Executive Office at Florida State University, or at such other location in Tallahassee, Florida, as may be designated by the Board of Directors. The Executive Office shall be the central headquarters for the Association. The President and all staff personnel shall be headquartered at the Executive Office, except as may be otherwise provided by the Board of Directors. All Membership records, budgets, financial accounts and records, minutes, instruments, documents, other records and reports, 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 of Directors.

SECTION 2. PRESIDENT OF THE ASSOCIATION. The President and Executive Director 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 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.

SECTION 3. ADMINISTRATIVE STAFF. The Association may employ such personnel as are 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 4. COMPENSATION. The salary and employment benefits provided by the Association to the President and other staff personnel shall be determined by the Executive Committee.

ARTICLE XI

Amendments
SECTION 1. 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 2. PROCEDURE. Proposed amendments or revisions to these Bylaws shall be processed according to the following procedure:
a. Any Member of the Board of Directors who wishes to propose an amendment or revision shall submit the proposal to the President at least twenty one (21) days prior to the date of any regular meeting or special meeting of the Board of Directors.
b. The President shall mail the proposed amendment or revision to each Member of the Board of Directors at least fifteen (15) 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.
e. 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 University for its approval. Upon approval by the Board of Trustees, the change shall become immediately effective.

SECTION 3. PUBLICATION. A copy of the Articles of Incorporation and these Bylaws, and any amendments or revisions thereto, shall be available in the Executive Office of the Association.

ARTICLE XII

Miscellaneous

SECTION 1. CONFIDENTIALITY OF ASSOCIATION DOCUMENTS. 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 2. NO DISCRIMINATION. The Association will not discriminate based upon race, color, religion, sex, marital status, age, national origin or physical disability.

SECTION 3. AUTHORITY OF THE UNIVERSITY PRESIDENT. The Articles of
Incorporation and Bylaws will be consistent with applicable rules of the University and the Florida State University 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 consistent with the policies of the Florida State University Board of Trustees.

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 5. WAIVER OF NOTICE. Whenever any notice required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provision 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 1. A member of the Board is considered to have a conflict of interest if:

a. The member has existing or potential financial or other interests in a matter before the Board which might reasonably appear to impair the member’s independence, unbiased judgment in the discharge of the member’s responsibility; or
b. The member is aware that a family member in the same household, or any organization of which the member is an officer, director, employee, member, partner, 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. Further, the minutes are to reflect that a disclosure was made that the member having a conflict of interest abstained from voting.
SECTION 3. A director who is uncertain of a conflict of interest may request the Board or Executive Committee to resolve by majority vote.

(Posted 6-18-2012)
The Florida State University College of Business Student Investment Fund Tallahassee, Inc.
BYLAWS

The Florida State University College of Business Student Investment Fund - Tallahassee, Inc. (A Not-For-Profit Corporation)

ARTICLE I

Board of Directors

Section 1. Membership. The Board of Directors shall consist of nine (9) voting members. The members of the Board of Directors are:

a. The Chair of The Florida State University Board of Trustees or designee;

b. The Vice President for Finance and Administration of The Florida State University or designee;

c. The Dean of the Florida State University College of Business or designee;

d. Two Florida State University College of Business faculty members selected by the Dean of The Florida State University College of Business and approved by the President of The Florida State University, and ratified by the Board;

e. Four members selected by the President of The Florida State University, who are financial experts with significant and substantial investment experience and expertise.

f. To maintain its status as a Type I organization under section 509(a)(3) of the Internal Revenue Code, the Board of Directors shall at all times be comprised such that a majority of its members are appointed by the President of The Florida State University.

Section 2. Term of Office.

a. The Chair of The Florida State University Board of Trustees or designee, the Vice President for Finance and Administration or designee, and the Dean of the Florida State University College of Business or designee shall serve as Directors for such time as each respective official continues to serve in that position.

b. The two Florida State University College of Business members shall be nominated by the Dean of the Florida State University College of Business, and approved by the President of The Florida State University, and ratified by the Board. Each member shall serve a three-year term and be eligible for re-appointment for an additional term by the Dean of The Florida State University College of Business, subject to the approval of the President of The Florida State University. The Dean shall present nominees to the President of The Florida State University no later than June 1, for terms to begin on July 1 of each year.

c. The four members selected by the President of The Florida State University, who are financial experts with significant and
substantial investment experience and expertise shall serve a three-year term and be eligible for reappointment for one additional three-year term for a maximum term of six years. Terms shall begin on July 1 of each year.

d. The two faculty members and four members selected by the President of the Florida State University shall serve staggered terms, so that one-third of the members are up for re-appointment or two seats are available for a new appointment each year.

Section 3. Powers and Duties of the Board of Directors.

a. The Florida State University College of Business Student Investment Fund, Incorporated shall exist to promote and facilitate accomplishing the Florida State University’s mission to support the Florida State University College of Business undergraduate and graduate student education. This may include active student participation in financial markets through management of an investment fund, under the guidance, assistance and supervision of Florida State University faculty and Board oversight of the organization, including stock selection and management of a real portfolio, thus gaining hands-on management experience. It may also include promoting and facilitating other programs aimed at improving the student educational experience.

b. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to the officers and the Executive Committee. The Board of Directors shall approve budgets, on an annual basis. These budgets shall be presented by May 1 for approval by the University President and recommended by the University President to the Chair to the Board of Trustees for review and approval by the Board of Trustees. The President of the Florida State University shall have authority and responsibility to monitor and control the use of the University’s resources and name. The University President or designee shall review and approve quarterly expenditure plans.

c. The Corporation shall not give, directly or indirectly, any gift to a political committee or committee of continuous existence as defined in Section 106.011, F.S., for any purpose other than those certified by a majority roll call vote of the corporation’s governing Board at a regularly scheduled meeting as being directly related to the educational mission of the University.

d. The Corporation shall comply with all regulations adopted by the Florida Board of Governors and The Florida State University Board of Trustees with regard to the operation of direct-support organizations in accordance with Section 1004.28, Florida Statutes.

Section 4. Meetings.

a. A regular annual meeting of the Board of Directors shall be held at a date, time, and place set by the Board of Directors. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each Director at least ten days before the time appointed for the meeting.
b. Special meetings of the Board may be called by the Chair of this corporation or the President of the University. Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by personal delivery or sent by U.S. Mail to each Director at the address as shown by the records of the corporation.

c. Emergency meetings may be called by the Chair of this Corporation, and the Board may exercise all emergency powers permitted in accordance with Chapter 617, Florida Statutes. Whenever an emergency exists, a majority of the voting Board members present at an emergency meeting shall determine any emergency actions to be taken.

d. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of a vacancy in the positions held by the Chair of The Florida State University Board of Trustees or designee, , the Vice President for Finance and Administration or designee, and the Dean of the Florida State University College of Business or designee, their successor shall assume that position as Director upon taking the underlying position. In the case of a vacancy in the positions held by the Florida State University College of Business members or a financial expert member appointed by the President of The Florida State University, the vacancy shall be filled as prescribed in Section 2 of these Bylaws for the respective positions.

Section 8. Order of Business. The order of business shall be as follows at all meetings of the Board of Directors and Executive Committee:

(a) Calling of the roll.
(b) Proof of notice of meeting or waiver of notice.
(c) Reading of the minutes.
(d) Receiving communications.
(e) Election of the Chair of the Corporation, if necessary.
(f) Reports of officers.
(g) Reports of committees.
(h) Unfinished business.
(i) New Business.

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Bylaws FSU COB Student Investment Fund Inc. amended 5.16.2012

Page 3 of 8
ARTICLE II

Members

Section 1. Qualifications. The Board of Directors shall have full discretionary power to set qualifications for members in addition to those set out in the Articles of Incorporation, and establish the voting and other rights and privileges of members.

Section 2. Removal. With the exception of the Chair of The Florida State University Board of Trustees or designee, the President of The Florida State University or designee, the Vice President for Finance and Administration or designee, and the Dean of the Florida State University College of Business or designee, a Director may be removed from the Board of Directors if he/she fails to attend at least 50% of the regular and special meetings during any two year period unless the absence is waived by the Chair. Upon the recommendation of the Board of Directors with the concurrence of the President of The Florida State University and Chair of The Florida State University Board of Trustees, any member may be removed by a vote of two-thirds of the Board of Directors when it is determined that the best interest of the corporation will be served thereby. Such member shall be replaced as soon as practicable in the same manner as initially appointed.

ARTICLE III

Officers

Section 1. Number. The officers of this Corporation shall be a Chair, a Vice Chair, a Secretary, Treasurer, and Fund Director.

Section 2. Appointment. The officers shall be elected by the Board of Directors at its first meeting and, thereafter at its annual meeting, shall serve for a term of one (1) year, and may be reappointed. However, the Chair of the Corporation and the Fund Director shall be selected by the Board of Directors upon the recommendation and approval of the President of The Florida State University.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

a. Chair. The Chair of this Corporation (who shall be a Director) shall be the presiding officer of the Corporation and shall exercise general supervision and oversight of the business of the Corporation. The Chair appoints members of committees, and sees that orders and resolutions of the Board of Directors are executed. The Chair is a member ex officio, with the right to vote, on all committees. The Chair of this Corporation shall discharge such other duties as may be assigned to him by the Board of Directors.

b. Vice Chair. The Vice Chair (who shall be a Director) shall assist the Chair in carrying out the programs of the Corporation. In the event of the death, prolonged absence or disability of the Chair of the Corporation, the Board shall appoint the Vice Chair as Acting Chair,
and, as such, the Acting Chair shall have all the authority and duties vested in the Chair.

c. Secretary. The Secretary shall keep full and accurate minutes of all meetings of the Board of Directors and Executive Committee in a book provided for that purpose and shall transmit all notices required by the Bylaws of this corporation. The Secretary shall have custody of the corporate seal of this corporation. The Secretary may sign documents with the Chair in the name of this corporation and, when required, shall affix thereto the seal of the Corporation. The Secretary shall have charge of all official records of this corporation which shall be at all reasonable times open to the inspection of any Director, and shall in general perform all duties incident to the management of the Office of Secretary for the Board of Directors. In the absence or unavailability of the Secretary to attest to the execution of the documents referenced above, the Treasurer of the Corporation is designated to attest to the authority of the officer/director and, when required, to affix thereto the seal of the Corporation.

d. Treasurer. The Treasurer shall render to the Board of Directors an account and statement of all financial transactions, if any, at the annual meeting of the Board and at other times as the Board may determine. The Treasurer in coordination with the Fund Director of the Corporation will prepare an annual budget, if necessary, for the corporation for approval by the Board of Directors. The Treasurer shall work closely with the Fund Director of the Corporation and the Assistant Vice President of Business and Finance, The Florida State University, or designee to ensure solvency and financial strength of the corporation. The Treasurer shall cause an annual audit to be made as required by statute and regulation.

e. Fund Director. The Fund Director shall be the chief operating officer of the corporation. The Fund Director of the Corporation shall be selected by the Board of Directors upon the recommendation and approval of the President of The Florida State University. The Fund Director of the Corporation shall report to the President of the University or his/her designee, who shall be a Vice President of the University or other senior officer reporting directly to the President of the University. The Fund Director is a member ex officio, with the right to vote, on the Board of Directors.

Section 4. Bond. The officers of this corporation shall, if required by the Board of Directors, give to the corporation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. Checks or drafts on the funds of this corporation, if any, shall be signed by any two of the officers or Directors authorized to do so by the Board of Directors. However, checks for $5,000 or less may be signed by the Treasurer, Fund Director, or any one of the officers or Directors authorized to do so by the Board of Directors. The payee shall not, in any instance, be a signatory on his/her check.

Section 6. Audit. The Chair of this corporation shall arrange for the auditing, at least annually, of the books, records, and accounts of this corporation by an independent certified public accountant. The annual audit and management letter shall be forwarded by the President, The Florida State University to The Florida State University Board of Trustees for review and
oversight no later then the end of the fourth month following the close of
the corporation's fiscal year. The annual audit shall be conducted in
accordance with The Florida State University Board of Trustee's Regulation
6C2-2.025.

Section 7. Vacancies. Vacancies in any office shall be filled by the
President, The Florida State University based on the recommendation of the
Board of Directors, made at its regular annual meeting or at a meeting
specifically called for that purpose. However, in the case of a vacancy in
the Office of Chair of the Corporation or the Fund Director of the
Corporation, that officer shall be selected by the Board of Directors based
upon the recommendation and approval of the President of The Florida State
University.

Section 8. Compensation of Officers. The officers shall receive no
special salary or compensation for being officers of this Corporation other
than their usual salaries as employees of The Florida State University, if so
employed.

Section 9. Employees. Employees of the Corporation shall not be
considered to be employees of The Florida State University Board of Trustees
or the State of Florida by virtue of their employment by the Corporation.

Section 10. Code of Ethics. The Board shall adopt a Code of Ethics.
Members of the Board who are employed by The Florida State University or any
other state agency are also subject to the Code of Ethics for Public Officers
and Employees, Part III, Chapter 112, Florida Statutes.

Article IV

Committees

Section 1. Committees. The Chair of the Board shall have the power to
establish committees and appoint members, subject to the approval of the
Board. Standing committees are charged specifically with the immediate care
and supervision of the subject matters assigned to them. The Chair of the
Board of Trustees, or in the Chair’s absence the Vice Chair of the Board,
shall be ex officio members of all standing committees and subcommittees.

Section 2. Notice and Records. The Secretary of the Board shall notice
meetings of standing, special, and ad hoc Committees in the same manner as
for meetings of the Board of Trustees. The Secretary shall not maintain
minutes of these meetings, but will ensure that the meeting is audiotaped and
kept publicly available.

Article V

Fiscal Year

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

Article VI

Indemnification, Insurance and Bonds
Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, but only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he has met the standard of conduct set forth in Section 1 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the action, suit, or proceeding or by a committee comprised of individuals who were not parties to such action, suit, or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).

Section 3. Insurance.

a. The Corporation shall obtain and maintain throughout its existence reasonable commercially available directors and officers liability insurance in the amount of $1,000,000, which shall provide coverage to all officers, Board members, and employees of the Corporation.

b. The Corporation shall obtain and maintain throughout its existence reasonable commercially available general liability insurance for the Corporation and its officers, Board members, and employees.

Section 4. Bonding. The Corporation shall obtain and maintain throughout its existence reasonable commercially available bonding for all appropriate officers, Board members, and employees of the Corporation. The Board of Directors shall decide by majority vote which officers, Board members, and employees should be bonded.

ARTICLE VII

Amendments

The Bylaws of this Corporation may be altered, amended, or repealed by a two-thirds vote of the current Directors of this Corporation at any duly organized meeting, subject to final approval by the President of The Florida State University and The Florida State University Board of Trustees. Upon statutory enactments, amendments to existing laws or promulgation of rules affecting University direct support organizations by The Florida State University Board of Trustees or the University, the Board of Directors shall
meet and alter, amend, or repeal any of the Bylaws to remain in conformity with such changes. A special meeting may be held for such purposes.

CERTIFICATION OF ADOPTION

I hereby certify that at a regular meeting of the Board of Directors of The Florida State University College of Business Student Investment Fund, Inc., that the foregoing Bylaws were duly adopted pursuant to Section 617.0206, Florida Statutes, as approved by the required majority of the members of the Board of Directors of the Corporation on this _____ day of _________, 2008, (if necessary - retroactive to ____________.)

__________________________
(NAME), Chair

__________________________
Date
FSU Financial Assistance, Inc.
AMENDED AND RESTATED BYLAWS OF 
FSU FINANCIAL ASSISTANCE, INC. 
(As Amended Through August 14, 2012)

ARTICLE 1
BOARD OF DIRECTORS

1.1 General Powers. The business and affairs of the corporation shall be conducted under the general supervision and control of a Board of Directors.

1.2 Specific Powers. The specific powers of the Board of Directors shall be those granted to the Board of Directors by the Articles of Incorporation, Chapter 617, Florida Statutes, and these Bylaws.

1.3 Board Membership. The Board of Directors shall consist of not less than three nor more than fifteen members. Within the above-stated range, the number of members constituting the full Board of Directors at any particular time shall be determined from time to time by the Board of Directors. To be eligible for election or appointment to the Board of Directors, a person must have attained the age of eighteen and must be an officer or official of the Florida State University, a member of the Board of Trustees of the Florida State University, or a member in good standing of Seminole Boosters, Inc. All members of the Board of Directors shall comply with the Articles of Incorporation and the Bylaws of the corporation and the regulations of the Board of Trustees of the Florida State University.

1.4 Ex-Officio Members. The Chairman of the Florida State University Board of Trustees or his or her designee and the President of the Florida State University or his or her designee shall be Ex-Officio Members of the Board of Directors, with the right to vote on all matters brought before the Board for a vote. All remaining members of the Board of Directors shall be At-Large Members.
1.5 **At-Large Members.** The At-Large Members of the Board of Directors shall consist of three classes. At the time of its election, each class shall consist of approximately one-third of the total number of At-Large Members, and the term of office of one class of the At-Large Members shall expire at the end of each fiscal year. At the annual meeting of the Board of Directors in each fiscal year, the Board of Directors shall elect At-Large Members to fill the seats of At-Large Members whose terms are expiring at the end of that fiscal year and to fill any vacancies then existing in the seats of At-Large Member of the Board of Directors. Unless elected to fill an unexpired term (in which case he or she shall serve for the remainder of the unexpired term), each At-Large Member of the Board of Directors shall be elected by the Board for a term of three (3) years, commencing on the first day of the fiscal year of the corporation immediately following the annual meeting of the Board of Directors at which he or she is elected, and may stand for re-election at the end of his or her term. Each At-Large Member shall hold office for the term to which he or she is elected and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

1.6 **Executive Committee and Other Committees.** A majority of the entire Board of Directors may designate from among its members an Executive Committee and other standing or special committees of the Board. If established, the Executive Committee shall consist of the Chairman of the Florida State University Board of Trustees or his or her designee, the President of the Florida State University or his or her designee, and at least three At-Large Members of the Board of Directors. If established, the Executive Committee shall possess and exercise all the powers of the Board of Directors between meetings of the Board and shall report all actions taken by it to the next meeting of the Board. If established, other standing or special committees
of the Board of Directors shall consist of at least three directors and shall perform such duties as are assigned to them from time to time by the Board. The Executive Committee and any other committee of the Board of Directors shall serve at the pleasure of the Board.

1.7 Resignation of Directors. A director may resign from the Board of Directors or any committee of the Board at any time by delivering written notice to the Board of Directors or the President of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

1.8 Removal of Directors. An At-Large Member of the Board of Directors may be removed from office, with or without cause, by an action of the Board of Directors taken at an annual or regular meeting of the Board of Directors at which a quorum is present, or at a special meeting of the Board of Directors, called for the purpose of removing one or more directors, at which a quorum is present. Removal of an At-Large Member requires a vote of two-thirds (2/3) of the members of the full Board of Directors. At any meeting at which an At-Large Member is removed, the Board of Directors may fill the vacancy created by the removal. Any At-Large Member removed from office shall turn over to the corporation, within 72 hours, any and all records of the corporation in his or her possession.

1.9 Vacancies. If the seat of an At-Large Member on the Board of Directors is vacant for any reason (including a death, resignation, or removal of an At-Large Member or an increase in the number of At-Large Members), the vacancy may be filled with a candidate who has been approved by the President of the Florida State University and elected by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum. An At-Large Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
1.10 **Annual Meetings.** The Board of Directors shall hold an annual meeting, at least sixty (60) days before the end of each fiscal year of the corporation, at a date, time, and place determined by the Board, for the purpose of electing At-Large Members of the Board and officers of the corporation to fill the seats of those At-Large Members and officers whose terms of office will expire at the end of that fiscal year and to fill any vacancies, and for the purpose of conducting any other business that may come before the Board.

1.11 **Regular Meetings.** The Board of Directors may, by resolution, establish a schedule of additional regular meetings of the Board of Directors. The corporation need not provide notice to the members of the Board of Directors of any such regular meeting of the Board of Directors if the date, time, and place of the regular meetings have been determined by resolution of the Board of Directors establishing the schedule of such meetings.

1.12 **Special Meetings.** Special meetings of the Board of Directors or any committee of the Board may be called by the President of the corporation or upon written request of two members of the Board of Directors or two members of the applicable committee. Notice of the time and place of special meetings shall be given in accordance with Article 4 of these Bylaws.

1.13 **Action by Unanimous Written Consent of Directors.** Any action taken at any duly noticed and convened meeting of the Board of Directors or any committee of the Board may be ratified or confirmed by a written consent describing the action, signed by all members of the Board of Directors or all the members of the applicable committee and filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or committee members.

1.14 **Remote Participation.** Any or all members of the Board of Directors or any committee of the Board may participate in any meeting of the Board or committee through the
use of telephone conference call, video conference, or any other means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

1.15 Adjournments. A meeting of the Board of Directors or committee of the Board, whether or not a quorum is present, may be adjourned by a majority of the Board or committee members present, to reconvene at a specific time and place. Written notice of the time and place of any such reconvened meeting shall be given in the manner specified in Article 4 of these Bylaws. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the adjourned meeting.

1.16 Quorum and Voting. A majority of the members of the Board of Directors then in office constitutes a quorum of the full Board of Directors, and a majority of the members of a committee of the Board constitutes a quorum of the committee. An action approved by a majority of the Board or committee members present at a meeting of the Board or committee at which a quorum is present constitutes an act of the Board of Directors or the committee, unless the Articles of Incorporation or these Bylaws require the approval of a greater percentage of the members of the Board of Directors or committee. A majority vote consists of one vote more than one-half (1/2) of the number of votes represented by the directors who are present at a meeting at which a quorum is present.

1.17 Voting Procedures. All Ex-Officio Members and At-Large Members of the Board of Directors have the right to vote on all matters coming before the Board. A director must be present at the meeting in order to cast a vote on any matter brought before the meeting. No proxies or absentee ballots will be allowed or counted at any time.
1.18 Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board when an action is taken is deemed to have assented to the action taken unless: (a) the director objects, at the beginning of the meeting or promptly upon the director's arrival, to holding the meeting or transacting specified affairs at the meeting due to a failure to give a required notice of the meeting; or (b) the director votes against or abstains from the action taken.

ARTICLE 2. OFFICERS

2.1 Officers. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers need not be members of the Board of Directors. Any two or more offices may be held by the same person, except that the President of the corporation shall not serve simultaneously as Secretary or Vice President.

2.2 Election of Officers. Each fiscal year, at the annual meeting of the Board of Directors in that fiscal year, the Board of Directors shall elect persons to fill the seats of any officers whose terms are expiring at the end of that fiscal year and to fill any vacancies then existing in any offices. The election of a President shall require prior approval of the President of the Florida State University.

2.3 President. The President of the corporation shall be the chief executive officer of the corporation, subject to direction of the President of the Florida State University and the Board of Directors. He or she shall report directly to the Board of Directors and to the President of the Florida State University (or a designee reporting directly to the President) on issues of corporate operations and shall be responsible for putting into effect the orders and resolutions of the Board of Directors.
2.4 Vice President. The Vice President shall perform the duties of the President in the event of the President's temporary absence and shall perform such other duties as are assigned to the Vice President by the Board of Directors.

2.5 Secretary. The Secretary shall oversee the giving of proper notices of meetings of the Board of Directors and committees of the Board, as required by law, the Articles of Incorporation, or these Bylaws, and the recording of accurate minutes of the meetings of the Board of Directors and committees of the Board. The Secretary shall be the custodian of the corporate minute books, records, contracts, and other documents of the corporation. The Secretary may affix the corporate seal to any lawfully executed documents requiring the seal and shall sign such instruments as may require the Secretary’s signature. The Secretary shall perform such additional duties and have such additional powers as the Board of Directors may assign to him or her from time to time.

2.6 Treasurer. The Treasurer shall oversee the financial affairs of the corporation, periodically report to the Board of Directors on the financial condition of the corporation, maintain deposit accounts in the name of the corporation and deposit the corporation's funds into such accounts, establish proper accounting procedures for the handling of the corporation’s funds, disburse funds of the corporation as authorized by the Board of Directors, and perform such other duties as the Board of Directors may assign to him or her from time to time.

2.7 Assistant Secretary and Assistant Treasurer. The President or the Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers, who shall serve at the pleasure of, and shall perform such duties as are specifically assigned to them by, the Board of Directors or President.
2.8 **Terms of Office.** The President, Vice President, Secretary, and Treasurer shall each serve for such term as the Board of Directors may determine and until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal.

2.9 **Resignation of Officers.** An officer may resign at any time by delivering written notice to the Board of Directors or the President of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2.10 **Removal.** The Board of Directors, by unanimous written consent or by an action of the Board of Directors at a meeting of the Board at which a quorum is present, may remove any officer, with or without cause.

2.11 **Vacancies.** If any office is vacant for any reason (including a death, resignation, or removal of an officer), the Board of Directors may fill the vacancy. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The election of a successor President of the corporation requires approval of the President of the Florida State University.

2.12 **Execution of Documents.** The President, Vice President, Secretary, and Treasurer of the corporation are authorized to execute, on behalf of the corporation, deeds, notes, bonds, contracts, and other documents and instruments approved by the Board of Directors. The Board of Directors may authorize other persons to execute deeds, notes, bonds, contracts, and other documents and instruments on behalf of the corporation, but such authorization must be in writing and expressly approved by the Board of Directors.

**ARTICLE 3**

**NOMINATION AND ELECTION PROCEDURES**

3.1 **Identification of Slate.** Members of the Board of Directors and the President of Florida State University may suggest candidates for nomination as At-Large Members of the
Board of Directors and as officers of the corporation at the next annual meeting of the Board of Directors. A member of the Board of Directors may suggest candidates by providing the President of the corporation with the names of suggested candidates and their biographical information prior to the President's submission of a list of possible candidates to the President of Florida State University pursuant to the following sentence. At least thirty (30) days prior to the annual meeting of the Board of Directors, the President of the corporation shall review the list of possible candidates, and the candidates' biographical information, with the President of Florida State University to obtain his or her approval of possible nominees before a slate of nominees is determined by the Nominating Committee.

3.2 Notice of Nominees. At least three (3) weeks prior to the annual meeting of the Board of Directors, the President of the corporation shall prepare and deliver to all current Board members the slate of the nominees of new At-Large Members and new officers to succeed those At-Large Members and officers whose terms of office are expiring. No nominations from the floor shall be allowed.

3.3 Election. The slate of nominees shall be presented for election at the annual meeting of the Board of Directors. All members of the Board of Directors attending the annual meeting have the right to vote in all such elections. In order to be elected, a candidate must receive a majority of the votes cast by the members of the Board of Directors present and voting at a meeting at which a quorum of the Board of Directors is present.

ARTICLE 4
NOTICE OF MEETINGS

4.1 Notice Requirements. Notice of the date, time, place, and purpose of any special meeting of the Board of Directors or any committee of the Board (and the applicable telephone number for a meeting by conference call) shall be given, at least three (3) days before the
meeting, to each director or committee member by personal delivery, facsimile transmission, electronic mail, or United States mail. Depositing a letter in the mail, addressed to a director or committee member at his or her last known address as shown by the records of the corporation, shall be deemed sufficient for the giving of notice. In addition, on a publicly accessible Internet website maintained by the corporation, Seminole Boosters, Inc., or the Florida State University for the purpose of providing public notices of meetings, the corporation shall provide reasonable notice of the date, time, and place of the next scheduled meetings of the Board of Directors and each committee, together with an agenda of the meeting if an agenda has been prepared.

4.2 Effectiveness of Notice. Written notice of any meeting of the Board of Directors or any committee of the Board, if such notice is in a comprehensible form, is effective upon the earliest of the following: (a) when received by the director or committee member; (b) when mailed, if mailed postpaid and correctly addressed to the director’s or committee member’s address shown in the corporation’s records; (c) when actually transmitted by facsimile telecommunication, if correctly directed to a number at which the director or committee member has consented to receive notice; (d) when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the director or committee member has consented to receive notice; (e) when posted on an Internet website that the director or committee member has consented to consult, upon the later of such correct posting or the giving of a separate notice to the director or committee member that the notice has been posted; or (f) when correctly transmitted to the director or committee member, if by any other form of electronic transmission consented to by the director or committee member to whom notice is given. Consent by a director or committee member to receive notice by electronic transmission is revocable by the director or committee member by written notice to the corporation.
4.3 Waiver of Notice. Notice of a meeting of the Board of Directors or any committee need not be given to any director or committee member who signs a waiver of notice before, during, or after the meeting. Attendance of a director or committee member at a meeting constitutes a waiver of notice of that meeting and waiver of all objections to the time and place of the meeting, and the manner in which it was called or convened, except when the director or committee member attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE 5
ADMINISTRATIVE, FISCAL, ACCOUNTING MATTERS

5.1 Employees. The Board of Directors may employ or authorize the President of the corporation to employ such employees and agents as may be necessary or desirable for the administration of the corporation's affairs. Employees of the corporation are not employees of the State of Florida or the Florida State University Board of Trustees by virtue of their employment by the corporation. The corporation shall not discriminate in providing employment opportunities based on a person's race, color, religion, gender, age, or national origin.

5.2 Oversight of University President. The President of the Florida State University has authority to monitor all transactions by the corporation relating to the Florida State University, to monitor and control the corporation's use of Florida State University's name and resources, and to approve contributions of funds or supplements to support intercollegiate athletics, and shall have such powers and duties related thereto as are provided by applicable law. An amendment of this Section 5.2 requires approval of the President of the Florida State University.
5.3 **Books and Records of Account.** The corporation shall keep books and records of account at the principal office of the corporation or at the office of the Treasurer of the corporation. The books and records of account shall be open for inspection by any member of the Board of Directors, any member of the Florida State University Board of Trustees, and any officer or official of the Florida State University.

5.4 **Corporate Records.** The corporation shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (a) minutes of all meetings of the Board of Directors and each committee of the Board and records of all actions taken by the Board of Directors or any such committee without a meeting; (b) a list of the names of its current directors and officers and their business street addresses (or the home address for a director or officer if he or she has no business street addresses); and (c) the corporation's most recent annual report filed with the Florida Secretary of State.

5.5 **Fiscal Year.** Unless otherwise required by applicable law, the corporation's fiscal year shall begin on July 1 and end on June 30 of each year, or on such other dates as the Board of Directors may determine.

5.6 **Reporting and Accounting Requirements.**

(a) By May 1 of each year (or as soon thereafter as practicable if delivery by May 1 is not practicable), the corporation shall submit to the President of Florida State University, for his or her review, approval, and submission and recommendation to the Florida State University Board of Trustees, an annual operating budget for the next fiscal year that has been approved by the corporation's Board of Directors. Each such budget shall include any budgeted expenditures for: (i) construction of physical facilities, (ii) salary supplements, compensation, and benefits to be paid or provided to the President, faculty, or staff of the Florida
State University not employed by the corporation, to the extent that they are to be paid or provided with assets of the corporation; and (iii) salary supplements, compensation, and benefits to be provided by the corporation directly to employees of the corporation.

(b) Copies of annual financial statements of the corporation, including a comparative statement of actual and budgeted expenditures, shall be filed with the President of the Florida State University for review and approval. The corporation's anticipated expenditures will be submitted to the President of the Florida State University (or his or her designee) for review and approval on a quarterly basis.

(c) The corporation shall have an annual audit of its financial accounts, including a statement of actual and budgeted expenditures conducted by an independent certified public accountant. Copies of these reports shall be submitted to the President of the Florida State University, for submission to the Auditor General of the State of Florida and the Board of Governors of the state university system, no later than one hundred twenty (120) days after the end of the fiscal year. The identity of donors desiring anonymity shall be protected. The independent certified public accountant shall be issued an engagement letter which provides that the accountant will render his or her opinion on the financial statement and results of operations.

5.7 Prohibited Activities; Compliance with Law. The corporation shall not, directly or indirectly, (a) make any gift to a political committee or committee of continuous existence as defined in Section 106.011, Florida Statutes (as it may be amended), for any purpose, (b) intervene in, or participate in, any political campaign on behalf of any candidate for public office, or (c) engage in any activity that is not permitted to be engaged in by a corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding future provision of the Internal Revenue Code. The
corporation shall comply with all applicable laws, regulations, and rules of the Florida State University Board of Trustees and the Florida State University that apply to university direct-support organizations, as defined in Section 1004.28, Florida Statutes, as it may be amended, or any successor statute governing university direct-support organizations.

ARTICLE 6
LIABILITY AND INDEMNIFICATION

6.1 Liability of Directors. A director of the corporation shall not be personally liable for any debts, obligations, or liabilities of the corporation, except to the extent that the corporation is liable for fraudulent acts committed by that director.

6.2 Indemnification. Any person (or any such person's heirs, executors, or administrators) who is made or threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, because the person is or was a director or officer of the corporation or serves or served any other corporation or enterprise in any capacity at the request of the corporation, shall be indemnified by the corporation, and the corporation may advance their related expenses, to the fullest extent permitted by law. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person (or the person's heirs, executors, or administrators) may be entitled.

6.3 Insurance. Upon approval by the Board of Directors, the corporation may purchase insurance for the purpose of indemnifying its directors and officers.

6.4 Fidelity Bonds. The Board of Directors may require any director, officer, employee, or agent of the corporation who is responsible for the collection, disbursement, investment, or safekeeping of corporate funds to give a bond for the faithful performance of his
or her duties. The bond shall be in such form and amount as shall be prescribed by the Board, the premium for which shall be paid by the corporation.

6.5 Prohibition Against Self-Dealing. Notwithstanding anything contained in this Article 6 to the contrary, the corporation shall not indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

ARTICLE 7
AMENDMENTS

7.1 These Bylaws may be amended, altered, or repealed (a) with the approval of a majority of the members of the Board of Directors who are present and voting at any annual or regular meeting of the Board at which a quorum is present or at any special meeting of the Board called in accordance with the Bylaws for the purpose of considering the amendment and at which a quorum is present, or (b) by the unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended, or any successor statute governing actions by the board of directors of a Florida not-for-profit corporation without a meeting. Written notice of any meeting at which an amendment, alteration, or repeal of these Bylaws or the adoption of new Bylaws is to be considered shall be given at least three (3) days before the meeting and shall specify in general the nature of the amendments or new Bylaws to be considered. Any amendment of the Bylaws requires the approval of the Florida State University Board of Trustees before the amendment becomes effective. Any amendment of the Bylaws approved by the Board of Directors shall be submitted to the President of the Florida State University for submission to the Florida State University Board of Trustees for its approval.
FSU Foundation, Inc.
Bylaws

of The Florida State University Foundation, Inc.
A Non-Profit Foundation

ADOPTED OCTOBER 15, 1965
Amended
April 3, 1970 May 18, 1996 October 16, 2004
October 15, 1977 November 15, 1997 October 8, 2005
October 21, 1989 May 19, 2001 October 20, 2006
February 9, 1991 February 16, 2002 October 21, 2006
February 12, 1994 October 25, 2003 May 18, 2011
October 7, 1995

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ARTICLE I—GOVERNANCE

Section 1: Definitions and Organization

a. Whenever the term “Foundation” is used in these Bylaws it shall refer to The Florida State University Foundation, Inc., a non-profit corporation. Whenever the term “University” is used in these Bylaws it shall refer to The Florida State University. Whenever the term “Trustee” or “member” is used in these Bylaws such terms shall be interchangeable. The use of the masculine gender shall also include the feminine. Whenever the term “Annual Meeting” is used in these Bylaws, it shall refer to the meeting held in the spring.

b. The organization and operation of the Foundation shall be in compliance with Florida statutes.

Section 2: The Board of Trustees

a. Each Trustee shall have demonstrated outstanding qualities of leadership and a serious personal intention to promote the advancement of higher education and the University through dedicated service to the Foundation. Each Trustee should set an example of charitable interest in the University and the Foundation that alumni and other friends of the University may emulate and shall contribute his time and financial support to the University.

b. A regular Trustee who satisfies the criteria and requirements established by the Board may, by majority vote of the Board, be elected as a non-voting Trustee Emeritus for a life term.

c. The Board shall include not less than thirty-six (36) regular Trustees elected by a majority vote of the Board.

d. The Board shall also include the following eight (8) ex-officio, voting Trustees:
   - The University President or his designee
   - Three (3) Trustees appointed by the University President
   - The Chair of the University’s Board of Trustees or his designee
   - The Foundation President
   - The immediate Past Chair of the Foundation
   - The President of the University Faculty Senate

e. The Board shall also include Founding Trustees, who shall hold all rights and privileges of regular members and serve as members during their lifetime, unless removed pursuant to the provisions of these Bylaws.

f. The Board shall also include the following six (6) ex-officio, non-voting Trustees:
   - The Chair of the University Alumni Association
   - The Chair of the Seminole Boosters, Inc.
   - The Chair of the John and Mable Ringling Board of Trustees
THE FLORIDA STATE UNIVERSITY FOUNDATION BOARD OF TRUSTEES

- The President of the University Student Government
- The Chair of the Young Alumni Development Council
- The Chair of the FSU Student Foundation

g. Trustees shall be elected each year at the Annual Meeting for a term of three (3) years. A regular Trustee may be re-elected for one additional term of three (3) years.

h. Chair appointments shall be for a two-year term. If a regular Board Member is an Officer or Chair of a Committee, the member may be re-elected for one additional term of three (3) years. If a Trustee serves as Board Chairperson in his third term, he will be granted a term of two years to serve in the capacity as Past Chair. In no event may a regular Trustee serve for more than twelve (12) consecutive years.

i. Except as otherwise provided in these Bylaws, all regular Trustees shall be elected by a majority vote of the Board after recommendation by the Trusteeship Committee and consultation with the University President.

Section 3: Meetings

a. Notice of each meeting shall be sent to each Trustee by the Secretary or designee not less than thirty (30) days before the Meeting. Notice of each Special Meeting shall be sent to each Trustee not less than fifteen (15) days before the Meeting. Notice of any meeting referenced in these Bylaws may be effected by use of electronic communication.

b. If the notice is for a Special Meeting, the notice shall indicate the reason(s) for the Meeting.

c. By a majority vote, the Board may discuss additional matters not indicated in the notice of a Special Meeting.

d. Trustees and Officers shall be nominated and elected during the Annual Meeting.

e. Special Meetings of the Board may be held at any time and place designated by the Board Chair.

f. Any meeting may be conducted through conference call or teleconference.

Section 4: Quorums and Voting

a. The presence of thirty-three and one-third (33\(\frac{1}{3}\)) percent of the voting Trustees, in person, by phone or other acceptable electronic means, shall constitute a quorum at any meeting of the Board or any of its Committees, unless otherwise provided by these Bylaws.

b. All questions shall be determined by majority vote of the members present.

Section 5: Removal and Vacancies

a. All Trustees are expected to attend Board and Committee meetings.
THE FLORIDA STATE UNIVERSITY FOUNDATION BOARD OF TRUSTEES

b. The Trusteeship Committee will evaluate all Trustees prior to the completion of their three-year term.

c. Prior to the completion of a Trustee’s term, the Foundation shall present the attendance record of the Trustee to the Trusteeship Committee. The Committee Chair shall discuss the matter with the Trustee, determine whether the Trustee is willing and able to continue to serve, and report the findings to the Committee, which shall take such further action as deemed appropriate, after consultation with the Foundation President.

d. If a Trustee fails to attend three (3) of six (6) Board meetings during his or her term in office, the Trusteeship Committee shall recommend to the Committee Chair whether the Trustee should be nominated to serve additional terms.

e. If a Trustee vacates his position before expiration of his term, a successor shall be elected by the Board after consultation with the University President and will serve for the remainder of the term.

Section 6: Conflicts of Interest

Trustees shall avoid conflicts of interest and abide by standards of conduct outlined in the AFP Code of Ethical Principles and Standards of Professional Practice. A conflict of interest form shall be signed every year by each Trustee and ad hoc member.

ARTICLE II—OFFICERS

Section 1: Chair

The Chair shall be elected by a majority vote of the Board during the Annual Meeting and shall serve a term of office of two (2) years beginning on July 1 in the year of his election. The Chair shall:

a. Preside at all meetings of the Board.

b. Join with the President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer in signing the name of the Foundation to all papers, documents and writings requiring the signature of the Foundation, except as herein provided in these Bylaws. In the absence of or inability of the President, Treasurer or Assistant Treasurer, the Chair may sign checks, vouchers or other orders drawn upon any bank or other depositories in which the funds and securities of the Foundation are deposited.

c. See that the orders of the Board are carried out promptly or advise the Board if its orders are not executed.

d. Report to the University President, or his or her designee, in accordance with the policies of the University Board of Trustees.

e. Appoint Chairs and Vice Chairs of Committees, as appropriate.

f. Appoint ad hoc members to Committees.
Section 2: Chair Elect

The Chair Elect shall be elected by a majority vote of the Board during the Annual Meeting and shall succeed the Chair following the Chair’s completion of one (1) term of office. The Chair Elect will serve a term of office of two (2) years beginning on July 1 in the year of his election. The Chair Elect shall assist the Chair and, in the absence or inability of the Chair to serve, shall assume the duties of the Chair until the Chair resumes the duties, or the Board has elected a new Chair.

Section 3: President

The University President shall recommend the selection of the President to the Board, who shall, by majority vote of the Board, be elected as the Chief Executive Officer of the Foundation. The President shall be empowered to initiate and sign checks and accept service of process on behalf of the Foundation. The President shall:

a. Provide leadership for the Foundation, subject to the direction of the University President and the Board.

b. Report to the University President, or his designee.

c. Execute the policies and directives of the Board and the Executive Committee.

d. Assist other Officers of the Foundation in the performance of their duties.

e. Carry out day-to-day business of the Foundation.

f. Be faithful in the performance of his or her duties as the Board may require.

g. Present a written report of the conduct of the office at each Annual Meeting of the Board.

Section 4: Secretary

The Secretary shall be elected by a majority vote of the Board during the Annual Meeting and shall serve a term of office of two (2) years beginning on July 1 in the year of his election. The Secretary or his designee shall:

a. Attend all meetings of the Board.

b. Keep accurate minutes to serve as a permanent record, stored at the Foundation.

c. Keep on record a copy of the Articles of Incorporation of the Foundation and a copy of its Bylaws.

d. Join with the Chair or President in signing the name of the Foundation to all papers, documents and writings requiring the signature of this Foundation, except checks. In the absence or inability of the Secretary to sign said documents, the signature of the Assistant Secretary or any other Officer may be substituted for that of the Secretary.
e. Keep the seal of the Foundation and affix the seal to such official documents, records and papers as may be required.

f. Carry on such of the general correspondence of the Foundation as may be assigned by the Chair.

Section 5: Assistant Secretary

The Assistant Secretary shall be elected by a majority vote of the Board during the Annual Meeting, shall work with the Secretary and shall serve a term of office of two (2) years beginning on July 1 in the year of his election. In the absence or inability of the Secretary to serve, he shall assume the duties of the Secretary until the Secretary resumes the duties, or the Board has elected a new Secretary.

Section 6: Treasurer

The Treasurer shall be elected by a majority vote of the Board during the Annual Meeting and shall serve a term of office of two (2) years beginning on July 1 in the year of his election. The Treasurer or his designee shall:

a. Oversee the receipt, deposit and custody of all funds and securities of the Foundation and deposit them in the name of the Foundation in such depositories as may be selected by the Board.

b. Keep the official records and financial records of account of the Foundation.

c. Review and approve all financial statements, make reports as necessary to the Board, carry out the Foundation's routine administrative functions and initiate and sign checks.

d. Account to each successor in office for all funds and securities that were listed on the financial statements at the time of the last audit and all funds and securities that have come into the Treasurer's hands since the last audit of the financial statements of the office, and deliver over to the successor in office such funds and securities as remain on hand upon the appointment and qualification of the successor.

c. Cause an audit of the financial statements of the Foundation to be made as soon as practicable after the close of the fiscal year of the Foundation, and have it reported to the Chair at once and to the Board at its next meeting.

Section 7: Assistant Treasurer

The Assistant Treasurer shall be elected by a majority vote of the Board during the Annual Meeting, shall work with the Treasurer and perform such duties assigned by the Treasurer. The Assistant Treasurer shall serve a term of office of two (2) years beginning on July 1 in the year of his election. In the absence or inability of the Treasurer to serve, the Assistant Treasurer shall assume the duties of the Treasurer until the Treasurer resumes the duties, or the Board has elected a new Treasurer.
Section 8: Removal and Vacancies

In the event of absence, inability or refusal to act by any of the Officers of the Foundation, the Board may appoint any person to perform the Officer’s respective duties except as provided in these Bylaws, with the approval of the University President.

ARTICLE III—COMMITTEES

Section 1: Establishment or Dissolution of Committees

With majority vote of the Board, the Chair may establish or dissolve Committees as deemed necessary. The Chair shall appoint the members of all Committees.

Section 2: Conduct of Committee Meetings

a. A majority vote shall be necessary for the adoption of any resolution.

b. Each Committee shall meet at the call of its Chair and minutes of all meetings shall be kept by the Secretary and stored within the Foundation.

c. All action taken at any Committee meeting shall be reported at the next meeting of the Board.

d. Meetings of Committees may be conducted by conference call or teleconference.

Section 3: Executive Committee

a. The Executive Committee shall exercise the powers and authority of the Board when the Board is not in session and shall serve the University President, the University and the Foundation as the authoritative advocate in the raising, holding, investing and disbursing of all private gifts made through the Foundation.

b. The Committee shall oversee the fundraising activities of the Foundation’s development program and advise the University President on the viability of academic funding priorities and needs.

c. The Committee shall include the Chair; Past Chair; President; Treasurer; Secretary; the University President or his designee; the Chair of the University Board of Trustees or his designee; the President of the University Faculty Senate; and the Chair of each standing Committee.

d. The Committee shall consider, evaluate and analyze issues that have implications for changes to the Board and recommend appropriate action.

e. Each year the Committee shall review compensation paid to Foundation employees to ensure that it is neither excessive nor substantially less than salaries paid for like responsibilities at comparable institutions.
f. If the Committee meets exercising the powers and authority of the Board when the Board is not in session, the Committee shall have no authority to alter, amend or repeal the Articles of Incorporation or Bylaws, or elect Trustees.

Section 4: Finance Committee

The majority of the Finance Committee shall be composed of Trustees who are not Officers. The Committee shall assist the Board in assuring that the budgetary and financial practices of the Foundation are sound and prudent and maintain a direct line of communication between the Board and the Foundation's independent accountants. To meet these responsibilities, the Committee shall:

a. Review the annual operating budget and present its recommendations to the Board.

b. Work closely with other Committees where advice is necessary for budget considerations.

c. Review the effectiveness of the Foundation's management of the Foundation's financial functions, and present recommendations to the Board.

d. Approve submission of the Foundation's annual budget to the University President or designee by May 1.

e. Review and approve all financial statements.

Section 5: Audit Committee

The majority of the Audit Committee shall be composed of Trustees who are not Officers. The Committee shall review the audit plan of the Foundation, appraise and approve the effectiveness of the plan, assist the Board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices and maintain a direct line of communication between the Board and the Foundation's independent accountants. To meet these responsibilities, the Committee shall:

a. Review the scope of an overall audit plan for each annual examination.

b. Appraise the effectiveness of the audit effort, present recommendations regarding audit findings to the Board and recommend independent accountants to be retained by the Board.

c. Inquire into the effectiveness of the Foundation's management of its financial and accounting functions, the Foundation's system of internal control and recommend to the Board such changes as shall be advisable.

d. Review the results of any internal audits performed by the University's Office of Inspector General Services and provide recommendations based on such results.

e. Review the Foundation's tax returns for accuracy, prior to them becoming available to the full Board for review.
Section 6: Investment Committee

The Investment Committee shall be composed of not less than three (3) and not more than nine (9) persons who have a knowledge of or business acumen in the investment field. The Committee shall be responsible for the prudent investment of the Foundation’s assets in accord with long-term strategies and for establishing investment policies and practices consistent with fiduciary duty.

Due to the proprietary nature of the materials that come before the Investment Committee, as well as the frequency of meetings and the need for urgency in decision making to respond to market conditions, this Committee has the authority to vote on issues that fall under its purview without first consulting the full Board. At the request of the Board Chair, specific actions taken or planned by the Investment Committee can be shared with the full Board.

Section 7: Trusteeship Committee

The Trusteeship Committee shall be chaired by the Chair Elect. The Committee shall recommend candidates for election as regular Trustees first to the University President and then to the full Board. The Committee will evaluate the performance of the Board, and recommend to the Board and the University President persons deserving of election as Trustee Emeritus, honorary degrees, Distinguished Service Awards or other such recognition the Foundation deems appropriate. The Committee shall:

a. Receive recommendations for Trustees to the Board at least forty-five (45) days prior to the Annual Meeting and make recommendations for new Trustees to the Board at such Meeting.

b. Review the attendance of and performance of Trustees, including those considered for re-election, and oversee periodic performance reviews by the Board of its performance.

c. Maintain a list of candidates for election as Trustees and cultivate their interest in the Foundation.

d. Oversee the orientation and development of new Trustees.

Section 8: Development Committee

The Committee shall be responsible for the raising of private support for the University. To meet this responsibility the Committee shall:

a. Promote a comprehensive University development program, which involves Trustees in the raising of private support.

b. Provide advice to the Board and the development staff in the pursuit of private support emanating from alumni, faculty, students, friends, foundations and organizations.

c. Stimulate vigorous and aggressive efforts to attract private support to the University.
THE FLORIDA STATE UNIVERSITY FOUNDATION BOARD OF TRUSTEES

Section 9: Donor Stewardship Committee

a. The Donor Stewardship Committee will serve as a resource to the Foundation in its efforts to acknowledge, recognize and be accountable to donors.

b. Donor Stewardship Committee members will serve as advocates to interpret and voice donors’ views regarding their continual relationship with the University and the Foundation.

c. Committee members will advise and support the Foundation on a broad range of stewardship issues and strategies that strengthen the donor relationship program.

d. The Committee will review and make recommendations regarding the Foundation’s donor relations/stewardship program, especially as constituent groups in need of more personalized stewardship activities are identified.

e. Committee members will, when appropriate, engage all Trustees in stewardship activities and initiatives.

ARTICLE IV—AMENDMENTS

These Bylaws may be altered, amended, rescinded or repealed at any Meeting of the Board by a majority vote of the Board and shall become effective immediately upon such vote or as otherwise determined by law or by the Board.

ARTICLE V—SEAL

The seal of the Foundation shall be in the form of a circle and shall bear, among other things, the name of the Foundation and the date of its incorporation.

ARTICLE VI—INDEMNIFICATION

The Foundation shall indemnify its Trustees, officers, employees and/or agents to the full extent allowed by law, including but not limited to Section 617.0831, Fla. Stat., and Section 607.0850, Fla. Stat., as applicable and as they may be amended from time to time. The Board shall maintain an ongoing plan for risk management and indemnification of the employees, Trustees and Officers of the Foundation, taking into consideration federal and state laws and rules as well as rules and policies of the University and the University Board of Trustees.

ARTICLE VII—FISCAL MATTERS

Section 1: Fiscal Year

The fiscal year of the Foundation shall be July 1 to June 30.
THE FLORIDA STATE UNIVERSITY FOUNDATION BOARD OF TRUSTEES

Section 2: Contributions

Any contributions, bequests, grants or gifts for the purposes of the Foundation shall only be accepted or collected pursuant to procedures authorized by the Board. All contributions, bequests, grants or gifts shall be reported to the Board in a timely manner.

Section 3: Depositories

All funds of the Foundation shall be deposited to the credit of the Foundation under such conditions and in such banks as shall be approved by the Finance Committee.

Section 4: Financial Review

An annual audit of the financial statements of the Foundation shall be conducted by an independent public accounting firm and the results shall be submitted to the Audit Committee of the Board, the Board and the University President.

Section 5: Foundation Employees

Foundation employees shall not be considered employees of the state of Florida.

ARTICLE VIII—OPERATIONAL MATTERS

Section 1: Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of obligations of the Foundation will be signed by the Treasurer and countersigned by the Foundation President.

Section 2: Books and Records

The Foundation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Board and Committees. The Foundation shall keep, at its principal place of business, a list containing the names, addresses and other relevant information of each Trustee and Officer, and the original or a copy of these Bylaws.

Section 3: Nonprofit Operations—Compensation and Reimbursement

The Foundation will not have or issue shares of stock. No dividend will be paid and no part of the income of the Foundation will be distributed to any Trustee.

Section 4: Limitations

2. The Foundation shall make no loans to its Officers or Trustees.
b. No Officer or Trustee may have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Foundation. No Officer or Trustee has any right, interest or privilege that may be transferable or inheritable, or that will continue if his service ceases or while he is not in good standing.

c. Former Trustees, Officers and employees shall have no property rights to assets of the Foundation.

d. The organization and operation of the Foundation shall, at all times, be in compliance with Florida statutes, including Chapter 1004, and applicable rules of the Board of Governors and the University Board of Trustees.

ARTICLE IX—OTHER MATTERS

Section 1: Rules of Order

In the event of a parliamentary dispute, Robert’s Rules of Order, Newly Revised shall be the authority for all matters of procedure not specifically covered by the Bylaws or by special rules of procedure adopted by the Foundation.

Section 2: Dissolution

In the event of the dissolution of the Foundation, the assets of the Foundation remaining after the discharge of all liabilities shall be assigned to an entity as directed by the Board, or in its absence, by the Foundation President. In the event the President is unable to do so, the assets of the Foundation shall be assigned as directed by the University President.
Florida State University International Programs Association, Inc.
BYLAWS
FLORIDA STATE UNIVERSITY INTERNATIONAL PROGRAMS ASSOCIATION, INC.
Effective: February 9, 2012

Section 1. Purpose

1.1 Purpose. The purpose of Florida State University International Programs Association, Inc. (FSUIPA, Inc.) (corporation) is to promote and facilitate opportunities for Florida State University to teach and conduct research abroad through the support of the University’s international study programs and the Study Abroad Program.

Section 2. Members of the Board of Directors, Officers, Duties, Committees

2.1 Duties of Directors. The business and affairs of the corporation shall be conducted under the general supervision and control of the Board of Directors. The specific powers of the Board shall be those granted in the Articles of Incorporation, Chapter 617, Florida Statutes, and as set forth herein. The Board shall comply with all rules set forth by the Florida State University Board of Trustees and by the University which apply to direct support organizations, as defined in Section 1004.28(1)(a), Florida Statutes, Florida Board of Governors Regulation 9.011, and Section 6C2R-2.025, Florida State University Regulations.

2.2 Number and Selection. The Board of Directors shall consist of not less than nine (9) directors. This includes directors appointed according to Section 1004.28(1)(a), Florida Statutes, and Section 6C2R-2.025, Florida State University Regulations.

2.3 Terms. All FSUIPA, Inc. Directors will serve 3-year renewable terms, staggered so that one-third of all Directors will be up for renewal each year.

2.4 Appointment. FSUIPA, Inc. shall submit a slate of nominees to the President by June 1 of each year for approval and appointment starting October 1. FSUIPA, Inc., as a Type 1 supporting organization, per IRS regulations, will have a majority of its Board membership appointed by the University President, which shall include the University President or designee. Newly elected or appointed directors shall fill their terms beginning October 1 of each year. In the event of a death, resignation or removal of any trustee, the Board of Directors upon recommendation to and approval of the President shall fill the vacancy for the balance of the term.

2.5 The Chair of the Florida State University Board of Trustees, or designee, and the University President, or designee, will automatically serve as members of the FSUIPA, Inc. Board of Directors.

2.6 Removal. With the exception of the University President or his/her designee and the appointee of the Chairman of the FSU Board of Trustees, a director may be removed from the Board if she/he fails to attend at least 50% of the regular and special meetings during any two (2) year period unless the absence is waived. With the exceptions noted above, directors may be removed by a vote of two-thirds of the directors when it is determined that the best interest of the corporation may be served thereby.

2.7 Ex-officio Members. The Board of Directors may elect nonvoting ex-officio members of the Board as deemed appropriate. These ex-officio members are exempt from attendance requirements and do not count in the total number of Trustees allowed in Section 2.2.

Section 3. Duties of Officers.

3.1 Chairman. The Chairman of the Board of Directors shall be the presiding officer of the corporation and shall have general supervision of the business of the corporation. The Chairman appoints members of committees, sees that orders and resolutions of the Board of Directors are carried into effect, and acts as an ex-officio member of all committees.
3.2 Vice Chairman. The Vice Chairman of the Board of Directors shall work with the Chairman, and in the absence of the Chairman, assume the duties of the Chairman until such time as the Chairman resumes the duties or the Board appoints a new Chairman.

3.3 Secretary. The Secretary of the Board of Directors shall keep accurate minutes of the proceedings of all meetings and preserve same to act as permanent record of the corporation, keep on record a copy of the Bylaws and Articles of Incorporation, and carry on such correspondence as may be assigned by the Chairman.

3.4 Treasurer. The Treasurer of the Board of Directors shall supervise the receipt, deposit and disbursement of all funds under the direction of the Board of Directors, make reports to the Board of Directors as requested and to cause an annual audit to be made as required by statute and rule.

3.5 Assistant Treasurer. The Assistant Treasurer fulfills duties of the Treasurer in the absence of the Treasurer or as delegated by the Treasurer.

3.6 Removal of Officers. In the absence, inability or refusal to act of any offices of the corporation, the Board of Directors may appoint any person to perform said officer's respective duties.

Section 4. Meetings.

4.1 Annual Meeting. The annual meeting of the Board of Directors shall be held at the University, Tallahassee, Florida. At said annual meetings, directors shall be elected and such other business as may be brought before the meeting may be transacted.

4.2 Special Meetings. Special meetings of the Board of Directors may be held at any time and place designated by the Chairman, including by means of electronic communication. Special meetings may be called when any officer determines that there is business that requires the notification or action of the board.

4.3 Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board and all questions shall be determined by a majority vote.

4.4 Notice of Meetings. Notice of the annual meeting or special meeting shall be mailed or electronically communicated in writing to each director not less than 15 days before the meeting. If the notice is for a special meeting, the notice shall indicate briefly the objects thereof.

Section 5. Fiscal Year and Budget

5.1 Fiscal Year. The corporation shall have an operating Fiscal Year from October 1 to September 30.

5.2 Budget. The Treasurer shall prepare a proposed annual budget for revenues and expenditures of the Association which shall be approved by the Board of Directors by March 31st preceding the commencement of the Fiscal Year. Upon approval of the budget by the Board of Directors and not later than May 1, the Chairman shall submit such budget to the President of the University who shall recommend the budget to the Florida State University Board of Trustees for its review and approval. Budgets may be amended at the pleasure of the Board of Directors. The Treasurer shall also provide quarterly reports of expenditures to the University’s Vice President for Finance and Administration, or designee.
FSUIPA, Inc.
Amended By-Laws
Effective 2-9-12

Section 6. Employees

6.1 Employees. All employees shall be authorized in a Budget approved by the Board. Persons employed by the corporation are not to be considered as employees of the State of Florida.

Section 7. Use of University Name and Resources

7.1 University Name and Resources. The corporation’s use of the name and resources of Florida State University shall at all times be subject to the monitoring and control of the University President.

Section 8. Amendment of Bylaws

8.1 Amendment. These bylaws may be altered, amended or repealed at any regular or special meeting by a vote of two-thirds of the Board, provided that notice of the meeting specified the nature of the amendments to be considered. Amendments to these Bylaws must be approved by The Florida State University Board of Trustees.

Section 9. Indemnification

9.1 Indemnification. The corporation shall indemnify, to the full extent provided by law, any person who was or is a party to any proceeding by reason of the fact that he or she was or is serving as a director or officer of the corporation or was or is serving at the request of the corporation as a trustee, director, or officer of another corporation or enterprise, against liability and expenses incurred in connection with such a proceeding, including any appeal thereof, if such a person acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of the corporation.
Florida State University Magnet Research and Development, Inc.
Revised 1/17/12
Approved by the Board of Directors 1/18/12

BYLAWS

Florida State University Magnet Research and Development, Inc.
(A Not-For-Profit Corporation)

ARTICLE I
Board of Directors

Section 1. Membership and Term of Office. The Board of Directors shall consist of up to seven (7) voting members. The President of The Florida State University, the Vice President for Research and a member to be appointed by the Chair of the University Board of Trustees shall be members of the Board of Directors. The remaining members of the Board of Directors shall be appointed by the President of The Florida State University. The President of the University and the Vice President for Research shall serve as Directors for such time as each respective individual continues to serve as the President and Vice President for Research. Except for the member appointed by the Chair of the University Board of Trustees, who serves at the Chairman’s pleasure, and the ex officio members, each of the remaining Directors shall serve a three-year renewable term. The terms shall be staggered so that one-third of all Board members will be up for renewal each year. Nominations for board members shall be presented to the University President by June 1 of each year for approval; terms of membership shall begin on July 1.

Section 2. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to the officers and the Executive Committee. The Board of Directors shall approve operating budgets on an annual basis in time for submission of the annual budget to the University President by May 1 of each year. These budgets shall be approved by the University President and recommended by the President to the University Board of Trustees for review. The President of The Florida State University shall have authority and responsibility to monitor and control the use of the University’s resources and name, monitor compliance of the corporation with federal and state laws and approve contributions of funds or supplements to support intercollegiate athletics. The University President shall review and approve quarterly expenditure plans.

The Corporation shall not give, directly or indirectly, any gift to a political committee or committee of continuous existence as defined in Section 106.011, F.S., for any purpose other than those certified by a majority roll call vote of the corporation’s governing board at a regularly scheduled meeting as being directly related to the educational mission of the University.

The Corporation shall comply with all rules adopted by the University Board of Trustees with regard to the operation of direct-support organizations.

Section 3. Meetings. A regular annual meeting of the Board of Directors shall be held at a date and time set by the Board of Directors. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each Director at least ten days before the time appointed for the meeting. Special meetings of the Board may be called by the President or Secretary of this corporation, two or more Directors, or the President of the University. Notice of any special meeting of the Board of Directors shall be given at
least ten days prior thereto by personal delivery or sent by U.S. Mail to each Director at the address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws. The President of the University shall act as Chair of the Board of Directors. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Board of Directors.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6. Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the President of the University and the Vice President for Research, the person who is acting as the President or the Vice President for Research will fill the vacancy. In the case of a vacancy of the Directors appointed by the President of The Florida State University, additional appointments shall be filled by the President as needed.

Section 7. Order of Business. The order of business shall be as follows at all meetings of the Board of Directors and Executive Committee:
(a) Calling of the roll.
(b) Proof of notice of meeting or waiver of notice.
(c) Reading of the minutes.
(d) Receiving communications.
(e) Election of the President of the Corporation, if necessary.
(f) Reports of officers.
(g) Reports of committees.
(h) Unfinished business.
(i) New business.

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE II
Members

The Board of Directors shall have full discretionary power to admit and expel members except any Board member appointed by the Chairman of the University Board of Trustees or by the President of The Florida State University, set qualifications for members in addition to those set out in the Articles of Incorporation, and establish the voting and other rights and privileges of members. Any Board member appointed by the Chair of the University Board of Trustees may be removed by said Chair upon written notice delivered to the President of The Florida State University or the President of this corporation. Any Board member appointed by the President of the University may be removed by the President upon written notice delivered to the President of this corporation.
ARTICLE III
Officers

Section 1. Number. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Appointment. The officers shall be appointed by the President of The Florida State University, shall serve for a term of one (1) year, and may be reappointed. However, the President of the Corporation shall be elected by the Board of Directors based upon the recommendation of the University President and shall report directly to the University President or a designee reporting directly to the President.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

President. The President of this Corporation (who shall be a Director) shall act as Chair of the Board of Directors and preside at all meetings and shall be a member ex officio, with the right to vote, on all committees. At the regular annual meeting of the Board of Directors and at such other times as he deems proper, he shall communicate to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and usefulness of the corporation. The President of this Corporation shall act as the Chief Executive Officer of this corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors. The President of this Corporation is authorized to execute, in the name of the Florida State University Magnet Research and Development, Inc., with the Secretary attesting, all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board of Directors. In the absence or unavailability of the President of the Corporation to execute in the name of the Florida State University Magnet Research and Development, Inc. all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board of Directors, any member of the Executive Committee may sign on behalf of the Corporation with the Secretary attesting to the authority of the officer/director and the authenticity of the signature. To facilitate the day-to-day operation of the Corporation, the President of the Corporation, or his or her designee, is authorized to make expenditures and/or obligations outside of the approved budget in amounts up to $10,000, with such expenditures and/or obligations presented for information purposes to the Florida State University Magnet Research and Development, Inc. Board of Directors at its next meeting. The President of this Corporation or his/her designee is also authorized to negotiate, enter into and execute contracts; to solicit and accept grants and donations; and to fix and collect fees, other payments, and donations that may accrue by reason thereof. The President or his/her designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis.

Vice President. The Vice President shall assist the President in carrying out the programs of the Corporation. In the event of the prolonged absence or disability of the President of the Corporation, the Board shall appoint the Vice President as acting President, and, as such the acting President shall have all the authority and duties vested in the President.

Secretary. The Secretary shall keep full and accurate minutes of all meetings of the Board of Directors and Executive Committee in a book provided for that purpose and shall transmit all notices required by the Bylaws of this corporation. The Secretary shall have custody of the corporate seal of this corporation. The Secretary may sign documents with the President in the name of this corporation and, when required, shall affix thereto the seal of the corporation. The Secretary shall have charge of all official records of this
corporation which shall be at all reasonable times open to the inspection of any Director, and shall in general perform all duties incident to the management of the office of Secretary for the Board of Directors. The Secretary shall exercise such authority to collect revenues and make routine expenditures delegated by the Board of Directors, the Executive Committee, or the President. In the absence or unavailability of the Secretary to attest to the execution of the documents referenced above, the Treasurer of the Corporation is designated to attest to the authority of the officer/director and, when required, to affix thereto the seal of the Corporation.

Treasurer. The Treasurer shall render to the Board of Directors an account and statement of all major financial transactions at the annual meeting of the Board and at other times as the Board may determine. The Treasurer will prepare an annual budget for the corporation for approval by the Board of Directors. The Treasurer shall work to ensure the solvency and financial strength of the corporation. The Treasurer shall establish and maintain written procedures to execute the following responsibilities of the Business Manager who will:

- Receive and keep the funds of this corporation;
- Pay out funds only in accordance with the guidelines established by the Board of Directors;
- Deposit all monies, checks, and other credits to the account of this corporation in such bank or banks or other depositories as the Board of Directors may designate;
- Review all receipts and vouchers for payment made to this corporation;
- Review all vouchers and checks made by this corporation;
- Regularly maintain a full and accurate account of all monies received and paid out on accounts administered by this corporation; and
- At all reasonable times exhibit the books and accounts to any Director of this corporation.

With Board approval, the Treasurer may designate a business manager to act on his behalf in the duties described above.

Section 4. Bond. The officers of this corporation shall, if required by the Board of Directors, give to the corporation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. Checks or drafts on the funds of this corporation shall be signed by any two of the officers or Directors authorized to do so by the Board of Directors. However, checks for $5,000 or less may be signed by any one of the officers or Directors authorized to do so by the Board of Directors. The payee shall not, in any instance, be a signatory on his/her check.

Section 6. Audit. The President of this corporation shall arrange for the auditing, at least annually, of the books, records, and accounts of this corporation by an independent certified public accountant. The annual audit and management letter shall be forwarded by the University President to the University Board of Trustees for review and oversight no later than the end of the fourth month following the close of the corporation's fiscal year. The annual audit shall be conducted in accordance with University Board of Trustees Rule 6C2-2.025, F.A.C.

Section 7. Vacancies. Vacancies in any office shall be filled by the University President based on the recommendation of the Board of Directors.
made at its regular annual meeting or at a meeting specifically called for that purpose. However, in the case of a vacancy in the office of President of the corporation, that officer shall be selected by the Board of Directors based upon the recommendation of the University President.

**Section 8. Compensation of Officers.** The officers shall receive no special salary or compensation for being officers of this corporation other than their usual salaries as employees of The Florida State University, if so employed.

**ARTICLE IV**

**Committees**

**Section 1. Executive Committee.** The Board of Directors shall elect at its annual meeting an Executive Committee consisting of the President of The Florida State University, or his or her designee, the President of this Corporation, and one other Director, which committee shall have such powers as may be delegated to it by the Board of Directors. The Chair of the University Board of Trustees may also appoint a representative to the Executive Committee. A majority of the Executive Committee shall be sufficient to exercise all its powers. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Executive Committee.

**Section 2. Standing Committees.** At the first meeting of the Board of Directors or as soon thereafter as is practical, the President of the Corporation shall, subject to the approval of the Board of Directors, appoint such committees as may be deemed necessary and advisable to assist in the conduct of this corporation's affairs.

**Section 3. Special Committees.** The President of the Corporation may, at any time, appoint other committees on any subject for which there are no standing committees.

**Section 4. Committee Quorum.** A majority of any committee of this corporation shall constitute a quorum for the transaction of business, unless any committee shall by majority of its entire membership decide otherwise.

**Section 5. Committee Vacancies.** The Board of Directors shall have the power to fill vacancies in the membership of the various committees.

**ARTICLE V**

**Seal**

The seal of this corporation shall be as more particularly shown in the following impression:
ARTICLE VI
Amendments

The Bylaws of this corporation may be amended by majority vote of the current Directors of this corporation at any duly organized meeting, subject to final approval by the President of the University and the University Board of Trustees. Upon statutory enactments, amendments to existing laws or promulgation of rules affecting University support organizations by the University Board of Trustees or the University, the Board of Directors shall meet and amend the Bylaws to remain in conformity with such changes. A special meeting may be held for such purposes.

ARTICLE VII
Fiscal Year

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

ARTICLE VIII
Employment

Any person employed by the corporation shall not be considered to be an employee of the Florida State University Board of Trustees by virtue of such employment. The Corporation shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or national origin.

ARTICLE IX
Indemnification

Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, but only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he has met the standard of conduct set forth in Section 1 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the action, suit, or proceeding or by a committee comprised of individuals who were not parties to such action, suit, or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).
ARTICLE X
Confidentiality of Corporation Documents

The successful relationship between the Florida State University and the Florida State University Magnet Research and Development, Inc. is based on effective service, trust and accountability. The Florida State University Magnet Research and Development, Inc., as a direct support organization of the Florida State University, believes it should be sensitive to public scrutiny of its financial affairs. However, the Florida State University Magnet Research and Development, Inc. must be able to assure the Florida State University and its employees that it will protect the confidentiality of the university’s work products, including intellectual property and other proprietary material, as is recognized in Section 1004.22(2), Fla. Stat. The Florida State University Magnet Research and Development, Inc. must also assure research sponsors, co-developers, customer, clients, licensees, and co-venturers that their research, development and business plans, licensing strategy, financial information and other proprietary information will be held in confidence. These protections are vital to the promotion and encouragement of research activities by the university’s faculty, staff, and students, to the administration of grants and contracts, as well as to the negotiation and maintenance of licensing agreements which are designed to provide income from the development and commercialization of university work products.

It is the Florida State University Magnet Research and Development, Inc.’s policy, upon receipt of a reasonable and specific request in writing, to make public its financial information, including expenditures from Florida State University Magnet Research and Development, Inc. funds, and information about the investment and management of Florida State University Magnet Research and Development, Inc. assets to the extent that disclosure of such information will not compromise the confidentiality of work products and proprietary information as stated above. With regard to research projects, the Florida State University Magnet Research and Development, Inc. will release upon request the title and description of a research project, the names(s) of the researcher(s), and the amount and source of funding.
The Florida State University Real Estate Foundation, Inc.
BYLAWS
(as amended May 17, 2012)

The Florida State University Real Estate Foundation, Incorporated
(A Not-For-Profit Corporation)

ARTICLE I
Board of Directors

Section 1. Membership. As set forth in the Corporation's Articles of
Incorporation, the Board of Directors shall consist of a minimum of seven (7)
voting members. At all times, at least a majority of the Board of Directors shall
be appointed or elected by The Florida State University, and the members of the
Board of Directors will include, but not be limited to:

a. The Chair of The Florida State University Board of Trustees or designee;

b. The President of The Florida State University or designee;

c. A representative of The Florida State University Foundation, preferably
with experience in the real estate field;

d. A representative of the Seminole Boosters, preferably with experience in
the real estate field;

e. A representative of The Florida State University Alumni Association,
preferably with experience in the real estate field;

f. A minimum of two at-large members, appointed by the President of The Florida State University, who possess significant expertise in the real estate field.

Section 2. Term of Office. The Chair of The Florida State University Board of
Trustees or designee and the President of The Florida State University or
designee shall serve as Directors for such time as each respective official
continues to serve in his/her position. The term for the other Directors shall
be for a period of three (3) years with an option of a three (3) year renewal.
The Board shall recommend candidates for election as regular Directors first to
the University President and then to the full Board. All regular Directors shall
be elected by a majority vote of the Board after such recommendations and
consultation with the University President. Those nominees who are appointed
shall begin their terms of office starting July 1.

Section 3. Powers and Duties of the Board of Directors.

a. The Florida State University Real Estate Foundation, Incorporated
(hereinafter "Foundation") shall exist to accept as a gift, bequest or
device, purchase, lease, or otherwise acquire any real or personal
property to be held, administered or used in any way whatsoever for the
benefit of the corporation consistent with its purpose as set forth in its Articles of Incorporation; and to that end, the corporation shall have full power and authority to hold, own, control, handle, sell, lease, pledge, mortgage, exchange, transfer and administer or operate any such real or personal property, including the operation of any business connected with or incident to the ownership or control of such property, upon such terms, prices and conditions as it deems appropriate in order to contribute or distribute all or a portion of the net proceeds from such activity to The Florida State University, The Florida State University Foundation, or such other entity as the Board may determine appropriate as set forth in its Articles of Incorporation.

b. The property, affairs, activities, and concerns of the Foundation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to the officers, the Executive Committee and other appropriate staff. The Board of Directors shall approve budgets on an annual basis. These budgets shall be presented by May 1 to the University President and recommended to the Board of Trustees for review and approval. The President of The Florida State University or designee shall have authority and responsibility to monitor and control the use of the University's resources and name, shall review and approve expenditure plans and shall monitor the organization for compliance with federal and state laws. No contributions of funds or supplements to support intercollegiate athletics shall be received by the Foundation without approval of the President of The Florida State University.

c. The Foundation shall not give, directly or indirectly, any gift to a political committee or committee of continuous existence as defined in Section 106.011, F.S., for any purpose other than those certified by a majority roll call vote of the Foundation's governing board at a regularly scheduled meeting as being directly related to the educational mission of the University.

d. The Foundation shall comply with all regulations adopted by The Florida State University Board of Trustees with regard to the operation of direct-support organizations in accordance with Section 1064.28, Florida Statutes.

Section 4. Meetings.

a. A regular annual meeting of the Board of Directors shall be held at a date, time, and place set by the Board of Directors. Notice of the meeting, signed by the Secretary, shall be mailed, by the postal service or electronically, to the last recorded address of each Director at least ten days before the time appointed for the meeting.

b. Special meetings of the Board may be called by the Chair of the Foundation or the President of the University. Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by personal delivery or sent by U.S. Mail to each Director at the address as shown by the records of the Foundation.
c. Emergency meetings may be called by the Chair of the Foundation, and the Board may exercise all emergency powers permitted in accordance with Chapter 517, Florida Statutes. Whenever an emergency exists, a majority of the voting Board members present at an emergency meeting shall determine any emergency actions to be taken.

d. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled, without undue delay, by a majority vote of the current Directors of the Foundation at any duly organized meeting. In the case of a vacancy in the positions held by the Chair of The Florida State University Board of Trustees or designee or the President of The Florida State University or designee, their successor shall assume that position as Director upon taking the underlying position or being designated by the holder of such position.

ARTICLE II

Members

Section 1. Qualifications. The Board of Directors shall have full discretionary power to set qualifications for members in addition to those set out in the Articles of Incorporation, and establish the voting and other rights and privileges of members.

Section 2. Removal. With the exception of the Chair of The Florida State University Board of Trustees or designee and the President of The Florida State University or designee, a Director may be removed from the Board of Directors upon the recommendation of the Board of Directors with the concurrence of the President of The Florida State University and Chair of The Florida State University Board of Trustees, when it is determined that the best interest of the Foundation will be served thereby. Such member shall be replaced as soon as practicable in the same manner as initially appointed.
ARTICLE III

Officers

Section 1. Number. As set forth in the Corporation's Articles of Incorporation, the officers of the Foundation shall be a Chair, a Vice Chair, a Secretary, and Treasurer.

Section 2. Appointment. The officers shall be elected by the Board of Directors at its first meeting and, thereafter at its annual meeting, shall serve for a term of two (2) years, and may be reappointed by the Board for one additional two-year term. However, the Chair of the Foundation shall be selected by the Board of Directors with prior approval of the President of The Florida State University and shall report to the President of the Florida State University or a designee reporting directly to the President.

Section 3. Duties of Officers. The duties and powers of the officers of the Foundation shall be as follows:

a. Chair. The Chair of the Foundation (who shall be a Director) shall be the presiding officer of the Foundation and shall exercise general supervision and oversight of the business of the Foundation. The Chair appoints members of committees, and sees that orders and resolutions of the Board of Directors are executed. The Chair is a member ex officio, with the right to vote, on all committees. The Chair of the Foundation shall discharge such other duties as may be assigned to him by the Board of Directors.

b. Vice Chair. The Vice Chair (who shall be a Director) shall assist the Chair in carrying out the programs of the Foundation. In the event of the death, prolonged absence or disability of the Chair of the Foundation, the Board shall appoint the Vice Chair as Acting Chair, and, as such, the Acting Chair shall have all the authority and duties vested in the Chair.

c. Secretary. The Secretary shall keep full and accurate minutes of all meetings of the Board of Directors and Executive Committee in a book provided for that purpose and shall transmit all notices required by the Bylaws of the Foundation. The Secretary shall have custody of the corporate seal of the Foundation. The Secretary may sign documents with the Chair in the name of the Foundation and, when required, shall affix thereto the seal of the Foundation. The Secretary shall have charge of all official records of the Foundation which shall be at all reasonable times open to the inspection of any Director, and shall in general perform all duties incident to the management of the Office of Secretary for the Board of Directors. In the absence or unavailability of the Secretary to attest to the execution of the documents referenced above, the Treasurer of the Foundation is designated to attest to the authority of the officer/director and, when required, to affix thereto the seal of the Foundation.

d. Treasurer. The Treasurer shall render to the Board of Directors an account and statement of all financial transactions, if any, at the annual meeting of the Board and at other times as the Board may determine. The Treasurer will prepare an annual budget, if necessary, for the Foundation for approval by the Board of Directors. The Treasurer shall cause an annual audit to be made as required by statute and regulation.
Section 4. Bond. The officers of the Foundation shall, if required by the Board of Directors, give to the Foundation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. Checks or drafts on the funds of the Foundation, if any, shall be signed (electronically) by any two of the officers or Directors authorized to do so by the Board of Directors. All disbursements from Foundation funds shall be made in accordance with the approval matrix prior to issuance.

Section 6. Audit. The Chair of the Foundation shall arrange for the auditing, at least annually, of the books, records, and accounts of the Foundation by an independent certified public accountant. The annual audit and management letter shall be forwarded by the President of The Florida State University to The Florida State University Board of Trustees for review and oversight no later than the end of the fourth month following the close of the Foundation’s fiscal year. The annual audit shall be conducted in accordance with The Florida State University Board of Trustee’s Regulation 6C2-2.025.

Section 7. Vacancies. Vacancies in any office shall be filled by the President of The Florida State University based on the recommendation of the Board of Directors, made at its regular annual meeting or at a meeting specifically called for that purpose. However, in the case of a vacancy in the Office of Chair of the Foundation of the Foundation, that officer shall be selected by the Board of Directors based upon the recommendation and approval of the President of The Florida State University.

Section 8. Compensation of Officers. The officers shall receive no special salary or compensation for being officers of the Foundation other than their usual salaries as employees of The Florida State University, if so employed.

Section 9. Employees. Employees of the Foundation shall not be considered to be employees of The Florida State University Board of Trustees or the State of Florida by virtue of their employment by the Foundation. The Foundation shall provide equal employment opportunity to all persons regardless of race, creed, color, sex, religion, national origin, age, disability, veterans' or marital status, sexual orientation, gender, identity, gender expression, or any other protected group status.

Section 10. Conflict of Interest Policy. The Board shall adopt a Conflict of Interest Policy. Members of the Board who are employed by The Florida State University or any other state agency are also subject to the Code of Ethics for Public Officers and Employees, Part III, Chapter 112, Florida Statutes.

Article IV

Committees

Section 1. Committees. The Chair of the Board shall have the power to establish committees and appoint members, subject to the approval of the Board. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them. The Chair of the Board of Trustees, or in the Chair's absence the Vice Chair of the Board, shall be ex officio members of all standing committees and subcommittees.
Section 2. Notice and Records. The Secretary of the Board shall notice meetings of standing, special, and ad hoc Committees in the same manner as for meetings of the Board of Directors. The Secretary shall not maintain minutes of these meetings, but will ensure that the meeting is audiotaped and kept publicly available.

ARTICLE V

Fiscal Year

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

ARTICLE VI

Corporate Seal

The corporate seal shall be in the form approved by the Board of Directors.

ARTICLE VII

Indemnification, Insurance and Bonds

Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Foundation), by reason of the fact that he is or was a Director or Officer of the Foundation shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, but only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the Foundation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he has met the standard of conduct set forth in Section 1 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the action, suit, or proceeding or by a committee comprised of individuals who were not parties to such action, suit, or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).

Section 3. Insurance.
a. The Foundation shall obtain and maintain throughout its existence reasonable, commercially available directors and officers liability insurance in the amount of no less than $5,000,000, which shall provide coverage to all officers, Board members, and employees of the Foundation.

b. The Foundation shall obtain and maintain throughout its existence reasonable, commercially available general liability insurance for the Foundation and its officers, Board members, and employees.

Section 4. Bonding. The Foundation shall obtain and maintain throughout its existence reasonable, commercially available bonding for all appropriate officers, Board members, and employees of the Foundation. The Board of Directors shall decide by majority vote which officers, Board members, and employees should be bonded.

ARTICLE VIII

Amendments

As provided in the Corporation's Articles of Incorporation, the Bylaws of this Foundation may be altered, amended, or repealed by a majority vote of the current Directors of the Foundation at any duly organized meeting, subject to final approval by the President of The Florida State University and The Florida State University Board of Trustees. Upon statutory enactments, amendments to existing laws or promulgation of rules affecting University direct support organizations by The Florida State University Board of Trustees or the University, the Board of Directors shall meet and alter, amend, or repeal any of the Bylaws to remain in conformity with such changes. A special meeting may be held for such purposes.

CERTIFICATION OF ADOPTION

I hereby certify that at a regular meeting of the Board of Directors of The Florida State University Real Estate Foundation, Inc., that the foregoing Bylaws were duly adopted pursuant to Section 617.0206, Florida Statutes, as approved by the required majority of the members of the Board of Directors of the Foundation on this 14 day of May 2012.

[Signature]
Beth Adk, Chair

[Date]
The Florida State University Research Foundation, Inc.
Amended By-Laws Adopted 12/14/04
APPROVED BY BOARD OF TRUSTEES 1/14/05

B Y L A W S
The Florida State University Research Foundation, Inc.
(A Not-For-Profit Corporation)

ARTICLE I
Board of Directors

Section 1. Membership and Term of Office. The Board of Directors shall consist of up to nine voting members. The President of the Florida State University, the Provost/Vice President for Academic Affairs, the Vice President for Research, the Vice President for Finance and Administration, and the Dean of Arts & Sciences shall be members of the Board of Directors. The sixth member shall be appointed by the Chairman of the University Board of Trustees. The remaining members of the Board of Directors shall be appointed by the President of the Florida State University. The President of the University, the Provost/Vice President for Academic Affairs, the Vice President for Research, the Vice President for Finance and Administration, and the Dean of Arts & Sciences shall serve as Directors for such time as each respective individual continues to serve as the President, Provost/Vice President, Vice President, or Dean of Arts & Sciences of the University. The remaining Directors shall serve a three-year renewable term and appointments will be staggered so that one-third of the appointments will be up for renewal each year.

Section 2. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors, subject to delegation by the Board to the officers and the Executive Committee. The Board of Directors shall approve operating budgets on an annual basis. These budgets shall be approved by the University President and recommended by the President to the University Board of Trustees for review. The President of the Florida State University shall have authority and responsibility to monitor and control the use of the University’s resources and name, monitor compliance of the corporation with federal and state laws and approve contributions of funds or supplements to support intercollegiate athletics. The University President shall review and approve quarterly expenditure plans.

The Corporation shall not give, directly or indirectly, any gift to a political committee or committee of continuous existence as defined in Section 106.031, F.S., for any purpose other than those certified by a majority roll call vote of the corporation’s governing board at a regularly scheduled meeting as being directly related to the educational mission of the University.

The Corporation shall comply with all rules adopted by the University Board of Trustees with regard to the operation of direct-support organizations.

Section 3. Meetings. A regular annual meeting of the Board of Directors shall be held in the Fall at a date and time set by the Board of Directors. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each Director at least ten days before the time appointed for the meeting. Special meetings of the Board may be called by the President or Secretary of this corporation, two or more Directors, or the President of
the University. Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by personal delivery or sent by U.S. Mail to each Director at the address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws. The President of the University shall act as Chair of the Board of Directors and shall preside at meetings of the Board of Directors; in the absence of the President of the University, the Board may appoint any Director to preside. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Board of Directors.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6. Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay. In the case of the President of the University, the Provost/Vice President, the Vice Presidents, and the Dean of Arts & Sciences, the person who is acting as the President, Provost/Vice President, Vice President or Dean of Arts & Sciences will fill the vacancy. In the case of a vacancy of the Directors appointed by the President of The Florida State University, additional appointments shall be filled by the President as needed.

Section 7. Order of Business. The order of business shall be as follows at all meetings of the Board of Directors and Executive Committee:
(a) Calling of the roll.
(b) Proof of notice of meeting or waiver of notice.
(c) Reading of the minutes.
(d) Receiving communications.
(e) Election of the President of the Corporation, if necessary.
(f) Reports of officers.
(g) Reports of committees.
(h) Unfinished business.
(i) New business.

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE II
Members

The Board of Directors shall have full discretionary power to admit and expel members except any Board member appointed by the Chairman of the University Board of Trustees or by the President of The Florida State University, set qualifications for members in addition to those set out in the Articles of Incorporation, and establish the voting and other rights and privileges of members. Any Board member appointed by the Chairman of the University Board of Trustees may be removed by said Chairman upon written notice delivered to
the President of The Florida State University or the President of this corporation.

**ARTICLE III**  
**Officers**

**Section 1.** **Number.** The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

**Section 2.** **Appointment.** The officers shall be appointed by the President of The Florida State University, shall serve for a term of one (1) year, and may be reappointed. However, the President of the Corporation shall be selected by the Board of Directors based upon the recommendation of the University President and shall report directly to the University President or a designee reporting directly to the President.

**Section 3.** **Duties of Officers.** The duties and powers of the officers of the corporation shall be as follows:

**President.** The President of this Corporation (who shall be a Director) shall be a member *ex officio*, with the right to vote, on all committees. At the regular annual meeting of the Board of Directors and at such other times as he deems proper, he shall communicate to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and usefulness of the corporation. The President of this Corporation shall act as the Chief Executive Officer of this corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors. The President of this Corporation is authorized to execute, in the name of The Florida State University Research Foundation, Inc., with the Secretary attesting, all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board of Directors. In the absence or unavailability of the President of the Corporation to execute in the name of The Florida State University Research Foundation, Inc. all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board of Directors, any member of the Executive Committee may sign on behalf of the Corporation with the Secretary attesting to the authority of the officer/director and the authenticity of the signature. To facilitate the day-to-day operation of the Corporation, the President of the Corporation, or his or her designee, is authorized to make expenditures and/or obligations outside of the approved budget in amounts up to $10,000, with such expenditures and/or obligations presented for information purposes to the Research Foundation Board of Directors at its next meeting. The President of this Corporation or his/her designee is also authorized to negotiate, enter into and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue by reason thereof. The President or his/her designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of such costs prior to reimbursement from moneys on deposit with the Research Foundation.

**Vice President.** The Vice President shall assist the President in carrying out the programs of the Corporation. In the event of the prolonged absence or disability of the President of the Corporation, the Board shall appoint the Vice President as acting President, and, as such the acting President shall have all the authority and duties vested in the President.

**Secretary.** The Secretary shall keep full and accurate minutes of all meetings of the Board of Directors and Executive Committee in a book provided for that purpose and shall transmit all notices required by the Bylaws of this organization.
corporation. The Secretary shall have custody of the corporate seal of this corporation. The Secretary may sign documents with the President in the name of this corporation and, when required, shall affix thereto the seal of the corporation. The Secretary shall have charge of all official records of this corporation which shall be at all reasonable times open to the inspection of any Director, and shall in general perform all duties incident to the management of the office of Secretary for the Board of Directors. The Secretary shall exercise such authority to collect revenues and make routine expenditures delegated by the Board of Directors, the Executive Committee, or the President. In the absence or unavailability of the Secretary to attest to the execution of the documents referenced above, the Treasurer of the Corporation is designated to attest to the authority of the officer/director and, when required, to affix thereto the seal of the Corporation.

Treasurer. The Treasurer shall render to the Board of Directors an account and statement of all major financial transactions at the annual meeting of the Board and at other times as the Board may determine. The Treasurer will prepare an annual budget for the corporation for approval by the Board of Directors. The treasurer shall provide the University with quarterly reports of expenditures based on a July 1 fiscal year, and will submit their annual budget to the University by May 1 for approval by the President and then submission for final approval by the Board of Trustees. The Treasurer shall work closely with the Business Manager to ensure solvency and financial strength of the corporation. The Treasurer shall coordinate with the Business Manager to establish and maintain written procedures to execute the following responsibilities of the Business Manager who will:

- Receive and keep the funds of this corporation;
- Pay out funds only in accordance with the guidelines established by the Board of Directors;
- Deposit all monies, checks, and other credits to the account of this corporation in such bank or banks or other depositories as the Board of Directors may designate;
- Review all receipts and vouchers for payment made to this corporation;
- Review all vouchers and checks made by this corporation;
- Regularly maintain a full and accurate account of all monies received and paid out on accounts administered by this corporation; and
- At all reasonable times exhibit the books and accounts to any Director of this corporation.

Section 4. Bond. The officers of this corporation shall, if required by the Board of Directors, give to the corporation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. Checks or drafts on the funds of this corporation shall be signed by any two of the officers or Directors authorized to do so by the Board of Directors. However, checks for $5,000 or less may be signed by the Research Foundation Business Manager and any one of the officers or Directors authorized to do so by the Board of Directors. The payee shall not, in any instance, be a signatory on his/her check.

Section 6. Audit. The President of this corporation shall arrange for the auditing, at least annually, of the books, records, and accounts of this corporation by an independent certified public accountant. The annual audit and management letter shall be forwarded by the University President to the University Board of Trustees for review and oversight no later than the end of the fourth month following the close of the corporation’s fiscal year. The
annual audit shall be conducted in accordance with University Board of Trustees Rule 6C2-2.025, F.A.C.

Section 7. Vacancies. Vacancies in any office shall be filled by the University President based on the recommendation of the Board of Directors, made at its regular annual meeting or at a meeting specifically called for that purpose. However, in the case of a vacancy in the office of President of the corporation, that officer shall be selected by the Board of Directors based upon the recommendation of the University President.

Section 8. Compensation of Officers. The officers shall receive no special salary or compensation for being officers of this corporation other than their usual salaries as employees of The Florida State University, if so employed.

ARTICLE IV
Committees

Section 1. Executive Committee. The Board of Directors shall elect at its annual meeting an Executive Committee consisting of the President of The Florida State University, or his or her designee, the director appointed by the Chair of the University Board of Trustees and three other Directors, which committee shall have such powers as may be delegated to it by the Board of Directors. A majority of the Executive Committee shall be sufficient to exercise all its powers. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Executive Committee.

Section 2. Standing Committees. At the first meeting of the Board of Directors or as soon thereafter as is practical, the President of the Corporation shall, subject to the approval of the Board of Directors, appoint such committees as may be deemed necessary and advisable to assist in the conduct of this corporation's affairs.

Section 3. Special Committees. The President of the Corporation may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 4. Committee Quorum. A majority of any committee of this corporation shall constitute a quorum for the transaction of business, unless any committee shall by majority of its entire membership decide otherwise.

Section 5. Committee Vacancies. The Board of Directors shall have the power to fill vacancies in the membership of the various committees.

ARTICLE V
Seal

The seal of this corporation shall be as more particularly shown in the following impression:
ARTICLE VI
Amendments

The Bylaws of this corporation may be amended by a two-thirds vote of the current Directors of this corporation at any duly organized meeting, subject to final approval by the President of the University and the University Board of Trustees. Upon statutory enactments, amendments to existing laws or promulgation of rules affecting University support organizations by the University Board of Trustees or the University, the Board of Directors shall meet and amend the Bylaws to remain in conformity with such changes. A special meeting may be held for such purposes.

ARTICLE VII
Fiscal Year

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

ARTICLE VIII
Employment

Any person employed by the corporation shall not be considered to be an employee of the Florida State University Board of Trustees by virtue of such employment. The Corporation shall provide equal employment opportunities to all persons regardless of race, color, religion, gender, age or national origin.

ARTICLE IX
Indemnification

Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, but only if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he has met the standard of conduct set forth in Section 1 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the action, suit, or proceeding or by a committee comprised of individuals who were not parties to such action, suit, or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).
ARTICLE X
Confidentiality of Research Foundation Documents

The successful relationship between The Florida State University and The Florida State University Research Foundation, Inc. is based on effective service, trust and accountability. The Florida State University Research Foundation, as a direct support organization of The Florida State University, believes it should be sensitive to public scrutiny of its financial affairs. However, the Research Foundation must be able to assure The Florida State University and its employees that it will protect the confidentiality of the university's work products, including intellectual property and other proprietary material, as is recognized in Section 1004.22(2), Fla. Stat. The Research Foundation must also assure research sponsors, licensees, and co-venturers that their research, development and business plans, licensing strategy, financial information and other proprietary information will be held in confidence. These protections are vital to the promotion and encouragement of research activities by the university's faculty, staff, and students, to the administration of research grants and contracts, as well as to the negotiation and maintenance of licensing agreements which are designed to provide income from the development and commercialization of university work products.

It is the Research Foundation's policy, upon receipt of a reasonable and specific request in writing, to make public Research Foundation financial information, including expenditures from Research Foundation funds, and information about the investment and management of Research Foundation assets to the extent that disclosure of such information will not compromise the confidentiality of work products and proprietary information as stated above. With regard to research projects, the Research Foundation will release upon request the title and description of a research project, the name(s) of the researcher(s), and the amount and source of funding.
The John and Mable Ringling Museum of Art Foundation, Inc.
BYLAWS
OF
THE BOARD OF DIRECTORS
OF
THE JOHN AND MABLE RINGLING MUSEUM OF ART FOUNDATION, INC.

ARTICLE I

NAME

The name of the Corporation is The John and Mable Ringling Museum of Art Foundation, Inc. (sometimes hereinafter referred to as "Foundation").

ARTICLE II

PURPOSES

The purpose and function of The Foundation is to act as the direct support organization for The John and Mable Ringling Museum of Art (sometimes hereinafter referred to as "Museum"), under the direction of The Florida State University (sometimes hereinafter referred to as "FSU") as set forth in Section 1004.45, Florida Statutes.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Purpose. The Board of Directors of the Foundation (sometimes hereinafter referred to as "Board") is responsible for establishing policy for and overseeing collections of the Museum and all other matters provided under Section 1004.45, Florida Statutes.

Section 2. Number, Term and Appointment of Directors. The Board shall consist of no more than thirty-one members to be appointed by the President of FSU from a list of nominees provided by the Board. No less than one-third of the members shall be residents of Sarasota and Manatee Counties and two-thirds may reside elsewhere. The terms of office of the directors shall be four years. Members whose terms have expired shall continue to serve until replaced or reappointed. No member may serve more than two consecutive terms but may be reappointed to the Board after one year from the expiration of the member's second term. In the event of a vacant position on the Board, the Board shall submit nominee(s) for each such vacancy to the President and same shall be filled within ninety days of the occurrence of the

By Laws

vacancy. This provision shall not, however, require that the maximum authorized thirty-one positions shall be maintained at all times. The Chair of the Docent Advisory Council, the President of the Members' Council and the Chair of the Volunteer Advisory Council shall also serve as non-voting ex-officio members of the Board which shall not be included within the authorized thirty-one member maximum. Members shall be assigned a term at the time of election so as to balance the classes.

Section 3. Duties of the Board of Directors. The Board shall be responsible for establishing the policies of the Museum within its statutory mandate provided in Section 1004.45, Florida Statutes. The Board shall develop policy for the Museum, subject to the provisions of the John Ringling Will and the overall direction of the President of The Florida State University; and is invested with the power and authority to nominate a Museum Director, who is appointed by and serves at the pleasure of the President of FSU and shall report to the Provost of FSU or his/her designee. Operating under its charter, these bylaws and such contracts as are approved by FSU, the Board shall set policies to maintain and preserve the collections of the Art Museum; the Circus Museum; the furnishings and objects in the Ringling home, referred to as the Cà d'Zan; and other objects of art and artifacts in the custody of the Museum.

The Board shall also set policy for raising funds, submitting requests and receiving grants from various sources; for the receipt, holding, inventory and the administration of property and for the expenditures of such grants and donated funds to and for the benefit of Museum, subject to the approval of FSU as may be required.

Board members also recognize the obligation to support the Museum as individuals, including maintaining active membership, contributing to annual campaigns, and participating in capital and endowment campaigns.

In addition to the foregoing, the Board shall have the following specific duties:

1. Planning

   (a) Develop and approve a long range plan including a statement of the Board's philosophy and objectives.

   (b) Conduct periodic reviews of the Board's philosophy and objectives and its long-range plan in achieving these objectives.

   (c) Annually review and make recommendations for the Museum's plans for funding its strategy.

   (d) Review and make recommendations for the Museum's five-year financial goals.

   (e) Annually review and make recommendations to the President regarding the Museum's budget.
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2. Operations

(a) Nominate candidates for the Director of the Museum for approval by the President of FSU, who shall have those responsibilities as outlined in Section 1004.45, Florida Statutes. The Director, and other employees as designated by the Director, shall act as staff to the Foundation and will report to the Board when conducting its authorized business and functions.

(b) Review the results achieved by management as compared with the Museum's philosophy, annual and long range goals, and the performance of similar institutions and make appropriate recommendations to the President. Review the financial structure of the Museum to assure it is adequate for current needs and long-range strategy and make recommendations to the President, as appropriate.

(c) Provide candid and constructive criticism to the Director, as appropriate.

3. Audit

(a) Review published reports to ensure they properly reflect the operating results and financial condition of the Museum.

(b) Annually approve the appointment of independent auditors to conduct audits of the Foundation in compliance with State and Federal regulations; review the findings of the auditors; transmit and make recommendations for improvements or changes to the President of FSU.

(c) Review compliance with relevant laws materially affecting the Museum.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The annual meeting of the Board shall be held in the spring of each year at The John and Mable Ringling Museum of Art or at such other place or places as may be determined by the Chair. Newly elected officers shall assume their duties on July 1 of each year. The Board shall approve its annual budget at the annual meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the Chair or by one-third of the members of the Board for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board or mailed to the last known address of such Director at least forty-eight hours prior to the meeting date.

By Laws

Section 3. Regular Meetings. The Board shall hold regular meetings four times, one in each quarter of the year. All meetings shall be held at the Museum unless otherwise designated by the Chair. Reasonable notice of such meetings shall be communicated to each member of the Board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice. In addition to the regular meetings, the Board may hold additional meetings during each year for such purposes as the Chair may direct. The Board may approve fewer than four meetings in any one year.

Section 4. Compliance with The Florida Government-In-The-Sunshine Law. All meetings of the Board and its committees shall be in compliance with the Florida Government-in-the-Sunshine Law, Section 286.011, Florida Statutes.

Section 5. Quorum, Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present shall be considered the act of the Board at any annual, special or regular meeting unless otherwise specified herein. One or more members of the Board may be present for all purposes by means of teleconferencing if they are unable to physically attend any meeting.

Section 6. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board and the President of FSU.

Section 7. Vacancies. Vacancies occurring on the Board shall be filled by the Board and President of FSU in accordance with Section 1004.45, Florida Statutes. Members whose terms have expired shall continue to serve until replaced or reappointed.

Section 8. Removal, Termination of Office. Any one or more of the Directors may be removed for just cause at any time by the President of FSU upon the recommendation of the Board.

Section 9. Voting of Directors. Each member of the Board shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member may abstain from voting as to an official decision, ruling or other official act except as otherwise provided in Section 286.012, Florida Statutes.

Section 10. Compensation of Directors. Directors of the Board shall receive no compensation for their services but may be reimbursed for authorized board related expenses while in the performance of their duties as authorized by Section 112.061, Florida Statutes.

Section 11. Liability. The Directors of the Board shall not be personally liable for its debts, liabilities or other obligations.
ARTICLE V
OFFICERS

Section 1. Officers. The officers of the Board shall include a Chair, Vice-Chair, Treasurer, Secretary, and such other officers as the Board may from time to time determine and elect or appoint. The officers shall be elected annually by and from the Board at its spring meeting. Any vacancy arising in any office, the incumbent of which is chosen by the Board, may be filled at any meeting by the Chair of the Board with the approval of the Board. The terms of officers elected by the Board shall be twelve (12) months or such other term as approved by the Board of Directors. No officer may serve in the same position for more than twenty-four (24) consecutive months. Provided however, if a Director’s term as a Board member has expired while said Director is completing his or her term as an officer of the Board, then said Director shall continue to act in the office to which he or she was elected until replaced or the expiration of the term of office, whichever shall first occur.

Section 2. Powers and Duties. Except as to the powers and duties defined below, the officers shall constitute members of the Executive Committee as defined in Article VI, Section 8.

Individually, the officers designated below shall have the following general powers and duties:

A. Chair of the Board

1. Assure that the Board fulfills its responsibilities as provided in Section 1004.45, Florida Statutes.

2. Optimize the relationship among the Board, FSU and the Director of the Museum.

3. Chair meetings of the Board; see that it function effectively, interacts with the Director of the Museum and such staff assigned to the Foundation and fulfills all of its duties. With the Director, develop agendas.

4. Establish standing committees or ad hoc committees to review activities in specific areas.

5. With the advice of other Board of Directors input, designate composition of the Board committees and appoint committee chairmen.

6. Assist the Director in recruiting Board and other talent for whatever volunteer assignments are needed.

7. Reflect any concerns the Director of the Museum has in regard to the role of the Board or individual members of the Board. Advise the Director of the concerns of the Board and other constituencies.

8. Present to the Board an evaluation of the pace, direction and organizational strength of the Museum.

9. Annually focus the Board's attention on matters of Museum governance that relate to its own structure, role and relationship to management. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.

10. Fulfill such other assignments as the Chair and Director agree are appropriate and desirable for the Chair to perform.

B. Vice Chair
The Vice Chair shall act for the Chair in the Chair’s absence. In addition, the Vice Chair shall have and perform such other duties as may be delegated by the Board.

C. Treasurer
The Treasurer shall be responsible to the Board for review of the collection, receipt, custody and safekeeping of Foundation funds. The Treasurer shall make reports on the financial status of the Foundation to the Chair and to the Board at all meetings of the Board.

D. Secretary
The Secretary shall be responsible for oversight of the recording of the minutes and shall keep accurate records of all proceedings of the Board and all committees thereof; and shall discharge any other duties delegated by the Board or these Bylaws. In the absence of the Secretary, an Assistant Secretary or Secretary Pro Tempore designated by the person presiding at the meeting, shall perform the duties of the Secretary.

E. Director
The Director shall be the Chief Executive Officer of the Museum and the Director and any designees shall be staff to the Foundation.

Responsibilities

Board of Directors- Individual Members

1. With the Chair of the Board, develop agendas for meetings, so that the Board can fulfill all its responsibilities effectively. Develop an annual calendar to cover all crucial issues in a timely fashion.

2. See that the Board and the Chair are kept fully informed on the condition of the Museum and Foundation on all important factors influencing it.

3. Get the best thinking and involvement of each Board member. Stimulate each Director to give his/her best.

4. Work with the Chair to make the committee structure of the Board function effectively.

5. Recommend to the Chair the composition of the Board committees.

Section 3. **Removal.** Any Board officer may be removed from office with or without cause at any duly noticed meeting by a two-third (2/3) majority vote of the entire current Board.

Section 4. **Vacancies.** In the event of a vacancy occurring in any office on the Board, the Chair with the approval of the Board, shall appoint another Board member to carry out the unexpired term.

**ARTICLE VI**

**COMMITTEES**

The following standing committees will be established by the Chair:

Section 1. **Budget, Finance and Investment Advisory Committee.** Consists of members designated by the Chair. It reviews all budgets, fiscal and business transactions which require action of the Board. The committee shall also oversee the management of the investments of the foundation and make recommendations to the Board.

Section 2. **Collections Support Committee.** Consists of members designated by the Chair. The Committee shall review and recommend to the Board the acquisition of all objects of art and artifacts whether by gift or purchase, the deaccession of objects, and the loan of objects from the Museum's collection. It shall review and recommend to the Board, policy regarding acquisition, deaccession, loans, conservation, exhibitions, and educational programs. It shall also serve as an advocate to the Board of all matters relating to the collections. The Committee will work with the Development Committee to secure funding to underwrite new acquisitions and to seek potential donations of appropriate kind and quality.

Section 3. **Programs/Education Committee.** Consists of members designated by the Chair. The Committee shall work with the Director, appointed staff, and Development Committee to secure funding to underwrite the Museum's cultural and educational programs and shall also assist to gain community support for all Museum scheduled programs, exhibitions, performances, and outreach initiatives, as well as for the Museum in general.

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Section 4. Development Committee. Consists of members designated by the Chair. It shall review, evaluate and present to the Board of Directors proposals for long range planning and for establishment of the development program; review, evaluate and present to the Board any proposals for the development of revenue sources for the Museum including identifying such sources and developing, presenting and implementing such programs as approved by the Board.

Section 5. Facilities Committee. Consists of members designated by the Chair. The Committee shall make recommendations to the Board on the Museum Master Plan, Land Management Plan and on all proposed capital expenditures and facilities repairs or renovations exceeding authorized limits. The Committee shall also review the progress of all capital improvements, repairs and renovation projects recommended by the Board.

Section 6. Audit Committee. Consists of members designated by the Chair. The Committee shall make recommendations for selection of the Board’s independent auditors. The Committee shall meet at least annually with the independent auditors in order to receive directly their comments and reports and review the audit procedures. It shall also review all financial dealings of the Foundation, including the annual audit and review and advise the Board and present recommendations as may be necessary to ensure proper accounting of funds and financial transactions of the Foundation.

Section 7. Board Governance Committee. The Board Governance Committee shall consist of members designated by the Chair. The Committee shall nominate persons for election as officers of the Board and present the Board with its recommendations at the spring Board meeting of each year. Membership of committees and committee chairmen shall be designated by the Chair of the Board. The Committee shall also recommend to the Board individuals to be nominated by the Board as new Directors of the Board for approval by the President of FSU. In addition, the Committee shall be charged with promoting Model Governance for the Board of Directors as a whole and recommending any necessary and useful changes in the Articles of Incorporation, Bylaws or procedures of the Board.

Section 8. Executive Committee. Consists of the Officers of the Board as defined in Article V along with the Chairs of all Standing Committees as listed in ARTICLE VI. The prior Board Chair shall also serve on this Committee providing the prior Chair is still a current member in good standing of the Board. Additional members may be appointed by the Board Chair. The Committee shall meet at such times as determined by the Board Chair to consider matters that need attention prior to regularly scheduled quarterly Board meetings. The Executive Committee shall be authorized to exercise all powers given to the Board by the Florida Statutes, these Bylaws and resolutions previously adopted by the Board, but the Committee shall not be authorized to:

a. Elect Officers and appoint other officials.

b. Amend these Bylaws

c. Fill vacancies and elect new directors to the Board

d. Remove Foundation Officers or Directors

e. Authorize any single expenditure of more than $25,000 annually except when contemplated in the approved budget.

f. Authorize action regarding loans, sale, deaccession or acquisitions of works of art and the pledging of assets.

Notice of meetings of the Executive Committee shall be given in the manner provided in these bylaws for meetings for the Board. Any actions taken shall be reported to the full Board at its next meeting.

Section 9. Special and Ad Hoc Committees. In addition to foregoing standing committees, special committees or ad hoc committees may be established by the Chair, who shall appoint the members and appoint the Chair of the committee.

Section 10. Committee Rules. All committees shall use a current edition of the Modern Rules of Order. With the exception of the Governance Committee, the Chair, after conferring with the Director and the Board, may appoint for one year terms, members of the general public to serve as members of standing or special committees of the Board. However, at no time shall the non-Board members of any committee exceed the number of Board members on any committee, unless approved by the Board, with the exception of the Development Committee, whose non-Board membership may exceed fifty percent (50%) of the committee membership. The qualifications for committee members from the general public shall be determined by the Board. The Chair of each committee must be a member of the Board.

The Chair shall appoint committee chairmen within thirty (30) days after the annual meeting for a one-year term. A committee chair may serve more than two consecutive annual terms if reappointed to his or her position by the Chair.

In the event that a vacancy occurs on any committee or in the position of a committee chair, then the Chair shall appoint an individual to carry out the remainder of the terms.

Except as otherwise provided by law, a majority of the members of any committee, shall constitute a quorum at all meetings of such committee. When a quorum is present at any committee meeting, a vote of the majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting, except as otherwise provided by law. Minutes of committee meetings will be kept and may be in abbreviated form.

ARTICLE VII

BUDGET
By Laws

No later than March of each fiscal year, the Director or his designee shall prepare and present to the Board in consultation with the Budget, Finance and Investment Advisory Committee a recommended Foundation budget for the next fiscal year. The Committee will recommend the Foundation budget to the Board for approval and subsequent review by the President.

ARTICLE VIII

CONFLICT OF INTEREST

Any duality of interest on the part of any Director should be disclosed to the Board and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

Any Director having a duality of interest shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. In all cases such Director shall comply with the disclosure requirements under the Florida Government-in-the-Sunshine Law, Section 286.011, Florida Statutes.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Foundation shall be the year ending with the 30th day of June in each year.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board by a vote of two-thirds (2/3) of the entire Board then in office with approval by the President of FSU, provided that notice in writing of the proposed change shall have been sent at least ten (10) days in advance of the meeting at which such change is to be considered.
ARTICLE XI

INDEMNIFICATION PROVISIONS

Section 1. Indemnification for Directors. Except as otherwise directed by the Board, any Director or officer of the Board made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director or officer of the Board, or for any alleged act or omission while in any such capacity, shall be indemnified by the Foundation and Museum to the extent permitted by law and only to the extent that the status of the Foundation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby. Indemnification shall include expenses, including but not limited to attorneys fees and disbursements incurred by any such person in defending any such action, suit or proceeding and may be paid from time to time by the Foundation in advance of the final disposition of said action, suit or proceedings.

Section 2. Officers and Employees. By the same procedures set forth in the preceding paragraph, the Board may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to other officers, employees or agents of the Foundation and any such organization in which the Foundation has an interest.

Section 3. Non-Waiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect the protection of sovereign or qualified immunity or any other rights to which any Director, office, employee or agent may be entitled or which may lawfully be granted to such person. As used herein, the terms "Director," "officer," "employee" and "agent" include their respective executors, administrators and other legal representatives.

Section 4. Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Foundation may recommend the purchase and maintenance of insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was a Director, officer, employee or other agent of the Foundation or was serving at the request of the Foundation, as Director, officer, employee or other agent of the Foundation and any other such organization in which the Foundation has an interest, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

ARTICLE XII

RECORDS

The Board shall maintain correct and proper books and records and shall keep minutes of all the meetings of the Board, at the executive offices of the Museum. All such records may be inspected by any Director, or the agent or the attorney of same, or any proper person, at any reasonable time in accordance with Chapter 119, Florida Statutes.

DATED and ADOPTED this 31st day of August, 2000, and AMENDED the 12th day of March, 2001, the 27th day of June, 2003, the 29th day of April 2005, the 20th day of April, 2007, the 25th day of June, 2010, the 8th day of April, 2011, and the 24th day of June, 2011.

BOARD OF DIRECTORS OF THE JOHN AND MABLE RINGLING MUSEUM OF ART FOUNDATION, INC.

By: /s/ Marlowe Cook
Chair

Attest: /s/ Dorothy Jenkins
Secretary
Seminole Boosters, Inc.
AMENDED AND RESTATED BYLAWS OF THE
SEMINOLE BOOSTERS, INC.
(As Amended Through August 9, 2012)

ARTICLE 1
PURPOSE AND MISSION

1.1 Purpose. The purposes of the corporation shall be as stated in its Articles of Incorporation.

1.2 Mission. To the extent consistent with the corporation's purposes, the mission of the corporation is to serve as a Direct Support Organization for Florida State University. As a fundraising arm of the Florida State University, the corporation generates current and deferred contributions primarily for the purpose of enhancing the overall educational environment, financial security, and long-term success of the University's athletic program, while promoting the education, health, and physical welfare of student athletes at the University.

ARTICLE 2
MEMBERSHIP

2.1 The membership of the corporation during any fiscal year shall consist of all persons who have made an annual financial contribution to the corporation for that fiscal year at not less than the minimum level established by the Board of Directors. The membership shall comply with the Articles of Incorporation and the Bylaws of the corporation and the rules and regulations of the Florida State University Board of Trustees and the National Collegiate Athletic Association. The
members shall have no voting rights as members of the corporation. No member will be personally liable for any of the corporation’s debts, liabilities, or obligations, nor will any member be assessed for the debts, liabilities, or obligations of the corporation.

ARTICLE 3
ADMINISTRATION

3.1 General Powers. The business and affairs of the corporation shall be conducted under the general supervision and control of a Board of Directors.

3.2 Specific Powers. The specific powers of the Board of Directors shall be those granted to the Board of Directors by the Articles of Incorporation, Chapter 617, Florida Statutes, and these Bylaws. The corporation shall comply with all applicable laws, regulations, and rules of the Florida State University Board of Trustees and the Florida State University that apply to university direct-support organizations, as defined in Section 1004.28, Florida Statutes, as it may be amended, or any successor statute governing university direct-support organizations.

3.3 Chief Financial Officer. The corporation shall employ a Chief Financial Officer to manage the fiscal affairs of the corporation. The Board of Directors may delegate routine supervision of this position to the President of the corporation. The Chief Financial Officer shall also report directly to the Vice President of Finance and Administration of the Florida State University. The Chief Financial Officer shall not be a member of the Board of Directors or the Executive Committee.
3.4 University Oversight. The President of the Florida State University may designate University personnel as liaison on a continuing basis between the University and this corporation. The books and records of this corporation shall be open to such persons at all times. The President of the Florida State University has authority to monitor all transactions by the corporation relating to the Florida State University, its resources, and name, to monitor the corporation's compliance with federal and state laws, and to approve contributions of funds or supplements to support intercollegiate athletics, and shall have such powers and duties related thereto as are provided by applicable law.

3.5 Employees. Employees of the corporation are not employees of the State of Florida or the Florida State University Board of Trustees by virtue of their employment by the corporation. The corporation shall not discriminate in providing employment opportunities based on a person's race, color, religion, gender, age, or national origin.

3.6 Prohibited Activities. The corporation shall not, directly or indirectly, (a) make any gift to a political committee or committee of continuous existence as defined in Section 106.011, Florida Statutes (as it may be amended), for any purpose, (b) intervene in, or participate in, any political campaign on behalf of any candidate for public office, or (c) engage in any activity that is not permitted to be engaged in by a corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding future provision of the Internal Revenue Code.
ARTICLE 4
BOARD OF DIRECTORS - MEMBERSHIP,
eLECTION, AND TERM OF OFFICE

4.1 Board Membership. The Board of Directors shall consist of not less than twenty (20) nor more than sixty (60) members, each of whom shall have attained the age of eighteen (18). Within the above-stated range, the number of members constituting the full Board of Directors at any particular time shall be determined from time to time by the Board of Directors. Fourteen (14) members of the Board of Directors shall be Ex-Officio members ("Ex-Officio Members"), determined as provided in Section 4.2, and the remaining members of the Board of Directors shall be At-Large members ("At-Large Members") elected to the Board as provided in Section 4.3. All Ex-Officio Members and At-Large Members of the Board of Directors shall have the right to vote on all matters brought before the Board for a vote. All members of the Board of Directors shall comply with the Covenant of Responsibility, the Articles of Incorporation, and the Bylaws of the corporation, and the rules and regulations of the Board of Trustees of the Florida State University and the National Collegiate Athletic Association.

4.2 Ex-Officio Members. The following persons shall be the Ex-Officio Members of the Board of Directors, with the right to vote on all matters brought before the Board for a vote:

The Chairman of the Florida State University Board of Trustees or his or her designee;

The President of the Florida State University or his or her designee;
The Chairman of the Florida State University Athletic Board;

The Athletic Director of the Florida State University or his or her designee;

The Chairman of the Board of Directors of the Florida State University Foundation or his or her designee;

The Chairman of the Florida State University Alumni Association or his or her designee;

A Member active in the support of women’s athletics at the Florida State University, who shall be subject to the term of office provisions of Section 4.3 below;

The President of the Florida State University Varsity Club or his or her designee;

The current Chairman of the Board of Directors of Seminole Boosters, Inc.;

The current Vice-Chairman of the Board of Directors of Seminole Boosters, Inc.;

The two immediate past Chairmen of the Board of Directors of Seminole Boosters, Inc.;

The President of the Student Seminole Boosters or his or her designee; and

The President of the Inner Council or his or her designee.

4.3 Classes and Terms of Office of At-Large Members. The At-Large Members of the Board of Directors consist of three classes. At the time of its election, each class consists of approximately one-third of the total number of At-Large Members, and the term of office of one class of the At-Large Members expires at the end of each fiscal year. Unless elected to fill an unexpired term (in which case he or she shall serve for the remainder of the unexpired term), each At-Large Member of the Board of Directors shall be elected by the Board for a term of three (3) years, commencing on the first day of the fiscal year of the corporation immediately following the annual meeting of the Board of Directors at which he or
she is elected. Each director shall hold office for the term to which he or she is elected and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death. No person, other than Ex-Officio Members whose terms are not subject to this Section 4.3, shall serve on the Board of Directors for more than two (2) consecutive terms. After an At-Large Member has been off of the Board of Directors for two (2) consecutive years, he or she is then eligible to fill the unexpired term of a vacant seat or for re-election to the Board of Directors for a full term.

4.4 Election of At-Large Members. Each fiscal year, at the annual meeting of the Board of Directors in that fiscal year, the Board of Directors shall elect At-Large Members to fill the seats of At-Large Members whose terms are expiring at the end of that fiscal year and to fill any vacancies then existing on the Board of Directors.

4.5 Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, the Chairman of the Board, or the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

4.6 Removal of Directors. An At-Large Member of the Board of Directors may be removed from office, with or without cause, by a vote of two-thirds of the
directors present at an annual or regular meeting of the Board of Directors at which a quorum is present, or at a special meeting of the Board of Directors, called for the purpose of removing one or more directors, at which a quorum is present. At any meeting at which a director is removed, the Board of Directors may fill the vacancy created by the removal. Any director removed from office shall turn over to the corporation, within 72 hours, any and all records of the corporation in the director's possession.

4.7 Vacancies. If the seat of an At-Large Member on the Board of Directors is vacant for any reason (including a death, resignation, or removal of an At-Large Member or an increase in the number of At-Large Members), the vacancy may be filled with a candidate who has been approved by the President of the University and elected by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum. An At-Large Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.8 Past Chairmen of the Board of Directors. Each past-Chairman of the Board of Directors is a "Chair Emeritus" of the Board of Directors. Each of the immediate two past Chairmen of the Board of Directors is an Ex-Officio Member of the Board of Directors. Following the expiration of his or her term of office as an Ex-Officio Member, each Chair Emeritus shall be an Honorary Board Member for life. Each such Honorary Board Member is invited to attend and participate in all meetings of the Board of Directors but shall not be a member of the Board of
Directors and shall not have the right to vote on any matters coming before the
Board. However, each Chair Emeritus who no longer serves as an Ex-Officio
Member and who is otherwise eligible for election to the Board of Directors may be
elected as an At-Large Member of the Board of Directors in accordance with the
applicable provisions of these Bylaws, and any such At-Large Member shall have all
the rights and authority of an At-Large Member of the Board, including the right to
vote on all matters coming before the Board.

ARTICLE 5
MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meetings. The Board of Directors shall hold an annual
meeting, at least sixty (60) days before the end of each fiscal year of the corporation,
at a date, time, and place determined by the Chairman of the Board, for the purpose
of electing At-Large Members of the Board, members of the Executive Committee,
and officers of the corporation to fill the seats of those At-Large Members, Executive
Committee members, and officers whose terms of office will expire at the end of that
fiscal year and to fill any vacancies, and for the purpose of conducting any other
business that may come before the Board.

5.2 Regular Meetings. The Board of Directors may, by resolution,
establish a schedule of additional regular meetings of the Board of Directors. The
corporation need not provide notice to the members of the Board of Directors of any
such regular meeting of the Board of Directors if the date, time, and place of the
regular meetings have been determined by resolution of the Board of Directors
establishing the schedule of such meetings.
5.3 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or the Chairman of the Board of Directors or upon written request of ten (10) members of the Board of Directors.

5.4 **Notice of Meetings.** Notice of the time and place of special meetings of the Board of Directors shall be given in accordance with Article 9 of these Bylaws.

5.5 **Action by Directors Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent describing the action is signed by all members of the Board of Directors and filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors. An action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

5.6 **Remote Participation.** The Chairman of the Board of Directors may permit any or all directors to participate in a special meeting of the Board of Directors by, or conduct the special meeting through the use of, telephone conference call, video conference, or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a special meeting by this means is deemed to be present in person at the meeting. Directors are not permitted to participate in, or to vote on any matters presented at, any annual or regular meeting of the Board of Directors by telephone conference call, video conference, or other means of remote
communication, and must be present in person in order to participate in and vote at annual and regular meetings.

5.7 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Board members present, to reconvene at a specific time and place. Written notice of the time and place of any such reconvened meeting shall be given in the manner specified in Article 9 of these Bylaws. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the adjourned meeting.

5.8 Quorum and Voting. One-third (1/3) of the total number of members of the Board of Directors, as determined by the Board of Directors in accordance with Section 4.1 of these Bylaws, 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 number of votes represented by the directors who are present at a meeting at which a quorum is present.

5.9 Voting Procedures. All Ex-Officio Members and At-Large Members of the Board of Directors have the right to vote on all matters coming before the Board. A Director must be present at the meeting in order to cast a vote on any matter brought before the meeting. No proxies or absentee ballots will be allowed or counted at any time.
5.10 **Presumption of Assent.** A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) the director objects, at the beginning of the meeting or promptly upon the director's arrival, to holding the meeting or transacting specified affairs at the meeting due to a failure to give a required notice of the meeting; or (b) the director votes against or abstains from the action taken.

**ARTICLE 6**

**COMMITTEES**

6.1 **Standing and Special Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate standing committees and special committees in accordance with this Article 6, each of which shall have two or more members who serve at the pleasure of the Board of Directors. The standing committees of the Board of Directors shall consist of an Executive Committee, a Nominating Committee, an Endowed Scholarship Committee, and a Finance & Budget Committee. In addition, from time to time the Chairman of the Board of Directors may appoint such special or advisory committees, including (but not limited to) a Strategic Planning Committee and Bylaws Committee, as the Chairman of the Board of Directors determines to be beneficial for the purpose of advising or assisting the Board of Directors. From time to time, the Board of Directors may adopt additional resolutions or policies governing the authority and responsibilities of any committee.
6.2 Executive Committee of Board of Directors.

(a) There shall be an Executive Committee of Board of Directors (the "Executive Committee"), consisting of no more than thirteen (13) members of the Board of Directors. The Board of Directors may delegate to the Executive Committee any of the Board’s powers, except that the Executive Committee shall have no power or authority (i) to fill vacancies on the Board of Directors or any committee thereof, (ii) to adopt, amend, or repeal the Bylaws, (iii) to establish corporate policy without the approval of the Board, or (iv) to change the corporation’s fiscal year without the approval of the Board. The function and purpose of the Executive Committee shall be to implement the policies and directives of the corporation, as established by the Board of Directors, and the Executive Committee shall have the authority to exercise such powers subject to the supervision and control of the Board.

(b) The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman, Secretary, and Treasurer of the corporation, the President of Florida State University or his or her designee, the Chairman of the Florida State University Board of Trustees or his or her designee, the Athletic Director of Florida State University or his or her designee, the two (2) Immediate Past Chairmen of the corporation, and three At-Large Members of the Board of Directors who are elected to the Executive Committee by the Board of Directors. If two (2) or more of the Executive Committee members, other than those who are At-Large Members of the Board of Directors, reside in Leon County, Florida or within 100 miles of boundary
of Leon County, Florida, then at least two (2) of the three (3) At-Large Members elected to the Executive Committee must be elected from among At-Large Members who reside more than 100 miles outside the boundaries of Leon County, Florida. The Board of Directors shall elect the three At-Large Members to the Executive Committee annually, at the Board's annual meeting. A member of the Executive Committee who resigns or is removed from the Board of Directors shall cease to be a member of the Executive Committee. The President of the corporation shall attend all Executive Committee meetings but shall not be a member of the Executive Committee nor be entitled to vote on matters being voted upon by the Executive Committee.

(c) The Executive Committee shall not make or authorize any unbudgeted expenditure without the approval of the Board of Directors at an annual, regular, or special meeting, except that the Executive Committee may make unbudgeted "urgent" expenditures if each of the following conditions is satisfied: (1) the full Board of Directors is given written notice (which may be given by mail, personal delivery, fax, e-mail, or other effective means) at least three days prior to the meeting of the Executive Committee at which the expenditure is approved, describing the proposed expenditure in reasonable detail, specifying why immediate approval of the expenditure is necessary, and inviting each member of the Board of Directors to attend the meeting of the Executive Committee at which the expenditure will be considered; and (2) the Executive Committee, by a vote of a majority of the members of the Executive Committee in attendance at a meeting for
which such notice was given and at which a quorum of the Executive Committee is present, determines that the expenditure is urgent and approves the expenditure. The Executive Committee is not authorized to approve an unbudgeted "urgent" expenditure by unanimous written consent, without a meeting, unless the Board of Directors has given the Executive Committee authority to do so with respect to a specific type or amount of expenditure. Depositing a letter in the mail, addressed to a director at his or her last known address as shown by the records of the corporation, shall constitute the giving of notice for purposes of this Section 6.2(c).

6.3 Nominating Committee and Election Procedures.

(a) The Nominating Committee shall consist of the Chairman of the Board of Directors, who shall serve as Chairman of the Nominating Committee, the Vice-Chairman, the Immediate Past Chairman, the President of Florida State University or his or her designee, and seven (7) Board members appointed by the Chairman from each of the following areas: (1) Big Bend, (2) Northwest Florida, (3) Northeast Florida, (4) Central Florida, (5) Suncoast, (6) Gold Coast, and (7) Out-of-State. If, after reasonable efforts, the Chairman is unable to make an appointment from any of these areas, the Chairman may make an appointment at large.

(b) No Member of the Nominating Committee, except the President of Florida State University or his or her designee, shall be eligible to serve on the Nominating Committee for more than two (2) consecutive years, except that a director who serves during consecutive years as the Vice-Chairman, Chairman of the Board, and Immediate Past Chairman may continue to serve on the Nominating
Committee for as long as he or she serves in those capacities. Upon the expiration of
the above-stated maximum term, a member of the Nominating Committee shall be
eligible to serve again on the Nominating Committee beginning one (1) year after
the expiration of that member's prior term of service on the Nominating Committee.

(c) A member of the Nominating Committee shall not be eligible for
nomination as a candidate for election to the Board of Directors, the Executive
Committee, or any office, and a member of the Nominating Committee shall not
resign from the Nominating Committee to become a candidate for election.

(d) The Nominating Committee shall meet at least once each fiscal
year for the purpose of nominating candidates to fill the seats of At-Large Members
on the Board of Directors and Executive Committee whose terms will expire at the
end of that fiscal year and to nominate candidates to succeed the officers whose
terms will expire at the end of that fiscal year. The Nominating Committee shall
not nominate a candidate for the office of Chairman of the Board of Directors, and
the Vice-Chairman shall automatically become the Chairman of the Board of
Directors beginning on the first day of the next fiscal year, unless the Board of
Directors, by a vote of two-thirds (2/3) of the members of the Board who are present
at a meeting of the Board at which a quorum is present, directs the Nominating
Committee to submit a nominee other than the Vice-Chairman for the office of
Chairman of the Board of Directors.

(e) Members of the Board of Directors and the President of Florida
State University will be given an opportunity to suggest candidates for nomination
for all open positions. A member of the Board of Directors may suggest candidates by providing the President of the corporation with the names of suggested candidates and their biographical information prior to the President's submission of a list of possible candidates to the President of Florida State University pursuant to the following sentence. The President of the corporation shall review the list of possible candidates, and the candidates' biographical information, with the President of Florida State University to obtain his or her approval of possible nominees before a slate of nominees is determined by the Nominating Committee.

(f) No less than three (3) weeks prior to each annual meeting of the Board of Directors, the Nominating Committee shall prepare and deliver to all current Board members a slate of the Nominating Committee's nominees of new At-Large Members of the Board of Directors, new members of the Executive Committee, and new officers to succeed those officers whose terms of office are expiring. The slate shall specify the cities of residence and biographical information for each candidate. The Nominating Committee also may propose alternate nominees who have been approved by the President of Florida State University and who may be elected to serve if a nominee of the Nominating Committee declines to serve. No nominations from the floor shall be allowed unless the candidate has been approved by the President of Florida State University.

(g) The Nomination Committee's nominees of new At-Large Members, new members of the Executive Committee, and new officers shall be presented for election at the annual meeting of the Board of Directors. All At-Large
Members and Ex-Officio Members of the Board of Directors attending the annual meeting in person have the right to vote in all such elections. The Chairman of the Board of Directors may conduct the election of new At-Large Members, new members of the Executive Committee, and new officers by a voice vote, written ballot, show of hands, or other reasonable means, but if any director requests a vote by ballot, the election shall be held by ballot. If an election is held by ballot, all ballots shall be submitted and forthwith tallied at the annual meeting by the Secretary and Treasurer of the corporation. The ballots shall be available for review by any Board member.

(h) In order to be elected, a candidate must receive a majority of votes cast by the members of the Board of Directors present and voting at a meeting at which a quorum of the Board of Directors is present. If more than one candidate for any position receives a majority of the votes cast, then the candidate receiving the most votes shall be elected. If the number of nominees for election as At-Large Members or members of the Executive Committee who receive a majority vote exceeds the number of positions to be filled, the nominees receiving the greatest number of votes and who are sufficient to fill the open positions shall be elected.

6.4 Other Standing Committees. Other standing committees of the Board of Directors shall consist of the following ("Other Standing Committees"):

(a) Finance & Budget Committee. The Finance & Budget Committee shall review periodically the income and the expenditures and the next year's budget of the corporation. The Finance & Budget Committee shall serve as the
Compensation Committee. The Treasurer shall be the Chairman of the Finance & Budget Committee.

(b) **Endowed Scholarship Committee.** The Endowed Scholarship Committee shall consist of not less than three (3) nor more than twelve (12) persons with staggered terms of three (3) years. This committee shall have as its primary obligation the acquisition, maintenance, investment, and distribution of funds and other property donated to the corporation for the endowed scholarship program. The committee shall have the power to establish rules by which to carry out its responsibilities, subject to the approval of the Board of Directors.

(c) **Committee Membership.** The Chairman and Vice-Chairman of the Board shall be members of all Other Standing Committees. The Chairman shall appoint all other members of the Other Standing Committees, each of whom shall serve at the pleasure of the Chairman.

(d) **Authority.** Each Other Standing Committee shall have and may exercise the authority delegated to it by the Board of Directors, except that no such committee shall have the authority (i) to fill vacancies on the Board of Directors or any committee thereof, (ii) to adopt, amend, or repeal the By-Laws, or (iii) to establish corporate policy without the approval of the Board.

6.5 **Special Committees.**

(a) **Bylaws Committee.** The Chairman of the Board of Directors may appoint a special Bylaws Committee to review the Bylaws and changes to laws and regulations applicable to the governance of the corporation and to make
recommendations to the Board of Directors concerning amendments of the Bylaws to ensure compliance with all applicable laws and regulations. If appointed, the Bylaws Committee shall consist of the corporation's Attorney and at least two (2) members or former members of the Board of Directors appointed by the Chairman of the Board of Directors, who shall serve at the pleasure of the Chairman.

(b) Strategic Planning Committee. The Chairman of the Board of Directors may appoint a special Strategic Planning Committee to develop and recommend to the Board of Directors a written strategic plan designed to further the accomplishment of the corporation's purpose and mission, and to periodically review and recommend updates and revisions of the strategic plan. If appointed, the Strategic Planning Committee shall consist of the Chairman of the Board of Directors, the Vice-Chairman, and at least three (3) other members of the Board of Directors appointed by the Chairman, who shall serve at the pleasure of the Chairman.

(c) Other Special Committees. The Board of Directors or Chairman of the Board may appoint such other special committees as the Board of Directors or Chairman of the Board determines to be advisable, each of which shall serve at the pleasure of the Board of Directors or Chairman of the Board. No such committee shall have the authority (i) to fill vacancies on the Board of Directors or any committee thereof, (ii) to adopt, amend, or repeal the Bylaws, or (iii) to establish corporate policy without the approval of the Board of Directors.
6.6 **Committee Meetings.**

(a) Any committee may meet at such times as may be designated by the Chairman of the Board of Directors or the Chairman of the committee, or upon the written request of the President or any two (2) members of the committee. The committee may meet by telephone conference call or video conference, provided that each member of the committee participating in the call or video conference can hear each other such member at the same time.

(b) The person calling a meeting of any committee shall give notice of the committee meetings in accordance with Article 9 of these Bylaws.

(c) A majority of the members of a committee then in office (excluding any vacancies on the committee) constitutes a quorum of the full committee. An action approved by a majority of the committee members present at a meeting of the committee at which a quorum is present constitutes an act of the committee. A majority vote consists of one vote more than one-half (1/2) of the votes cast at a meeting of the committee at which a quorum is present.

(d) Except with respect to actions taken by unanimous written consent of a committee in accordance with Section 6.6(e), a member of a committee must be present at the meeting of the committee at which an action is taken in order to cast a vote on that action. No proxies or absentee ballots will be allowed or counted at any time.

(e) Except as provided in Section 6.2(c), any action required or permitted to be taken at any meeting of a committee may be taken without a
meeting if a written consent thereto is signed by all members of the committee and filed with the minutes of the proceedings of the committee. Such consent shall have the same force and effect as a unanimous vote of the committee.

(f) A meeting of a committee, whether or not a quorum is present, may be adjourned by a majority of the committee members present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the adjourned meeting.

6.7 Reports. The Executive Committee shall prepare and submit reports to the Board of Directors concerning the actions of the Executive Committee. All other committees shall prepare and submit reports to the Executive Committee concerning the meetings and actions of such committees. The Executive Committee shall review such reports and submit them to the Board of Directors.

ARTICLE 7
OFFICERS OF THE CORPORATION

7.1 Officers. The officers of the corporation shall consist of a Chairman of the Board of Directors, a Vice-Chairman, a President, a Secretary, and a Treasurer. The officers shall be elected by, and shall serve at the pleasure of, the Board of Directors.

7.2 Chairman of the Board of Directors. The Chairman of the Board of Directors shall be the presiding officer of the corporation and shall have general
supervision of the business of the corporation. He or she shall preside at all meetings of the Board of Directors and Executive Committee and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman shall perform such other duties as may from time to time be delegated to him or her by the Board of Directors.

7.3 Vice-Chairman. The Vice-Chairman shall serve in the absence of the Chairman. Subject to Section 6.3(d) of these Bylaws, the Vice-Chairman shall be the Chairman-elect of the Board of Directors.

7.4 President. The President shall be the person primarily responsible for the daily operation of the business of the corporation. The President shall be the chief executive officer of the corporation, subject to direction of the President of the Florida State University and the Board of Directors. He or she shall report directly to the Chairman of the Board of Directors and to the President of the Florida State University (or a designee reporting directly to the President) on issues of development and corporate operations and shall be responsible for putting into effect the orders and resolutions of the Board of Directors and Executive Committee. The President shall attend each meeting of the Board of Directors and Executive Committee and shall appoint the Secretary or another person attending the meeting to record minutes of each meeting. The President shall distribute the minutes of each meeting of the Board of Directors and each meeting of the Executive Committee to the members of the Board of Directors and Executive Committee at least five (5) days prior to the next meeting of the Board of Directors.
or Executive Committee. The selection of the President shall be based upon the recommendation of the President of the Florida State University.

7.5 Secretary. The Secretary shall oversee the recording of accurate minutes of the meetings of the Board of Directors and Executive Committee, sign such minutes, and make any corrections of such minutes that are approved by the Board of Directors or Executive Committee at its next meeting. The Secretary shall be the custodian of the corporate minute books, records, contracts, and other documents. The Secretary may affix the corporate seal to any lawfully executed documents requiring the seal and shall sign such instruments as may require the Secretary's signature. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign to him or her.

7.6 Treasurer. The Treasurer shall oversee the financial affairs of the corporation, chair the Finance & Budget Committee, and review the corporation's financial statements and audit reports. Additionally, the Treasurer shall periodically report to the Board of Directors on the financial condition of the corporation. The Treasurer shall perform such additional duties as may be assigned to him or her from time to time by the Board of Directors.

7.7 Terms of Office. The term of the Chairman of the Board of Directors shall be the fiscal year following his or her term as Vice-Chairman or the term for which he or she otherwise is elected and shall continue until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal. The
term of the Chairman of the Board may be extended through the next fiscal year if, prior to the commencement of the next fiscal year, the Vice-Chairman dies, resigns, or is removed from office and the Board of Directors does not fill the vacancy or elect another person to serve as Chairman of the Board. The Chairman of the Board of Directors shall not be eligible for election as Chairman of the Board, Vice-Chairman, Secretary, or Treasurer for a period of two (2) years following the end of his or her term as Chairman (as such term may be extended in accordance with the preceding sentence). The Vice-Chairman, President, Secretary, and Treasurer shall serve for such terms as the Board of Directors may determine or until his or her earlier death, resignation, or removal.

7.8 Removal. The Board of Directors, by unanimous written consent or by the affirmative vote of two-thirds (2/3) of the directors present at a meeting of the Board of Directors at which a quorum is present, may remove any officer, with or without cause, and elect a successor to the removed officer. The election of a successor President of the corporation requires approval of the President of the Florida State University.

ARTICLE 8
REQUIREMENTS FOR THE VALIDITY OF CORPORATE ACTION; FISCAL AND ACCOUNTING MATTERS; CORPORATE RECORDS

8.1 Execution of Documents.

(a) The Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors, the President, the Secretary, and the Treasurer of the corporation are authorized to execute, on behalf of the corporation, deeds, notes,
bonds, contracts, and other documents and instruments approved by the Board of Directors or the Executive Committee pursuant to the Bylaws. The Board of Directors or the Executive Committee may designate other persons ("Other Authorized Signatories") to execute deeds, notes, bonds, contracts, and other documents and instruments on behalf of the corporation, but such designation must be in writing and duly approved by the Board of Directors or Executive Committee. The signature of any one (1) such officer or Other Authorized Signatory of the corporation is sufficient for the execution of any deed, note, bond, contract, or other document or instrument that involves an expenditure or the creation of a liability of the corporation of less than $50,000 or a disposition of assets of the corporation having a fair market value of less than $50,000. Approval by the Board of Directors or the Executive Committee and the signature of any two (2) such officers or Other Authorized Signatories of the corporation are required for the execution of any deed, note, bond, contract, or other document or instrument that involves an expenditure or the creation of a liability of the corporation of more than $50,000 or a disposition of assets of the corporation having a fair market value of more than $50,000.

(b) Notwithstanding the foregoing paragraph (a), the President of the corporation has the following authority:

(i) The President of the corporation, acting individually, may execute any deed, note, bond, contract, or other document or instrument that is approved by the Board of Directors or the Executive Committee, regardless of the amount involved, including contracts and other documents that are
executed as being within the yearly expenditure budget of the corporation; and

(ii) The President and any one other officer of the corporation, acting together and without further approval of the Board of Directors or the Executive Committee, are authorized to execute such documents and to take such further actions as are necessary to cause the corporation to sell any real property that has been donated to the corporation, provided that the corporation has obtained a current appraisal of the property by a qualified appraiser and either (1) the price at which the property is sold equals or exceeds the appraised value, or (2) the appraised value of the property is less than $150,000 (in which case the President and such other officer may sell the property at such price as they, in their judgment, determine to be in the best interests of the corporation). If the appraised value of any such property equals or exceeds $150,000, the President (and any such other officer) of the corporation is not authorized to complete a sale of the property at a price that is less than the appraised value unless the Board of Directors or the Executive Committee approves the sale.

8.2 Fiscal and Accounting Requirements.

(a) Gifts and bequests made for a specific purpose must be rigorously administered by the corporation to insure that such funds are used solely for the purposes prescribed by the donor.
(b) By May 1 of each year (or as soon thereafter as practicable if delivery by May 1 is not practicable), the corporation shall submit to the President of Florida State University, for his or her review, approval, and submission and recommendation to the Florida State University Board of Trustees, an annual operating budget for the next fiscal year that has been approved by the corporation's Board of Directors. Each such budget shall include any budgeted expenditures for: (i) construction of physical facilities, (ii) salary supplements, compensation, and benefits to be paid or provided to the President, faculty, or staff of the Florida State University not employed by the corporation, to the extent that they are to be paid or provided with assets of the corporation; and (iii) salary supplements, compensation, and benefits to be provided by the corporation directly to employees of the corporation.

(c) Copies of annual financial statements of the corporation, including a comparative statement of actual and budgeted expenditures, shall be filed with the President of the Florida State University for review and approval. The corporation's anticipated expenditures will be submitted to the President of the Florida State University (or his or her designee) for review and approval on a quarterly basis.

(d) The corporation shall have an annual audit of its financial accounts, including a statement of actual and budgeted expenditures conducted by an independent certified public accountant. Copies of these reports shall be submitted to the President of the Florida State University, for submission to the
Auditor General of the State of Florida and the Board of Governors of the state university system, no later than one hundred twenty (120) days after the end of the fiscal year. The identity of donors desiring anonymity shall be protected. The independent certified public accountant shall be issued an engagement letter which provides that the accountant will render his or her opinion on the financial statement and result of the operation.

(e) No action of the corporation involving the use of the name or resources of the Florida State University shall be effective until approved in writing by the President of the Florida State University or his or her designee.

(f) Unless otherwise required by applicable law, the corporation's fiscal year shall begin on July 1 of each year or on such other date as the Board of Directors may determine.

8.3 Corporate Records. The corporation shall maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (a) a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order; (b) minutes of all meetings of the Board of Directors and each committee of the Board of Directors and records of all actions taken by the Board of Directors or any such committee without a meeting; (c) accurate accounting records; (d) a list of the names of its current directors and officers and their business street addresses (or the home address for a director or officer if he or she has no business street
addresses); and (e) the corporation's most recent annual report filed with the Florida Secretary of State.

ARTICLE 9
NOTICE OF MEETINGS

9.1 Notice Requirements. Notice of the date, time, and place of special meetings of the Board of Directors (and the applicable telephone number for a meeting by conference call) shall be given, at least five (5) days before the meeting, to each director by personal delivery, facsimile transmission, electronic mail, or United States mail. Notice of the time and place of any meetings of a committee of the Board of Directors (and the applicable telephone number for a meeting by conference call) shall be given, at least three (3) days before the meeting, to each committee member by personal delivery, facsimile transmission, electronic mail, or United States mail. Except as otherwise expressly required by these Bylaws, neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors or any meeting of a committee need be specified in the notice of that meeting or in any waiver of notice. Depositing a letter in the mail, addressed to a director or committee member at his or her last known address as shown by the records of the corporation, shall be deemed sufficient for the giving of notice. In addition, on a section of the corporation's website maintained for the purpose of providing public notices of meetings of the Board of Directors and committees, the corporation shall provide reasonable notice of the date, time, and place of the next scheduled meetings of the Board of Directors and
each committee, together with an agenda of the meeting if an agenda has been prepared.

9.2 Effectiveness of Notice. Written notice of any meeting of the Board of Directors or any committee of the Board, if such notice is in a comprehensible form, is effective upon the earliest of the following: (a) when received by the director or committee member; (b) when mailed, if mailed postpaid and correctly addressed to the director’s or committee member’s address shown in the corporation’s records; (c) when actually transmitted by facsimile telecommunication, if correctly directed to a number at which the director or committee member has consented to receive notice; (d) when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the director or committee member has consented to receive notice; (e) when posted on an Internet website that the director or committee member has consented to consult, upon the later of such correct posting or the giving of a separate notice to the director or committee member that the notice has been posted; or (f) when correctly transmitted to the director or committee member, if by any other form of electronic transmission consented to by the director or committee member to whom notice is given. Consent by a director or committee member to receive notice by electronic transmission is revocable by the director or committee member by written notice to the corporation.

9.3 Waiver of Notice. Notice of a meeting of the Board of Directors or any committee need not be given to any director or committee member who signs a waiver of notice before, during, or after the meeting. Attendance of a director or
committee member at a meeting constitutes a waiver of notice of that meeting and waiver of all objections to the time and place of the meeting, and the manner in which it was called or convened, except when the director or committee member attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE 10
LIABILITY AND INDEMNIFICATION

10.1 Liability of Directors. A director of the corporation shall not be personally liable for any debts, obligations, or liabilities of the corporation, except to the extent that the corporation is liable for fraudulent acts committed by that director.

10.2 Indemnification. Any person (or any such person’s heirs, executors, or administrators) who is made or threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, because the person is or was a director or officer of the corporation or serves or served any other corporation or enterprise in any capacity at the request of the corporation, shall be indemnified by the corporation, and the corporation may advance their related expenses, to the full extent permitted by law. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person (or the person’s heirs, executors, or administrators) may be entitled.

10.3 Insurance. Upon approval by the Board of Directors, the corporation may purchase insurance for the purpose of indemnifying its directors and officers.
10.4 Prohibition Against Self-Dealing. Notwithstanding anything contained in this Article 10 to the contrary, the corporation shall not indemnify any person otherwise entitled to such indemnification if such indemnification would constitute “self-dealing” as defined in Section 4941 of the Internal Revenue Code of 1966, as amended.

ARTICLE 11
AMENDMENTS

11.1 These Bylaws may be amended, altered, or repealed (a) with the approval of two-thirds of the members of the Board of Directors who are present and voting at any annual or regular meeting of the Board at which a quorum is present or at any special meeting of the Board called in accordance with the Bylaws for the purpose of considering the amendment and at which a quorum is present, or (b) by the unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended, or any successor statute governing actions by the board of directors of a Florida not-for-profit corporation without a meeting. Written notice of any meeting at which an amendment, alteration, or repeal of these Bylaws or the adoption of new Bylaws is to be considered shall be given at least five (5) days before the meeting and shall specify in general the nature of the amendments or new Bylaws to be considered. Any amendment of the Bylaws requires the approval of the Florida State University Board of Trustees before the amendment becomes effective. Any amendment of the Bylaws approved by the Board of Directors shall be submitted to the President of
the Florida State University for submission to the Florida State University Board of Trustees for its approval. The corporation shall comply with all rules of the Florida State University Board of Trustees and the Florida State University applying to Direct Support Organizations, as defined in Section 1004.28, Florida Statutes.
October 18, 2012

TO: Members, Board of Trustees

FROM: Allan Bense, Chair

SUBJECT: President’s Evaluation

A summary of President Barron’s evaluation will be provided under separate cover.

The evaluation will be presented for your consideration at the October 30 meeting.
THE FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES

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Revised 5/23/12
ACADEMIC AFFAIRS COMMITTEE:
Allan Bense, Chair, BOT
Joe Camps
Jim Kinsey
Peggy Rolando
Sandra Lewis
Staff: Garnett Stokes

FINANCE & BUSINESS COMMITTEE:
Mark Hillis, Chair
Allan Bense, Chair, BOT
Ed Burr
Joe Gruters
Brent Sembler
Rueben Stokes
Staff: John Carnaghi

STUDENT AFFAIRS COMMITTEE:
Susie Busch-Transou, Chair
Allan Bense, Chair, BOT
June Duda
Andy Haggard
Staff: Mary Coburn

COLLECTIVE BARGAINING ISSUES:
Allan Bense, Chair, BOT
Susie Busch-Transou
Mark Hillis
Peggy Rolando
Staff: Carolyn Egan

COMPENSATION COMMITTEE:
Joe Gruters, Chair
Allan Bense, Chair, BOT
June Duda
Sandra Lewis
Staff: John Carnaghi
THE FLORIDA STATE UNIVERSITY
UPCOMING MEETING DATES

January 14, 2013

March 7 & 8, 2013

June 6 & 7, 2013
# 2012-13 Seminole Men’s Basketball Schedule

(As of October 2, 2012)

<table>
<thead>
<tr>
<th>Date</th>
<th>Day</th>
<th>Opponent</th>
<th>Location</th>
<th>Time</th>
<th>TV</th>
</tr>
</thead>
<tbody>
<tr>
<td>Oct. 30</td>
<td>Tuesday</td>
<td>Lincoln Memorial</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>TBA</td>
</tr>
<tr>
<td>Nov. 5</td>
<td>Monday</td>
<td>St. Leo</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>TBA</td>
</tr>
<tr>
<td>Nov. 9</td>
<td>Friday</td>
<td>South Alabama</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Nov. 12</td>
<td>Monday</td>
<td>Buffalo</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Nov. 16</td>
<td>Friday</td>
<td>Brigham Young</td>
<td>Tallahassee, Fla.</td>
<td>7:00/9:20</td>
<td>Tru TV</td>
</tr>
<tr>
<td>Nov. 17</td>
<td>Saturday</td>
<td>Notre Dame/Saint Joseph’s</td>
<td>Tallahassee, Fla.</td>
<td>7:00/9:20</td>
<td>Tru TV</td>
</tr>
<tr>
<td>Nov. 21</td>
<td>Wednesday</td>
<td>North Florida</td>
<td>Tallahassee, Fla.</td>
<td>7:00/9:20</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Nov. 27</td>
<td>Tuesday</td>
<td>4 Minnesota</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN2</td>
</tr>
<tr>
<td>Dec. 2</td>
<td>Sunday</td>
<td>Mercer</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Dec. 5</td>
<td>Wednesday</td>
<td>Florida</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Dec. 9</td>
<td>Sunday</td>
<td>Maine</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>ESPN3</td>
</tr>
<tr>
<td>Dec. 17</td>
<td>Monday</td>
<td>Louisiana Monroe</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Dec. 22</td>
<td>Saturday</td>
<td>5 Charlotte</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Dec. 29</td>
<td>Saturday</td>
<td>6 Tulsa</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 2</td>
<td>Wednesday</td>
<td>at Auburn</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 5</td>
<td>Saturday</td>
<td>at Clemson</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 9</td>
<td>Wednesday</td>
<td>at Maryland</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 12</td>
<td>Saturday</td>
<td>North Carolina</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 19</td>
<td>Saturday</td>
<td>at Virginia</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 24</td>
<td>Thursday</td>
<td>* Clemson</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 27</td>
<td>Sunday</td>
<td>* at Miami</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Jan. 30</td>
<td>Wednesday</td>
<td>* Maryland</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 2</td>
<td>Saturday</td>
<td>* Duke</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 5</td>
<td>Tuesday</td>
<td>* at Georgia Tech</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 9</td>
<td>Saturday</td>
<td>* at Wake Forest</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 13</td>
<td>Wednesday</td>
<td>* Miami</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 16</td>
<td>Saturday</td>
<td>* Boston College</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 19</td>
<td>Tuesday</td>
<td>* at NC State</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 24</td>
<td>Sunday</td>
<td>* at Virginia Tech</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>Feb. 26</td>
<td>Tuesday</td>
<td>* Wake Forest</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>March 3</td>
<td>Sunday</td>
<td>* at North Carolina</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>March 7</td>
<td>Thursday</td>
<td>* Virginia</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>March 9</td>
<td>Saturday</td>
<td>* NC State</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
</tr>
<tr>
<td>March 14-17 Thurs.-Sun.</td>
<td>at ACC Tournament</td>
<td>Tallahassee, Fla.</td>
<td>7:00 p.m.</td>
<td>FSS/ESPN3</td>
<td></td>
</tr>
</tbody>
</table>

All HOME GAMES are played at the Donald L. Tucker Center on the Florida State University Campus.

* Denotes ACC Game/1 Denotes Exhibition Games at Tallahassee, Fla./2 Denotes Coaches vs. Cancer Tournament, Tallahassee, Fla./3 Denotes Coaches vs. Cancer Tournament, Brooklyn, N.Y. / 4 Denotes ACC/Big Ten Challenge, Tallahassee, Fla./5 Denotes at Time Warner Cable Arena, Charlotte, N.C. / 6 Denotes Orange Bowl Classic at BB&T Center. Sunrise, Fla.
### 2012-13 Schedule

<table>
<thead>
<tr>
<th>Date</th>
<th>Day</th>
<th>Opponent</th>
<th>Location</th>
<th>TV</th>
<th>Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nov. 3</td>
<td>Saturday</td>
<td>Shorter University (Exh.)</td>
<td>Tallahassee, Fla.</td>
<td></td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Nov. 11</td>
<td>Sunday</td>
<td>Samford</td>
<td>Tallahassee, Fla.</td>
<td></td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Nov. 15</td>
<td>Thursday</td>
<td>Florida</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Nov. 18</td>
<td>Sunday</td>
<td>Stetson</td>
<td>Tallahassee, Fla.</td>
<td></td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Nov. 23</td>
<td>Friday</td>
<td>1 Eastern Kentucky</td>
<td>San Juan, Puerto Rico</td>
<td></td>
<td>2:30 p.m.</td>
</tr>
<tr>
<td>Nov. 24</td>
<td>Saturday</td>
<td>1 Vanderbilt</td>
<td>San Juan, Puerto Rico</td>
<td></td>
<td>5 p.m.</td>
</tr>
<tr>
<td>Nov. 28</td>
<td>Wednesday</td>
<td>2 Iowa</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Dec. 2</td>
<td>Sunday</td>
<td>at Charlotte</td>
<td>Charlotte, N.C.</td>
<td></td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Dec. 8</td>
<td>Saturday</td>
<td>at Nebraska</td>
<td>Lincoln, Neb.</td>
<td></td>
<td>3:05 p.m.</td>
</tr>
<tr>
<td>Dec. 10</td>
<td>Sunday</td>
<td>Grambling State</td>
<td>Tallahassee, Fla.</td>
<td></td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Dec. 19</td>
<td>Wednesday</td>
<td>Mercer</td>
<td>Tallahassee, Fla.</td>
<td></td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Dec. 22</td>
<td>Saturday</td>
<td>at UNCG</td>
<td>Greensboro, N.C.</td>
<td>Noon</td>
<td></td>
</tr>
<tr>
<td>Dec. 30</td>
<td>Sunday</td>
<td>Boston College*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Jan. 3</td>
<td>Thursday</td>
<td>at Georgia Tech*</td>
<td>Atlanta, Ga.</td>
<td></td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Jan. 6</td>
<td>Sunday</td>
<td>at Maryland*</td>
<td>College Park, Md.</td>
<td>ESPNU</td>
<td>1:30 p.m.</td>
</tr>
<tr>
<td>Jan. 10</td>
<td>Thursday</td>
<td>Wake Forest*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Jan. 13</td>
<td>Sunday</td>
<td>Miami*</td>
<td>Tallahassee, Fla.</td>
<td>RSN-TV</td>
<td>3 p.m.</td>
</tr>
<tr>
<td>Jan. 17</td>
<td>Thursday</td>
<td>at Boston College*</td>
<td>Chestnut Hill, Mass.</td>
<td></td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Jan. 20</td>
<td>Sunday</td>
<td>at NC State*</td>
<td>Raleigh, N.C.</td>
<td>RSN-TV</td>
<td>3 p.m.</td>
</tr>
<tr>
<td>Jan. 25</td>
<td>Friday</td>
<td>Georgia Tech*</td>
<td>Tallahassee, Fla.</td>
<td>ACC-YouTube</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Jan. 27</td>
<td>Sunday</td>
<td>Virginia Tech*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Jan. 31</td>
<td>Thursday</td>
<td>at North Carolina*</td>
<td>Chapel Hill, N.C.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Feb. 3</td>
<td>Sunday</td>
<td>Clemson*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>2 p.m.</td>
</tr>
<tr>
<td>Feb. 10</td>
<td>Sunday</td>
<td>at Miami*</td>
<td>Coral Gables, Fla.</td>
<td></td>
<td>2:05 p.m.</td>
</tr>
<tr>
<td>Feb. 14</td>
<td>Thursday</td>
<td>NC State*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Feb. 17</td>
<td>Sunday</td>
<td>North Carolina*</td>
<td>Tallahassee, Fla.</td>
<td>RSN-TV</td>
<td>1 p.m.</td>
</tr>
<tr>
<td>Feb. 22</td>
<td>Friday</td>
<td>at Duke*</td>
<td>Durham, N.C.</td>
<td>RSN-TV</td>
<td>6:30 p.m.</td>
</tr>
<tr>
<td>Feb. 24</td>
<td>Sunday</td>
<td>at Virginia Tech*</td>
<td>Blacksburg, Va.</td>
<td></td>
<td>1 p.m.</td>
</tr>
<tr>
<td>Feb. 28</td>
<td>Thursday</td>
<td>Maryland*</td>
<td>Tallahassee, Fla.</td>
<td>ESPN3</td>
<td>7 p.m.</td>
</tr>
<tr>
<td>Mar. 3</td>
<td>Sunday</td>
<td>at Virginia*</td>
<td>Charlottesville, Va.</td>
<td>RSN-TV</td>
<td>1 p.m.</td>
</tr>
<tr>
<td>Mar. 7-10</td>
<td>Thur.-Sun.</td>
<td>3 ACC Tournament</td>
<td>Greensboro, N.C.</td>
<td>RSN/ESPN2</td>
<td>TBA</td>
</tr>
</tbody>
</table>

All Times Eastern

Bold indicates home game.

All home games will be played at the Donald L. Tucker Center on the FSU campus.

* - Denotes Atlantic Coast Conference games
1 - Denotes San Juan Shootout
2 - Denotes Big Ten/ACC Challenge game
3 - Denotes ACC Tournament at Greensboro Coliseum

TV explanations:

RSN - Regional Sports Network (several regional cable networks throughout the ACC footprint)
ESPN3 - Game will be streamed live on ESPN3.
ACC-YouTube - Game will be streamed live on YouTube.

### 2012-13 Florida State Women's Basketball